

Inside information  
15 December 2016 – for immediate dissemination

An Investment in the new shares (the “New Shares”) involves substantial risks and uncertainties. Prospective investors must be able to bear the economic risk of an investment in the shares and should be able to sustain a partial or total loss of their investment. The prospective investors are advised to carefully consider the information contained in the Prospectus and, in particular the section on “Risk Factors”, before investing in the New Shares, the Preferential Rights or the Scrips. Specifically, investors should be aware that lower than targeted proceeds and/or cash flows or higher than estimated operational costs may adversely affect the Issuer and its ability to distribute dividends. Also, complex financial modelling used to project or estimate long term cash flows of companies holding and operating infrastructure (“Infrastructure Companies”) is based on assumptions regarding a number of factors beyond the control of the Issuer that might not materialise, which ultimately might affect returns. Investments in Infrastructure Companies based on long term contracts (via equity and subordinated loans) is a relatively recent type of investment and as such untested compared to other types of investment. The possibility of operational issues relating to the Infrastructure Companies over the long term may affect the Issuer’s investment returns. The Issuer may miss out on infrastructure investment opportunities offered directly to its principal shareholders.

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### **Final results of the public offering to subscribe to the capital increase**

**After a successful private placement of the scrips, existing shareholders and new investors have subscribed to 100% of the public offering**

- On 1 December 2016 TINC launched a public offer to subscribe to maximum 6,818,182 New Shares in the framework of a capital increase in cash with non-statutory preferential rights for a maximum amount of EUR 76,704,547.50.
- The issue price was set at EUR 11.25 per New Share.
- Two non-statutory preferential rights entitled subscription to 1 New Share.
- Subscription to 85.86% of the New Shares (5,854,183 New Shares) by exercise of non-statutory preferential rights.
- Subscription to 963,999 New Shares by exercise of scrips.

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- The net proceeds of the non-exercised non-statutory preferential rights, amount EUR 0.025 per coupon no. 3, whereby the total amount per holder of non-exercised non-statutory preferential rights shall be rounded down to two decimal places.
- Realisation of the capital increase, payment of the subscription price and delivery of the New Shares is expected 19 December 2016.
- Delivery of the New Shares and admission to trading of the New Shares on Euronext Brussels is expected on 19 December 2016.
- TINC has requested the Financial Services and Markets Authority (FSMA) to suspend the trade in the TINC share on Euronext Brussels on 15 December 2016 until the publication of the final results of the capital increase via this press release.

Manu Vandenbulcke (CEO): *"TINC is pleased with the successful completion of the capital increase. We welcome that TINC is well received as a listed infrastructure platform as demonstrated by the high percentage of shareholders who have exercised their subscription rights. The additional funding enhances the firing power of TINC and will be put at work to grow the portfolio through new participations in infrastructure."*

**TINC announces that, after the public offer to subscribe to the capital increase and the successful private placement of the scrips, the existing shareholders and new investors have subscribed to 100% of the public offering.**

Today, 15 December 2016, 1,927,998 non-exercised non-statutory preferential rights (scrips) were offered for sale to institutional investors via accelerated private placement procedure. The investors who have purchased these scrips have irrevocably committed themselves to exercise the scrips and to subscribe to one (1) New Share for two (2) non-statutory preferential rights at the subscription price of EUR 11.25 per share. The gross proceeds of the offering thus amount to the envisaged maximum amount of EUR 76,704,547.50.

Based on the results of the private placement of the scrips, the net proceeds (after deduction of certain costs) to which the holders of non-exercised statutory preferential rights are entitled, amounts to EUR 0.025 per coupon no. 3, whereby the total amount per holder of non-exercised non-statutory preferential rights shall be rounded down to two decimal places. This amount shall in principle be available and paid out as of 22 December 2016.

Payment of the subscription price, the realisation of the capital increase and the listing of the New Shares on Euronext Brussels is expected to take place on 19 December 2016. After this transaction, the number of issued TINC shares shall rise from 13,636,364 to 20,454,546.

KBC Securities NV and Belfius Bank NV acted as Global Coordinators. KBC Securities NV, Belfius Bank NV and Degroof Petercam NV acted as Joint Bookrunners.

The Prospectus is available in Dutch and English. A summary is also available in French. As of December 1, 2016 (before market opening), the Prospectus was made available free of charge to investors at TINC's registered office (Karel Oomsstraat 37, 2018 Antwerpen). The Prospectus will also be made available to investors at i) KBC Securities NV/SA – call +32 2 429 37 05 (Dutch, English and the summary in French), KBC Bank NV/SA – call +32 3 283 29 70 (Dutch, English and the summary in French), CBC Banque NV/SA – call +32 800 92 020 and via Bolero – call +32 78 353 353 (Dutch, English and the summary in French); ii) Belfius Bank SA/NV, upon request call +32 2 222 12 02 (Dutch, French and English; and iii) Degroof Petercam NV/SA call +32 2 287 93 12 (Dutch, English and the summary in French).

Subject to all applicable legal provisions, this Prospectus is also available on the internet on the following websites:

i) KBC Securities NV/SA, via

[https://www.kbcsecurities.com/services/corporate\\_finance/Prospectus.aspx](https://www.kbcsecurities.com/services/corporate_finance/Prospectus.aspx),

KBC Bank NV/SA, via <https://www.kbc.be/product/beleggen/aandelen/aandelentransacties.html>, CBC Banque SA/NV, via [www.cbc.be/corporateactions](http://www.cbc.be/corporateactions), and via Bolero, via [www.bolero.be/nl/tinc](http://www.bolero.be/nl/tinc) and [www.bolero.be/fr/tinc](http://www.bolero.be/fr/tinc) ;

ii) Belfius Bank SA/NV, via [www.belfius.be/TINC](http://www.belfius.be/TINC); and

iii) Bank Degroof Petercam NV/SA, via <https://www.degroofpetercam.be/tinc-2016>

The Prospectus is also available on TINC's website: [www.tincinvest.com/capitalincrease2016](http://www.tincinvest.com/capitalincrease2016).

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### **Caution regarding projections**

*This press release might include projections that include risks and uncertainties, amongst others announcements regarding plans, targets, expectations and intentions of TINC. Readers are cautioned that these projections hold certain and uncertain risks that are subject to important operational, economic and competitive uncertainties, many of which are beyond TINC's control. If one or more risk or uncertainty may materialize or if basic assumptions prove to be wrong, the final results may substantially deviate from the anticipated, expected, estimated or extrapolated results. Hence, TINC does not take any responsibility as to the accuracy of these projections.*

### **IMPORTANT INFORMATION**

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**The securities should not be offered or sold in the United States, except when registered in compliance with the applicable securities laws or pursuant to an applicable exemption from the registration requirements. TINC is not taking any action to register any part of the public offering in the United States. This information does not constitute any solicitation to acquire funds, securities or any other compensation, moreover, should any of these be transmitted in response to the information included in this document, they will not be accepted.**

**A prospectus will be published regarding the offering of shares of the TINC. After publication, a copy of the Prospectus will be available on TINC's website.**

**This document is not a prospectus and investors should not subscribe to any shares referred to in this document, nor should they acquire such shares, except on the basis of the information included in the Prospectus.**

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### About TINC

TINC is a listed investment company that participates in companies that realise and operate infrastructure. TINC holds a diversified investment portfolio of participations in various infrastructure, such as road and tram infrastructure, a business centre, a car park and energy infrastructure, located in Belgium, the Netherlands and Ireland. This investment portfolio generates cash flows of a long term sustainable nature, which form the basis for TINC's dividend policy. The participations are actively managed by an experienced team of investment and infrastructure professionals with offices in Antwerp and The Hague. TINC is listed on the regulated market of Euronext Brussels since May 12, 2015.

For more information, please visit: [www.tincinvest.com](http://www.tincinvest.com)

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