

Name
Street
City
Country

St Denijs Westrem, April 13, 2017

Dear _____,

The shareholders of JENSEN-GROUP NV, a publicly listed company with registered office at Bijenstraat 6 in 9051 St.-Denijs-Westrem, Belgium, (the "Company") are hereby invited to attend the Annual Meeting of Shareholders which will be held on Tuesday May 16, 2017 at 10.00 AM at the registered office of the Company. The agenda of the meeting is set forth below. Please note that only the comprehensive Dutch language version is valid and legally binding.

The holders of securities or their proxy-holders are requested, if possible, to register no later than half an hour before the opening of the meeting in order to allow for the preparation of the attendance list.

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

- **Registration date:** Only the persons that are a shareholder on the registration date can participate in the shareholders' meeting. The registration date is 14 days prior to the shareholders' meeting, i.e. May 2, 2017 at 12.00 PM (Belgian time). For the holders of registered shares, the registration entry in the shareholders' register of the Company is applicable. Holders of de-materialized shares can deposit their shares with KBC Bank, either at its branch offices or at the principal office of KBC at Havenlaan 2, in 1080 Brussels, Belgium no later than on May 2, 2017.

- **Confirm intention to participate:** In addition, shareholders must confirm their intention to attend the shareholders' meeting before May 10, 2017. Shareholders who wish to participate, have to present their certificate of deposition of shares on the above mentioned registration date. The formal confirmation can be sent by electronic mail (investor@jensen-group.com), by fax (+32 9 333 83 39) or by letter to JENSEN-GROUP NV, Bijenstraat 6, BE 9051 Sint-Denijs-Westrem, Belgium.
- The holders of (convertible) bonds and warrants issued by the Company may attend the meeting in an advisory capacity as provided by the Belgian Company Code (i.e. right of attendance without the power to vote). They are subject to the same attendance requirements as those applicable to shareholders.

Shareholder(s) who together hold at least 3% of the share capital can **add an item to the agenda**. The shareholder(s) need(s) to be registered in accordance with the procedure as described above. The Company must be in receipt of the suggested agenda items no later than on April 24, 2017.

Each shareholder who has completed the registration formalities can **submit a question** either during the shareholders' meeting or before the meeting. The Company must be in receipt of the questions in written form no later than on May 10, 2017. The questions can be sent by electronic mail (investor@jensen-group.com) or by letter to JENSEN-GROUP NV, Bijenstraat 6, BE 9051 Sint-Denijs-Westrem, Belgium.

Each shareholder who has completed the registration formalities can **opt for absentee voting**. The original absentee voting forms, duly completed and signed, together with a copy of the identity card, must be deposited or received at the Company's principal office no later than on May 10, 2017.

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, duly signed and completed, must be deposited or received at the Company's principal office no later than on May 10, 2017.

The templates of the absentee voting form as well as the proxy form are available at the Company's principal office or can be downloaded at the website of JENSEN-GROUP NV (www.Jensen-group.com under the heading "investor relations"). Holders of registered shares receive a template of proxy 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 13, 2017. These reports will also be available at the website of JENSEN-GROUP NV (www.Jensen-group.com under the heading "investor relations").

The holders of registered shares, bonds (convertible or not) and warrants, as well as Directors and the statutory auditor(s) can, from now on, receive their invitation by e-mail instead of by service mail, provided that they have individually and explicitly indicated their consent in writing by sending or depositing their agreement at the Company's principal office no later than twenty days before the shareholders meetings. This consent must be given for all future meetings, unless the holder of these 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 website of JENSEN-GROUP NV (www.Jensen-group.com under the heading "investor relations")

Any further questions should be addressed to the Investor Relations manager by e-mail at investor@Jensen-group.com, or by phone at +32(0)9 333 83 30.

The Board of Directors.



JENSEN-GROUP NV

a corporation listed on Euronext Brussels
(KBO) 0440.449.284 – Rechtspersonenregister (RPR) in Ghent
Registered address 9051 St.-Denijs-Westrem, Bijenstraat 6

This agenda is a summary, only the comprehensive Dutch language version, which includes the proposed resolutions, is valid and legally binding.

Agenda Annual Shareholders Meeting of May 16, 2017

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, 2016.
3. Presentation remuneration policy and remuneration report by Remuneration Committee; approval 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, 2016.
4. Approval of the Company's statutory financial statements for the accounting year ended as at December 31, 2016.
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 SWID AG, represented by Mr. Jesper Munch Jensen as executive director and of TTP bvba, represented by Mr. Erik Vanderhaegen, as non-executive, independent director.
9. Allocation Board of Directors fees and explanation.
10. Re-appointment of statutory auditor.
11. Update on the application of Corporate Governance Code (Code version 2009).
12. Proxy publication decisions of the Annual Shareholders Meeting and other formalities.
13. 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,

(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 registered office at Bijenstraat 6 in 9051 St.-Denijs-Westrem, Belgium (the "Company")

Appoints as his/her proxy holder

(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 JENSEN-GROUP NV to be held on May 16, 2017 at 10:00 AM local time (Brussels) at the Company's registered office , as well as at any other shareholders' meeting with the same agenda which may be called subsequently as a result of 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.

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 its votes cast during the meeting in real-time with respect to all of the items of the agenda and to make a note to that effect in the column to the right.

Item of the agenda (see resolution included in the agenda)	column for shareholder	column for proxy-holder
Agenda Annual Shareholders meeting		
1. Opening of the meeting: no vote required		
2. Consolidated financial statements: no vote required		
3.a. Presentation remuneration policy: no vote required		
3.b. Approval remuneration report	In Favor Rejection Abstention	
3.c. Review statutory financial statements: no vote required		
3.d Review annual report Board of Directors and statutory auditor: no vote required		
4. Approval statutory financial statements	In Favor Rejection Abstention	
5. Appropriation of result	In Favor Rejection Abstention	
6. Discharge statutory auditor	In Favor Rejection Abstention	
7. Discharge directors	In Favor Rejection Abstention	
8.a. Re-appointment SWID AG, represented by Mr. Jesper Munch Jensen, as director	In Favor Rejection Abstention	
8.b. Re-appointment TTP bvba, represented by Mr. Erik Vanderhaegen, as independent director	In Favor Rejection Abstention	

9. Allocation Board of Directors' fee

In Favor
Rejection
Abstention

10. Re-appointment statutory auditor

In Favor
Rejection
Abstention

11 Update Corporate Governance Code: no vote required

12. Proxy publication decisions Annual Shareholders Meeting

In Favor
Rejection
Abstention

13 Questions and Answers: no vote required

Place: _____

Date: _____

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

A copy of this proxy must to be kept by the proxy-holder for at least a year in order to serve as evidence of the voting instructions given by the shareholder and as proof of the votes cast during the meeting and to constitute a register for such votes cast.

Form for Absentee Voting *

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

I, the undersigned,

(Name, first name and address of the shareholder)

Owner of _____ shares of JENSEN-GROUP NV a company having its registered office at Bijenstraat 6 in 9051 St.-Denijs-Westrem, Belgium (the "Company"):

declares to exercise his/her/its voting rights at the Annual Meeting of Shareholders of JENSEN-GROUP NV referred to below, as well as at any other shareholders' meeting with the same agenda which may be called subsequently as a result of delay or adjournment for whatever reason, 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 Meeting of Shareholders of May 16, 2017 as follows:

Item of the agenda	Nature of Vote
Agenda Annual Shareholders' meeting	
1. Opening of the meeting: no vote required	
2. Consolidated financial statements: no vote required	
3.a. Presentation remuneration policy: no vote required	
3.b. Approval remuneration report	In Favor Rejection Abstention
3.c. Review statutory financial statements: no vote required	
3.d. Review annual report Board of Directors and statutory auditor: no vote required	
4. Approval statutory financial statements	In Favor Rejection Abstention

5. Appropriation of result

In Favor
Rejection
Abstention

6. Discharge statutory auditor

In Favor
Rejection

7. Discharge directors

Abstention
In Favor
Rejection
Abstention

8.a.Re-appointment SWID AG, represented by Mr. Jesper Munch Jensen, as director

In Favor
Rejection
Abstention

8.b. Re-appointment TTP bvba, represented by Mr. Erik Vanderhaegen, as independent director

In Favor
Rejection
Abstention

9.Allocation Board of Directors' fee

In Favor
Rejection
Abstention

10. Re-appointment statutory auditor

In Favor
Rejection
Abstention

11 Update Corporate Governance Code: no vote required

12. Proxy publication decisions Shareholders Meeting

In Favor
Rejection
Abstention

13 Questions and Answers: no vote required

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

Place: _____

Date: _____

Signature:
