



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

Dear Shareholder,

The Shareholders of JENSEN-GROUP NV, a publicly listed company with principal office at Neerhonderd 33 in 9230 Wetteren, Belgium (hereinafter: the "Company"), are hereby invited to attend the annual ordinary General Meeting and an extraordinary General Meeting of Shareholders that will be held on Tuesday, May 19, 2026, at 10.00 AM respectively 12.00 noon, at Meet District Ghent, Ottergemsesteenweg Zuid 808/b300, 9000 Gent, Belgium (hereinafter: the "Annual Meeting" and the "Extraordinary Meeting", or collectively the "General Meetings"). Summaries of the agendas of both meetings are set forth below. Please note that only the comprehensive Dutch language versions of the agendas are valid and legally binding.

Agenda Annual Ordinary General Meeting of Shareholders of May 19, 2026

- 1. Opening of the General Meeting by the Chairman and possible remarks.**
- 2. Regarding the *consolidated* financial statements of the Company for the financial year ended December 31, 2025:**
 - a. Presentation of and acknowledgment of the consolidated financial statements of the Company for the financial year ended December 31, 2025.
 - b. Acknowledgment and discussion of the annual report of the Board of Directors and the statutory auditor's report.
- 3. Regarding the *statutory* financial statements of the Company for the financial year ended December 31, 2025:**
 - a. Explanation of the Remuneration Report by the delegated representative(s) of the Nomination and Remuneration Committee.
 - b. Approval of the Remuneration Report:
Proposed resolution: "The General Meeting resolves to approve the Remuneration Report of the Company, as prepared by the Nomination and Remuneration Committee and as included in the annual report by the Board of Directors."

- c. Presentation of and acknowledgment of the statutory financial statements of the Company for the financial year ended December 31, 2025.
- d. Acknowledgment and discussion of the annual report of the Board of Directors and the statutory auditor's report.

4. Approval of the *statutory* financial statements of the Company for the financial year ended December 31, 2025:

Proposed resolution: "The General Meeting resolves to approve the statutory financial statements of the Company, as prepared by the Board of Directors, for the financial year ended December 31, 2025."

5. Acknowledgment and approval of the appropriation of results as proposed by the Board of Directors:

Proposed resolution:

"The General Meeting resolves to approve the appropriation of the results for the financial year ended December 31, 2025, as proposed by the Board of Directors. The profit for the financial year, after taxes, amounts to EUR 12,633,212.98. This profit is added to the retained earnings from the previous financial year, amounting to EUR 48,430,158.00, resulting in a total profit available for appropriation of EUR 61,063,370.98. The General Meeting resolves to appropriate the profit as follows: (i) distribution of profits in the amount of EUR 13,812,811.50; (ii) allocation of EUR 15,402,533.59 to the reserve for the acquisition of own shares; (iii) allocation of EUR 62,975.82 to the legal reserve; and (iv) carryforward of profits to the next financial year in the amount of EUR 31,785,050.07. The General Meeting therefore resolves to distribute profits in the form of a gross dividend of EUR 13,812,811.50, i.e. EUR 1.50 per share. No dividend is distributed on treasury shares. Unless the Board of Directors announces other dates or payment locations in the press, payment will be made as from May 28, 2026 at the offices of KBC Bank or at the registered office of KBC, Havenlaan 2, 1080 Brussels, upon presentation of:

- a registered share certificate issued by the Company (for registered shares); or
- a certificate of ownership issued by the settlement institution or account holder (for dematerialised shares)."

6. Discharge of the statutory auditor:

Proposed resolution: "The General Meeting resolves to grant discharge of liability to the statutory auditor, being the audit firm on the one hand, as well as its permanent representative vis-à-vis JENSEN-GROUP NV on the other hand, for the performance of its mandate during the financial year ended December 31, 2025."

7. Discharge of the directors:

Proposed resolution: "The General Meeting resolves to grant discharge of liability to each of the directors, being the natural persons on the one hand and the legal entity directors as well as their permanent representatives vis-à-vis JENSEN-GROUP NV on the other hand, for the

performance of their mandate during the financial year ended December 31, 2025; this discharge also covers, to the extent necessary, the performance of mandates in committees of the Board of Directors."

8. Reappointment of a director:

Proposed resolution: *"The General Meeting reappoints Cross Culture Research LLC, with registered office at 490 East Abington Avenue, Philadelphia, Pennsylvania 19118, United States of America, with Ms. Anne Munch Jensen as its permanent representative, as a director with the qualification of non-executive and non-independent, for a period of four (4) years ending after the annual General Meeting of 2030."*

9. Reappointment of the statutory auditor and remuneration:

Proposed resolution:

"Upon recommendation of the Audit Committee, the General Meeting appoints Deloitte BV, with registered office at Gateway building, Brussels National Airport 1 J, 1930 Zaventem, Belgium, as statutory auditor for a term of three (3) years. The company has appointed Ms. Charlotte Vanrobaeys, statutory auditor (réviseur d'entreprises/bedrijfsrevisor), as its representative, who is authorized to represent it and is entrusted with the performance of the mandate in the name and on behalf of Deloitte for a period of three (3) years. The mandate will expire after the General Meeting of Shareholders that approves the financial statements for the financial year ended December 31, 2028. The remuneration for this assignment amounts to EUR 932,754 per year (plus VAT, expenses and IBR contribution), subject to annual adjustments based on the evolution of consumer prices or as agreed between the parties)."

10. Explanation regarding the application of the Corporate Governance Code (Code "2020 version").

11. Power of attorney for publication of the resolutions of the General Meeting and other formalities:

Proposed resolution:

"The General Meeting resolves to appoint as its special proxies Mr. Raphaël Devroye and Ms. Scarlet Janssens, each acting individually and with full power of substitution, granting them all powers to carry out all acts and formalities necessary to render the resolutions adopted by the General Meeting binding, valid and enforceable, including the filing and signing of publication forms for the Belgian Official Gazette, amendments to the Company's registration with the Register of Legal Entities and/or the Crossroads Bank for Enterprises, and, more generally, to perform all acts necessary to give full legal effect to the adopted resolutions, including the authority to supplement and specify them if required for this purpose."

12. Questions and Announcements (miscellaneous).

Agenda Extraordinary General Meeting of Shareholders of May 19, 2026

1. Renewal of the authorization of the Board of Directors regarding the authorized capital:

- a. Special report of the Board of Directors on the authorized capital, prepared in accordance with Article 7:199 of the Belgian Companies and Associations Code.

b. Proposed resolution:

"Renewal of the authorization granted to the Board of Directors to increase the share capital, in one or more transactions, by an amount of EUR 38,280,396.00, including within the framework of a public takeover bid as provided for in Article 7:202 of the Belgian Companies and Associations Code and in accordance with the terms set out in Article 6.2 of the articles of association. This authorization is granted for a period of (i) five (5) years from the date of publication of this amendment to the articles of association in the Annexes to the Belgian Official Gazette and (ii) three (3) years from the date of this authorization resolution in the context of a public takeover bid."

c. Proposed resolution:

*"Corresponding amendment of **Articles 6.2.1 and 6.2.6, second paragraph, of the articles of association** as follows:*

- **Article 6.2.1** of the articles of association shall be replaced by the following text:

'The Board of Directors is authorized, for a period of five (5) years as from the date of publication of the authorization resolution of the extraordinary general meeting of 19 May 2026 in the Annexes to the Belgian Official Gazette, to increase the subscribed capital, in one or more transactions, by an amount of thirty-eight million two hundred eighty thousand three hundred ninety-six euro (EUR 38,280,396.00), it being understood that convertible bonds or subscription rights validly issued by the Board of Directors within this five (5)-year period shall entitle their holders, until the end of the applicable exercise periods, to subscribe to a capital increase of the Company, irrespective of whether such exercise periods fall within this five (5)-year period. This authorization of the Board of Directors may be renewed.'

- **Article 6.2.6, second paragraph, of the articles of association** shall be replaced by the following text:

'This authorization is granted to the Board of Directors for a period of three (3) years as from the date of the authorization resolution of the extraordinary general meeting of 19 May 2026, it being understood that convertible bonds or subscription rights validly issued by the Board of Directors within this three (3)-year period shall entitle their holders, until the end of the applicable exercise periods, to subscribe to a capital increase of the Company, irrespective of whether such exercise periods fall within this three (3)-year period.' "

2. Renewal of the authorizations of the Board of Directors regarding the acquisition of own shares:

a. Proposed resolution:

"Renewal of the authorization granted to the Board of Directors to acquire and dispose of own shares in order to prevent an imminent serious harm, for a period of three (3) years as from the date of publication of this authorization resolution in the Annexes to the Belgian Official Gazette."

b. Proposed resolution:

"Renewal of the authorization granted to the Board of Directors to acquire and dispose of own shares for a period of five (5) years as from the date of this authorization resolution."

c. Proposed resolution:

"Renewal of the authorization granted to the Board of Directors to acquire and dispose of own shares through direct subsidiaries as provided for in Article 7:218 of the Belgian Companies and Associations Code, for a period of three (3) years."

d. Proposed resolution:

"Renewal of the authorization granted to the Board of Directors to acquire and dispose of own shares in the context of share option plans or employee participation schemes."

e. Proposed resolution:

"Article 11 of the articles of association shall be entirely replaced by the following text:

'The general meeting may resolve to acquire, pledge or dispose of the shares of the Company in accordance with Articles 7:215 et seq. of the Belgian Companies and Associations Code.

The Board of Directors is expressly authorized, in accordance with Articles 7:215 and 7:218 of the Belgian Companies and Associations Code, without further decision of the general meeting, to acquire, pledge or dispose of own shares or profit certificates of the Company, inter alia by purchase, sale, exchange or on the stock exchange, if such acquisition, pledge or disposal is necessary to prevent an imminent serious harm to the Company. This authorization is granted for a period of three (3) years as from the date of publication of the authorization resolution of the extraordinary general meeting of 19 May 2026 in the Annexes to the Belgian Official Gazette.

The Board of Directors is authorized, in accordance with Articles 7:215 et seq. of the Belgian Companies and Associations Code and within the limits set therein, to acquire own shares of the Company, on or off the stock exchange, inter alia by purchase or exchange, up to a maximum of twenty percent (20%) of the subscribed capital and at a unit price not lower than the fractional value and not higher than twenty percent (20%) above the highest closing price of the last twenty (20) trading days preceding the transaction. This authorization is granted for a period of five (5) years as from the date of publication of the authorization resolution of the extraordinary general meeting of 19 May 2026 in the Annexes to the Belgian Official Gazette.

The Board of Directors is also authorized to take shares of the Company as a pledge in accordance with the provisions of this article.

The Board of Directors is authorized to cancel the acquired own shares at such times as it deems appropriate. The Board of Directors, or one or more directors duly authorized by the Board of Directors, is authorized, as a result of such cancellation, to amend the number of shares stated in the articles of association and to have the corresponding amendment to the articles of association recorded by notarial deed.

The Board of Directors may, without prior authorization of the general meeting and without time limitation, dispose of own shares of the Company held by it, on or off the stock exchange, inter alia by sale or exchange, in accordance with Article 7:218 of the Belgian Companies and Associations Code.

The extraordinary general meeting of 19 May 2026 has further authorized the Board of Directors, to the extent permitted by law, to acquire or dispose of own shares, on or off the stock exchange, by purchase, sale or exchange through direct subsidiaries in which the Company holds the majority of the voting rights, in accordance with the conditions set out respectively in the aforementioned authorizations regarding the acquisition and disposal of own shares.

The extraordinary general meeting of 19 May 2026 has also authorized the Board of Directors, without further decision of the general meeting, to acquire or dispose of own shares, profit certificates or certificates issued with the cooperation of the Company, in order to offer them to the personnel of the Company, whether or not for consideration. The Board of Directors may determine the terms and conditions of such offering, transfer or allocation. Within the framework of this authorization, the offering period or resale period may exceed twelve (12) months as from the acquisition of the securities, and the personnel to whom such securities are offered may include employees, self-employed collaborators or members of the Board of Directors of the Company.

The Board of Directors is also authorized to acquire, transfer or dispose of the securities offered to personnel through direct subsidiaries in which the Company holds the majority of the voting rights."

3. Introduction of the possibility to hold an electronic general meeting:

a. Proposed resolution:

"Introduction of the possibility to hold an electronic general meeting."

b. Proposed resolution:

"Electronic voting

The Board of Directors may offer holders of shares, (convertible) bonds, subscription rights or certificates issued with the cooperation of the Company the possibility to participate remotely in a general meeting by means of an electronic communication tool made available by the Company, subject to compliance with the applicable legal provisions.

The bureau of the general meeting shall verify compliance with the conditions for the use of the electronic communication tool and determine whether a securities holder participates validly in the general meeting through such tool.

The members of the bureau of the general meeting may not attend the general meeting by electronic means."

4. Specific amendments to the articles of association.

a. Proposed resolution:

*"Amendment of **Articles 18, paragraph 4, and 36, paragraph 4, of the articles of association** by replacing the sentence 'Blank and invalid votes shall not be counted among the votes cast.' with 'Abstentions shall not be taken into account in the numerator nor in the denominator.'"*

b. Proposed resolution:

*"Amendment of **Article 36 of the articles of association:***

- to structure it more clearly by distinguishing between voting by correspondence on the one hand and the written general meeting on the other hand;*
- to supplement it with the possibility to vote remotely prior to the general meeting via the Company's website;*
- to supplement it with the possibility for the Board of Directors to provide the agenda and proposed resolutions via the Company's website in the context of a written general meeting."*

c. Proposed resolution:

*"Corresponding amendment of **Article 36 of the articles of association** by replacing, in its entirety, the text from the sentence beginning with 'The foregoing shall, however, not prejudice the right of each shareholder...' in the sixth paragraph to the end of the article with the following text:*

'Remote voting prior to the general meeting by correspondence or via the website

The foregoing shall, however, not prejudice the right of each shareholder to vote remotely prior to the general meeting by correspondence or via the Company's website, by means of a form made available by the Company containing at least the information required under Article 7:146, §2 of the Belgian Companies and Associations Code.

The Company must receive the voting form by correspondence no later than the sixth (6th) day prior to the general meeting. The remote voting form submitted to the Company for a given meeting shall remain valid for subsequent meetings with the same agenda.

Where the possibility is offered to vote remotely via the Company's website, the Company shall provide access by means of a login, whereby the shareholder, after registration with his/her name and password, shall complete all formalities of the electronic form no later than the sixth (6th) day prior to the general meeting.

Voting forms received prior to the publication of an amended agenda pursuant to Article 7:130 of the Belgian Companies and Associations Code shall remain valid for the agenda

items to which they relate. By way of derogation from the foregoing, a vote cast remotely on an agenda item for which a new proposed resolution has been submitted pursuant to Article 7:130 of the Belgian Companies and Associations Code shall be disregarded.

Written general meeting

Except for resolutions that must be passed by notarial deed, the shareholders may unanimously adopt, in writing, all resolutions falling within the competence of the general meeting. To this end, the Board of Directors shall communicate the agenda and the proposed resolutions to all shareholders and any statutory auditors by letter, via the Company's website, by email or by any other information carrier, requesting the shareholders to approve the proposed resolutions and return them duly signed within the indicated period to the registered office of the Company or in any other manner specified in the communication. If approval from all shareholders with respect to all agenda items and the written procedure is not received within the aforementioned period, the resolutions shall be deemed not to have been adopted.

Holders of (convertible) bonds, subscription rights or certificates issued with the cooperation of the Company may, upon request, take note of such resolutions.' "

5. Power of attorney for formalities:

a. Proposed resolution:

"The General Meeting resolves to appoint as its special proxies Mr. Raphaël Devroye and Ms. Scarlet Janssens, each acting individually and with full power of substitution, granting them all powers to carry out all acts and formalities necessary to render the resolutions of the General Meeting and the amendments to the articles of association binding, valid and enforceable, including the filing and signing of publication forms for the Belgian Official Gazette, amendments to the Company's registrations with the Register of Legal Entities and/or the Crossroads Bank for Enterprises, and, where applicable, to complete all necessary formalities with any other public authorities."

Information to the Shareholders in respect of the General Meetings

As a general matter, the Shareholders must comply with the following **registration formalities** to be admitted to and to attend the General Meetings:

- Right to participate: only persons that are registered as a Shareholder on the "Registration Date" can participate in and vote at the General Meetings. Such Registration Date is the fourteenth (14th) day prior to the General Meetings, i.e., May 5, 2026, at 12.00 PM (Belgian time). For the *holders of registered shares*, the registration entry in the shareholder register of the Company qualifies as registration. *Holders of dematerialized shares* must, by contrast, register their shares themselves on the Lumi-platform via the link www.lumiconnect.com. In the latter case Lumi will, in accordance with the Code of Companies and Associations, provide the Shareholder with the certificate (hereinafter: the "Certificate") that indicates the number of dematerialized shares, registered in his or her name on the Registration Date, with which the Shareholder intends to participate in the General Meetings.
- Notice of intention to participate: *each Shareholder* must also notify to the Company, no later than the sixth (6th) day prior to the General Meetings, i.e., by May 13, 2026, his or her intention to participate in the General Meetings. The formal notice of the intention to participate can be sent via the link www.lumiconnect.com, via regular mail to the address of the Company's principal office, or via electronic mail to investor@jensen-group.com. *Holders of dematerialized shares* must add their Certificate to the notice.
- Holders of (convertible) bonds and warrants have the right to attend the General Meetings but only in an advisory capacity and are subject to the same attendance requirements as the Shareholders.

Remote voting: prior to the General Meetings is only permitted by means of a form provided by the Company. In such case, the Shareholders must still comply with the registration formalities, whereby the notice of the form for remote voting qualifies as notice of the intention to participate. The Shareholders must send the form, duly completed and signed, to the Company via the link www.lumiconnect.com, via regular mail to the address of the Company's principal office, or via electronic mail to investor@jensen-group.com. The Company must receive the original form no later than the sixth (6th) day prior to the General Meetings, i.e., by May 13, 2026. Shareholders that opt for remote voting will no longer be able to participate in a different manner in the General Meetings.

Each Shareholder who wants to be represented by **proxy** has to do so in written form and as per signed designation by a proxy holder in the format set forth by the Board of Directors. In such case, the Shareholders must still comply with the registration formalities via the link www.lumiconnect.com, whereby the notice of the proxy form qualifies as notice of the intention to participate. The Shareholders must send the form, duly completed and signed and together with a copy of their identity card, to the Company via the link www.lumiconnect.com, via regular mail to the address of the Company's principal office, or via electronic mail to investor@jensen-group.com.

The Company must receive the original proxy form no later than the sixth (6th) day prior to the General Meetings, i.e., by May 13, 2026.

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

Copies of the following **documents are available** at no cost to all Shareholders, holders of bonds, and holders of warrants as of April 17, 2026 at both the Company's principal office and the website www.jensen-group.com under the heading "Investor Relations": the statutory and consolidated financial statements; the Annual Report, including the consolidated and the statutory annual report of the Board of Directors, as well as the Corporate Governance chapter and the Remuneration Report, the special report of the Board of Directors with view to authorized capital; this convocation letter; the adjusted agenda and the corresponding proxy forms and remote voting forms; and any documents or reports to be presented to the General Meetings.

The holders of registered shares, bonds (convertible or not) or warrants, as well as the Company's directors and statutory auditor(s) can henceforth receive their **invitation to the General Meetings by electronic mail** instead of by regular mail, provided that they have individually and explicitly indicated their consent in writing and sent or filed such consent at the Company's principal office no later than twenty (20) days prior to the General Meetings. This consent will be deemed applicable for all future General Meetings unless the holder of the securities withdraws the consent under the same form and within the same term, in which case the invitation will again be sent by regular mail. The prescribed template for a request of change in convocation is available, as of April 17, 2026, at both the Company's principal office and the website www.jensen-group.com under the heading "Investor Relations".

Shareholders who alone or together hold at least three percent (3%) of the share capital can **add an item to the agenda** of the General Meetings and **submit proposals for resolutions** on items that are included or to be included on the agenda. Such Shareholder(s) must be registered in accordance with the procedure as described above and present, when submitting a request to add an item or a proposal for a resolution, proof of holding the required percentage of the share capital via either the registration entry of the shares in the Company's shareholder register or the abovementioned Certificate. Requests to add an item or proposals for a resolution can be sent to the Company via the link www.lumiconnect.com, via regular mail to the address of the Company's principal office, or via electronic mail to investor@jensen-group.com. The Company must receive the suggested agenda items or proposals for a resolution no later than the twenty-second (22nd) day prior to the General Meetings, i.e., by April 27, 2026.

Each Shareholder who has completed the registration formalities can **submit a question** in respect of the agenda items either orally during, or in written form prior to, the General Meetings. Written

questions can be submitted upon publication of the convocation via the link www.lumiconnect.com, via regular mail to the address of the Company's principal office, or via electronic mail to investor@jensen-group.com. Written questions must be received by the Company no later than the sixth (6th) day prior to the General Meetings, i.e., by May 13, 2026.

Data protection: the Company, 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 General Meetings. 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 of the General Meetings, 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 in or vote at the General Meetings if they fail to do so.

The Company may share the personal data with affiliated entities and with service providers that assist the Company with the aforementioned purposes. The data shall not be kept longer than is necessary for said purposes and shall only be kept 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 General Meetings must be kept in order to comply with Belgian law.

Shareholders and proxy holders can exercise their rights to access, rectify, or delete their personal data and to restrict or object to processing of such data by contacting the Company's DPO via dpo@jensen-group.com and by lodging a complaint with the competent [Data Protection Authority](#).

All Shareholders or their proxies are invited to, if possible, register *half an hour* before the opening of the General Meetings so as to facilitate the preparation of the attendance list. Any further questions should be addressed to the Investor Relations Manager via electronic mail to investor@Jensen-group.com or via telephone to +32(0)9 333 83 30.