



FLUXYS
Public Limited Liability Company

Avenue des Arts 31 - 1040 Brussels
VAT BE 0827 783 746
Brussels Trade Register

**CONVENING NOTICE TO THE ANNUAL SHAREHOLDERS' MEETING
TO BE HELD ON 14 MAY 2019**

The Board of directors of Fluxys SA/NV (hereafter the **Company**) has the honour of inviting the Company's shareholders to attend the Annual shareholders' meeting (hereafter the **Meeting**) to be held **at 4.30 p.m. on Tuesday 14 May 2019** at the Company's registered office, Avenue des Arts 31 in 1040 Brussels.

If possible, shareholders are requested to arrive at the Company's registered office 30 minutes before the scheduled start of the Meeting, to facilitate the compilation of the list of participants.

AGENDA

1. Annual report of the Board of directors

Acknowledgment of the Board of directors' annual report on the financial year that closed on 31 December 2018.

2. Report of the statutory auditor

Acknowledgment of the statutory auditor's annual report on the financial year that closed on 31 December 2018.

3. Communication of the statutory and consolidated annual accounts

Acknowledgment of the statutory and consolidated annual accounts for the financial year that closed on 31 December 2018 and of the statutory auditor's report on the statutory and consolidated annual accounts.

4. Approval of the annual accounts and appropriation of the result

Proposed resolution: approval of the annual accounts closed on 31 December 2018, including the allocation to Publigaz SCRL/CVBA, for all the shares it holds, of a gross dividend of € 109.354.002,84; to Caisse de dépôt et placement du Québec, a company under Canadian law, for all shares it holds, of a gross dividend of € 27.652.841,07; to the Federal Holding and Investment Company for all shares it holds, of a gross dividend of € 1.335.010,02 and to the members of the staff and management of the Fluxys SA/NV group a gross dividend of € 587.391,77 for all the shares they hold. This dividend appropriation is based on the shareholding on 31 December 2018.

5. Granting discharge to the members of the Board of directors

Proposed resolution: to grant discharge to the members of the Board of directors for the performance of their mandate during the financial year that closed on 31 December 2018.

6. Granting discharge to the statutory auditor

Proposed resolution: to grant discharge of liability to the statutory auditor for the performance of its mandate during the 2018 financial year.

7. Statutory appointments

a. Renewal of a director's mandate

Mr Christian Viaene's director's mandate will expire at the end of the Annual shareholders' meeting on 14 May 2019.

Proposed resolution: at the proposal of the Board of directors and on the advice of the Nomination and remuneration committee, to renew Mr Christian Viaene's director's mandate up to and including 30 November 2019. His mandate is remunerated in accordance with the principles laid down by the Annual shareholders' meeting of 12 May 2015.

b. Appointment of a statutory auditor

The mandate of the statutory auditor, Deloitte Réviseurs d'Entreprises SCRL, represented by Mr Jurgen Kesselaers, will expire at the end of the Annual shareholders' meeting on 14 May 2019.

Based on a tendering procedure, the Board of directors recommends that the Annual shareholders' meeting appoints Ernst & Young Réviseurs d'Entreprises SCRL, represented by Messrs Marnix Van Dooren and Wim Van Gasse¹, as statutory auditor for a period of three years, expiring at the end of the Annual shareholders' meeting held in 2022.

Proposed resolution: at the proposal of the Board of directors and on the advice of the Audit committee, to appoint Ernst & Young Réviseurs d'Entreprises SCRL, represented by Messrs Marnix Van Dooren and Wim Van Gasse¹, as the Company's statutory auditor for a period of three years, expiring at the end of the Annual shareholders' meeting held in 2022.

8. Statutory auditor's fee

Proposed resolution: to set the annual fee of the statutory auditor at a fixed, but indexed, amount of €110,010 for the entire duration of its mandate, expiring at the end of the Annual shareholders' meeting in 2022.

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FORMALITIES FOR ADMISSION

Shareholders will be admitted to the Meeting provided that they notify the Company by e-mail (sent to sven.decuypere@fluxys.com) **on 8 May 2019 at the latest** of their intention to attend or be represented at the Meeting and of the number of shares they represent, in accordance with Article 23 of the Articles of Association.

¹ Acting on behalf of an SPRL

VOTE BY PROXY

Any shareholder can be represented at the Meeting by a proxyholder. A shareholder may only appoint one person as their proxyholder, except where Belgian law permits the appointment of multiple proxyholders. Each proxyholder must be appointed using the form provided by the Company. The signed original of the hard copy of the form must reach the Company by no later than 5 p.m. (Belgian time) on 8 May 2019. Forms may also be faxed or e-mailed to the Company by the same deadline, provided that the communication in question bears an electronic signature in keeping with applicable Belgian law.

The form for appointing a proxyholder can be downloaded from the Company's website (<https://www.fluxys.com/en/company/fluxys-group/about-fluxys>) or by sending a simple request to Mr Sven De Cuyper, using the e-mail address indicated at the end of this convening notice.

RIGHTS OF BONDHOLDERS

In accordance with Article 537 of the Belgian Companies Code, bondholders may only attend the Meeting in an advisory capacity. To do this, they must comply with the same, aforementioned admission formalities applying to shareholders.

PROVISION OF DOCUMENTS

The annual report on the 2018 financial year will be made available to shareholders from 26 April 2019 free of charge from the Company's registered office by e-mailing a request to sven.decuypere@fluxys.com.

The Board of directors