

PROXY – to be used by Shareholders only*

* Only the Dutch language copy is valid and legally binding – Belgian law is exclusively applicable.

I, the undersigned, hereby acting as grantor of a proxy,

(first name, surname, and address *or* company, principal office and duly represented by first name, surname)

Owner of registered shares
Owner of dematerialized shares

Of JENSEN-GROUP NV, a company having its principal office at Neerhonderd 33 in 9230 Wetteren, Belgium;

hereby appoints as his/her proxy holder

(first name, surname, and address)

to whom he/she gives power of attorney:

- to represent him/her at the annual ordinary General Meeting of Shareholders and the extraordinary General Meeting of Shareholders of JENSEN-GROUP NV to be held on May 16, 2023 at respectively 10:00 AM and 12:00 noon local time (Brussels) and to participate in his/her name in the mentioned meeting and to exercise all voting rights attached to the mentioned shares in the manner set forth below;
- to participate in and exercise the voting rights at any subsequent annual ordinary General Meeting of Shareholders and extraordinary General Meeting of Shareholders of JENSEN-GROUP NV with the same agenda, in the event that the present meetings are adjourned because they could not be validly held due to a failure to fulfil the attendance quorum, in the event that the Board of Directors adjourns the present meetings, or for any other reason; and
- to execute and sign any deeds, documents and minutes, to elect domicile, to sub-delegate authority, and in general to do what is useful or necessary for the execution of this proxy and this with promise of ratification by the undersigned.

Should one or more detailed voting instructions not be completed, the proxy holder is deemed to vote in favour of the item of the agenda.

It is recommended for the proxy holder to register his/her/its votes cast during any General Meetings of Shareholders in real-time with respect to all of the items of the agendas and to make a note to that effect in the column to the right.

VOTING INSTRUCTIONS

Annual ordinary General Meeting of Shareholders

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.a. Explanation of the Company's Remuneration Policy and Remuneration Report by the delegated representative(s) representative(s) of the Nomination and Remuneration Committee.
- 3.b. Approval of the Remuneration Policy.

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- 3.c. Approval of the Remuneration Report.

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- 3.d. Presentation and acknowledgement of the Company's statutory financial statements for the accounting year ended as at December 31, 2022.
- 3.e. Acknowledgement and review 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.

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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.

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6. Discharge to the Statutory Auditor.

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7. Discharge to the directors.

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- 8.a. Reappointment of Mr. Jobst Wagner as non-executive, independent director.

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8.b. Appointment of Acacia I bv, as represented by Mrs. Els Verbraecken, as non-executive, independent director.

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8.c. Appointment of Mr. Daisuke Miyauchi as non-executive, non-independent director.

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9. Appointment and remuneration of Deloitte BV, as represented by Mrs. Charlotte Vanrobaeys, as statutory auditor.

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10. Allocation and explanation of the remuneration of the Board of Directors.

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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.

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13. Questions and Announcements (miscellaneous).

Extraordinary General Meeting of Shareholders

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.

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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.

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4. Cancellation of all own shares – Amendment of bylaws.

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5. Miscellaneous punctual amendments of the bylaws – Adoption of a new text of the bylaws.

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6. Authorizations.

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If the Company announces an amended agenda that contains **new items**, the law requires that this proxy indicates whether the Proxy Holder is authorized to vote on these new items or whether he is required to abstain from voting. Taking this into account:

the Proxy authorizes the Proxy Holder to vote on the new items that are included in the agenda of the Meeting

or

the Proxy instructs the Proxy Holder to abstain from voting on the new items that are included in the agenda of the Meeting

If the Proxy checked neither of the above boxes or if he checked both of them, the Proxy Holder must abstain from voting on the new items that are included in the agenda of the Meeting.

The Company must receive the original form, together with a copy of the identity card of the Shareholder, no later than the sixth (6th) day prior to the General Meeting, i.e., by May 10, 2023.

A copy of this proxy must be kept by the *Proxy Holder* for at least one (1) year in order to serve as evidence of the voting instructions given by the Shareholder and as proof of the votes cast during the General Meeting and to constitute a register for such votes cast.

The Shareholder must **attach a copy of his/her identity card** to this form.

Place: _____

Date: _____

Signature (*) with the handwritten notice "**Good for Proxy**" on top:

(*) *handwritten or electronic signature allowed*