



HALF-YEAR REPORT

30 June
2024

Interim management report of the Board of Directors

Ladies and Gentlemen,

In accordance with the legal and statutory requirements, we are pleased to report to you on the first half of the 2024 financial year and to provide an overview of our management of Financière de Tubize (the 'Company').

1. Significant events

1.1. SIGNIFICANT EVENTS THAT OCCURRED DURING THE FIRST HALF OF 2024

Dividends – Financière de Tubize has received the dividend distributed by UCB relating to the 2023 financial year (€ 95.9 million) and has paid to its shareholders its own dividend related to the 2023 financial year (€ 43.2 million), based on a gross dividend amounting to € 0.97 per share, up 12.79% compared to last year.

Debt – During the first half of 2024, as a result of the dividends received, the Company repaid part of its debt, which decreased from €79.2 million at 31 December 2023 to €31.0 million at 30 June 2024.

Acquisition of UCB shares – The Company acquired 7,791 UCB shares in the first half of 2024, at an average price of € 134.00 and for a total amount of € 1.04 million, maintaining its stake in UCB at 36.24% as at 30 June 2024.

1.2. IMPACT OF THE SITUATION IN UKRAINE, AND IN THE MIDDLE EAST

The situations in Ukraine and in the Middle East had no significant impact on the Company's activities and its financial statements during the first semester of 2024. The Company is, in fact, a mono holding company whose sole investment is a stake in UCB and it therefore has no commercial or industrial activity. The Company remains attentive to developments related to these events to assess any potential financial impact on the Company and/or UCB's results. Reference should be made in this respect to the content of UCB's half-year report.

1.3. BALANCE SHEET AND INCOME STATEMENT AS AT 30 JUNE 2024 (UNAUDITED)

Balance sheet – summary

Assets	Notes	30-06-24	31-12-23
Fixed assets		1,920,655,673	1,919,609,130
Tangible fixed assets		2,546	-
Other tangible fixed assets		2,546	-
Financial fixed assets	1.3	1,920,653,127	1,919,609,130
Affiliated enterprises		1,920,653,127	1,919,609,130
Current assets		561,299	635,321
Amounts receivable within one year		-	-
Other amounts receivable		-	-
Current investments	1.5.1.	-	-
Other investments		-	-
Cash at bank and in hand		502,816	574,841
Deferred charges and accrued income		58,483	60,480
Total assets		1,921,216,972	1,920,244,451

Equity and liabilities	Notes	30-06-24	31-12-23
Equity	1.3	1,889,532,426	1,796,594,299
Capital		236,224,992	236,224,992
Issued capital		235,000,000	235,000,000
Revaluation surpluses		1,224,992	1,224,992
Reserves		1,469,129,708	1,469,129,708
Legal reserve		23,500,000	23,500,000
Reserves not available		455,591	455,591
Available reserves		1,445,174,117	1,445,174,117
Accumulated profits (losses)		184,177,726	91,239,599
Amounts payable		31,684,546	123,650,152
Amounts payable within one year		31,378,055	122,714,933
Financial debts	1.5.2.	31,000,000	79,200,000
Trade debts		361,623	263,215
Taxes, remuneration and social security		-	59,521
Other amounts payable		16,432	43,192,197
Accruals and deferred income		306,491	935,219
Total liabilities		1,921,216,972	1,920,244,451

Participation in UCB

The company acquired 7,791 UCB shares during the first semester of 2024, maintaining its participation in the capital of UCB at 36.24% as at 30 June 2024. The participation in the capital of UCB is reported at its acquisition value for an amount of € 1,920,653k as per 30 June 2024 compared to € 1,919,609k as at 31 December 2023, i.e. an average acquisition value of € 27.25 per share as at 30 June 2024 (€27.23 as at 30 December 2023). The market price of the UCB share as at 30 June 2024 was € 138.70 (€ 78.90 as at 31 December 2023).

Equity

Equity increased from 1,796,594k as at 31 December 2023, to € 1,889,532k as at 30 June 2024. This increase is attributed exclusively to the result of the financial period (€ 92,938k).

The market capitalisation of the Company stood at € 4,638,213k as at 30 June 2024 (44,512,598 shares at € 104.20) compared to € 3,191,553k as at 31 December 2023 (44,512,598 shares at € 71.7).

The solvency ratio (equity as a percentage of total assets) increased from 93.56% as at 31 December 2023, to 98.35% as at 30 June 2024.

Bank borrowings

Outstanding bank debt decreased from € 79,200k as at 31 December 2023, to € 31,000k as at 30 June 2024. The development of the confirmed lines and their use during the first semester of 2024 is included in note 1.5.2 regarding bank borrowings. The debt ratio (outstanding bank debt as a percentage of the market value of the stake in UCB) decreased from 1.42% as at 31 December 2023, to 0.32% as at 30 June 2024. This ratio therefore remains very low and is well below the 30% limit agreed with the bankers. The Company has credit lines for a total amount of € 350 million, of which € 319 million was not used as at 30 June 2024.

Income statement – summary

Income statement	Notes	30-06-24	30-06-23
Operating charges		878,572	993,317
Services and other goods	1.5.4.	878,060	927,454
Depreciation		32	-
Other operating charges		480	434
Non-recurring operating charges		-	65,429
Operating profit (loss)		(878,572)	(993,317)
Financial income		95,897,264	93,635,199
Income from financial fixed assets		95,859,249	93,220,513
Other financial income		24,758	2,513
Non-recurring financial income		13,257	412,173
Financial charges		2,073,169	1,572,439
Debt charges	1.5.2.	2,064,669	1,524,000
Other financial charges		8,500	48,439
Profit (loss) for the period before taxes		92,945,523	91,069,443
Income taxes	1.5.3.	7,397	-
Profit (loss) of the period		92,938,126	91,069,443
Profit (loss) of the period available for appropriation		92,938,126	91,069,443

General expenses, including other operating expenses, decreased from € 928k in the first half of 2023 to € 879k in the first half of 2024.

The dividend received from UCB in 2024 relating to the 2023 financial year amounts to € 95.86 million (gross dividend of € 1.36 per share) compared to € 93.22 million (€ 1.33 per share) in the previous year.

Other financial income represents interest earned on available cash during the few days between the receipt of UCB dividends and Financière de Tubize's dividend and debt payments).

The cost of borrowing rose from € 1,524k in the first half of 2023 to € 2,065k in the first half of 2024, an increase of € 541k. This increase is mainly related to the rise in interest rates compared to the previous year, while the average amount of debt remained stable. The average cost of debt increased from 4.02% in 2023 to 5.01% in the first half of 2024 following the rise in interest rates at the time of renewals at the end of 2023 and beginning of 2024.

Following the application of the dividend received deduction, no corporate income taxes are due. The Company benefits from a 100% tax exemption in accordance with the law of 25 December 2017.

The profit for the year rose from € 91,069k in the first half of 2023 to € 92,938k in the first half of 2024, an increase of €1,869k or 2.05%.

1.4. CASH FLOWS STATEMENT

€ 000	30-06-24	30-06-23
Directors remuneration & attendance fees	(266)	(274)
Remuneration general manager and deputy general manager	(237)	(219)
Statutory auditor's fee	(2)	(9)
Other general expenses	(301)	(450)
Cash flows from operating activities	(806)	(952)
Dividends received	95,859	93,221
Acquisition of UCB shares	(1,044)	(51,953)
Cash flows from investing activities	94,815	41,267
Dividends paid	(43,176)	(38,281)
Withholding tax paid	(7)	-
Net Interest and commissions	(2,669)	(1,557)
Drawing on roll-over credit	39,900	100,000
Repayment on roll-over credit	(88,100)	(99,900)
Bank charges	(29)	(61)
Cash flows from finance activities	(94,081)	(39,799)
Total cash flows	(72)	516
Cash and cash equivalents beginning of period	575	1,069
Cash and cash equivalents end of period	503	1,585

1.5. NOTES

1.5.1. Current investments and cash at bank

Investments and cash assets include sight deposits and term deposits (1 month), which are subject to an insignificant risk of change in value.

€ 000	30-06-24	31-12-23
Current account	503	575
Term accounts : not more than one month	-	-
Total	503	575

1.5.2. Bank borrowings

Floating-rate borrowings are made in the form of fixed advances with a minimum term of 1 month and a maximum term of 12 months.

€ 000	30-06-24	31-12-23
Floating-rate loans	(31,000)	(79,200)
Accrued interests	(203)	(831)
Total	(31,203)	(80,031)

Status of credit lines

€ 000	30-06-24			31-12-23		
	CONFIRMED LINES	UTILISED	AVAILABLE	CONFIRMED LINES	UTILISED	AVAILABLE
BNP	200,000	6,000	194,000	200,000	55,500	144,500
Belfius	150,000	25,000	125,000	150,000	23,700	126,300
Total	350,000	31,000	319,000	350,000	79,200	270,800

The terms of these two credit lines were renegotiated during the second half of 2022: the € 150 million line has an initial term of 5 years, extendable each year indefinitely, and the € 200 million line has an initial term of 5 years, extendable twice by one year. Drawdowns are made in the form of short-term advances (between 1 and 12 months) and are renewable. At 30 June 2024, € 31 million of the credit lines had been drawn down.

Securities

The borrowings are secured by means of a pledge on 2,249,614 UCB shares as at 30 June 2024. The carrying value of these pledged shares amounts to € 61.29 million.

Covenants

The Company has to comply with the following debt covenants:

- Securities for the credit lines must consist in a number of UCB shares, the total market value of which must be at least 150% of the outstanding debt.
- Borrowings may not exceed 30% of the market value of the investment in UCB; as at 30 June 2024, the ratio amounted to 0.32%.

Cost of borrowing

€ 000	30-06-24	30-06-23
Interest charges	(1,633)	(1,095)
Reservation commission	(432)	(429)
Total	(2,065)	(1,524)

Interest charges on bank loans show an increase from € 1,095k in the first half of 2023 to € 1,633k in the first half of 2024, given the rise in interest rates.

Reservation fees on the unused portion of confirmed credit lines amounted to € 432k in the first half of 2024 (€ 429k in the first half of 2023). The reservation commission amounts to 0.30% in 2024, same as in 2023.

1.5.3. Income taxes

Relationship between tax expense and accounting profit

€ 000	30-06-24	30-06-23
Profit before tax	92,946	91,069
Theoretical income tax rate	25.00%	25.00%
Theoretical income tax	23,236	22,767
Tax exempt dividends (DRD scheme)	23,236	22,767
Withholding tax deducted at source	7	-
Reported income tax	7	-

1.5.4. General expenses

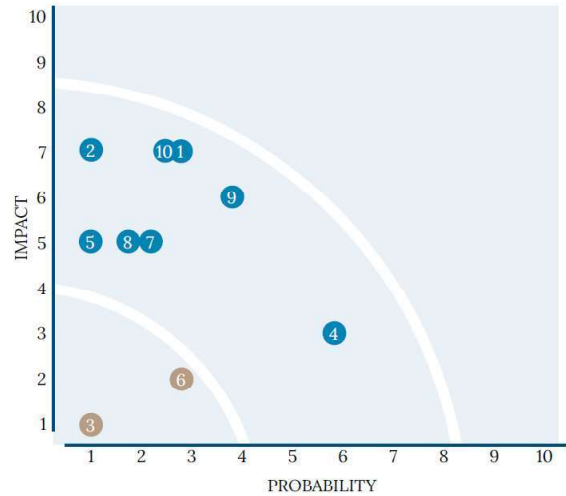
€ 000	30-06-24	30-06-23
Directors' remuneration	203	199
Attendance fee	39	43
General manager and deputy remuneration	269	222
Statutory auditors' fee	11	9
Service providers	356	455
- Bookkeeping	37	61
- Advise (legal, tax, social, financial, insurance)	77	179
- Paying agent	21	18
- Contributions	59	40
- Euronext	34	33
- Euroclear	9	9
- FSMA	40	34
- Financial publicity	20	42
- Insurance	23	23
- Miscellaneous (post, bank, office supplies, travel, ...)	36	16
Total	879	928

1.5.5. Dividend

In May 2024, the Company collected the dividend related to the 2023 financial year distributed by UCB (€ 95,859k) and paid its own dividend related to the 2023 financial year (€ 43,177k).

2. Main risks and mitigating measures

1. **Concentration risk** – This risk is the result of the Company’s dependence on its investments. As Financière de Tubize’s only asset is its holding in UCB, Financière de Tubize will carefully monitor any element which could force UCB to review its dividend policy. The Board of Financière de Tubize remains informed of UCB’s activities and management through its representatives on the UCB Board of Directors and audit committee.
2. **Market risk** – Financière de Tubize is exposed to the market risk related to the fluctuation of the UCB share price. This risk is inherent in the Company’s activity, which comprises a long-term holding in UCB. It is monitored to ensure that the financial commitments made under the credit lines are maintained.
3. **Liquidity risk** – This risk results from a company’s inability to cope with its financial commitments. In order to honor its obligations and maintain the financial capacity necessary to implement its investment policy in its holding, Financière de Tubize has negotiated credit lines totaling € 350 million. These credit lines include financial commitments, calculated twice a year, which are largely within the standards agreed with the bankers.
4. **Interest rate risk** – Fluctuations in interest rates can have an effect on debt charges and return on cash and cash equivalents. Financière de Tubize’s debt is raised on a short-term basis (less than one year) under its credit lines. If debt were to be raised in the longer term, Financière de Tubize could put in place instruments to hedge this debt. Cash is invested on a short-term basis and Financière de Tubize constantly monitors the market to adapt to changing circumstances.
5. **Counterparty risk** – This risk occurs when a bank-counterparty defaults on its obligations in the context of deposit transactions, hedging of financial risks, securities transactions, and drawings on credit lines, thereby causing Financière de Tubize to incur a financial loss. Financière de Tubize’s counterparties are Belgian banks with a “high average quality” rating.
6. **Operational risk** – This risk stems from inadequate or failing internal processes and systems, human error or external events. The Company has established detailed controls for each significant process. It has defined an information security policy that sets out the security measures to be taken to minimise IT and cyber risk. The Company has no staff. The responsibility of the directors is covered by an insurance policy.
7. **Legal risk** – This type of risk is linked to the development of the law (corporate law, tax law, etc.), which may result in some legal uncertainty or interpretation difficulties. In this respect, maintaining the DRD (Dividend Received Deduction) regime is key to the company's financial performance. The Board of Directors calls on the advice of specialized law firms to monitor changes in the legislative and regulatory framework and to give an expert opinion on any subject relevant to the life of the Company.
8. **Compliance risk** – This risk stems from failure to comply with regulations. The Board of Directors relies regularly on external expert advice related to legal, tax and financial matters. The Company has adopted a Dealing Code that establishes detailed conduct rules to prevent market abuse. In addition, the company's Information Security Policy defines the measures to be taken to maintain the integrity and confidentiality of sensitive data. These rules impose certain prohibitions and preventive measures.
9. **Reputational risk** – The reputational risk corresponds to the impact a management mistake can have on the image of the Company. To avoid damage to its image or reputation, the Company has established a corporate governance system based on proactive risk management, listening to stakeholders and transparent communication of significant events.



10. Risk of reduction of affectio societatis – This is the risk that the support of the company's shareholders for the UCB project diminishes to the point of affecting the stability of the shareholder base. The shareholders' agreement guarantees the cohesion of the family shareholding. Regular discussions are also held with the main non-family shareholders. Finally, the company ensures that it pays an attractive dividend and communicates transparently about its strategy and performance to all its shareholders.

3. Post-balance sheet events

No significant events occurred after the end of the first half of 2024.

4. Main related party transactions

The following information is required by the Royal Decree of 14 November 2007 insofar as it may, where applicable, have an impact on the Company in the event of the launch of a takeover bid.

Shareholding structure

The shareholding structure of Financière de Tubize as indicated by (i) the annual notification sent in accordance with Article 74, §8 of the law of 1 April 2007 concerning takeover bids, (ii) the notifications received by the Company in accordance with the law of 2 May 2007 concerning the publication of significant holdings, and (iii) notifications made in accordance with the market abuse regulation by the directors of the Company or by persons closely related to them, and taking into account the distribution of the voting rights between those held in concert and those held independently, was follows as at 30 June 2024:

€ 000	IN CONCERT		INDEPENDENTLY		TOTAL	
	NUMBER	%	NUMBER	%	NUMBER	%
FEJ SRL	8.525.014	19,15%	1.988.800	4,47%	10.513.814	23,62%
Daniel Janssen	5.881.677	13,21%	-	-	5.881.677	13,21%
Altai Invest SA	4.969.795	11,16%	40.205	0,09%	5.010.000	11,26%
Barnfin SA	3.903.835	8,77%	-	-	3.903.835	8,77%
Jean van Rijckevorsel	11.744	0,03%	-	-	11.744	0,03%
Total voting rights held by the concert	23.292.065	52,32%	2.029.005	4,56%	25.321.070	56,89%
Other shareholders	-	-	19.191.528	43,11%	19.191.528	43,11%
Total voting rights	23.292.065	52,29%	21.220.533	47,67%	44.512.598	100,00%

The FEJ SRL, Daniel Janssen, the Altai Invest SA (controlled by Evelyn du Monceau), Barnfin SA (controlled by Bridget van Rijckevorsel) and Jean van Rijckevorsel act in concert.

The members acting in concert and their close family members have no direct or indirect relationships with the Company other than those resulting from their capacity as shareholders or, where applicable, from representation on the Board of Directors.

5. Composition and functioning of the Board of Directors

Composition and attendance

In accordance with the articles of association, the Board of Directors consists of at least three members. The general shareholders meeting fixes the number of directors.

The Board currently consists of ten members (eight representatives of the reference shareholders and three independent directors).

The Board of Directors meets at least three times a year.

The appointment of Bergendal & Co SRL, represented by Tanguy du Monceau, as director, was confirmed at the Annual General Meeting of 26 April 2024 for a term of 4 years expiring at the ordinary general meeting of 2028.

The appointment of Sandrine Flory as director, was confirmed at the Annual General Meeting of 26 April 2024 for a term of 4 years expiring at the ordinary general meeting of 2028.

The resignation of Biofina SRL, represented by Fiona du Monceau, as a director, with effect from 16 March 2024, was recorded at the ordinary general meeting of 26 April 2024.

The resignation of AVO Management BV, represented by Annick Van Overstraeten, as director, was recorded at the ordinary general meeting of 26 April 2024.

The resignation of EJ Management SRL, represented by Edouard Janssen, as director, was recorded at the close of the ordinary general meeting on 26 April 2024.

Responsible persons and statement from the Board of Directors

Responsible persons

BOARD OF DIRECTORS

Bergendal & Co SRL represented by Tanguy du Monceau	Member
BLTB SRL represented by Charles-Antoine Janssen	Member
Eric Cornut	Member
Evelyn du Monceau	Member
Cynthia Favre d'Echallens	Member
Sandrine Flory	Member
Nikita SRL represented by Cyril Janssen	Member
Praksis BV represented by Bruno Holthof	Member
Cédric van Rijckevorsel	Member
Vauban NV represented by Gaëtan Hannecart	Chairman

HONORARY CHAIRMAN

Daniel Janssen

STATUTORY AUDITOR

BDO Company Auditors SRL, represented by Sébastien Jaspar.

DAY-TO-DAY MANAGEMENT

ENRE SRL, represented by Eric Nys.

Statement from the Board of Directors

We declare that to our knowledge :

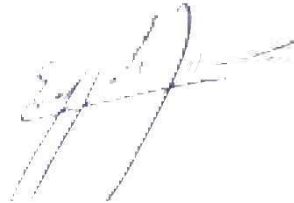
- The interim financial information as at 30 June 2024 gives a true and fair view of the net assets, financial position and profit or loss of Financière de Tubize in accordance with the applicable accounting standards.
- The interim management report contains a fair presentation of the significant events and major related party transactions that occurred during the first half of the current financial year and their impact on the condensed interim financial information as at 30 June 2024, as well as a description of the principal risks and uncertainties for the remaining months of the year.

Brussels, 24 July 2024

The Board of Directors



Gaëtan Hannecart,
Chairman of the
Board of Directors



Evelyn du Monceau,
Member of the
Board of Directors



Statutory auditor's report to the Board of Directors of Financière de Tubize on the review of condensed interim financial information for the six-month period ended 30 June 2024

Introduction

We have reviewed the accompanying interim condensed financial information, including a condensed balance sheet of Financière de Tubize as of 30 June 2024, a condensed profit and loss statement for the period of six months ended on that date as well as some explanatory notes. The Board of Directors is responsible for the preparation and presentation of this condensed interim financial information in accordance with the financial reporting standards applicable in Belgium and with the periodic disclosure obligations of Belgian issuers whose securities are admitted to trading on a regulated market. Our responsibility is to express a conclusion on this condensed interim financial information based on our review.

Scope of review

We conducted our review in accordance with International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity". A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying condensed interim financial information is not prepared, in all material respects, in accordance with the financial reporting standards applicable in Belgium and with the periodic disclosure obligations of Belgian issuers whose securities are admitted to trading on a regulated market.

Brussels, July 24, 2024

BDO Réviseurs d'Entreprises SRL
Statutory auditor
Represented by Sébastien JASPAR*
Auditor
*Acting for a company