

Wetteren, April 15, 2022

Dear Shareholder,

The shareholders of JENSEN-GROUP NV (the "Shareholders"), a publicly listed company with principal office at Neerhonderd 33 in 9230 Wetteren, Belgium (the "Company"), are hereby invited to attend the Annual Shareholders' Meeting that will be held on **Tuesday, May 17, 2022, at 10.00 AM at Geuzenhof, Lambroekstraat 90 in 9230 Massemen (Wetteren)** (hereinafter "the Meeting"). The agenda of the Meeting is set forth below. Please note that only the comprehensive Dutch language versions of the agendas are valid and legally binding.

With due consideration of the continuing crisis response to the COVID-19 pandemic and of the rules that are currently applicable in connection therewith, the Company will organise a physical meeting. The Board of Directors therefore invites all Shareholders to either attend the Meeting in person or to use proxy voting or absentee voting in accordance with the applicable electronic procedures set forth below. The Company continues to monitor the COVID-19 situation and shall inform the Shareholders of any further change in attendance arrangements by way of press communications and postings on the corporate website [www.jensen-group.com](http://www.jensen-group.com).

Pursuant to the Articles of Association of the Company, the Shareholders must comply with the following **registration formalities** in order to be admitted to and attend the Meeting:

- **Registration date:** only persons that are a Shareholder on the registration date can participate in the Meeting. The registration date is 14 days prior to the Meeting; i.e., May 3, 2022 at 12.00 PM (Belgian time). For the holders of registered shares, the registration entry in the shareholder register of the Company applies. Holders of dematerialized shares can register their shares online at [www.lumiconnect.com](http://www.lumiconnect.com) no later than May 3, 2022. In the latter case, Lumi will as central depository and in accordance with the Belgian Code of Companies and Associations provide the Shareholder with a certificate indicating the number of dematerialized shares, registered in his or

her name on the registration date, with which the Shareholder will participate in the Meeting.

- Confirmation of intention to participate: all Shareholders must confirm their intention to attend the Meeting before May 11, 2022. The formal confirmation of the intention to participate can be sent via [www.lumiconnect.com](http://www.lumiconnect.com), by electronic mail to [investor@jensen-group.com](mailto:investor@jensen-group.com) or by letter to the Company's principal office.
- Holders of (convertible) bonds and warrants issued by the Company may attend the Meeting in an advisory capacity as provided by the Belgian Code of Companies and Associations (i.e., right of attendance without the power to vote) and are subject to the same attendance requirements as the Shareholders.

Shareholders who alone or together hold at least 3% of the share capital can **add an item to the agenda** of the Meeting. Such Shareholder(s) must be registered in accordance with the procedure as described above and present, when submitting a request to add an item, the certificate of deposition of shares on the abovementioned registration date. The Company must receive the suggested agenda items no later than April 25, 2022.

Each Shareholder who has completed the registration formalities can **submit a question** prior to or during the Meeting. The Company must receive the questions in written form no later than May 11, 2022. The questions can be sent via [www.lumiconnect.com](http://www.lumiconnect.com), by electronic mail to [investor@jensen-group.com](mailto:investor@jensen-group.com) or by letter to the Company's principal office.

Each Shareholder who has completed the registration formalities can **opt for absentee voting**. The original absentee voting forms must be received at the Company's principal office, duly completed and signed and together with a copy of the identity card, no later than May 11, 2022.

Each Shareholder who wants to be represented by **proxy** has to do so in written form and in the format set forth by the Board of Directors. The original proxy must be received at the Company's principal office, duly signed and completed, no later than May 11, 2022.

The **templates of both the absentee voting form and the proxy form** are available at the Company's principal office or can be downloaded at the corporate website at [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.

The **Annual Report** including the statutory and consolidated financial statements, the statutory and consolidated report of the Board of Directors, the auditors' reports and the corporate governance chapter are available to all Shareholders at the Company's principal office as of April 15, 2022. In addition, these reports will be available at the corporate website at [www.jensen-group.com](http://www.jensen-group.com) under the heading "Investor Relations".

The holders of registered shares, bonds (convertible or not) and warrants, as well as the Directors and the statutory auditor(s) can, from now on, receive their **invitation to the Meeting by e-mail** instead of



by service mail provided that they have individually and explicitly indicated their consent in writing by sending or filing their agreement with the Company's principal office no later than twenty (20) days before the Meeting. This consent must be given for all future Shareholders' Meetings unless the holder of the securities withdraws consent under the same form and within the same term. In the affirmative, the invitation will be sent again by service mail as from that date. The prescribed template for a request of change in convocation is available at the Company's principal office or at the corporate website at [www.jensen-group.com](http://www.jensen-group.com) under the heading "Investor Relations".

**Data protection:** 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 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 for the 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 or vote in the Meeting if they fail to do so.

The Company may share the data with affiliated entities and with service providers that assist the Company with the aforementioned purposes. The data shall not be kept longer than necessary for said purposes and 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 Meeting must be kept to comply with Belgian law.

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

Any further questions should be addressed to the Investor Relations Manager by electronic mail to [investor@Jensen-group.com](mailto:investor@Jensen-group.com) or by telephone to +32(0)9 333 83 30.

The Board of Directors



## 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

These agendas are a summary. Please note that only the comprehensive Dutch language versions of the agendas, which include the proposed resolutions, are valid and legally binding.

### Agenda Annual Shareholders' Meeting of May 17, 2022

1. Opening of the meeting by the Chairman and possible remarks.
2. Presentation and review of the Company's consolidated financial statements and Annual Report for the accounting year ended as at December 31, 2021.
3. Presentation of the Company's Remuneration Policy and Remuneration Report by the Nomination and Remuneration Committee; approval of the Remuneration Policy and Remuneration Report; review and discussion of the statutory financial statements, the Annual Report of the Board of Directors and the report of the statutory auditor on the Company's statutory financial statements for the accounting year ended as at December 31, 2021.
4. Approval of the Company's statutory financial statements for the accounting year ended as at December 31, 2021.
5. Review 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. Re-appointment of Cross Culture Research LLC, represented by Mrs. Anne Munch Jensen, as non-executive, non-independent Director.  
Mandate Gobes c.v., represented by Mr. Raf Decaluwé, ended on May 19, 2020.
9. Allocation and explanation of the fees of the Board of Directors.
10. Update on the application of the Corporate Governance Code (Code version 2020).
11. Proxy publication decisions of the Annual Shareholders' Meeting and other formalities.
12. Questions and answers (miscellaneous).

**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,

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(Name, first name, and address of the Shareholder or company, principal office and first name, name, and address of the legal representatives)

Owner of \_\_\_\_\_ shares of JENSEN-GROUP NV, a company having its principal office at Neerhonderd 33 in 9230 Wetteren, Belgium (the "Company")

Appoints as his/her proxy holder

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(First name, name, and address of the proxy holder)

To whom:

He/she gives power of attorney to attend and to vote at the Annual Shareholders' Meeting of the Company to be held on May 17, 2022 at 10:00 AM local time (Brussels), as well as at any other Shareholders' meetings with the same agenda that may be called subsequently as a result of delay or adjournment, for the purpose of considering the agendas set forth below, to take part in all proceedings, to vote or abstain, to sign any minutes and other documents, to elect domicile, to sub-delegate authority, and in general to do what is useful or necessary.

Should one or more 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 Shareholders' meetings 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.

Agenda item (see resolution included in the agenda)	Column for Shareholder	Column for proxy holder
<b>Agenda Annual Shareholders' Meeting</b>		
1. Opening of meeting: no vote required		
2. Consolidated financial statements: no vote required		
3.a. Presentation of Remuneration Policy and Remuneration Report: no vote required		
3.b. Approval of Remuneration Policy	In Favor	
	Rejection	
	Abstention	
3.c. Approval of Remuneration Report	In Favor	
	Rejection	
	Abstention	
3.d. Review of statutory financial statements: no vote required		
3.e. Review of Annual Report Board of Directors and statutory auditor: no vote required		
4. Approval of statutory financial statements	In Favor	
	Rejection	
	Abstention	
5. Appropriation of result	In Favor	
	Rejection	
	Abstention	
6. Discharge of statutory auditor	In Favor	
	Rejection	
	Abstention	
7. Discharge of Directors	In Favor	
	Rejection	
	Abstention	
8.a. Re-appointment of Cross Culture Research LLC, represented by Mrs. Jensen, as non-executive, non-independent Director	In Favor	
	Rejection	
	Abstention	
8.b. Information on end mandate Gobes c.v., represented by Mr. Decaluwé: no vote required		
9. Allocation of Board of Directors fees	In Favor	
	Rejection	
	Abstention	
10. Update on Corporate Governance Code: no vote required		





## Form for Absentee Voting \*

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

I, the undersigned,

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(Name, first name and address of the Shareholder)

Owner of \_\_\_\_\_ shares of JENSEN-GROUP NV, a company having its principal office at Neerhonderd 33 in 9230 Wetteren, Belgium (the "Company"):

Declares to exercise his/her/its voting rights at the Annual Shareholders' Meeting of the Company referred to below, as well as at any other Shareholders' meetings with the same agenda that may be called subsequently as a result of any delay or adjournment, for the purpose of considering the agenda set forth below, to take part in all proceedings, to vote or abstain, to sign any minutes and other documents, to elect domicile, to sub-delegate authority, and in general to do what is useful or necessary.

The Shareholder casts his votes for the Annual Shareholders' Meeting of May 17, 2022 as follows:

Agenda item (see resolution included in the agenda)	Column for Shareholder	Column for proxy holder
<b>Agenda Annual Shareholders' Meeting</b>		
1. Opening of meeting: no vote required		
2. Consolidated financial statements: no vote required		
3.a. Presentation of Remuneration Report: no vote required		
3.b. Approval of Remuneration Policy	In Favor Rejection Abstention	
3.c. Approval of Remuneration Report	In Favor Rejection Abstention	
3.d. Review of statutory financial statements: no vote required		



