

Name
Street
City
Country

St.-Denijs-Westrem, April 17, 2020

Dear _____,

The shareholders of JENSEN-GROUP NV (the "Shareholders"), a publicly listed company with principal 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 19, 2020 at 10.00 AM** at Auberge du Pêcheur (DELVAUX Room), Pontstraat 41 in 9831 Sint-Martens-Latem, Belgium (the "Meeting"). The agenda of the Meeting is set forth below. Please note that only the comprehensive Dutch language version of the agenda 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.

In view of the special circumstances resulting from the COVID-19 outbreak, there is a possibility that the Belgian authorities decide to either limit or altogether prohibit shareholder meetings for safety reasons. All Shareholders are therefore encouraged to use proxy voting or absentee voting in accordance with the applicable procedures set forth below. The Company is monitoring the COVID-19 situation and shall inform the Shareholders of any further attendance arrangements and/or postponement of the Meeting by way of press communications and of postings on the Company website.

Pursuant to the Articles of Association of the Company, the Shareholders must comply with the following **registration formalities** in order to be admitted 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 5, 2020 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 dematerialized shares can deposit their shares by no later than May 5, 2020 with KBC Bank at either its branch offices or its principal office at Havenlaan 2, in 1080 Brussels, Belgium.
- Confirmation of intention to participate: Shareholders must confirm their intention to attend the Meeting before May 13, 2020. Shareholders who wish to participate must thereby present their certificate of deposition of shares on the above-mentioned registration date. The formal confirmation of the intention to participate can be sent by electronic mail to investor@jensen-group.com, by fax to +32 9 333 83 39, 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 Company Code (*i.e.* right of attendance without the power to vote), and are subject to the same attendance requirements as the Shareholders.

Shareholder(s) who together hold at least 3% of the share capital can **add an item to the agenda**. Such Shareholder(s) need(s) to be registered in accordance with the procedure as described above. The Company must receive the suggested agenda items by no later than April 27, 2020.

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 by no later than May 13, 2020. The questions can be sent by electronic mail to 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, duly completed and signed and together with a copy of the identity card, be deposited with or received at the Company's principal office by no later than May 13, 2020.

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, duly signed and completed, be deposited with or received at the Company's principal office by no later than May 13, 2020.

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 Company's website at 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 17, 2020. In addition, these reports will be available at the Company's website at 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 depositing their agreement at the Company's principal office by no later than twenty days before the Meeting. This consent must be given for all future shareholder 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 Company's website at www.Jensen-group.com under the heading "Investor Relations".

Any further questions should be addressed to the Investor Relations manager by electronic mail to 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 Bijenstraat 6 in 9051 St.-Denijs-Westrem, Belgium

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

Agenda Annual Shareholders' Meeting of May 19, 2020

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, 2019.
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, 2019.
4. Approval of the Company's statutory financial statements for the accounting year ended as at December 31, 2019.
5. Review and approval of the appropriation of results as proposed by the Board of Directors.
6. Discharge to the statutory auditor.
7. Discharge to the Directors.
8. Re-appointment of YquitY bv, represented by Mr. Rudy Provoost, as a non-executive, independent Director and appointment of Mr. Jobst Wagner as a non-executive, independent Director.
9. Re-appointment of the statutory auditor.
10. Allocation and explanation of the fees of the Board of Directors.
11. Update on the application of the Corporate Governance Code (version 2009).
12. Extension of exemption for deferred bonus payments.
13. Proxy publication decisions of the Annual Shareholders' Meeting and other formalities.

14. 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 principal 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 19, 2020 at 10:00 AM local time (Brussels) at the Auberge du Pêcheur (DELVAUX Room), Pontstraat 41 in 9831 Sint-Martens-Latem, Belgium, as well as at any other shareholder meeting with the same agenda that 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 his/her/its votes cast during the Annual Shareholders' 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.

Agenda item (see resolution included in the agenda)	Column for shareholder	Column for proxy holder
Agenda Annual Shareholders' Meeting		
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 and Remuneration Report	In Favor Rejection Abstention	
3.c. Review of statutory financial statements: no vote required		
3.d. 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 YquitY bv, represented by Mr. Rudy Provoost, as non-executive, independent Director	In Favor Rejection Abstention	
8.b. Appointment of Mr. Jobst Wagner as non-executive, independent Director	In Favor Rejection Abstention	

9. Re-appointment of statutory auditor	In Favor Rejection Abstention	
10. Allocation of Board of Directors' fees	In Favor Rejection Abstention	
11. Update of Corporate Governance Code: no vote required		
12. Extension of exemption deferred bonus payments	In Favor Rejection Abstention	
13. Proxy publication decisions Annual Shareholders' Meeting	In Favor Rejection Abstention	
14. 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 principal 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 shareholder meeting with the same agenda which 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 Meeting of Shareholders of May 19, 2020 as follows:

Agenda item	Nature of vote
Agenda Annual Shareholders' Meeting	
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 and Remuneration Report	In Favor Rejection Abstention
3.c. Review of statutory financial statements: no vote required	
3.d. 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 YquitY bv, represented by Mr. Rudy Provoost, as non-executive, independent Director	In Favor Rejection Abstention
8.b. Appointment of Mr. Jobst Wagner as non-executive, independent Director	In Favor Rejection Abstention In Favor Rejection Abstention
9. Re-appointment of statutory auditor	In Favor Rejection Abstention
10. Allocation of Board of Directors' fees	In Favor Rejection Abstention
11. Update of Corporate Governance Code: no vote required	
12. Extension of exemption deferred bonus payments	In Favor Rejection Abstention
13. Proxy publication decisions Annual Shareholders' Meeting	In Favor Rejection Abstention
14. Questions and answers: no vote required	

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

Place: _____

Date: _____

Signature:
