



## JENSEN-GROUP NV

A corporation listed on Euronext Brussels  
(KBO) 0440.449.284 – Company Registry (RPR) in Ghent  
Registered address at Neerhonderd 33 in 9230 Wetteren, Belgium

Dear Shareholder,

The Shareholders of JENSEN-GROUP NV, a publicly listed company with principal office at Neerhonderd 33 in 9230 Wetteren, Belgium (hereinafter: the “Company”), are hereby invited to attend the annual ordinary General Meeting and an extraordinary General Meeting of Shareholders that will be held on Tuesday, May 16, 2023, at 10.00 AM respectively 12.00 noon, at Hotel Van der Valk, Akkerhage 10, 9000 Gent, Belgium (hereinafter: the “Annual Meeting” and the “Extraordinary Meeting”, or collectively the “General Meeting”). Summaries of the agendas of both meetings are set forth below. Please note that only the comprehensive Dutch language versions of the agendas are valid and legally binding.

### **Agenda Annual Meeting of May 16, 2023:**

1. Opening of the Annual Meeting by the Chairman and possible remarks.
2. Presentation, acknowledgement and review of the Company’s *consolidated* financial statements and annual report for the accounting year ended as at December 31, 2022.
3. Explanation of the Company’s Remuneration Policy and Remuneration Report by the delegated representative(s) of the Nomination and Remuneration Committee; approval of the Remuneration Policy and Remuneration Report; presentation, acknowledgement and review of the Company’s *statutory* financial statements for the accounting year ended as at December 31, 2022 and of the annual report of the Board of Directors and the report of the Statutory Auditor on such statements.
4. Approval of the Company’s *statutory* financial statements for the accounting year ended as at December 31, 2022.
5. Acknowledgement and approval of the appropriation of results as proposed by the Board of Directors including dividend payment of 0,50 euro per share.
6. Discharge to the Statutory Auditor.
7. Discharge to the directors.
8. Reappointment of Mr. Jobst Wagner as non-executive, independent director; appointment of Acacia I bv, as represented by Mrs. Els Verbraecken, as non-executive, independent director; appointment of Mr. Daisuke Miyauchi as non-executive, non-independent director.
9. Appointment and remuneration of Deloitte BV, as represented by Mrs. Charlotte Vanrobaeys, as statutory auditor.
10. Allocation and explanation of the remuneration of the Board of Directors.

11. Update on the application of the Corporate Governance Code (Code "version 2020").
12. Proxy publication of the decisions of the Annual Meeting and other formalities.
13. Questions and Announcements (miscellaneous).

#### **Agenda Extraordinary Meeting of May 16, 2023:**

1. Presentation and review of the special report of the Board of Directors in respect of the proposed reinstatement of the authorization regarding the authorized capital, as prepared in accordance with article 7:199 of the Code of Companies and Associations.
2. Reinstatement of the authorizations of the Board of Directors under the authorized capital – Amendment of bylaws.
3. Reinstatement of the authorization of the Board of Directors in respect of the acquisition, pledge, alienation and cancellation of own shares and profit participation rights – Amendment of bylaws.
4. Cancellation of all own shares – Amendment of bylaws.
5. Miscellaneous punctual amendments of the bylaws – Adoption of a new text of the bylaws.
6. Authorizations.

#### **Information to the Shareholders in respect of the General Meeting**

As a general matter, the Shareholders must comply with the following **registration formalities** to be admitted to and attend the General Meeting:

- Right to participate: only persons that are registered as a Shareholder on the "Registration Date" can participate in and vote at the General Meeting. Such Registration Date is the fourteenth (14<sup>th</sup>) day prior to the General Meeting, i.e., May 2, 2023, at 12.00 PM (Belgian time). For the *holders of registered shares*, the registration entry in the shareholder register of the Company qualifies as registration. *Holders of dematerialized shares* must, by contrast, register their shares themselves on the Lumi-platform via the link [www.lumiconnect.com](http://www.lumiconnect.com). In the latter case Lumi will, as central depository and in accordance with the Code of Companies and Associations, provide the Shareholder with the certificate (hereinafter: the "Certificate") that indicates the number of dematerialized shares, registered in his or her name on the Registration Date, with which the Shareholder intends to participate in the General Meeting.
- Notice of intention to participate: *each Shareholder* must also notify to the Company, no later than the sixth (6<sup>th</sup>) day prior to the General Meeting, i.e., by May 10, 2023, his or her intention to participate in the General Meeting. The formal notice of the intention to participate can be sent via the link [www.lumiconnect.com](http://www.lumiconnect.com), via regular mail to the address of the Company's principal office or via electronic mail to [investor@jensen-group.com](mailto:investor@jensen-group.com). *Holders of dematerialized shares* must add their Certificate to the notice.
- Holders of (convertible) bonds and warrants have the right to attend the General Meeting but only in an advisory capacity and are subject to the same attendance requirements as the Shareholders.

**Remote voting** prior to the General Meeting is only permitted by means of a form provided by the Company. In such case, the Shareholders must still comply with the registration formalities, whereby the notice of the form for remote voting qualifies as notice of the intention to participate. The Shareholders must send the form, duly completed and signed and together with a copy of their identity card, to the

Company via the link [www.lumiconnect.com](http://www.lumiconnect.com), via regular mail to the address of the Company's principal office, or via electronic mail to [investor@jensen-group.com](mailto:investor@jensen-group.com). The Company must receive the original form no later than the sixth (6<sup>th</sup>) day prior to the General Meeting, i.e., by May 10, 2023. Shareholders that opt for remote voting will no longer be able to participate in a different manner in the General Meeting.

Each Shareholder who wants to be represented by **proxy** has to do so in written form and as per signed designation by a proxy holder in the format set forth by the Board of Directors. In such case, the Shareholders must still comply with the registration formalities via the link [www.lumiconnect.com](http://www.lumiconnect.com), whereby the notice of the proxy form qualifies as notice of the intention to participate. The Shareholders must send the form, duly completed and signed and together with a copy of their identity card, to the Company via the link [www.lumiconnect.com](http://www.lumiconnect.com), via regular mail to the address of the Company's principal office, or via electronic mail to [investor@jensen-group.com](mailto:investor@jensen-group.com). The Company must receive the original proxy form no later than the sixth (6<sup>th</sup>) day prior to the General Meeting, i.e., by May 10, 2023.

The **templates of the remote voting form and the proxy form** are available at the Company's principal office or can be downloaded at the website [www.jensen-group.com](http://www.jensen-group.com) under the heading "Investor Relations". Holders of registered shares receive a template of the proxy form enclosed with their convocation letter.

Copies of the following **documents are available** at no cost to all Shareholders holders of bonds and holders of warrants as of April 14, 2023 at both the Company's principal office and the website [www.jensen-group.com](http://www.jensen-group.com) under the heading "Investor Relations": the statutory and consolidated financial statements; the Annual Report, including the consolidated and the statutory annual report of the Board of Directors, as well as the Corporate Governance chapter and the Remuneration Report; the special report of the Board of Directors in respect of the reinstatement of the authorized capital; the draft bylaws with all proposed amendments in track changes; this convocation letter; the adjusted agenda and the corresponding proxy forms and remote voting forms; and any documents or reports to be presented to the General Meeting.

The holders of registered shares, bonds (convertible or not) or warrants, as well as the Company's directors and statutory auditor(s) can henceforth receive their **invitation to the General Meeting by electronic mail** instead of by regular mail provided that they have individually and explicitly indicated their consent in writing and sent or filed such consent at the Company's principal office no later than twenty (20) days prior to the General Meeting. This consent will be deemed applicable for all future General Meetings unless the holder of the securities withdraws the consent under the same form and within the same term, in which case the invitation will again be sent by regular mail. The prescribed template for a request of change in convocation is available, as of April 14, 2023, at both the Company's principal office and the website [www.jensen-group.com](http://www.jensen-group.com) under the heading "Investor Relations".

Shareholders who alone or together hold at least three percent (3%) of the share capital can **add an item to the agenda** of the General Meeting and **submit proposals for resolutions** on items that are included or to be included on the agenda. Such Shareholder(s) must be registered in accordance with the procedure as described above and present, when submitting a request to add an item or a proposal for a resolution, proof of holding the required percentage of the share capital via either the registration entry of the shares in the Company's shareholder register or the abovementioned Certificate. Requests to add an item or proposals for a resolution can be sent to the Company via the link [www.lumiconnect.com](http://www.lumiconnect.com), via regular mail

to the address of the Company's principal office, or via electronic mail to [investor@jensen-group.com](mailto:investor@jensen-group.com). The Company must receive the suggested agenda items or proposals for a resolution no later than the twenty-second (22<sup>nd</sup>) day prior to the General Meeting, i.e., by April 24, 2023.

Each Shareholder who has completed the registration formalities can **submit a question** in respect of the agenda items either orally during, or in written form prior to, the General Meeting. Written questions can be submitted upon publication of the convocation via the link [www.lumiconnect.com](http://www.lumiconnect.com), via regular mail to the address of the Company's principal office, or via electronic mail to [investor@jensen-group.com](mailto:investor@jensen-group.com). Written questions must be received by the Company no later than the sixth (6<sup>th</sup>) day prior to the General Meeting, i.e., by May 10, 2023.

**Data protection:** the Company, JENSEN-GROUP NV, is the data controller with respect to the processing of personal data received from Shareholders and proxy holders in the context of the General Meeting. The Company processes certain personal data including first name, surname, residence, identity card and signature. This processing takes place for the management of the attendance and voting procedure of the General Meeting, in order to comply with applicable legal obligations, and in accordance with the Company's legitimate interest. The Shareholders and, if applicable, the proxy holders are required to provide the Company with this data and cannot validly participate in or vote at the General Meeting if they fail to do so.

The Company may share the personal data with affiliated entities and with service providers that assist the Company with the aforementioned purposes. The data shall not be kept longer than is necessary for said purposes and shall only be kept for the time required to comply with applicable legal obligations. In particular, proxies, postal votes, confirmations of attendance and attendance lists are stored for as long as the minutes of the General Meeting must be kept in order to comply with Belgian law.

Shareholders and proxy holders can exercise their rights to access, rectify, or delete their personal data and to restrict or object to processing of such data by contacting the Company's DPO via [dpo@jensen-group.com](mailto:dpo@jensen-group.com) and by lodging a complaint with the competent [Data Protection Authority](#).

All Shareholders or their proxies are invited to, if possible, register *half an hour* before the opening of the General Meeting so as to facilitate the preparation of the attendance list. Any further questions should be addressed to the Investor Relations Manager via electronic mail to [investor@Jensen-group.com](mailto:investor@Jensen-group.com) or via telephone to +32(0)9 333 83 30.