

St Denijs Westrem April 11, 2012

Dear shareholder,

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 that will be held on Tuesday, May 15, 2012, at 10.00 AM at the registered office of the Company. The agenda of the meeting is set forth below (only the comprehensive Dutch 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 1, 2012 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 bearer shares or 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 May 1, 2012.
- **Confirm intention to participate:** In addition, shareholders must confirm their intention to attend the shareholders' meeting before May 9, 2012. Shareholders that want to participate, have to present their certificate of deposition of shares on the above mentioned registration date. The formal confirmation can be sent by 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) that 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 23, 2012.

Each shareholder that has completed the registration formalities can **raise 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 May 9, 2012. The questions can be sent by 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.

Each shareholder that 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 9, 2012.

Each shareholder that wants to be represented by **proxy** has to do so in written form and in the format set 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 9, 2012.

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 annexed to their convocation letter.

The annual report, including the statutory and consolidated financial statements, the statutory and consolidated report of the Board of Directors, as well as the auditors' reports and corporate governance chapter, is available to all shareholders at the Company's principal office as of April 13, 2012. 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 or fax instead of by 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 again sent by 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 on investor@Jensen-group.com, or by phone on +32(0)9 333 83 30 or by fax +32(0)9 333 83 39.

The Board of Directors.

P.S. A Dutch language copy is included to comply with Belgian Law – only the Dutch language version is valid and legally binding.

Annual Meeting Shareholders of JENSEN-GROUP NV May 15, 2012

Summary of the agenda*

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

Date and venue of the Meeting of Shareholders: May 15, 2012 at 10 a.m.

1. Opening van de vergadering door de voorzitter en eventuele opmerkingen
[Opening of the meeting by the Chairman and possible remarks](#)
2. Voorstelling en kennisname van de geconsolideerde jaarrekening en jaarverslag van de Vennootschap voor het boekjaar afgesloten op 31 december 2011
[Presentation and review of the Company's consolidated financial statements and annual report for the accounting year ended as at December 31, 2011](#)
3. Toelichting remuneratiebeleid en remuneratieverslag door het Remuneratiecomité; goedkeuring remuneratieverslag; kennisname en bespreking van de enkelvoudige jaarrekening, het jaarverslag van de Raad van Bestuur en van het verslag van de Commissaris over de enkelvoudige jaarrekening van de vennootschap voor het boekjaar afgesloten op 31 december 2011
[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 auditor on the Company's statutory financial statements for the accounting year ended as at December 31, 2011.](#)
4. Goedkeuring van de enkelvoudige jaarrekening van de vennootschap voor het boekjaar afgesloten op 31 december 2011
[Approval of the Company's statutory financial statements for the accounting year ended as at December 31, 2011](#)
5. Kennisname en goedkeuring van de door de Raad van Bestuur voorgestelde bestemming van het resultaat
[Review and approval of the appropriation of results as proposed by the Board of Directors](#)
6. Kwijting aan de commissaris
[Discharge to the auditor](#)
7. Kwijting aan de bestuurders
[Discharge to the directors](#)
8. Wijziging binnen de Raad van Bestuur: (her)benoeming – kennisname vaste vertegenwoordiger
[Change in composition Board of Directors: \(re\) election – notice of permanent representative](#)
9. Goedkeuring van controlewijzigingsclausule opgenomen in een kredietovereenkomst conform art. 556 Wetboek van Vennootschappen
[Approval of change of control clause included in a credit facility agreement, in accordance with art 556 of the Company Law](#)
10. Toekennen van bezoldiging aan de Raad van Bestuur en toelichting
[Allocation Board of Director's fees and explanation](#)
11. Toelichting bij de toepassing van de Code Corporate Governance (Code versie 2009)
[Update on the application of Corporate Governance Code \(Code version 2009\)](#)
12. Volmacht publicatie beslissingen algemene vergadering en andere formaliteiten
[Proxy publication decisions of the annual shareholders' meeting and other formalities](#)
13. Rondvraag en Mededelingen (varia)
[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 the following number 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 vote at the **annual general shareholders' meeting** of **JENSEN-GROUP NV** to be held on **May 15, 2012** 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, and for this purpose, 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 circled, 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
	\ / V	\ / V
	nature of vote	
Agenda Annual Shareholders' meeting	Indication before meeting	indication during meeting in real-time while voting
Agendanummer 1 (needs no vote)		
Agendanummer 2 (needs no vote)		
Agendanummer 3.a. (needs no vote)		
Agendanummer 3.b.	In Favour Rejection Abstention	
Agendanummer 3.c. (needs no vote)		
Agendanummer 3.d. (needs no vote)		
Agendanummer 4.	In Favour Rejection Abstention	
Agendanummer 5.	In Favour Rejection Abstention	
Agendanummer 6.	In Favour Rejection Abstention	
Agendanummer 7.	In Favour Rejection Abstention	
Agendanummer 8.a. (needs no vote)		
Agendanummer 8.b.1.	In Favour Rejection Abstention	
Agendanummer 8.b.2.	In Favour Rejection Abstention	
Agendanummer 8.b.3.	In Favour Rejection Abstention	
Agendanummer 9.	In Favour Rejection Abstention	
Agendanummer 10.	In Favour Rejection Abstention	

Agendanummer 11 (needs no vote)		
Agendanummer 12.	In Favour Rejection Abstention	
Agendanummer 13 (needs no vote)		

Place: _____

Date _____

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

A copy of this proxy must 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 the following number 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 the Company 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, and for this purpose, 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 15, 2012 as follows:

Item of the agenda (for agenda and resolutions: see formal published agenda which is not repeated here)	
Agenda Annual Meeting of Shareholders	
1 (needs no vote)	
2 (needs no vote)	
3.a.(needs no vote)	
3.b.	In Favour Rejection Abstention
3.c. (needs no vote)	
3.d (needs no vote)	
3.f. (needs no vote)	
4.	In Favour Rejection Abstention
5.	In Favour Rejection Abstention
6.	In Favour Rejection Abstention

7.	In Favour Rejection Abstention
8.a. (needs no vote)	
8.b.1.	In Favour Rejection Abstention
8.b.2.	In Favour Rejection Abstention
8.b.3.	In Favour Rejection Abstention
9.	In Favour Rejection Abstention
10.	In Favour Rejection Abstention
11 (needs no vote)	
12.	In Favour Rejection Abstention
13 (needs no vote)	

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

Place: _____

Date _____

Signature: