ANNUAL REPORT 2025

Tessenderlo Group
EVERY MOLECULE COUNTS

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William
Ben

YEAR 2025 IN REVIEW

WORD FROM OUR CEO / EXCOM / CHAIRMAN OF THE BOARD

The year 2025 was shaped by continued geopolitical tensions, trade uncertainty, and economic volatility. These dynamics once again tested the resilience of industrial companies worldwide. While the context remained challenging, it was not unfamiliar territory anymore and we approached it with discipline and pragmatism.

As an industrial group serving basic needs of the population, our activities proved resilient during these difficult economic times. Demand for clothing, food production, clean water, construction, energy and health-related products is structurally driven and long-term in nature. Across our portfolio of products, we continued to support essential value chains that matter to societies and economies alike.

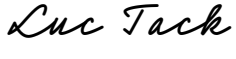
Despite ongoing trade disruptions and tariff-related uncertainties, our industrial footprint proved to be a strategic strength. In particular, our local production presence in the United States significantly reduced our exposure to tariffs and enabled us to continue serving our customers reliably and competitively. As a global company with the majority of our operations anchored in Europe and the United States, this balanced geographic footprint provided both stability and proximity to key markets.

Operationally, 2025 required continued focus and discipline. Inflationary pressures, cost volatility, and supply chain complexity remained part of the operating landscape. In this context, the group delivered solid EBITDA in line with expectations, reflecting the robustness of our business model and the strong commitment of our teams worldwide.

Rather than attempting to predict geopolitical developments, we concentrated on preparedness and things we can influence: resilient supply chains, local manufacturing and prudent capital allocation. These priorities will remain central as uncertainty continues to shape our world. At the same time, safety remained our absolute priority: nothing we do is worth getting hurt for, and we continue to reinforce this principle across all our operations, every day, also in challenging times.

We would like to thank our employees for their dedication and professionalism throughout the year, as well as our customers, partners, and shareholders for their continued trust. In a more complex world, our role as an industrial group providing essential solutions remains more relevant than ever. We are fully energized to perform again in 2026.

Luc Tack (*) nv
Chief Executive Officer



Wouter De Geest
Chairperson of the Board of Directors

Chirmont nv,
with permanent representative
Miguel de Potter
Chief Financial Officer

Hoeylaerts Mgmt bv,
with permanent representative
Sandra Hoeylaerts
Chief Transformation Officer

PICANOL

KEY DEVELOPMENTS IN 2025

OPENING OF PICANOL GROUP NEW HEADQUARTERS

Picanol Group officially opened its new headquarters in Ypres (Belgium) on Friday, April 25, in the presence of Belgium's Prime Minister, Bart De Wever. The modern, sustainable work and meeting place provides the necessary space for the further growth of Picanol, Psicontrol, and Proferro (operating segment Machines & Technologies).

TESSENDERLO GROUP AND DARLING INGREDIENTS SIGN A DEFINITIVE AGREEMENT TO FORM A NEW COMPANY TO ACCELERATE GROWTH IN ATTRACTIVE COLLAGEN-BASED HEALTH, WELLNESS AND NUTRITION SECTOR

In December 2025, Tessenderlo Group announced the signing of definitive agreements with Darling Ingredients Inc. to combine the collagen and gelatin businesses of both companies into a new entity, with no cash or initial investment required from either party. This strategic partnership is designed to establish a leading collagen-based health, wellness, and nutrition company, well positioned to benefit from global growth in collagen demand. Tessenderlo Group and Darling Ingredients first announced their intention to form the joint venture in May. The proposed company will unite Tessenderlo Group's PB Leiner business with Darling Ingredients' collagen and gelatin operations, which operate under the Rousselot brand. Darling Ingredients will hold an 85% majority ownership stake, while Tessenderlo Group will own the remaining 15%. The combination is expected to create a company with approximately 1.5 billion USD in annual revenue and a total gelatin and collagen production capacity of around 200,000 metric tons across 22 facilities in South America, North America, Europe, and Asia. The transaction is expected to close in 2026, subject to customary regulatory approvals.

CONCLUSION OF SHARE BUYBACK PROGRAM

During 2024 and 2025, Tessenderlo Group carried out several share buyback programs, under which approximately 2.2 million own shares were repurchased. Two share cancellation decisions were taken by the Board of Directors. On 25 March 2025, the Board approved the cancellation of 987,561 own shares acquired under the buyback programs launched in April 2024 and January 2025. Subsequently, on 17 December 2025, the Board decided to cancel an additional 1,096,747 own shares acquired under the buyback programs launched in January 2025 and May 2025. Following the cancellations, these share buyback programs were fully concluded. As a result, the total number of outstanding shares amounted to 59,062,556 as at 31 December 2025.

TESSENDERLO KERLEY OPENS NEW OHIO PLANT

In August, Tessenderlo Kerley, Inc. (operating segment Agro) celebrated the opening of its newest liquid fertilizer production facility in Defiance, Ohio (United States) a major milestone in the company's commitment to advancing sustainable agriculture across North America.

BUSINESS UNIT PICANOL GROUP ACQUIRES THE ACTIVITIES OF OSTERWALDER AG, A SWISS EXPERT IN ELECTRIC POWDER PRESSES

In June Picanol Group acquired the activities of Osterwalder AG, a Swiss specialist in electric powder presses. Osterwalder, with over 140 years of experience, serves industries such as hard metals and specialty materials and operates globally with about 80 employees.

RESTRUCTURING PROCESS OF PB LEINER'S TREFOREST PLANT (UK) AND VILVOORDE PLANT (BE) COMPLETED

In November 2024, Tessenderlo Group announced its intention to restructure the Vilvoorde facility (Belgium) and to cease operations at the Treforest plant (UK) within the PB Leiner Business Unit (operating segment Bio-valorization). During the first half of 2025, a formal agreement was reached with the respective works councils, and the restructuring process was completed in 2025.

200 YEARS KUHLMANN EUROPE

2025 was a landmark year for Kuhlmann Europe (operating segment Industrial Solutions) as it reached two centuries of achievements in water treatment. This 200 year anniversary reflects Kuhlmann's long-standing expertise and its essential mission: protecting one of the planet's most precious resources – water. Throughout the year, colleagues, partners, and families came together to celebrate this remarkable journey and look ahead to an ambitious future.

TESSENDERLO KERLEY ACQUIRES EASTMAN LABELS FOR USA AND CANADA.

Tessenderlo Kerley Inc. (operating segment Agro) acquired Eastman's Crop Protection Metam Sodium (CLR™ 42%) and Metam Potassium (KLR™ 54%) product labels in the United States and Canada, marking an expansion of our soil fumigation portfolio and reinforcing our commitment to delivering innovative, grower-focused solutions.

KEY DEVELOPMENTS AFTER THE BALANCE SHEET

ASSETS TRANSFER CINIS FERTILIZERS AB

On March 20, 2026, the group signed an Asset Transfer Agreement to acquire a production plant previously owned by Cinis Fertilizer AB (Sweden). The production plant, located in Sweden, produces sulphate of potassium (SOP) and was built with the aim of producing an environmentally friendly mineral fertilizer for sustainable agriculture.
The acquisition will be integrated within Tessenderlo Kerley International (operating segment Agro). The transaction is still subject to local regulatory approvals and is expected to close in the second quarter of 2026. The transaction is not expected to have a material impact on the results of the group.

NEW BOARD MEMBER

On March 25, 2026, the Board of Directors co-opted Mrs. Béatrice Bruey, who has many years of experience in various management positions within the engineering industry at GEA Group, as an independent non-executive director for the remainder of Mr. Karel Vinck's mandate, which ended on August 25, 2025.

2025 BUSINESS PROGRESS

GROUP PERFORMANCE

Million EUR	2025	2024	% Change excluding fx effect	% Change as reported
Revenue	2,763.1	2,647.7	6.0%	4.4%
Adjusted EBITDA[1]	288.1	265.6	10.7%	8.5%
Adjusted EBIT[2]	77.9	63.8	25.4%	22.1%
Profit (+) / loss (-) for the period	-80.2	44.0		nm
Total comprehensive income	-122.9	57.3		nm
Capital expenditure	135.6	180.6		-24.9%
Cash flow from operating activities	225.7	333.2		-32.3%
(Net financial debt) / Net cash position[3]	-41.3	-5.0		nm

Notes:

- *"nm" is shown in the table when the % change is considered not to be meaningful.*

When excluding the foreign exchange effect, the 2025 revenue increased by +6.0% mainly thanks to Agro (+17.0%) and Machines & Technologies (+10.3%). This increase was partially offset by a decrease in revenue of Industrial Solutions (-2.4%) and Bio-valorization (-2.6%). The T-Power revenue (+4.7%) was slightly higher compared to last year.

The 2025 Adjusted EBITDA amounts to 288.1 million EUR, compared to 265.6 million EUR in 2024 (+10.7% when excluding the foreign exchange effect). The 2025 Adjusted EBITDA increased compared to last year thanks to a stronger performance of Machines & Technologies (+90.2%), Agro (+14.6%) and Bio-valorization (+78.2%) and this increase was partially offset by a decrease in Industrial Solutions (-34.5%). The 2025 Adjusted EBITDA of T-Power also recorded single digit growth (+7.2%).

The EBIT adjusting items for 2025 show a net loss of -78.3 million EUR and these mainly consist out of:

- Impairment losses on Tessenderlo Kerley International assets in Ham related to the production of sulphates (Belgium, operating segment Agro), PB Leiner assets in Vilvoorde (Belgium, operating segment Bio-valorization) and Crop Nutrition assets in Fresno (United States, operating segment Agro).
- Adjustments to the environmental provisions to cover the cost for the remediation of historical soil and groundwater contamination of the factory sites in Belgium (Ham, Tessenderlo and Vilvoorde) and France (Loos).
- The recognition of additional expenses related to the restructuring of the European bone gelatin activities, as announced in November 2024 (operating segment Bio-valorization). The reorganization was completed in 2025.

[1] Adjusted EBITDA equals Adjusted EBIT plus depreciation and amortization.
[2] Adjusted EBIT is considered by the group to be a relevant performance measure in order to compare results over the period 2024-2025 as it excludes adjusting items from the EBIT (Earnings Before Interests and Taxes). EBIT adjusting items principally relate to restructuring, impairment losses, provisions, gains or losses on significant disposals of assets or subsidiaries and the effect of the electricity purchase and sale agreement.
[3] (Net financial debt) / Net cash position equals cash and cash equivalents and long term investments minus non-current and current loans and borrowings and bank overdrafts.

The 2025 Adjusted EBIT amounts to 77.9 million EUR, compared to 63.8 million EUR in 2024. An increase of Adjusted EBIT was noted in all operating segments, except for Industrial Solutions.

The 2025 loss amounts to -80.2 million EUR compared to a profit of +44.0 million EUR in 2024. The result of 2025 compared to last year's result was mainly impacted by the EBIT Adjusting items (-78.3 million EUR compared to -47.3 million EUR in 2024) and the impact of foreign exchange losses, mainly on non-hedged intercompany loans and cash and cash equivalents in USD, which amounted to -54.4 million EUR in 2025 compared to exchange gains of +30.8 million EUR in 2024. Income tax expenses increased from -2.6 million EUR in 2024 to -22.9 million EUR in 2025, mainly impacted by the derecognition of deferred tax assets previously recognized on tax losses carried forward in Belgium and the United Kingdom.

The group's capital expenditure amounts to 135.6 million EUR. The major capital expenditure projects relate to:

- The finalization of the construction of a new liquid fertilizer plant in Defiance (United States, operating segment Agro) which is in operation as of the second quarter of 2025.
- Investments in the expansion of the current ferric chloride production capacity in Loos (France, operating segment Industrial Solutions).
- Investments in a gasification installation of category 1 meat meals in Saint-Langis (France) by Akiolis Group (operating segment Bio-valorization).
- The finalization of the construction of the new headquarter office for Picanol Group in Ieper (Belgium, operating segment Machines & Technologies), which was taken in use in the first quarter of 2025.
- Several investments in operational excellence in PB Leiner (operating segment Bio-valorization), in upgrading of plant infrastructure within Tessenderlo Kerley International (operating segment Agro) and in technology improvements within DYKA Group (operating segment Industrial Solutions).

The 2025 cashflow from operating activities amounts to 225.7 million EUR, compared to 333.2 million EUR in 2024. The increase of Adjusted EBITDA was fully offset by a lower reduction of working capital needs and higher income taxes paid.

As per year-end 2025, the net financial debt of the group amounts to -41.3 million EUR compared to a net financial debt of -5.0 million EUR as per year-end 2024. The evolution of the net financial debt is mainly explained by:

- The cash flow from operating activities (+225.7 million EUR)
- Capital expenditure (-135.6 million EUR)
- The acquisition of Metam product labels in the United States and Canada for -15.8 million EUR (operating segment Agro)
- The repurchase of own shares in 2025 (-37.0 million EUR)
- The dividend paid over the financial year 2024 (-45.0 million EUR)

REPORTED OPERATING SEGMENT PERFORMANCE

Million EUR	2025	2024	% Change excluding fx effect	% Change as reported
Revenue Group	**2,763.1**	**2,647.7**	**6.0%**	**4.4%**
Agro	935.1	822.4	17.0%	13.7%
Bio-valorization	594.4	618.8	-2.6%	-3.9%
Industrial Solutions	651.4	670.7	-2.4%	-2.9%
Machines & Technologies	504.3	461.4	10.3%	9.3%
T-Power	77.9	74.4	4.7%	4.7%
Adjusted EBITDA Group	**288.1**	**265.6**	**10.7%**	**8.5%**
Agro	117.8	106.5	14.6%	10.6%
Bio-valorization	16.1	9.4	78.2%	71.9%
Industrial Solutions	43.5	66.9	-34.5%	-35.0%
Machines & Technologies	51.3	27.3	90.2%	87.9%
T-Power	59.5	55.5	7.2%	7.2%
Adjusted EBIT Group	**77.9**	**63.8**	**25.4%**	**22.1%**
Agro	38.4	33.0	20.6%	16.3%
Bio-valorization	-23.4	-30.1	22.3%	22.3%
Industrial Solutions	3.4	28.6	-87.5%	-88.1%
Machines & Technologies	35.1	11.9	199.3%	194.9%
T-Power	24.4	20.3	19.8%	19.8%
EBIT adjusting items	**-78.3**	**-47.3**	**nm**	**nm**
EBIT	**-0.4**	**16.5**	**nm**	**nm**

Agro

Million EUR	2025	2024	% Change excluding fx effect	% Change as reported
Revenue	935.1	822.4	17.0%	13.7%
Adjusted EBITDA	117.8	106.5	14.6%	10.6%
Adjusted EBITDA margin	12.6%	12.9%		
Adjusted EBIT	38.4	33.0	20.6%	16.3%
Adjusted EBIT margin	4.1%	4.0%		

The Agro revenue, when excluding the foreign exchange effect, increased by +17.0% in 2025. Revenue was positively impacted by the contribution of the Tiger-Sul activity (Crop Nutrition), only acquired in November 2024, and the acquisition of Metam labels in the United States and Canada in October 2025 (Crop Protection). The 2025 revenue also increased thanks to higher volumes and increased sales prices.

The 2025 Adjusted EBITDA of Agro increased by +14.6%, when excluding the foreign exchange effect, to 117.8 million EUR. The Adjusted EBITDA of Crop Nutrition and Tessenderlo Kerley International was positively impacted by more favorable market circumstances. The 2025 Crop Protection Adjusted EBITDA decreased as the contribution of the newly acquired Metam labels was not able to offset the recognition of a -7.0 million EUR inventory write-off.

Bio-valorization				
Million EUR	2025	2024	% Change excluding fx effect	% Change as reported
Revenue	594.4	618.8	-2.6%	-3.9%
Adjusted EBITDA	16.1	9.4	78.2%	71.9%
Adjusted EBITDA margin	2.7%	1.5%		
Adjusted EBIT	-23.4	-30.1	22.3%	22.3%
Adjusted EBIT margin	-3.9%	-4.9%		

In 2025, Bio-valorization revenue decreased by -2.6% compared to 2024, when excluding the foreign exchange effect. The volumes of PB Leiner were negatively impacted by the reorganization of the European bone gelatin activities in 2025 as well as by an incident in September 2025 in the Argentina collagen production facility. Also, gelatin and collagen selling prices were negatively impacted by unfavorable market conditions. Akiolis revenue increased in 2025 thanks to an increase of volumes and improved selling prices.

The 2025 Adjusted EBITDA of Bio-valorization increased by +78.2%, when excluding the foreign exchange effect, to 16.1 million EUR. The Adjusted EBITDA of PB Leiner increased as the lower revenue and continued margin pressure were more than offset by the positive impact of the stop of the European Bone Chain activities and further implemented cost saving measures. No insurance compensation, related to the incident that occurred in September 2025 at the Argentina collagen production facility, was yet recognized in 2025, but is expected to be confirmed in 2026. The Akiolis Adjusted EBITDA increased in 2025 thanks to improved market circumstances.

Industrial solutions				
Million EUR	2025	2024	% Change excluding fx effect	% Change as reported
Revenue	651.4	670.7	-2.4%	-2.9%
Adjusted EBITDA	43.5	66.9	-34.5%	-35.0%
Adjusted EBITDA margin	6.7%	10.0%		
Adjusted EBIT	3.4	28.6	-87.5%	-88.1%
Adjusted EBIT margin	0.5%	4.3%		

The 2025 revenue decreased by -2.4%, when excluding the foreign exchange effect. Various 2025 sales initiatives within DYKA Group were not able to offset the continued low demand in the construction market. The revenue of Kuhlmann Europe and moleko decreased in 2025, as these activities were impacted by lower sales volumes.

The Adjusted EBITDA of Industrial Solutions decreased by -34.5% in 2025, when excluding the foreign exchange effect, to 43.5 million EUR. The result of DYKA Group was negatively impacted by unfavorable market circumstances. The 2025 Adjusted EBITDA of Kuhlmann Europe and moleko decreased following lower sales volumes.

Machines & Technologies				
Million EUR	2025	2024	% Change excluding fx effect	% Change as reported
Revenue	504.3	461.4	10.3%	9.3%
Adjusted EBITDA	51.3	27.3	90.2%	87.9%
Adjusted EBITDA margin	10.2%	5.9%		
Adjusted EBIT	35.1	11.9	199.3%	194.9%
Adjusted EBIT margin	7.0%	2.6%		

The revenue of Machines & Technologies increased in 2025 by +10.3% compared to 2024, when excluding the foreign exchange effect, mainly thanks to more favorable market circumstances for Picanol (weaving machines) in 1H25. In line with expectations, geopolitical and economic uncertainty continued to impact customer investment decisions, and negatively impacted results in the second half of 2025, leading to a lower Picanol revenue compared to 2H24.
The revenue of Proferro (foundry and mechanical finishing) and Psicontrol (development and production of electronics) remained stable in 2025, while the first contribution of Osterwalder (acquired in June 2025) positively impacted the segments' revenue.

The 2025 Adjusted EBITDA increased by +90.2%, when excluding the foreign exchange effect, to 51.3 million EUR, thanks to a higher contribution of Picanol, Proferro and Psicontrol, also helped by the positive impact of cost control measures. The newly acquired activity Osterwalder had no material impact on the 2025 Adjusted EBITDA.

T-Power				
Million EUR	2025	2024	% Change excluding fx effect	% Change as reported
Revenue	77.9	74.4	4.7%	4.7%
Adjusted EBITDA	59.5	55.5	7.2%	7.2%
Adjusted EBITDA margin	76.4%	74.6%		
Adjusted EBIT	24.4	20.3	19.8%	19.8%
Adjusted EBIT margin	31.3%	27.3%		

In 2025, the revenue and the Adjusted EBITDA of T-Power slightly increased because of contractual impacts. These results were in line with expectations, as T-Power nv fulfilled all tolling agreement requirements. As the current tolling agreement will end as per June 30, 2026, the group continues to assess various options for the long-term utilization of the T-Power plant as a safe and reliable partner in the current energy mix. A final decision on its utilization is expected in the first half of 2026.

IBARMIA
PICANOL

Darran

OUR ORGANIZATION AND STRATEGY

COMPANY STRATEGY

Our corporate strategy is rooted in what inspires us: making a meaningful impact in the communities where we operate, empowering high performing teams, embedding innovation and entrepreneurship in everything we do and fostering highly autonomous companies. We build on a diversified, cash-generative portfolio, maintain liquidity for new opportunities, and focus on attracting and developing top talent.

We provide solutions that improve living standards across the world because, to stay relevant, we want these solutions to matter not only today, but also tomorrow and thereafter, for generations to come.

We want to secure sustainable growth of the group and have an impact on society through long-term value creation for future generations through:

- Building a strong and diverse portfolio of businesses, and
- Aiming to reduce the fluctuations in our results linked to the cyclicality of some of our businesses.

We are convinced that Every Molecule Counts because we are thinking about future generations and are aware that resources will become scarcer. Like the world around us, our corporate strategy is in continuous evolution.

The overall objective is to deepen our industrial knowledge and accelerate sustainable profitable value generation for the group.

Our ambition is to own a balanced mix of companies made up of wholly-owned or controlled subsidiaries, and portfolio and cornerstone investments, which are all aligned with our group's purpose: "We provide solutions that raise living standards across the world".

1. SHARPENING OUR FINANCIAL TARGETS

We focus on cash generation and apply a high degree of capital allocation discipline.

This will allow us to:

- Reinvest in high-return projects,
- Seize exceptional opportunities when they arise, and
- Build a more resilient, future-ready company.

Because each of our companies is unique, we will complement cash generation with tailored KPIs that reflect their realities, always focused on boosting profitability and driving long-term value creation.

With this in mind, we are moving away from a predominantly project-based capital allocation approach. Instead, the basis for strategic capital allocation will be the long-term value creation plans prepared individually per business unit or standalone companies.

Within this framework, companies are empowered with increased autonomy to make business decisions, while remaining accountable for their success.

Capital allocation decisions are highly influenced by the key priority of a company: stability, profitability, or growth.

When the key priority is stability, all efforts are focused on the basics: mainly bringing financial results back in line with expectations. While focusing on profitability, the company works on “growing the business from the bottom line”: increasing market share, customer share and improving margins. When the ambition is growth, focus shifts to growing the top line by investing in bolt-on acquisitions or increasing production footprint or investing in new products or services, this of course without losing sight of keeping a healthy bottom line.

2. ARTICULATING NON-FINANCIAL TARGETS

Articulating non-financial targets is essential to our corporate strategy because it ensures that environmental, social, and governance (ESG) considerations are embedded in the way we operate and grow as a group. These targets help us reduce our broader impact on the world around us and provide clarity on where we, as an industrial group, must focus our efforts.

Grounded in our double materiality assessment, our non-financial ambitions guide decision-making by highlighting the issues that matter most to our stakeholders and to the long-term resilience of our business. While not all focus areas have fully defined targets yet, this work is part of an ongoing evolution. We are committed to strengthening and refining our approach as our understanding, capabilities, and expectations continue to develop.

By integrating non-financial targets into our strategy, we reinforce a balanced, forward-looking approach to value creation, one that supports sustainable performance for the Group and society alike.

3. INVESTING IN A HIGH PERFORMANCE CULTURE: LIVING THE CODES

During our leadership event in September 2025 we revisited our corporate strategy and launched our “Cracking the CODE(s)” way of working. This people centric approach is the foundation to better support the execution of our strategy and the changing needs of our organisation. It aims to strengthen cultural coherence, leadership accountability and employee engagement while enabling sufficient flexibility for our business to foster ownership and authenticity in how values and the way of working are embedded in daily operations. Living the CODE(s) is about investing in a high performance and winning culture. It is about creating the right environment where everyone is results driven and where people are engaged and accountable and committed to go for the extra mile in an ethical and safe way of working.

OUR BUSINESS CODE

The Business CODE defines the principles that guide how we create long-term value and how we operate across the Group. With a focus on Commercial Excellence to be on every customer's mind, Operational Excellence to drive lasting performance, Decision-making to execute well and at pace, and Entrepreneurship to create sustainable value – we build for future generations. We expect that our leaders think and act like owners. To achieve a close alignment of interest between our shareholders and our leaders.

WE BUILD FOR FUTURE GENERATIONS;

C	**Commercial Excellence to be on every customer's mind** have a window on the market, get the numbers right and generate sustained value
O	**Operational Excellence to drive lasting performance** build discipline, chase waste, optimize and scale with relentless focus
D	**Decentralized decision-making to execute well and at pace** provide clarity, empower people closest to the action, and hold them accountable for outcomes
E	**Entrepreneurship to create sustainable value** encourage initiative, learn through action, move boldly and build what's next

OUR LEADERSHIP CODE

The Leadership CODE complements the Business CODE by translating these principle into clear behavioural guidance. It helps employees, particularly those with leadership responsibilities, to understand where to focus, in order to deliver results, strengthen collaboration and lead in line with our strategic priorities.

We believe that sharing the same core beliefs throughout our group is essential to build a culture where everyone works every day to achieve the highest ethical and safety standards and to realize our growth ambition. Therefore our teams display Courage to Challenge, Ownership to Deliver, Drive to Excel and Empathy to Connect.

WE LEAD FORWARD, TOGETHER!

C	**Courage to Challenge** we question the status quo, make bold decisions, stand firm for what's right and speak up
O	**Ownership to Deliver** we turn ambition into results: align as one team, commit and hold ourselves accountable
D	**Drive to Excel** we inspire, we raise the bar and show tenacity in the face of adversity
E	**Empathy to Connect** we listen, lead with understanding, integrity and respect, and grow together

OUR OPERATING AND GOVERNANCE MODEL

At Tessenderlo Group, we operate with a decentralized structure that places significant autonomy in the hands of our Business Units (BUs). This model empowers each BU to drive its performance and make decisions that align with its specific mission, roles, and responsibilities. With clearly defined roles, each BU operates with high independence to focus on its core objectives while ensuring alignment with the broader group vision. This also applies for all ESG topics.

BOARD OF DIRECTORS

The Board of Directors provides strategic oversight and governance to the group, ensuring the organization adheres to the highest standards of corporate governance. The Board is responsible for setting the overall strategic direction and long-term vision of Tessenderlo Group, working closely with the Executive Committee to monitor the execution of the strategy. It holds ultimate accountability for the group's financial health, risk management, and compliance with legal and regulatory requirements.

The Board's role extends to approving key decisions related to major investments, acquisitions, and corporate actions that significantly impact the group's structure and performance. In addition to overseeing the group's strategy, the Board ensures the alignment of the group's operations with shareholder interests, fostering transparency, and making decisions that promote sustainable value creation. The Board also holds the responsibility for evaluating the performance of the Executive Committee and ensuring that the organization is managed in a way that aligns with the group's ethical standards and long-term objectives. To guarantee effective corporate governance the Nomination and Remuneration Committee (NRC) is responsible for selecting board members, executive committee members, and planning succession, as well as proposing and reviewing executive compensation policies. The Audit Committee oversees financial reporting, internal control, risk management, and internal audit functions to ensure transparency and compliance with regulations.

EXECUTIVE COMMITTEE

The Executive Committee plays a central role in the group's overall performance and long-term success. This team collectively shapes the group's strategic direction, fostering an entrepreneurial mindset across the business. They are responsible for overseeing the overall strategy and growth while working closely with the autonomous BUs to refine the portfolio and optimize the allocation of human, financial, and material resources. Their goal is to ensure the maximum value creation for the group while fostering a culture of innovation, accountability and high performance

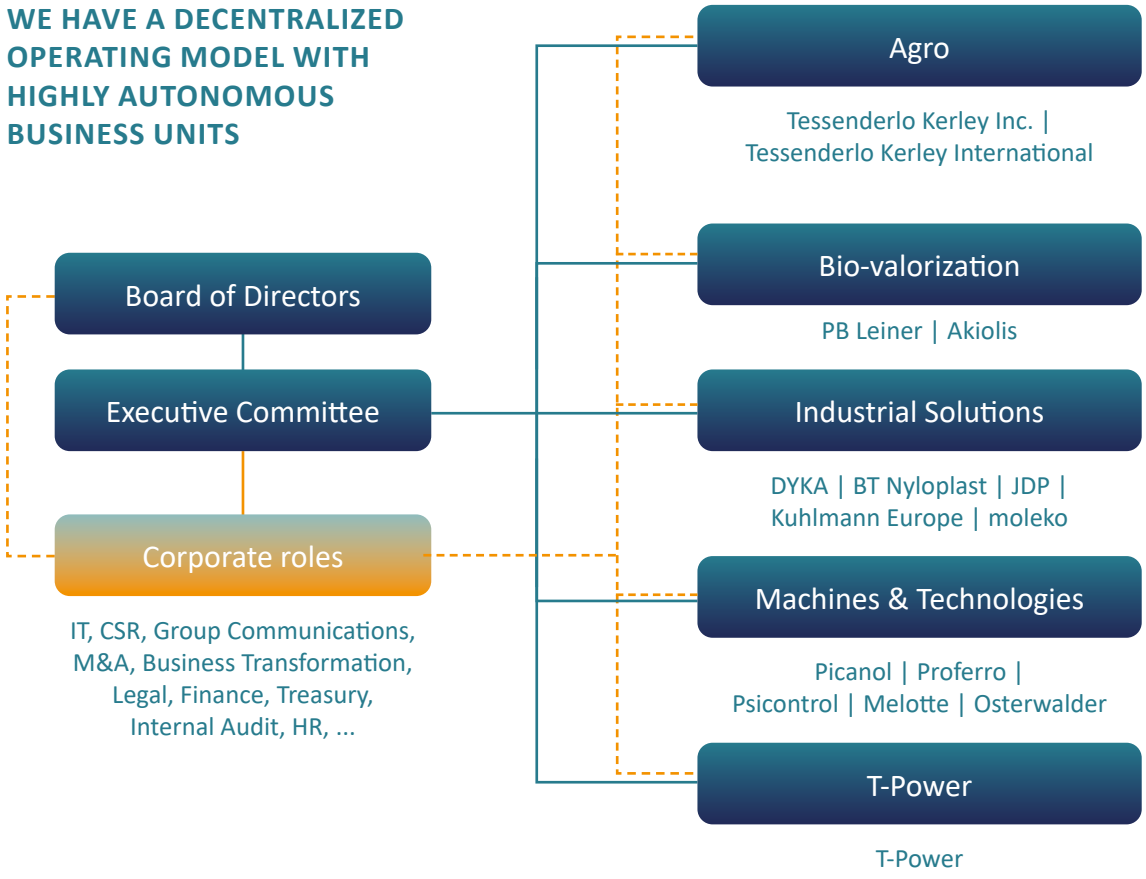
CORPORATE ROLES

The Corporate roles serve as a provider of expertise. They work collaboratively with business units to ensure we fulfill our obligations as Group, guarantee long term value creation and provide essential expertise which would be to costly to replicate across business units.

BUSINESS UNIT

At the heart of our operating model are the Business Units, which hold the highest commercial and operational responsibility within the organization. Each BU is tasked with global or regional responsibility for specific product or service offerings, and they carry full Profit & Loss (P&L) accountability. This ensures that each BU can act decisively and flexibly to respond to market demands, while taking ownership of its financial and operational performance.

WE HAVE A DECENTRALIZED OPERATING MODEL WITH HIGHLY AUTONOMOUS BUSINESS UNITS



EXECUTIVE COMMITTEE

Collectively responsible for the group's overall performance and long-term success by playing an entrepreneurial role and shaping the group's strategy. Together with the highly autonomous BUs, the Executive Committee shapes the portfolio and optimizes the allocation of human, financial, and material resources to maximize value creation.

CORPORATE ROLES [GROUP]

Work collaboratively with business units to ensure we fulfill our obligations as Group, guarantee long term value creation and provide essential expertise where appropriate.

BUSINESS UNIT

Highest commercial and operational global or regional responsibility for a product or service offering, having full P&L responsibility.

EVERYONE HAS A MISSION WITH CLEAR ROLES AND RESPONSIBILITIES

SEGMENT WE OPERATE IN: AGRO

Our Agro segment encompasses our activities in agriculture, including crop nutrition and crop protection products. This segment includes the Business Units Tessenderlo Kerley North America; Tessenderlo Kerley International and Violleau.

We support sustainable agriculture. Using high-efficiency fertilizers and precision farming practices, such as the 4R principles (right source, right rate, right time, and right place), we help growers maximize yields while minimizing nutrient loss, water use, and environmental impact. This approach helps preserve land and promotes sustainable food production to meet the needs of a growing global population.

At Tessenderlo Kerley, we provide essential nutrients like sulfur, nitrogen, and potassium to ensure healthy, productive soils. Our fertilizers and crop protection products, including organic options, support growers in overcoming challenges such as pests, diseases, and climate change. For example organic products like Surround® help protect crops from heat and sun damage.

At Violleau, we offer organic fertilizers and biocontrol solutions, focusing on environmental responsibility and circular economy principles by recycling agricultural by-products into fertilizers. We also provide personalized advice based on specific soil, climate, and crop needs, offering sustainable solutions for organic farming.

PRODUCT LINES

Crop Nutrition: liquid, solid, organic
Crop Protection: Herbicides, Pesticides, Fungicides, Fumigants and Solar Protections

BU'S AND PRODUCTION LOCATIONS

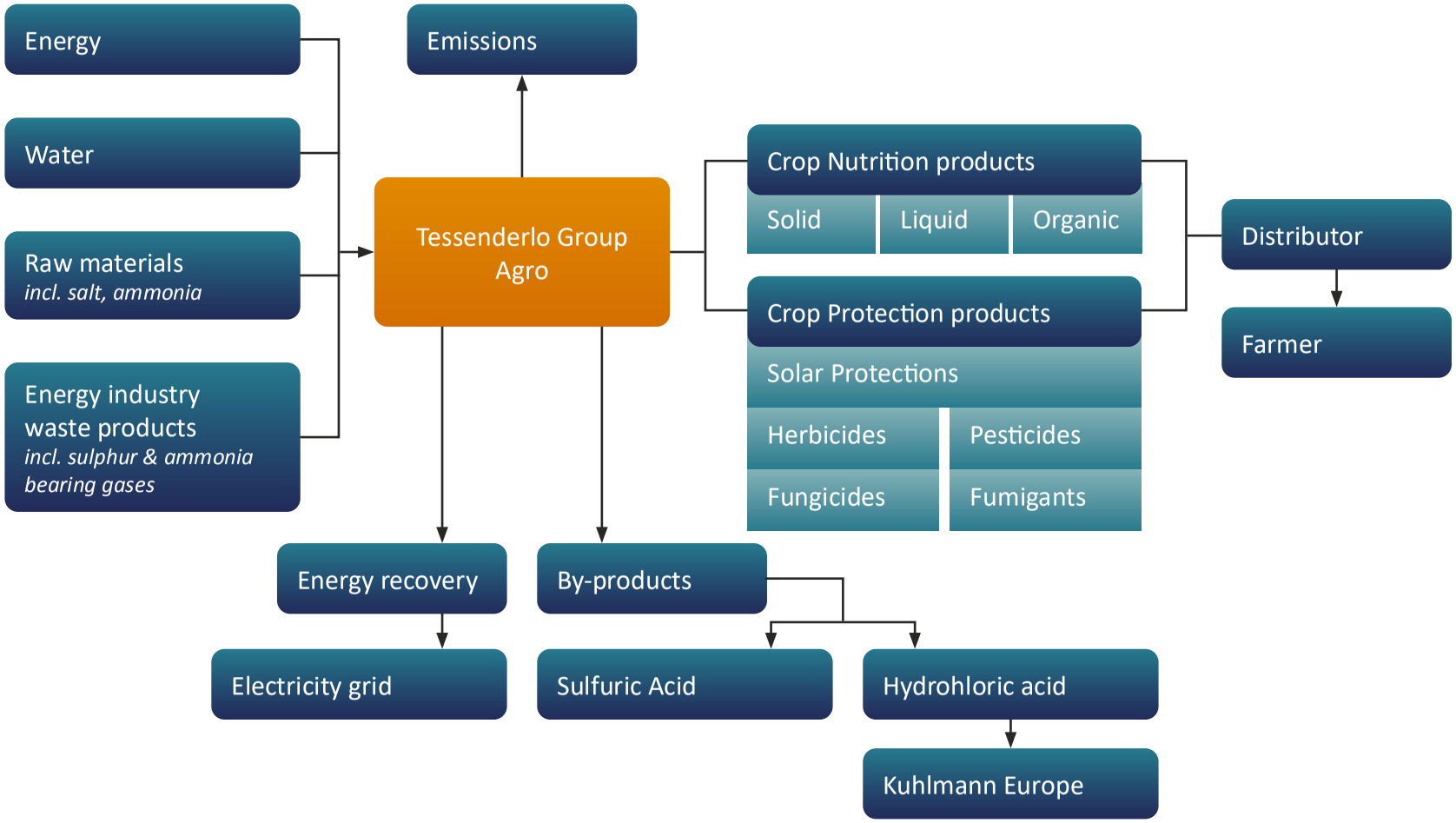
TESSENDERLO KERLEY NORTH AMERICA: 15 production plants, USA and Canada), 1 research farm, 1 innovation center and more than 100 terminals (USA and Canada).
TESSENDERLO KERLEY INTERNATIONAL: 4 production plants (Belgium, France, Turkey and The Netherlands), and more than 10 terminals in Europe and Mexico.
VIOLLEAU: 2 plants in France.

BUSINESS DRIVERS

- Growing population
- Increased demand for quality fertilizers for modern and sustainable precision agriculture and crop protection products
- The need for reduced environmental impact through efficient water management and inhibiting nitrification

The activities of our agro segment are active under chemicals production, it activities fall under division 20.2 of Appendix I to regulation (EC) No 1893/2006.

Value Chain: Agro



SEGMENT WE OPERATE IN: BIO-VALORIZATION

Tessenderlo Group's Bio-valorization segment focuses on the sustainable processing of animal by-products and plays a key role in turning these materials into valuable products. This segment is comprised of two business units: PB Leiner and Akiolis.

PB Leiner specializes in the production, trading, and sale of high-quality gelatins and collagen peptides. Offering a complete range of solutions tailored to customer applications, PB Leiner's gelatins are used across diverse markets such as food, pharmaceuticals, and photography. In many applications, gelatin is used in small dosages, serving as a functional ingredient with superior characteristics. The company produces both collagen and gelatin, with each derived from different raw materials such as pigskin, beef hide, beef bones, fish skins and scales depending on the application, predominantly sourced regionally. Given the competitive nature of raw material sourcing, PB Leiner faces competition not only from other gelatin manufacturers but also from other industries such as human food, pet food, and leather manufacturing. The fluctuation in the supply and demand of raw materials has a significant impact on the prices and availability of gelatin, making the securing of sufficient raw material volumes a key factor for the success of the business.

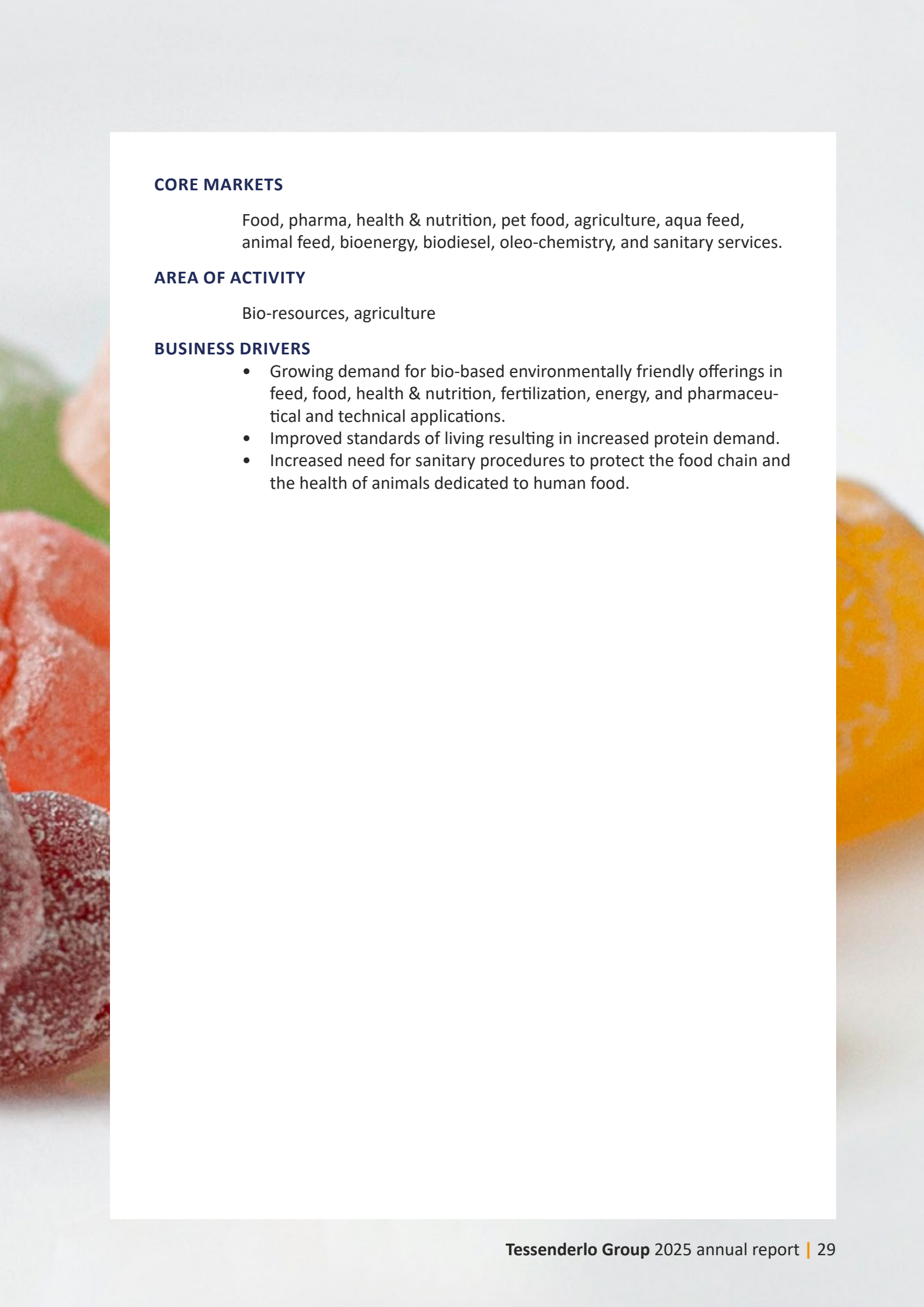
Akiolis, on the other hand, specializes in the rendering of animal by-products and the production of high-value proteins and fats. By leveraging strong partnerships with sourcing partners in the livestock sector, meat industry, butchers, and retailers, Akiolis has access to a wide range of animal materials. Through its advanced industrial processes, the company transforms these by-products into essential ingredients for diverse markets, including pet food, animal nutrition, aqua feed, oleo-chemistry, organic fertilizers, bioenergy, and biofuel production. Akiolis' market-oriented approach is characterized by specialization, agility, and a customer-centric focus, ensuring high standards of quality, food safety, and innovative solutions that meet the evolving needs of its customers. This approach also supports the circular reuse of fallen stock on farms, helping reduce the environmental impact of livestock breeding while contributing to the sanitary protection of livestock and the human food chain.

Together, PB Leiner and Akiolis demonstrate Tessenderlo Group's commitment to sustainability through the innovative use of animal by-products, creating value across multiple sectors while contributing to the circular economy.

BU'S AND PRODUCTION LOCATIONS

PB LEINER: 2 production plants in Europe (Belgium & Germany), 2 plants in China, and 3 plants in the Americas (US, Argentina, Brazil).

AKIOLIS: 3 production plants and 28 collection centres for various quality categories C1/C2 categories, 9 production plants and 20 collection centres for C3 category & food grade all in France. 1 production plant for C3 category in Spain.



CORE MARKETS

Food, pharma, health & nutrition, pet food, agriculture, aqua feed, animal feed, bioenergy, biodiesel, oleo-chemistry, and sanitary services.

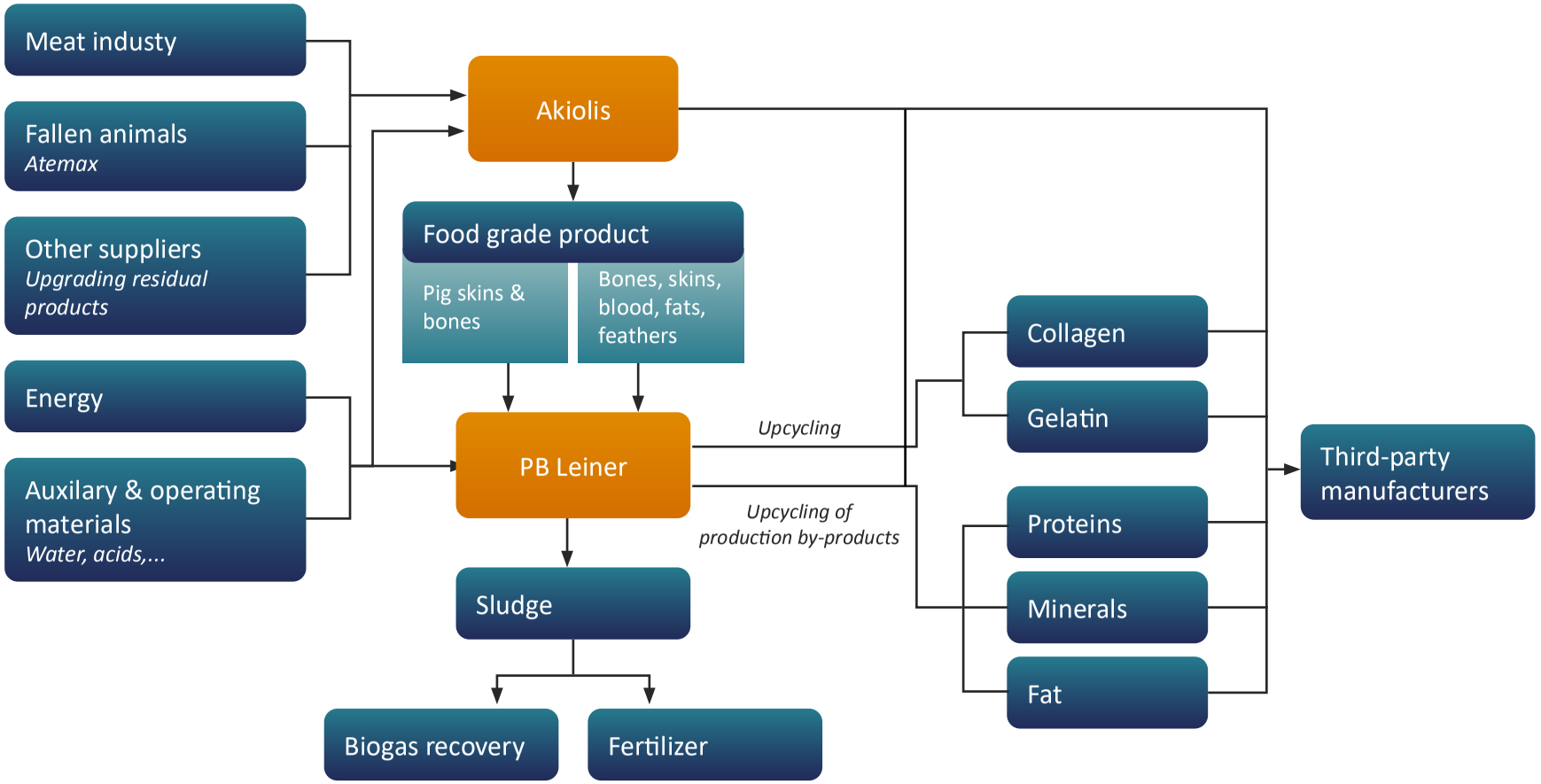
AREA OF ACTIVITY

Bio-resources, agriculture

BUSINESS DRIVERS

- Growing demand for bio-based environmentally friendly offerings in feed, food, health & nutrition, fertilization, energy, and pharmaceutical and technical applications.
- Improved standards of living resulting in increased protein demand.
- Increased need for sanitary procedures to protect the food chain and the health of animals dedicated to human food.

Value Chain: Bio-valorization



SEGMENT WE OPERATE IN: INDUSTRIAL SOLUTIONS

Our Industrial Solutions segment encompasses the production of a wide range of products, from plastic piping systems to specialty chemicals, along with tailored market-specific services and solutions. This segment serves a broad array of industries, including water treatment, mining, infrastructure, and general industrial sectors. Within this segment, we operate three business units: DYKA Group, Kuhlmann Europe, and moleko (a part of Tessenderlo Kerley, Inc.).

DYKA GROUP

DYKA Group (www.dyka.com) consisting of the brands DYKA, BT Nyloplast and JDP, offers high quality plastic piping systems for building & installation and civils & infrastructure markets. We enhance customer satisfaction by providing pre-assembled piping kits, project consultancy, engineering support for ventilation, sewage, rainwater, and siphonic roof drainage systems. Our solutions are delivered through an integrated network of sales, manufacturing, logistics, and over 70 customer-focused branches, along with 2,000+ third-party sales points across Europe.

Because of urbanization, energy demands, climate change, water scarcity and abundance, our customers face challenges like managing heavy rain, building energy efficient structures, preventing water leakage, and reducing construction costs. DYKA Group addresses these challenges with a wide range of systems and services. Moreover, we are committed to sustainability by using more recycled materials and non-fossil-based energy in production, minimizing our environmental impact and reducing reliance on finite resources.

KUHLMANN EUROPE

Kuhlmann Europe (www.kuhlmann-europe.com) specializes in supplying high-quality coagulants and chemicals for wastewater treatment and drinking water purification, serving both industrial and municipal markets. Additionally, we provide a diverse range of chemical solutions for industries such as pharmaceuticals, food processing, detergents, and steel manufacturing. Our product portfolio includes iron coagulants, sodium hydroxide, bleach, various hydrochloric acid grades, sulfuric acid, and calcium chloride.

MOLEKO

Moleko (www.moleko.com), operated by Tessenderlo Kerley, Inc., specializes in sulfur chemicals for mining, industrial, and water treatment markets. We serve base and precious metals in mining and industries such as water treatment, food processing, remediation, oil and gas, pulp and paper, and tanning. We focus on a consultative approach, providing expert solutions to meet our customers' unique needs.

PRODUCT LINES

DYKA GROUP: Plastic piping systems for building & installation and civils & infrastructure markets

KUHLMANN EUROPE AND MOLEKO: Coagulants and other base chemicals for the treatment of wastewater, the purification of drinking water and other chemicals that are used by a broad spectrum of industries.

AREA OF ACTIVITY

Plastic piping systems for building & installation and civils & infrastructure markets. Coagulants, and other chemicals for either the treatment of wastewater or the purification of drinking water, as well as industrial chemicals that are used by a broad spectrum of industries.

BU'S AND PRODUCTION LOCATIONS

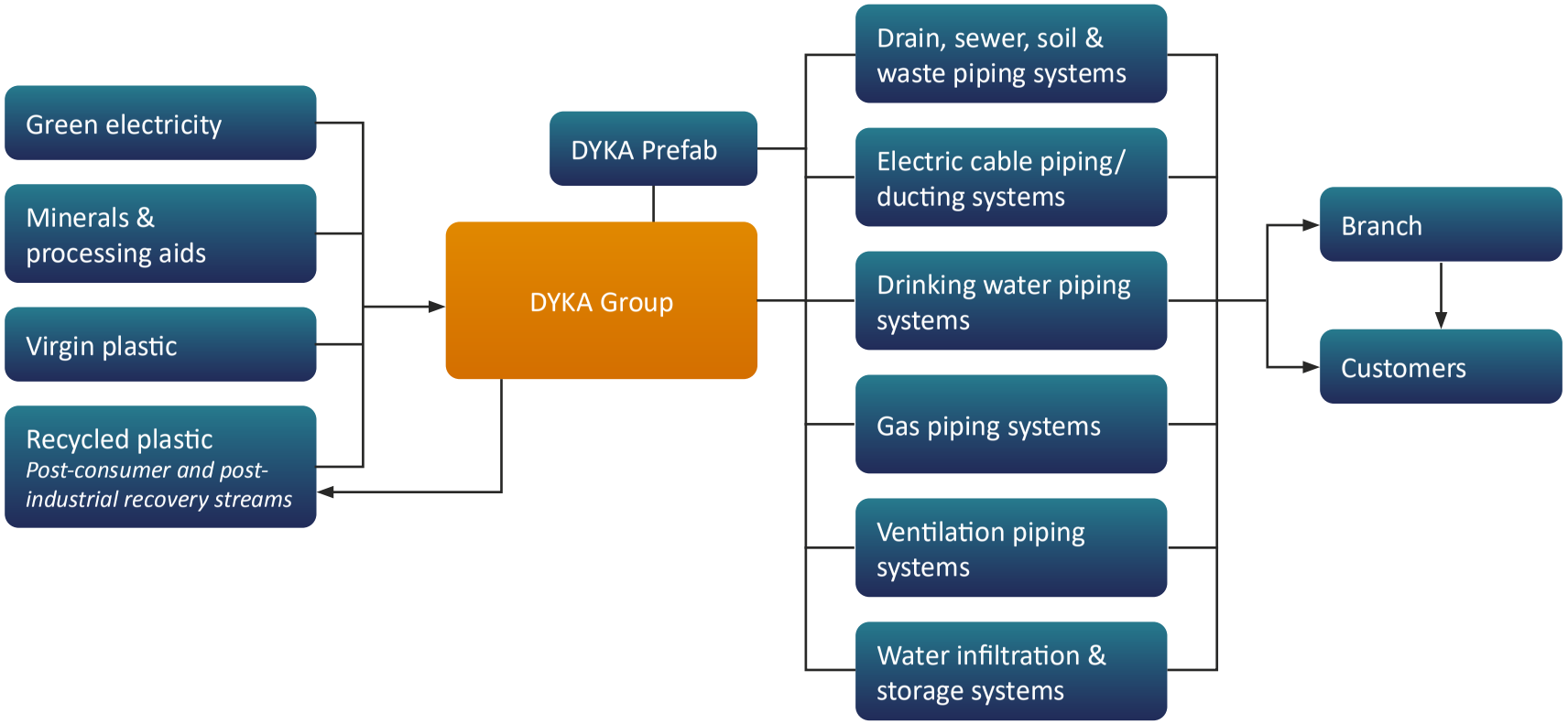
DYKA GROUP: 9 production plants (France (3), The Netherlands (2), Belgium (1), Poland (1), Hungary (1) and Germany (1)) and more than 70 branches across Europe.
KUHLMANN EUROPE: 4 production plants (Belgium (2) France (1), Switzerland (1)).
MOLEKO: 6 production plants (USA).

BUSINESS DRIVERS

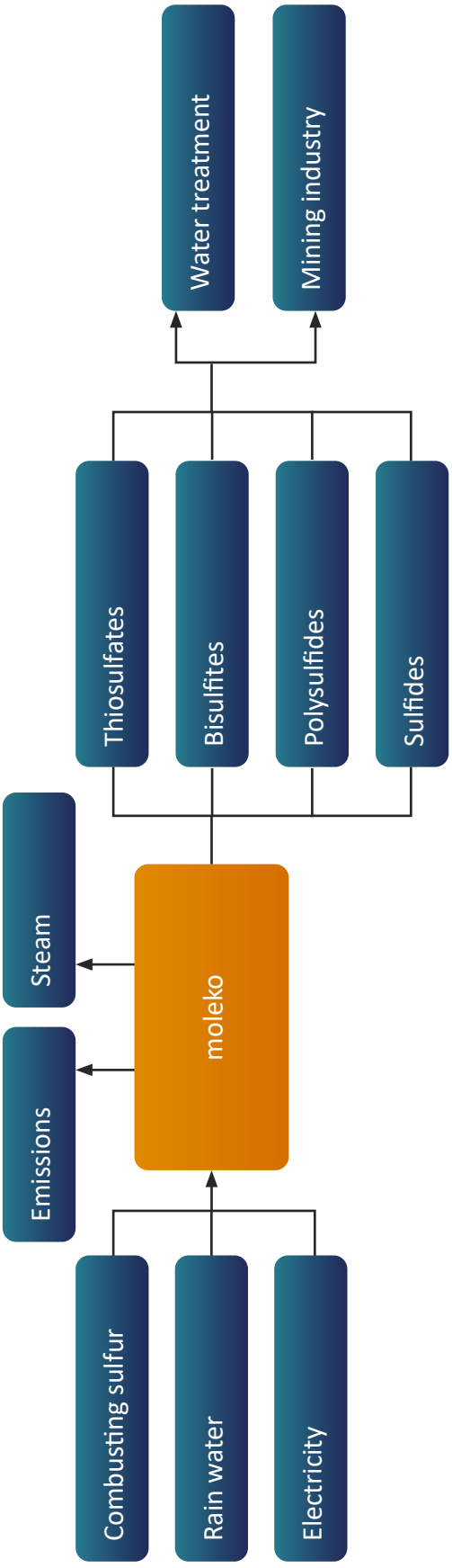
- Growing demand for clean water and improved hygiene
- Industry's need for sustainable water purification and transportation
- Impact of climate change, stormwater management, and energy-efficient buildings
- Energy transition
- Decarbonization efforts and infrastructure for essential minerals
- Base chemical supply driven by industrial needs

The activities of Kuhlmann Europe and Moleko are active under chemicals production, it activities fall under division 20.2 of Appendix I to regulation (EC) No 1893/2006

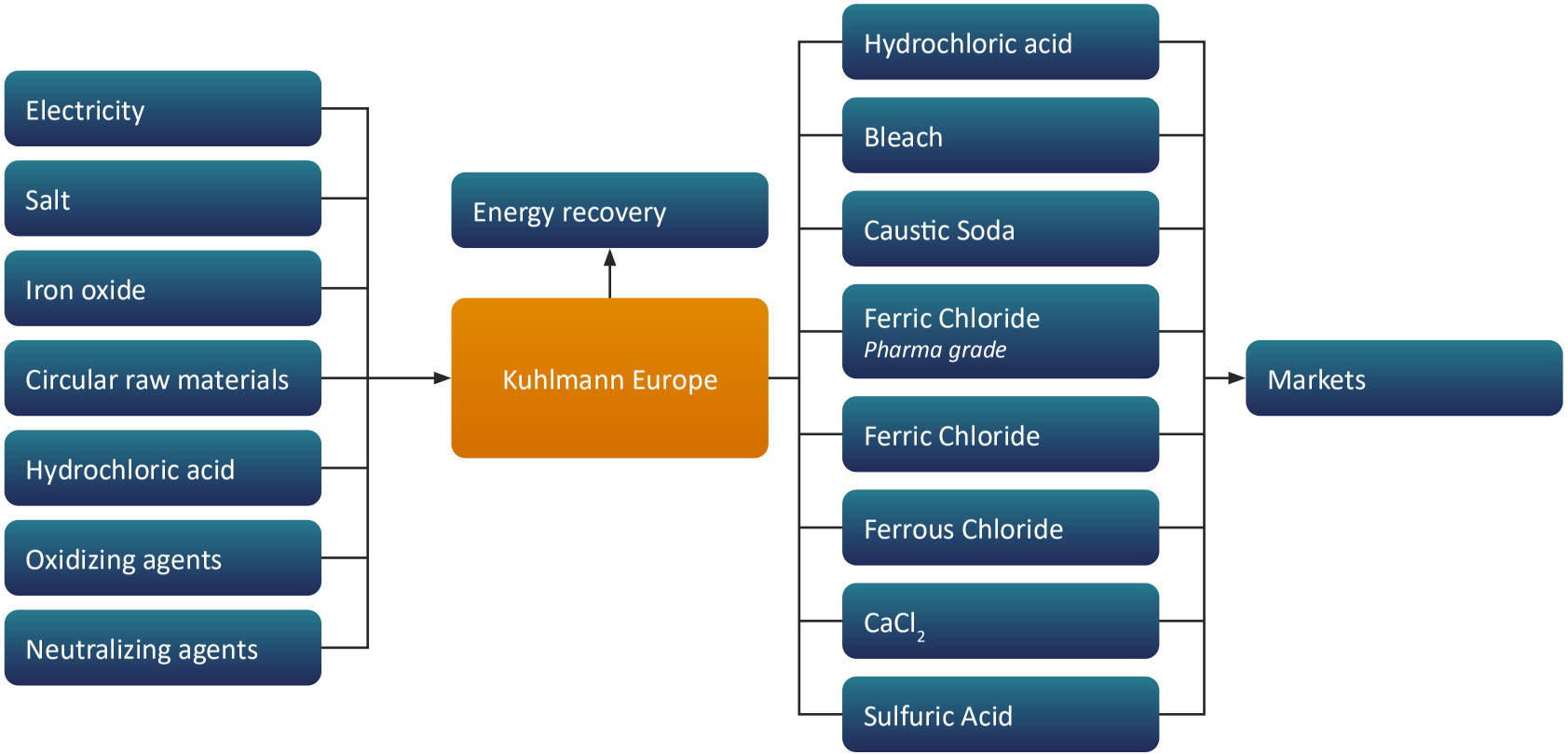
Value Chain - DYKA Group



Value Chain - moleko



Value Chain - Kuhlmann Europe



SEGMENT WE OPERATE IN: MACHINES & TECHNOLOGIES

Our Machines & Technologies segment includes the activities of the Picanol Group business unit, namely the development, production, and sale of high-tech weaving machines (Picanol), foundry and mechanical finishing (Proferro), the development and production of electronics (Psicontrol), the development and production of servo-electric powder presses (Osterwalder) and the production of high-tech precision parts and 3D metal printing (Melotte).

OUR GLOBAL PRESENCE

Picanol heavily invests in the presence in all of the important textile regions in the world. Besides its production plants in Belgium and China, Picanol has sales & service centres in Mexico, Brazil, Indonesia, India, Pakistan, Turkey, the US and Uzbekistan. Meanwhile, in other significant textile regions, Picanol is able to deploy dedicated Picanol service engineers in close cooperation with its agents.

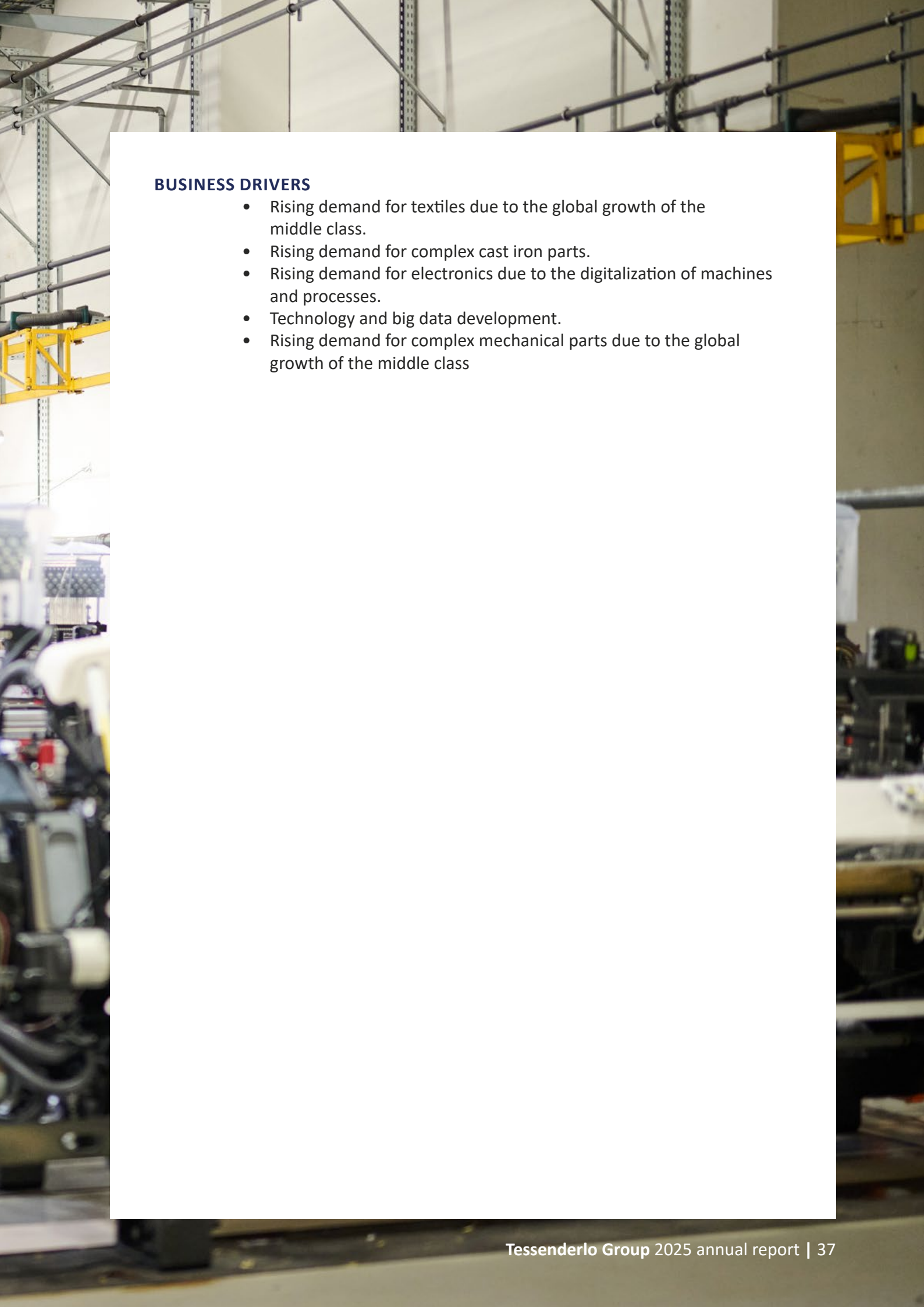
Psicontrol is situated in the heart of Europe with strategic production locations in Belgium and Romania. Both production plants work seamlessly together to be near and reliable to its customers. Next to its production plants, Psicontrol also has sales and sourcing activities in Germany and China.

PRODUCT LINES

PICANOL: Weaving machines & aftermarket products and services for weaving machines
PROFERRO: Rough cast iron parts, machined cast iron parts & assembled engineered solutions
PSICONTROL: Printed circuit boards, fully assembled products & custom-made controllers
MELOTTE: High-tech precision parts & 3D metal printed parts
OSTERWALDER: Servo-electric powder presses for the production of hard metal, iron powder and special material parts

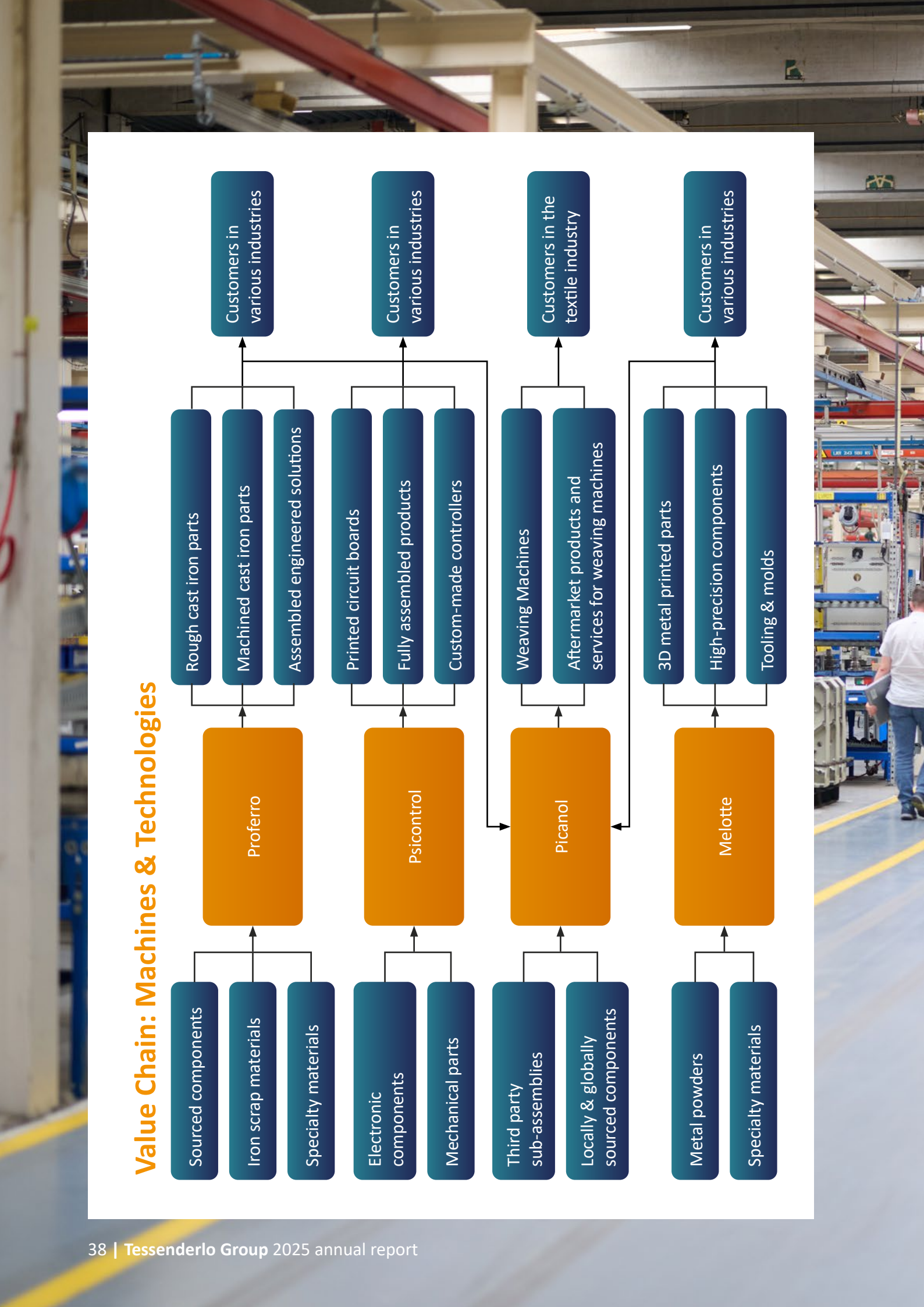
PRODUCTION LOCATIONS

5 production plants (2 in Belgium, 1 in Romania, 1 in Switzerland and 1 in China). Sales offices for weaving machines, spare parts, and after-sales services are located in Brazil, China, India, Indonesia, Mexico, Pakistan, Turkey, the US, Uzbekistan, Japan and Switzerland.

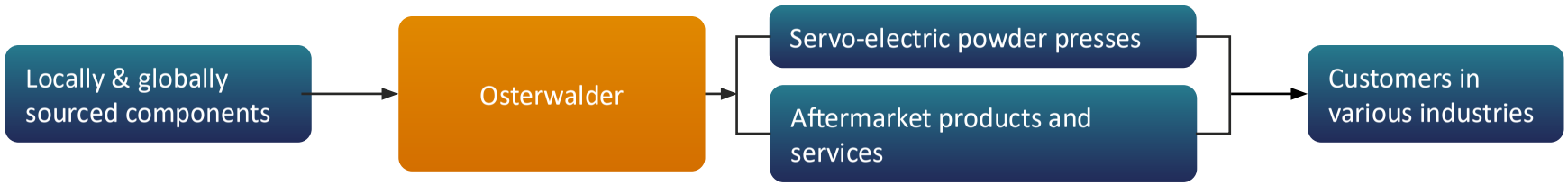


BUSINESS DRIVERS

- Rising demand for textiles due to the global growth of the middle class.
- Rising demand for complex cast iron parts.
- Rising demand for electronics due to the digitalization of machines and processes.
- Technology and big data development.
- Rising demand for complex mechanical parts due to the global growth of the middle class


Value Chain: Machines & Technologies
Sourced components
Iron scrap materials
Specialty materials
Proferro
Rough cast iron parts
Machined cast iron parts
Assembled engineered solutions
Customers in various industries
Electronic components
Mechanical parts
Psicontrol
Printed circuit boards
Fully assembled products
Custom-made controllers
Customers in various industries
Third party sub-assemblies
Locally & globally sourced components
Picanol
Weaving Machines
Aftermarket products and services for weaving machines
Customers in the textile industry
Metal powders
Specialty materials
Melotte
3D metal printed parts
High-precision components
Tooling & molds
Customers in various industries

Value Chain: Machines & Technologies



SEGMENT WE OPERATE IN: T-POWER

The T-Power segment encompasses our activities in power generation, including the operation and maintenance of a high-efficiency Combined Cycle Gas Turbine (CCGT) power plant T-Power, located in Tessenderlo Belgium. With Tessenderlo Development Services (TDS) this segment is also active in energy project developments.

Using advanced CCGT technology and best operational practices, we maximize energy output while minimizing fuel consumption, emissions, and environmental impact. With an output of 425MW, T-Power provides energy for approx. 240.000 households. Thanks to its high efficiency and flexibility, as well as installation upgrades, the T-Power power plant is one of the most competitive gas-fired power plants in Belgium and the broader interconnected electricity trading area.

CCGT technology plays a significant role in Europe's electrification and renewable energy transition. The high efficiency of T-Power helps to reduce greenhouse gas emissions compared to traditional fossil fuel plants. T-Power can quickly ramp up and down its output, making it ideal for balancing the intermittent nature of renewable energy sources like wind and solar. CCGT plants serve as a bridge technology towards a fully renewable energy system.

PRODUCTION LOCATIONS

1 power plant: Tessenderlo (Belgium)

CORE MARKETS

Energy

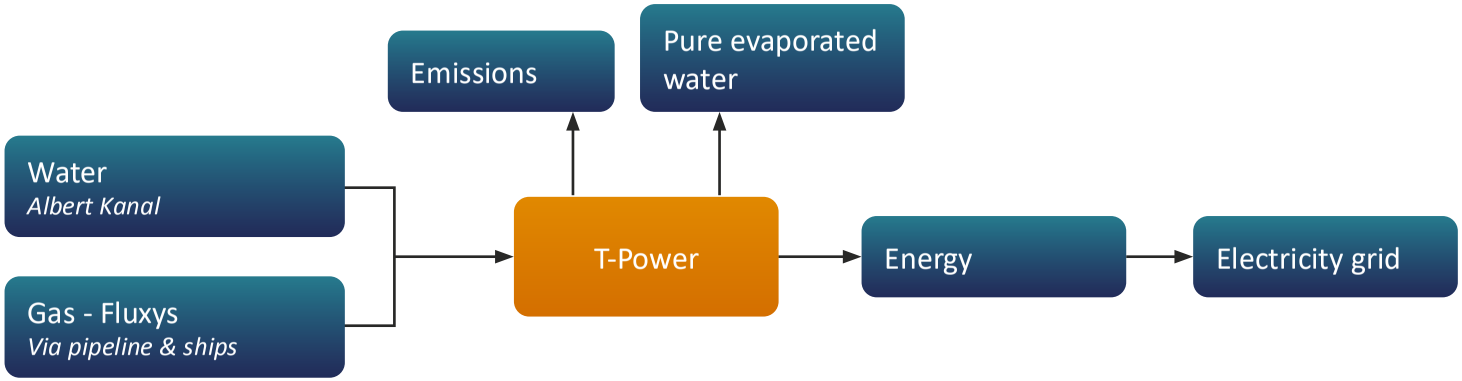
AREA OF ACTIVITY

Production of electricity in gas-fired power plants

BUSINESS DRIVERS

- Supporting the transition to green energy by supplying the grid during short-term capacity shortages
- Proper execution of the gas tolling agreement

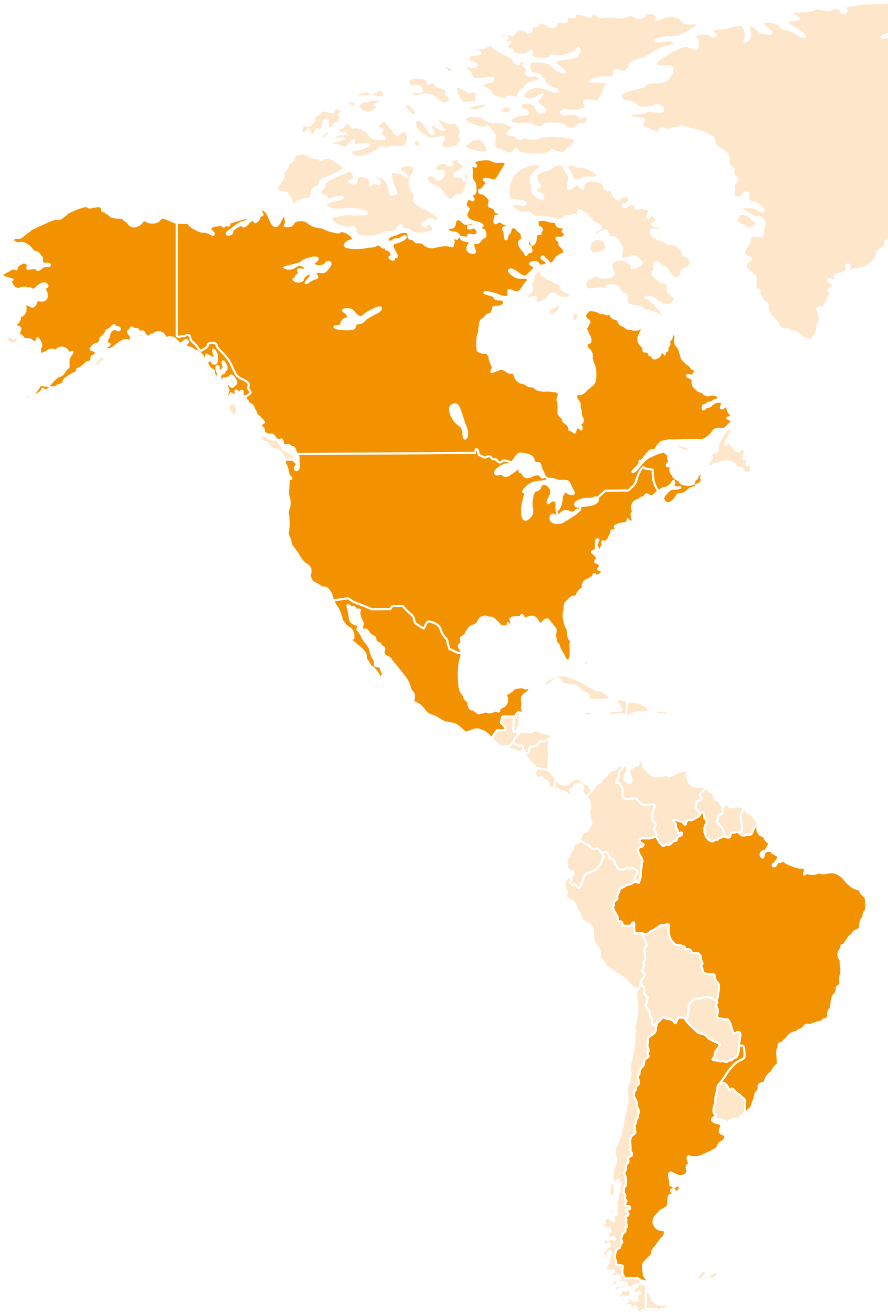
Value Chain: T-Power



TESSENDERLO GROUP GLOBAL PRESENCE

At Tessenderlo Group, we are proud of our extensive global presence, which allows us to **serve customers in over 100 countries worldwide**. Our operations span the globe, complemented by a robust network of terminals, warehouses, and a dedicated team of sales and service professionals located directly in key markets.

This strategic global footprint ensures that we can maintain close contact with our customers, fostering intimacy and enabling us to better understand their unique needs and challenges. By being present in the markets we serve, we are able to offer timely support, deliver tailored solutions, and respond to customer requirements with agility and precision. Our commitment to being close to our customers is fundamental to our approach, allowing us to build long-term, trusting relationships and continuously improve the way we serve them.



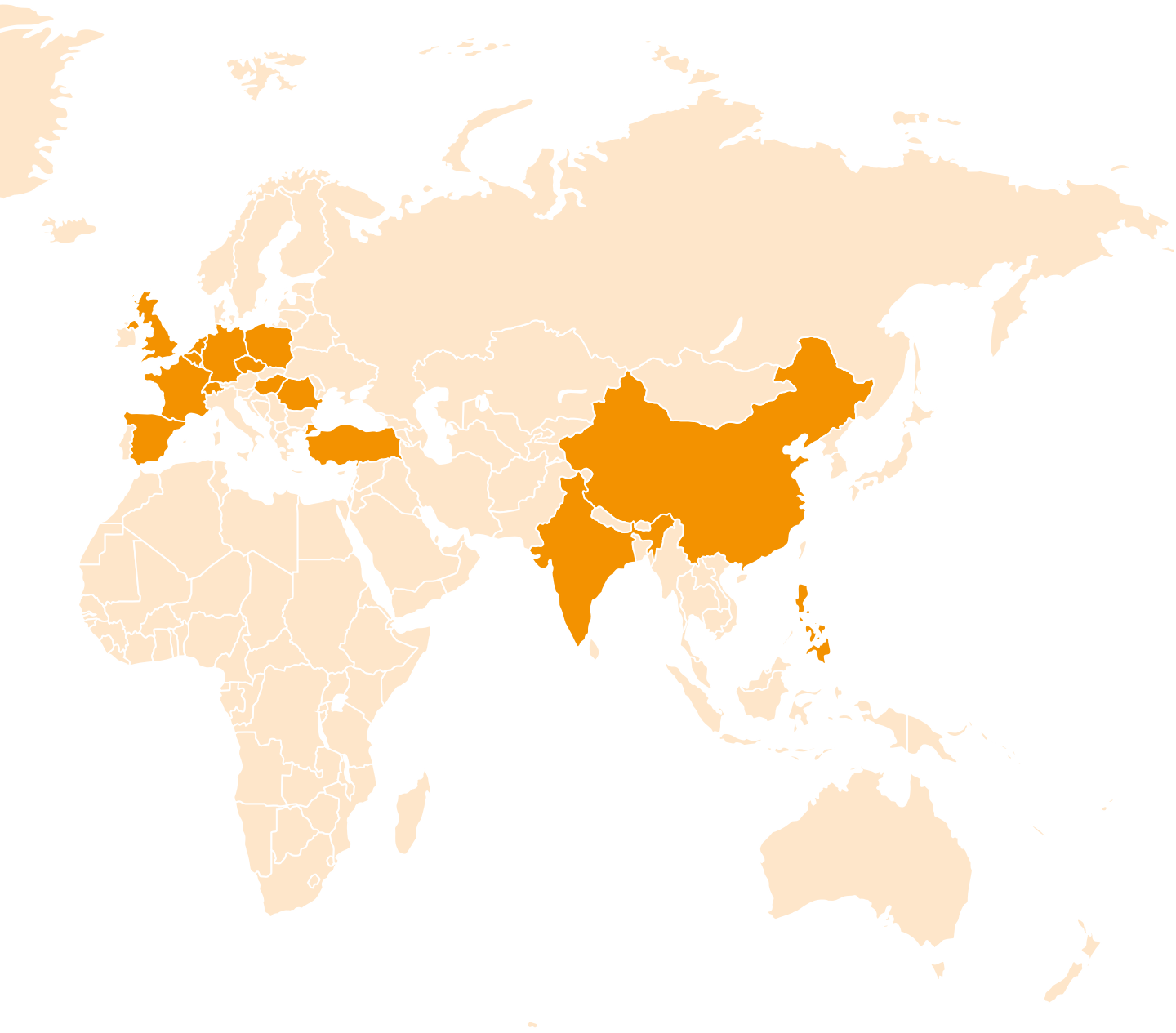
NORTH AMERICA

22 Production facilities

SOUTH AMERICA

2 Production facilities

Changes versus 2024. Tiger Sul acquired (3 locations in North America), new plant opened in Defiance, Ohio. Treforest in UK closed mid 2025 and Osterwalder acquired in Swiss.



EUROPE

43 Production facilities
Tessenderlo Group HQ, Brussels

ASIA

3 Production facilities

REPORT OF THE BOARD OF DIRECTORS

TRANSPARENT MANAGEMENT

Tessenderlo Group follows the Belgian legislation as reference code for Corporate Governance. In case the group does not comply with one or more provisions of this code, it shall indicate with which provision it is not complying and give justified reasons for this deviation. The Belgian Corporate Governance Code is available at: https://corporategovernancecommittee.be/en.

The Group's adherence to the principles of Corporate Governance is reflected in the Corporate Governance Charter (hereinafter referred to as the "Charter"). The Charter is available at https://www.tessenderlo.com/en/about-us/corporate-governance/corporate-governance-charter.

CAPITAL & SHARES

CAPITAL

The share capital of Tessenderlo Group at 31 December 2025, amounts to 428,268,879.25 EUR.

SHARES

The share capital at 31 December 2025, is represented by 59,062,556 shares without par value, entitling the shareholder to one vote per share.

By decision of the company's Extraordinary General Meeting held on 10 July 2019, the loyalty voting right was introduced. As a consequence, every fully paid-up share that has been continuously registered in the name of the same shareholder in the register of registered shares for at least two years entitles the shareholder to a double vote in accordance with the Companies and Associations Code. All of Tessenderlo Group's shares are admitted for listing and trading on Euronext Brussels.

Pursuant to the resolution of the Extraordinary General Meeting held on 10 May 2022, the Board of Directors is authorized, subject to the conditions laid down by law, for a period of five years from the publication of the authorization resolution in the Appendix to the Belgian Official Gazette, to acquire treasury shares, profit-sharing certificates or certificates relating thereto on behalf of the group subject to the conditions laid down at the Extraordinary General Meeting held on 10 May 2022. This authorization is valid until 19 May 2027.

In April 2024, a new share repurchase program was started for the repurchase of up to 2,300,000 shares of the company for a total amount not exceeding 69 million EUR. 1,749,618 own shares were acquired (in the period April 2024 - December 2024) at an average price of 24.03 EUR per share, for a total amount of 42.0 million EUR. This program was discontinued early January 2025.

In January 2025, a new modified share repurchase program was announced for the repurchase of a maximum of 500,000 shares of the company for a total amount not exceeding 12.5 million EUR. In this modified share repurchase program, the group bought 442,496 shares in 2025. This purchase was done at an average price of 21.37 EUR per share for a total amount of 9.5 million EUR.

In May 2025, the group announced to discontinue the repurchase program approved by the Board of Directors in its decision in January 2025 and to launch a new program. The new repurchase program involved the repurchase of up to 1,050,000 shares for a total amount of up to 31.3 million EUR and started on May 13, 2025 for a maximum period of one year (up to and including May 12, 2026). The program was finalized on December 23, 2025 after purchasing 1,050,000 shares under this share repurchase program. This purchase was done at an average price of 26.23 EUR per share for a total amount of 27.5 million EUR.

On March 25, 2025, pursuant to the authorization granted by the Extraordinary General Meeting of May 10, 2022, the Board of Directors of Tessenderlo Group nv decided to cancel 987,561 treasury shares. These treasury shares were acquired by Tessenderlo Group nv, as a result of:

- A share repurchase program, started in April 2024. The Board of Directors of Tessenderlo Group nv decided to cancel 661,426 treasury shares purchased under this share repurchase program.
- A share repurchase program, started in January 2025. The Board of Directors of Tessenderlo Group nv decided to cancel 326,135 treasury shares purchased under this share repurchase program.

On December 17, 2025, pursuant to the authorization granted by the Extraordinary General Meeting of May 10, 2022, the Board of Directors of Tessenderlo Group nv decided to cancel 1,096,747 treasury shares. These treasury shares were acquired by Tessenderlo Group nv, as a result of:

- a share repurchase program, started in January 2025. The Board of Directors of Tessenderlo Group nv decided to cancel 116,361 treasury shares purchased under this share repurchase program.
- a share repurchase program, started in May 2025. The Board of Directors of Tessenderlo Group nv decided to cancel 980,386 treasury shares purchased under this share repurchase program.

Following these transactions, the denominator changed in 2025 from 61,146,864 shares to 59,062,556 shares.

As per 31 December 2025 the group owned 69,614 own shares (2024: 661,426) or 0.12% (2024: 1.08%) of the total number of 59,062,556 (2024: 61,146,864) issued shares at that date. In accordance with art 7:217 §1 of the Companies and Associations Code, the voting rights attached to the treasury shares held by the company or its subsidiaries are suspended.

As per December 31, 2025, the share price of Tessenderlo Group nv amounted to 26.20 EUR.

SHAREHOLDERS & SHAREHOLDERS STRUCTURE

Based on transparency notifications received by the company, the company's shareholding and voting rights as of 31 December 2025, were as follows:

Shareholder	Number of shares	Number of voting rights	% voting rights
Patrick Steverlynck	10,738	10,738	0.01%
Manuco International nv (controlled by Patrick Steverlynck)	4,424,853	8,811,025	8.90%
Luc Tack	46,113	92,226	0.09%
Oostiep Group bv (controlled by Luc Tack)	36,085,212	70,917,232	71.64%
Own shares	69,614	69,614	0.07%
Other	18,426,026	19,084,775	19.28%
Total	**59,062,556**	**98,985,610**	**100.00%**

Mr. Luc Tack controls Oostiep Group bv. Mr. Patrick Steverlynck controls Manuco International nv. The mutual agreement that exists between the two parties does not entail joint control. The Tack family exclusively controls Tessenderlo Group nv through Oostiep Group bv. Oostiep Group bv (the company through which the Tack family holds its shares in Tessenderlo Group nv) and Manuco International nv (the company through which Mr. Patrick Steverlynck holds the shares in Tessenderlo Group nv) entered into a shareholders' agreement on 7 July 2022, concerning the shares in Tessenderlo Group nv held directly or indirectly by the aforementioned parties following the closing of the exchange offer. This shareholders' agreement is deemed to have been concluded for a period of 10 years commencing 1 January 2023, and will be automatically renewed at the time of its termination for a period of 10 years commencing on the termination date, unless one or more of the parties sends written notice of termination to the other parties no later than one year before the termination date of the initial or then-current renewal term.

In the shareholder agreement, the parties agreed on a number of transfer restrictions (in the form of a standstill, pre-emption right, tag-along right and tracking obligation) as well as put and call options with regard to the shares held of the company. Also, Manuco International nv is entitled to propose a candidate for one member in the Board of Directors of Tessenderlo Group nv, without impacting the governance structure of Tessenderlo Group nv.

Shareholders whose participation in the capital of Tessenderlo Group nv exceeds the threshold of 1%, 3%, 5%, 7.5% and any multiple of 5%, up or down, are obliged to report this to the Belgian Financial Services and Markets Authority (FSMA) (TRP.Fin@fsma.be) and Tessenderlo Group (ir@tessenderlo.com).

GOVERNANCE STRUCTURE

The group has opted for the monistic structure with a Board of Directors authorized to carry out all acts necessary or useful for the realization of the group's objective, with the exception of those representative, by law to the General Meeting.

COMPOSITION

At 31 December 2025, the Board of Directors was composed as follows:

	Start of initial term	End of term
Non-Executive Directors		
Pasma nv, represented by its permanent representative, Mr. Patrick Steverlynck	9 May 2023	11 May 2027
West Linde bv, represented by its permanent representative, Ms. Laurie Tack (co-opted to replace Ms. Laurie Tack 21 August 2024)	9 May 2023	11 May 2027
Rocco bv, represented by its permanent representative, Ms. Roseline Braet (co-opted to replace Ms. Roseline Braet 6 November 2025)	12 May 2025	8 May 2029
Independent Non-Executive Directors		
Mr. Wouter De Geest	11 May 2021	11 May 2027
Ann Vereecke bv represented by its permanent representative Ms. Ann Vereecke	9 May 2023	11 May 2027
Mr. Sebastià Pons	12 May 2025	8 May 2029
Executive Directors		
Mr. Luc Tack	13 November 2013	11 May 2027

The composition of the Board of Directors fulfils the objective of assembling complementary skills in terms of competencies, experience, and business knowledge.

On 31 December 2025, the Board of Directors was in full compliance with the Law of 28 July 2011, requiring that as of 1 January 2017, one-third of the members of the Board of Directors should be of a different gender.

All meetings of the Board of Directors were attended by the Secretary of the Board of Directors, the CFO, the CTO and the Vice President Finance.

ACTIVITIES

The Board of Directors convened according to a previously determined schedule. The Board of Directors met eight times during 2025, and took three written decisions.

During 2025, the Board's main areas of discussion, review and decision were:

- the annual accounts and financial reporting;
- the approval of the 2026 budget;
- the financial communication and reporting by segment;
- the proposals to the general shareholders' meeting;
- the modified composition of the Audit Committee;
- the modified composition of the Nomination and Remuneration Committee;
- the cooptation of a director;
- the new corporate strategy;
- the remuneration policy and the remuneration of the members of the Executive Committee members and directors (the decision not to grant remuneration in the form of shares for the Non-Executive Directors and the ExCom for 2025);
- the effectiveness of the Enterprise Risk Management;
- the sustainability strategy;
- the approval of double materiality and decarbonization targets;
- the approval of various commercial agreements;
- the approval of important contracts, various new investments and acquisitions;
- the cancellation of own shares;
- the cybersecurity strategy;
- NIS2 training;
- the related party transaction procedure; and
- the approval of the repurchase of own shares.

EVALUATION OF THE BOARD OF DIRECTORS

Evaluations of the functioning of the Board of Directors, the Nomination and Remuneration Committee and the Audit Committee are performed periodically. In the context of such evaluations, the members can give a scoring (from 1-5) on different subjects relating to the Board and Committee functioning and can share their views on areas for improvement.

Such evaluations are performed through the use of a self-assessment questionnaire developed by the Secretary of the Board of Directors. The exercise focuses primarily on the following domains: role, responsibilities and the composition of the Board of Directors and the Committees, the interactions between directors, the conduct of the meetings and evaluation of the training and resources used by the Board of Directors and/or the Committees.

Where appropriate, the individual directors also share their view on how the Board of Directors and the Committees could improve their operation. The Chairperson and the Secretary of the Board of Directors share the results of the evaluation with the Directors and formulate initiatives for improvement. The assessment of the Board of Directors and of the Committees was conducted in 2024 and the next assessment of the Board of Directors and the Committees is planned to take place in 2027.

APPOINTMENT OF MEMBERS OF THE BOARD OF DIRECTORS

In its selection process for members of the Board, the Board integrates criteria such as variety of competences, experience, business knowledge and gender diversity.

EPAL
Gertjan
PETZL
ASTRO

BOARD OF DIRECTORS

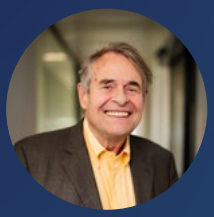
Wouter De Geest
Chairman

Wouter De Geest studied law at the University of Ghent, where he graduated in 1977. He started his professional career as a lawyer at the Ghent bar. From 1982 until 2020 held various positions at BASF of which CEO of BASF Antwerp from 2007 until 2020. From 2009 to 2012 and 2014 to 2018, Wouter De Geest was chairman of the employers' organization Essenscia, the Belgian sector federation of the chemical industry. At the end of 2018, he became chairman of VOKA, the Flemish network of companies. Wouter De Geest is member of the board of directors of the Port of Antwerp-Bruges, construction group Besix Group, Exmar Group, Aertssen Group and Ziekenhuisnetwerk Antwerpen. He was chairman of Catalisti, the Flemish spearhead cluster for chemistry and plastics. He was also chairman of Moonshot, the Flemish initiative uniting industries, citizens and governments to develop breakthrough technologies to create climate friendly processes and products.

He is also chairman of the steering committee of Antwerp@C, a big CCS project in the harbor of Antwerp supported by the most important emitters of CO_2.

Luc Tack
Executive Director

Luc Tack is a seasoned entrepreneur with a diverse portfolio of businesses spanning various industries, including cleaning, water treatment, and home textiles production. He previously served as the Managing Director of Picanol Group (Picanol NV) before its merger with Tessenderlo Group. In addition to his leadership role at Tessenderlo Group, where he was appointed CEO on December 18, 2013, Luc Tack is also involved in several other companies, including Oostiep Group BV, Global Textile Alliance (Hangzhou) Co. Ltd., Global Textile Properties II LLC, VTP BV and HTP NV.



Pasma nv, with permanent representative Patrick Steverlynck
Non-Executive Director

Patrick Steverlynck was born into a Flemish industrial family. He studied Latin Science and graduated as a Diplomingenieur Maschinebau from the Rheinisch-Westfälische Technische Hochschule in Aachen, Germany. After his studies, in 1975 he joined Picanol, Belgium's renowned weaving machine manufacturer, where he started in the after sales service. Patrick Steverlynck became CEO and chairman of the board of Picanol nv in 1987, in succession of his father, Emmanuel Steverlynck. He stepped back from his function as CEO in 2001 and in 2004 also as Chairman. His experience at Picanol allows him to share with the other board members his essential experience in weaving machines and his wide network with-in the textile world. Until recently, Patrick Steverlynck was, amongst others, also engaged as a director in following organizations/companies: chairman of Agoria's Committee for Mechanical Engineering and director of the board of Jan Yperman Ziekenhuis in Ypres.

West Linde bv, with permanent representative Laurie Tack
Non-Executive Director

Laurie Tack holds a Bachelor Degree in Finance, Accounting and Economics from the University of Kent (UK) where she graduated in 2012 and a MBA from Harvard Business School (Boston, USA). She started her professional career as analyst in a private equity firm in London in 2012, followed by holding various management positions in Tessenderlo Kerley, Inc., a company headquartered in Phoenix, AZ (USA) and part of the Tessenderlo Group where she gained experience in finance, sales and strategy execution. Laurie Tack's further particular interest goes to the workings, management, dynamics and governance of family businesses.

Rocco bv, with permanent representative Roseline Braet
Non-Executive Director

Roseline Braet obtained a Master's degree in Business Economics from the Catholic University of Leuven and an MBA from the Vlerick Business School in Brussels. She has expertise in financial strategies aimed at revenue growth and profit optimization. By translating data-driven insights into strategic actions, she helps strengthen commercial performance. Roseline Braet has been working as a Margin Analyst at Van Marcke since 2020.

OVERVIEW BOARD OF DIRECTORS

Ann Vereecke bv, with permanent representative Ann Vereecke
Independent non-executive director

Ann Vereecke is Professor and partner at Vlerick Business School, and Professor at Ghent University. She has been Faculty Dean of Vlerick Business School from 2008 till 2018. She graduated as an engineer at Ghent University, and has obtained her PhD at Ghent University in 1997, having been a visiting PhD candidate in INSEAD (Fontainebleau, France). Ann Vereecke teaches Operations and Supply Chain Management in the MBA, Master and Management programs at Vlerick Business School. She is actively involved in management training and research projects for a wide range of companies in various sectors. She currently serves on the board of bnode, Deceuninck, North Sea Port and What's Cooking Group.

Sebastià Pons
Independent non-executive director

Sebastià Pons has more than 25 years of experience in the crop protection industry, most of which he gained at FMC Corporation and DuPont in various management, technical and commercial leadership positions. During his career, Sebastià Pons has contributed to the important development of these agricultural companies on an industrial, marketing and commercial level. He has extensive experience in developing value-creating strategies and has a passion for building strong marketing and sales organisations. Sebastià Pons is currently a member of the Board of Directors of Crop Life Europe and of various FMC entities. He has a bachelor's degree in agronomy from the University of Sevilla, a master's degree and PhD in agronomy from the University of Lleida and an MBA from EUNCET-UPC Business School in Spain.

PIKANOL
PSICONTROL
PROFERRO
Visitors
Visitors

BOARD COMMITTEES

GENERAL

As of 31 December 2025, the following committees were active within the Board of Directors of Tessenderlo Group:

- The Nomination and Remuneration Committee
- The Audit Committee

Please refer to the Corporate Governance Charter for a description of the operations of the various committees using the following link: www.tessenderlo.com

NOMINATION AND REMUNERATION COMMITTEE

On 31 December 2025, the Nomination and Remuneration Committee was constituted as follows:

- Mr. Wouter De Geest (non-executive, independent) (Chairperson)
- West Linde bv represented by its permanent representative Ms. Laurie Tack (non-executive)
- Mr. Sebastià Pons (non-executive, independent)

A majority of the members of the Nomination and Remuneration Committee meets the independence criteria set forth by Article 7:87 §1 of the Belgian Code on Companies and Associations (BCCA) and the Corporate Governance Charter and the Committee demonstrates the skills and the expertise requested in matters of remuneration policies as required by Article 7:100 of the BCCA.

The Nomination and Remuneration Committee met two times in 2025.

1. Nomination and Remuneration Committee operations

In 2025, the Nomination and Remuneration Committee discussed the ExCom's remuneration package and made recommendations in that regard. The Committee made recommendations regarding the payment of the 2024 short-term incentive plan for the ExCom, the longterm incentive plan payout for the plan 2024-2026 for the CEO, as well as the determination of the new 2025-2027 long-term incentive plan for the ExCom and the 2025 remuneration package. The Committee also made recommendations regarding the allocation of remuneration to non-executive directors in shares and setting a minimum threshold of shares to be held by the ExCom. The Nomination and Remuneration Committee determined the remuneration policy and also prepared the remuneration report, as included in the 2025 Annual Report.

The Nomination and Remuneration Committee made also recommendations regarding the appointment of new directors.

In accordance with the Corporate Governance Charter, the majority of the members of the Nomination and Remuneration Committee are independent.

2. Nomination and Remuneration Committee evaluation

More information on the evaluation process of the Nomination and Remuneration Committee can be found in the section "Evaluation of the Board of Directors".

THE AUDIT COMMITTEE

On 31 December 2025, the Audit Committee was constituted as follows:

- West-Linde bv, represented by its permanent representative Ms. Laurie Tack (non-executive) (Chairperson)
- Ann Vereecke bv, represented by its permanent representative Ms. Ann Vereecke (independent)
- Mr. Wouter De Geest (independent)

The Audit Committee met according to a previously determined schedule; i.e. four times during 2025.

The CEO, the, CTO, the CFO, the Vice President Finance as well as the statutory auditor attended the meetings of the Audit Committee. Occasionally, the Audit Committee is also attended by other Board members.

As legally required, the Audit Committee has among its members at least one independent Director with the necessary accounting and auditing expertise.

The members of the Audit Committee fulfil the criterion of competence with their training and by the experience gathered during their previous functions. In compliance with the Charter, the majority of the members are independent Directors.

1. Evaluation of the Audit Committee

For information on the evaluation process of the Audit Committee, please refer to the section “Evaluation of the Board of Directors”.

2. Operation of the Audit Committee

In addition to monitoring the integrity of the quarterly financial statements and financial results press releases per semester, including disclosures, consistent application of the valuation and accounting principles, consolidation scope, closing process quality and accounting estimates, the Audit Committee heard reports from the external auditors regarding the year-end audit scope, the internal control system, the key audit matters and the valuation and accounting treatment of certain exceptional items.

The Audit Committee also addressed specific topics such as the effectiveness of the Enterprise Risk Management program. the status of the major pending litigations and CSRD project.

The Audit Committee also followed up on the findings and recommendations of the external auditors, reviewed their independence and ratified requests for non-audit services , as approved by the Chairperson.

The Audit Committee also heard the group Internal Auditor on the Internal Audit program for 2025, the risk assessment analysis and the activity reports of the internal audits which had been carried out, as well as on the review of the follow-up actions taken by the group to remedy certain weaknesses identified by the Internal Audit Department.

Attendance rate for members of the Board of Directors meetings and members of the Committee meetings in 2025:

	Board of Directors	Audit Committee	Nomination & Remuneration Committee
Number of meetings in 2025	8	4	2
Mr. Wouter De Geest	8/8	3/4	2/2
Mr. Luc Tack	8/8		
Mr. Karel Vinck (until 25 Augustus 2025)	1/8		1/2
Mr. Sebastià Pons (as from 13 May 2025)	5/8		1/2
West Linde bv Represented by its permanent representative, Ms. Laurie Tack	8/8	3/4	2/2
Management Deprez bv, Represented by its permanent representative, Ms. Veerle Deprez (until 13 May 2025)	3/8	2/4	1/2
ANBA BV, Represented by its permanent representative, Ms. Anne-Marie Baeyaert (until 13 May 2025)	3/8	2/4	
Pasma nv, Represented by its permanent representative, Mr. Patrick Steverlynck	8/8		
Ann Vereecke bv, Represented by its permanent representative, Ms. Ann Vereecke	8/8	4/4	
Ms. Roseline Braet (as from 13 May 2025) and as from 6 November 2025 replaced by: Rocco bv, Represented by its permanent representative, Ms. Roseline Braet	5/8		

EXECUTIVE COMMITTEE (EXCOM)

ROLES AND RESPONSIBILITIES

On 31 December 2025, the ExCom of Tessenderlo Group was constituted as follows:

- Mr. Luc Tack (Chief Executive Officer)*
- Mr. Miguel de Potter (Chief Financial Officer)*
- Ms. Sandra Hoeylaerts (Chief Transformation Officer)*

* These mandates are performed by the management companies Luc Tack nv (CEO), Chirmont nv (CFO) and Hoeylaerts Mgmt bv (CTO)

Luc Tack
Chief Executive Officer

Luc Tack was appointed CEO of Tessenderlo Group on December 18, 2013. With the diverse range of activities within the group, Luc has built an extensive network across its various segments. Prior to Tessenderlo's merger with Picanol Group in 2023, Luc served as Managing Director of Picanol. A true entrepreneur, Luc also owns and operates a global network of businesses in industries such as cleaning, water treatment, and home textiles production and trading.

Miguel de Potter
Chief Financial Officer

On January 1, 2024, Miguel de Potter has joined as the new Chief Financial Officer (CFO) for Tessenderlo Group. Miguel has a Master's degree in Financial Management (Vlerick Business School) as well as a Master's degree in Law (UCLouvain). He also has nearly 20 years of experience in financial positions, including the roles of CFO at Exmar (Euronext: EXM) and Group Chief Value Officer at Van Marcke.

Sandra Hoeylaerts
Chief Transformation Officer

Sandra Hoeylaerts, who started on September 27, 2023, as Chief HR Officer at Tessenderlo Group, has taken up the position of Chief Transformation Officer (CTO) on January 1, 2024. Sandra has a Master's degree in Commercial Engineering (EHSAL) and a degree in Human Resources Management (Vlerick Business School). She also has over 25 years of experience in various HR and business functions at, among other companies, Accenture, Huntsman, and Eurofins.

EVALUATION OF THE EXCOM

At least once a year, the ExCom reviews its own performance.

OPERATION OF THE EXCOM

The Board of Directors has empowered the ExCom to enable it to perform its responsibilities and duties. Taking into account the group's values, its appetite for risk and key policies, the ExCom shall have sufficient latitude to propose and implement the corporate strategy.

The CEO chairs the ExCom and ensures its organization and proper operation. In principle, the ExCom meets every week, and additional meetings may be convened at any time by any of its members. On a regular basis the ExCom meets with the company's Business Units in order to review and discuss the strategic decisions and the operational performance of the Business Units. A comparable performance dialogue is organized with representatives of the supporting group functions.

The ExCom is responsible for:

- The day-to-day management of the company;
- Organizing and ensuring the good organization and operation of the company and its subsidiaries as well as the supervision of their activities, including the implementation of processes for the management of major risks;
- Hiring and firing of the company's personnel as well as determining their remuneration policy, with the exception of the remuneration, hiring and firing of the members of the Executive Committee;
- Deciding on acquisitions and divestitures (including intellectual property) up to an amount of 10 million EUR (including debt and other commitments);
- Deciding on capital investments and/or capital expenditures up to an amount of 10 million EUR;
- Deciding on significant financing transactions (including loans and factoring) provided that the total amount of such financing does not exceed 50 million EUR;
- Negotiating and entering into all contracts, orders or proposals relating to the company's business that cannot be considered as belonging to day-to-day management, provided that the total value of the company's commitments under such contract, order or proposal or, in the case of a purchase or sale, the purchase or sale price, does not exceed 20 million EUR;
- Submitting key guidelines, policies and procedures to the Board of Directors for decision;
- Submitting draft decisions to the Board of Directors on, among other things :
    - o The strategy at company and Business Unit level (including the effect of these strategies on the budget, plan and use of resources);
    - o The budget and plan including investments, research and development expenses and financial and non-financial objectives;
- Preparing the periodic consolidated financial statements and the company's financial statements, as well as all required reporting both to the Board of Directors and externally;
- Implementing decisions to the Board of Directors.

The ExCom tasks are further described in the ExCom terms of reference as set out in Exhibit G of the Corporate Governance Charter.

REMUNERATION REPORT

The remuneration report provides an overview of how the remuneration philosophy and the policy of Tessenderlo Group for executive and non-executive Directors are reflected and how the remuneration for directors is determined taking into account the individual and business related performance. The Nomination and Remuneration Committee supervises the remuneration policy and the corresponding remuneration for executive and non-executive directors.

BOARD MEMBERS

By decision of the General Shareholders' Meeting of 13 May 2025, each Director receives a fixed annual fee of 45,000 EUR. This remuneration covers the activities as member of the Board of Directors, the Audit Committee and the Nomination and Remuneration Committee.

Moreover, the following additional fees will be granted:

- an attendance fee of 2,000 EUR per meeting day
- an additional annual fee of 45,000 EUR for the Chairperson of the Board of Directors
- an additional annual fee of 5,000 EUR for the Chairperson of the Audit Committee

These rules apply to fees which are granted as from 1 January 2025. Remuneration is paid during the year in which the meetings were held. The attendance fee of 2,000 EUR is also attributed to the directors who attend the meeting as invitee unless indicated otherwise.

REMUNERATION RECEIVED

Member	2025	Earned fees (in EUR)
Mr. Wouter De Geest (Independent Non-Executive Director) (President of the Board of Directors)	Fixed annual fee Additional fixed annual fee for Chairperson Board Attendance fee per half day attended Total remuneration	45,000 45,000 9,000 99,000
Mr. Luc Tack (Executive Director)	Fixed annual fee Attendance fee per half day attended Total remuneration	45,000 8,000 53,000
West Linde bv represented by its permanent representative Ms. Laurie Tack (Non-Executive Director) (President of the Audit Committee)	Fixed annual fee Additional fixed fee for Chairperson of AC Attendance fee per half day attended Total remuneration	45,000 1,849 10,000 56,849
Ann Vereecke bv represented by its permanent representative Ms. Ann Vereecke (Independent Non-Executive Director)	Fixed annual fee Attendance fee per half day attended Total remuneration	45,000 11,000 56,000
Pasma nv represented by its permanent representative Mr. Patrick Steverlynck (Independent Non-Executive Director)	Fixed annual fee Attendance fee per half day attended Total remuneration	45,000 10,000 55,000
Ms. Roseline Braet (Non-Executive Director) (from 13 May 2025 until 6 November 2025)	Fixed annual fee Attendance fee per half day attended Total remuneration	21,692 5,000 26,692
Rocco bv represented by its permanent representative Ms. Roseline Braet (Non-Executive Director) (from 6 November 2025)	Fixed annual fee Attendance fee per half day attended Total remuneration	6,726 2,000 8,726
Mr. Sebastià Pons (Independent Non-Executive Director) (from 13 May 2025)	Fixed annual fee Attendance fee per half day attended Total remuneration	28,418 5,000 33,418
ANBA bv, represented by its permanent representative Ms. Anne-Marie Baeyaert (Independent Non-Executive Director) (until 13 May 2025)	Fixed annual fee Additional fixed fee for Chairperson of AC Attendance fee per half day attended Total remuneration	16,397 1,822 4,000 22,219
Management Deprez bv, represented by its permanent representative Ms. Veerle Deprez (Independent Non-Executive Director) (until 13 May 2025)	Fixed annual fee Attendance fee per half day attended Total remuneration	16,397 4,000 20,397
Mr. Karel Vinck (Non-Executive Director) (until 25 August 2025)	Fixed annual fee Attendance fee per half day attended Total remuneration	29,404 2,000 31,404
General total		462,705

The group does not grant any remuneration in the form of shares to the non-executive directors for 2025, as it is of the opinion that a payment in shares does not have a positive impact on decisions of these directors that support the long term vision of the group, given the presence of a reference shareholder who aims to create sustainable value within the group.

EXECUTIVE COMMITTEE

The ExCom remuneration package consists of the following items:

- Fixed compensation
- Variable compensation
- Other compensation items

Each year, the Nomination and Remuneration Committee evaluates the appropriate compensation of the ExCom. These recommendations result from objective third party market studies, to ensure the competitiveness of the compensation packages and to stay in line with market movements.

APPLICATION OF THE REMUNERATION POLICY 2025 – REMUNERATION OUTCOME

All decisions relating to remuneration for the year 2025 were taken in accordance with the approved remuneration policy. The recommendation of the Nomination and Remuneration Committee to the Board of Directors regarding the payment of the ExCom's short-term incentives is in line with the group's overall performance in 2025.

The remuneration earned by the ExCom team in 2025 is detailed below:

Remuneration component	CEO	Remuneratie andere ExCom leden
Fixed remuneration	984.768 EUR	918.928 EUR
Short-term incentive : One year variable[1]	491,988 EUR	380,597 EUR
Long-term incentive : Multiple year incentive[2]	230.742 EUR	-
Other remuneration	-	33.000 EUR
Total remuneration (at the expense of the company)	**1,707,498 EUR**	**1,332,525 EUR**
Proportion of fixed and variable remuneration[3]	58% - 42%	71% - 29%

All amounts are exclusive of VAT.
[1] Realization of the short-term incentive for performance year 2025 based on the proposal of the Nomination and Remuneration Committee on 23 March 2026. Pay-out will take place in April 2026.
[2] Pay-out of the 2023-2025 LTI plan will take place in 2026.
[3] The proportion does not take into account other remuneration.

SHARE BASE REMUNERATION - PROVISION 7.9 OF THE CORPORATE GOVERNANCE CODE 2020

The group does not grant a minimum threshold of remuneration in shares to the ExCom for the year 2025. This decision was taken because the group believes that a payment in shares does not have a positive impact on decision-making of the ExCom, which is aimed at supporting the long-term vision of the group. This position is reinforced by the presence of a reference shareholder who seeks sustainable value creation within the group.

CLAW-BACK PROVISION

Claw back provisions with respect to yearly variable compensation were included in the management agreements of the executive directors. These claw back mechanisms did not have to be used for the year 2025.

EVOLUTION OF EXECUTIVE REMUNERATION & COMPANY PERFORMANCE

The below table is a summary of the evolution of the total remuneration of the ExCom & the average employee remuneration compared to the group's performance over the last five years, represented by a year on year growth of revenue and Adjusted EBITDA.

	2025	2024	2023	2022	2021
ExCom					
Number of ExCom members	3	3	2	2	2
Total remuneration ExCom*	2,809,281 EUR	2,465,796 EUR	2,287,389 EUR	3,460,364 EUR	2,702,631 EUR
Change year to year	+13.9%	7.8%	-33.9%	+28.0%	+7.4%
Company performance					
Revenue (change year to year)	+4.4%	-9.6%	+13.2%	+24.4%	+19.8%
Adjusted EBITDA (change year to year)	+8.5%	-16.7%	-26.7%	+22.8%	+12.6%
Average FTE salary increase**	+2.99%	+5.8%	+2.8%	+10.1%	+4.9%

[1] *Excluding LTI as only one payment every 3 year.*
[2] *Only Tessenderlo Group nv employees considered (listed company in Belgium).*

TOTAL REMUNERATION OF CEO VERSUS LOWEST REMUNERATED EMPLOYEE

The below table shows a comparison of the 2025 remuneration of the CEO to the 2025 remuneration of the lowest paid fulltime Tessenderlo Group employee. The remuneration includes base salary only. Variable remuneration, employee benefits & employer social security charges are not included.

	2025
CEO-to-Lowest Paid Employee Compensation Ratio at Tessenderlo Group nv	1/18

SHAREHOLDERS' VOTE

This Remuneration Report 2025 was approved by the Nomination and Remuneration Committee on 23 March 2026, and approved by the Board of Directors. The Remuneration Report 2025 is to be submitted for approval at the General Meeting of Shareholders on 12 May 2026. This Remuneration Report is also in line with the proposed Remuneration Policy 2025 which was approved at the General Meeting of Shareholders on 13 May 2025.

MAIN FEATURES OF THE GROUP'S INTERNAL CONTROL AND RISK MANAGEMENT FRAMEWORK

INTERNAL CONTROL FRAMEWORK

RESPONSIBILITIES

The Board of Directors delegated to the Audit Committee the task of monitoring the efficient functioning of the internal control system.

Ultimate responsibility for implementing the internal control system is delegated to the ExCom.

Everyday management of each Business Unit is responsible for implementing and maintaining a reliable internal control system.

The Internal Audit and Control Department helps the Business Units and headquarters functions of Tessenderlo Group to implement and assess the effectiveness of the internal control system in their organization.

The levels of internal control are aligned with the residual risks deemed acceptable by management. The ultimate objective is to avoid any misstatements in the group's financial statements.

SCOPE OF INTERNAL CONTROL

The internal control system is based on the COSO Internal Control - Integrated Framework, with a main focus on internal control of financial reporting through risk mitigation using process and general IT controls and separation of duties.

Regarding cyber risks, a separate control program was set up based on the NIST Cybersecurity Framework.

INTERNAL CONTROL MONITORING

The Audit Committee is charged with monitoring the effectiveness of the internal control systems. This includes supervising the Internal Audit Department in view of compliance monitoring.

The Internal Audit and Control Department conducts a risk-based compliance audit program to assess the effectiveness of internal control in relation to the various processes of the group and its entities. The ultimate goal of the assessments is to provide reasonable assurance on the reliability of processes and financial reporting.

The implementation of the cybersecurity program is monitored by a specific committee that includes the group Internal Audit Director as well as a representative of the group's cybersecurity expert team.

The Group Internal Audit Director attends 2 out of 4 of the Audit Committee meetings. He informs the Audit Committee about the planning and results of internal audits and the proper implementation of recommendations. A scoring system is used to indicate the importance of audit recommendations and to provide an overall valuation of the entity or process assessed.

PREPARATION AND PROCESSING OF FINANCIAL AND ACCOUNTING INFORMATION

There is a centralized control and reporting department that manages and monitors financial and accounting information.

Each business unit has a control department responsible for monitoring the performance of the business units.

The financial and accounting information system is based on consolidation software that enables the group to generate the required information.

COMPLIANCE

The Internal Audit and Control Department is responsible for reviewing compliance of both the internal control framework and key control procedures in the preparation and processing of financial and accounting information, and monitors compliance with internal policies and procedures, as well as external laws and regulations.

The group has a Compliance Coordination Committee. This committee is composed of delegates from various headquarters functions and examines the group's internal and external compliance program. The committee issues periodic reports to the Audit Committee.

POLICY ON INSIDE INFORMATION AND MARKET MANIPULATION

The group has issued a Dealing Code containing the reporting requirements and rules of conduct relating to the execution of transactions in shares or other financial instruments of the group by directors, members of the ExCom or other designated persons for their own account. The Dealing Code is included as Exhibit I. to the Corporate Governance Charter.

In accordance with the Market Abuse Regulation, the group must take all possible measures to ensure that any person on its insider list demonstrates in writing their awareness of the obligations and sanctions applicable to insider trading and the illegal disclosure of price-sensitive information.

In accordance with the Dealing Code, the Board of Directors has appointed a Compliance Officer. The Compliance Officer is responsible for supervising compliance with the Dealing Code. They are also the point of contact for questions about the application of the Dealing Code. The position of Compliance Officer is held by Mr. John Van Essche.

EXTERNAL AUDIT

KPMG Réviseurs d'Entreprises / Bedrijfsrevisoren bv/srl, represented by Mr. Joachim Hoebeeck, was reappointed as Group statutory auditor by the General Meeting of 13 May 2025.

The fees paid by the group to its auditor amounted to:

(Million EUR)	2025			
	Audit	Audit related	Other	Total
KPMG (Belgium)	0.6	0.1	0.0	0.7
KPMG (Outside Belgium)	0.7	0.0	0.1	0.8
Total	**1.3**	**0.1**	**0.1**	**1.6**

(Million EUR)	2024			
	Audit	Audit related	Other	Total
KPMG (Belgium)	0.6	0.2	0.5	1.2
KPMG (Outside Belgium)	0.7	0.0	0.1	0.9
Total	**1.3**	**0.2**	**0.6**	**2.1**

APPLICATION OF ART. 7:96 OF THE BELGIAN CODE ON COMPANIES AND ASSOCIATIONS ("BCCA")

In the written decision of the Board of Directors of 3 January 2025, a conflict of interest was noted concerning Mr. Luc Tack, ExCom member and member of the Board of Directors, Ms. Laurie Tack, member of the Board of Directors, and Mr. Patrick Steverlynck, member of the Board of Directors, in connection with the approval of the modalities of the share buyback program.

In the meeting of the Board of Directors held on 25 March 2025 a conflict of interest concerning Mr. Luc Tack, ExCom member (as permanent representative of Luc Tack nv) and member of the Board of Directors was noted in connection with the remuneration for the year 2025, the STI plan 2025 as well as the LTI plan for 2025-2026-2027 for the ExCom members.

In the notarial deed of 25 March 2025 a conflict of interest was noted concerning Mr. Luc Tack, ExCom member and member of the Board of Directors, Ms. Laurie Tack, member of the Board of Directors, and Mr. Patrick Steverlynck, member of the Board of Directors, in connection with the cancellation of shares purchased under the repurchase programs of April 2024 and January 2025.

In the written decision of the Board of Directors of 9 May 2025, a conflict of interest was noted concerning Mr. Luc Tack, ExCom member and member of the Board of Directors, Ms. Laurie Tack, member of the Board of Directors, and Mr. Patrick Steverlynck, member of the Board of Directors, in connection with the approval of the modalities of the share buyback program.

In the notarial deed of 17 December 2025 a conflict of interest was noted concerning Mr. Luc Tack, ExCom member and member of the Board of Directors, Ms. Laurie Tack, member of the Board of Directors, Mr. Patrick Steverlynck, member of the Board of Directors, and Ms. Roseline Braet in connection with the cancellation of shares purchased under the repurchase programs of January 2025 and May 2025.

INFORMATION ARTICLES ROYAL DECREES

INFORMATION REQUIRED UNDER ART. 34 OF THE ROYAL DECREE OF NOVEMBER 14, 2007

The share capital of the company is represented by ordinary shares.

The Extraordinary General Meeting held on 6 June 2017, resolved to authorize the Board of Directors for a period of five years from publication of the authorization in the Appendixes to the Belgian Official Gazette, to increase the share capital on one or more occasions up to an amount of 43,160,095 EUR in accordance with the provisions of the BCCA and the company's articles of association. This authorization expired on 25 June 2022.

The Extraordinary General Meeting held on 10 May 2022, resolved to authorize the Board of Directors, for a period of five years from the publication of the authorization decision in the Appendixes to the Belgian State Gazette of the amendment of the articles of association, to increase the capital on one or more occasions up to a maximum amount of 108,115,931.07 EUR, in accordance with the provisions of the BCCA and the provisions in the articles of association.

The Board of Directors is authorized, with the possibility of substitution, after every capital increase within the limits of the authorized capital, to update the articles of association to the new situation of capital and shares.

By decision of the Extraordinary General Meeting held on 10 July 2019, the loyalty voting right was introduced. As a consequence, every fully paid-up share that has been continuously registered in the name of the same shareholder in the register of registered shares for at least two years entitles the shareholder to a double vote in accordance with the BCCA.

Every other share entitles the holder to one vote at the General Meeting. The articles of association contain no provisions restricting share transfers.

The rules set out in the company's articles of association regarding the appointment and dismissal of directors and amendments to the articles of association do not deviate from the relevant rules in the BCCA.

In accordance with the legal provisions, the company may, following a decision of the General Meeting, taken in accordance with the applicable requirements regarding quorum and majority, acquire its own shares, profit-sharing certificates or related certificates by purchase or exchange, either directly or through an intermediary acting in their own name but for the company's account. In particular, such a decision shall determine the maximum number of shares, profit-sharing certificates or related certificates that may be acquired, the period during which the authorization is granted and which may not exceed 5 years, and the minimum and maximum value of the compensation.

Pursuant to the resolution of the Extraordinary General Meeting held on 10 May 2022, the Board of Directors was re-authorized, subject to the conditions laid down by law, for a period of five years from the publication of the authorization decision in the Appendixes to the Belgian State Gazette, to acquire own shares, profit-sharing certificates or certificates relating thereto on behalf of the company without the company being allowed to hold own shares representing more than 20% of its capital, and at a price between a minimum of 20% below the average closing price of the last thirty trading days prior to the decision of the Board of Directors to acquire such securities, and a maximum of 20% above the average closing price during the last 30 trading days prior to the decision of the Board of Directors to acquire such securities.

At its meeting held on 20 December 2022, the Board of Directors approved the repurchase of own shares for a maximum amount of 20 million EUR. This authorization was valid until 31 March 2023.

On 22 March 2023, the Board of Directors approved the decision to repurchase own shares for a maximum amount of 40 million EUR. This authorization was valid until 31 March 2024.

On 2 April 2024, the Board of Directors approved the decision to repurchase a maximum of 2,3 million shares for a maximum amount of 69 million EUR.

On 3 January 2025, the Board of Directors approved the decision to repurchase a maximum of 500,000 shares for a maximum amount of 12,500,000 EUR.

On 9 May 2025, the Board of Directors approved the decision to repurchase a maximum of 1,050,000 shares for a maximum amount of 31,290,000 EUR.

Tessenderlo Group is party to the contracts listed below, which come into effect, are amended or expire in the event that Tessenderlo Group undergoes a change of control following a public takeover bid:

- the bilateral revolving facilities agreements entered into in 2025 for a total amount of 275 million EUR with Tessenderlo Group and Tessenderlo USA Inc. as borrowers and KBC Bank nv, ING nv, Belfius Bank nv (Tessenderlo Group as sole borrower) and BNP Paribas Fortis nv as lenders, as well as the four term credit facilities with KBC and Crédit Lyonnais for respectively 3 times 30 million EUR and 1 time 35 million EUR drawn in 2022 (2 times 30 million EUR with a term of 5 and 7 years) and 2024 (October and November for 30 million EUR and 35 million EUR, both with a term of 7 years). According to the terms of these agreements, a "change of control" over Tessenderlo Group entitles each lender to invoke termination of the bilateral credit facility. For the purposes of the aforementioned clause on change of control, change of control occurs if a third party (i.e. any party other than the reference shareholder (Mr. Luc Tack or his family), or a person acting in concert with the reference shareholder) acquires 30% or more of the voting rights in the company (unless the reference shareholder (alone or together with a party acting in concert with the reference shareholder) holds more voting rights than that third party);

INFORMATION REQUIRED BY ART. 3:6 BELGIAN CODE OF COMPANIES AND ASSOCIATIONS

PROVISION 7.6 OF THE CORPORATE GOVERNANCE CODE 2020 WITH RESPECT TO REMUNERATION OF NON-EXECUTIVE DIRECTORS

The company does not grant any remuneration in the form of shares to the non-executive directors for 2025, as it is of the opinion that a payment in shares does not have a positive impact on decisions of these directors that support the long term vision of the group, given the presence of a reference shareholder who aims to create sustainable value within the company.

PROVISION 7.9 OF THE CORPORATE GOVERNANCE CODE 2020 WITH RESPECT TO REMUNERATION OF EXECUTIVE DIRECTORS

The company does not grant any minimum threshold of remuneration in the form of shares to the ExCom in 2025 nor a payment of the bonuses in shares, as it is of the opinion that a payment in shares does not have a positive impact on decisions of the ExCom that support the long term vision of the group, given the presence of a reference shareholder who aims to create sustainable value within the company.

PROVISION 8.7 OF THE CORPORATE GOVERNANCE CODE 2020 WITH REGARDS TO ENTERING INTO A RELATIONSHIP AGREEMENT WITH ITS REFERENCE SHAREHOLDER

The company has not concluded an agreement with its reference shareholder Oostiep Group bv given its representation on the Board of Directors of the Tessenderlo Group.

Brussels, 25 March, 2026
On behalf of the Board of Directors

Luc Tack (*) nv
CEO

Wouter De Geest
Chairperson of the Board of Directors

POLICY: DISTRIBUTION OF DIVIDEND OR AVAILABLE SHARE PREMIUM

Tessenderlo Group paid dividends in 2025 relating to the financial year that ended on 31 December 2024.

The Board of Directors will propose to the shareholders, at the annual shareholders' meeting of 12 May 2026, to approve the distribution of (gross) 0.75 EUR per share from the available share premium.

The company's policy to distribute dividends or available share premiums may be changed from time to time and any dividend payment or distribution of available share premium remains subject to the company's earnings, financial position, share capital requirements and other important factors, subject to proposal to and approval by the company's competent body and the availability of distributable reserves or available share premiums. All distributable reserves or share premiums of the company should be calculated in relation to its statutory balance sheet prepared in accordance with the Belgian Generally Accepted Accounting Principles (GAAP), which may differ from the consolidated financial statements reported by the company under IFRS standards.

ENTERPRISE RISK MANAGEMENT

1. DESCRIPTION OF THE RISK MANAGEMENT PROCESS AT TESSENDERLO GROUP

EMBEDDING A RISK-AWARE CULTURE

As a global industrial group, Tessenderlo Group is exposed to a wide range of parameters that could significantly impact the achievement of financial or non-financial objectives. These events can pose both risks, as well as opportunities for the group. By nurturing a healthy culture of risk awareness and resilience, the group intends to accurately identify, evaluate, mitigate, and monitor internal and external factors that may perturb the businesses' potential future development.

Tessenderlo Group views risks through the lens of opportunity, recognizing that every decision carries inherent risks. Collectively, these risks shape the group's risk profile. Tessenderlo Group continuously aims to enhance risk awareness across its operations spanning more than 100 countries and five business segments: Agro, Bio-valorization, Industrial Solutions, Machines & Technologies, and T-Power. A rigorous process was designed to identify risks, establish accountability, and devise targeted mitigation and prevention strategies.

STRENGTHENING RESILIENCE THROUGH A SHARED RISK CULTURE

Tessenderlo Group believes that a shared vision and entrepreneurial mindset are the cornerstones of its risk culture. By promoting a balanced approach to risk and opportunity, the group intends to recognize risks as pathways to innovation and sustainable growth.

- **Proactive decision-making:** Empowered by early warning systems
- **Commitment to sustainability:** Anchored in shared values and resilience
- **Strategic transformation:** Focused on long-term growth and adaptation
- **Ownership and accountability:** Ensuring effective implementation and monitoring of mitigation plans

Tessenderlo Group's annual Enterprise Risk Management exercise strives to strengthen this culture by fostering awareness and accountability across its diverse operations.

ENTERPRISE RISK MANAGEMENT EXERCISE (ERM)

The ERM exercise, a systematic process for evaluating risks, aligns the group's risk exposure with its defined risk appetite, ensuring decision-making supports strategic, ESG and operational goals.

The Enterprise Risk Management department steers and coordinates the risk assessment. Leaning on overarching standards, tools, and methods, it conducts the annual ERM process, ensures continuous monitoring and improvement and, to the best of its effort, promotes a mindset to identify, at an early stage, developments that present a risk to business continuity.

By leveraging advanced risk radars, Tessenderlo Group seeks to integrate sustainability priorities while addressing great challenges such as climate change, geopolitical tensions, natural hazards, and supply chain disruptions to account any potential adverse effects that our business operations could have on people and/or the environment. We adhere to rapidly evolving sustainability regulations and compliance standards and underscores our commitment to sustainable growth and proactive management of interconnected risks in an increasingly volatile environment.

THE ERM FRAMEWORK: IDENTIFYING AND MANAGING RISKS

As part of our risk management process, we make every effort to identify risks as part of the annual planning cycle, during which we analyse internal and external factors that may affect our business performance. In doing so, we conduct an overarching and detailed risk analysis through an Enterprise Risk Management (ERM) exercise assessing an extensive range of factors.

The findings of the ERM assessment rely on parameters from geopolitical, social, economic, technological, and environmental nature. Tessenderlo Group's ERM framework strives to identify the root cause, evaluate the impact, mitigate the potential risks, and monitor control systems to align with its strategic, operational, sustainability and financial objectives.

In binding the risks into eight main radars, Tessenderlo Group aims to structure the findings from the business operations assessment into a comprehensive summary of Key Risk Indicators (KRI), addressing potential risks across its production and storage facilities in various countries and five business segments. The group then builds on the findings, considering the respective market environments, to identify opportunities at the best of its knowledge. These overarching analyses cover different time periods (short, mid-, and long-term) to allow for deviations in trends or developments that may impact the group over different timespans to be considered.

Strategic risks | Growth & markets risks | Operational risks | People risks | Financial risks | Supply chain disruption risks | Compliance & legal risks | ICT risks

Risk Category	Description
Strategic Risks	Long-term risks that affect TG's ability to achieve its mission and maintain competitive positioning.
Growth and Market Risks	Risks tied to market dynamics, customer demands, and global economic trends that may influence growth opportunities.
Operational Risks	Risks arising from inefficiencies, process failures, or day-to-day disruptions in business operations.
People Risks	Risks associated with employee safety and well-being, talent acquisition, retention, and workforce management.
Financial Risks	Risks tied to liquidity, currency fluctuations, credit management, and financial reporting.
Supply Chain Disruption Risks	Risks from interruptions in raw material sourcing, manufacturing, or logistics.
Compliance and Legal Risks	Regulatory, legal, and compliance risks related to adherence to international and local requirements.
ICT Risks	Risks linked to technology disruptions, cyberattacks, and system failures impacting data and operational continuity.

RISK OWNERSHIP

The ERM framework was introduced with the goal to enhance risk awareness, facilitate risk identification and assessment, and to establish clear risk ownership and accountability. Its purpose is to encompass the formulation of mitigation strategies, the delegation of specific risks to third parties, such as insurance providers, and the dissemination of timely information to stakeholders. The residual risks derived from the exercise are then monitored by designated risk owners to the best of their ability.

The group encourages every employee to play an important role in effective enterprise risk management by identifying and reporting risks. Accordingly each risk is thereby assigned to a specific risk owner responsible for formulating and executing an effective mitigation plan, reporting to an accountable member within the Business Unit, and collaborating with the Group Risk Manager.

FIVE-STEP ERM CYCLE

Tessenderlo Group's ERM framework is built around a structured five-step process:

1. **Identification:** Risks are screened and mapped to the eight main radars, assessed for probability, impact and level of control. The risk matrix prioritizes actions, ensuring the group remains proactive.
2. **Evaluation:** Risks are prioritized and categorized using a risk matrix heatmap based on their probability, impact and level of control. The heatmap uses a color-coded scale to support the visualization and prioritization of risks across the group.
3. **Mitigation:** Strategies focus on avoidance, reduction, transfer, and acceptance.
4. **Monitoring:** Continuous monitoring ensures risks remain within acceptable thresholds. Risk owners track status, implement updates, and ensure actions align with our risk tolerance. Employees are encouraged to take ownership of identifying and addressing risks through targeted training, e-learning modules, and clear accountability.
5. **Reporting & Governance:** Tessenderlo Group's governance framework was established to seamlessly integrate risk management across all levels of the organization.

GOVERNANCE

The main responsibility for the identification, assessment, treatment and reporting of risks lies with the operational Business Units in the assigned risk councils, guided by the group Risk Manager on methods of early identification, assessment, and treatment of risks.

The Group Risk Manager oversees the risk assessments across the group, coordinating, monitoring, reporting, and updating policy standards if needed. The internal control system allows for a holistic and fully integrated ERM approach advising the Executive Committee on risk priorities and mitigation actions.

The Audit Committee provides independent oversight, ensuring the effectiveness of the risk management framework.

The Board of Directors, as the ultimate authority, approves the risk management strategy and risk appetite.

METHODOLOGY FOR RISK EVALUATION AND SELECTION

Tessenderlo Group employs a structured approach to evaluate the probability, the impact and the level of control, focusing on the most significant risks and those requiring stronger controls.

1. Assessing Probability and Impact
   The group begins by defining the company's Risk Exposure, based on Probability and Impact. Probability represents the likelihood of occurrence, rated on a 1 to 5 scale ranging from Rare (once every 10 years or less) to Very Likely (monthly). Impact reflects the severity of consequences and is assessed using a financial 1 to 5 scale, from Insignificant (Enterprise Value < 1 M EUR) to Catastrophic (Enterprise Value > 50 M EUR).

   $$Exposure = Probability \times Impact$$

2. Criticality Assessment
   Criticality is derived as the square root of Exposure, highlighting risks with high probability and severe impact for prioritization. This calculation highlights risks that combine both high probability and severe impact, enabling efficient prioritization of impact levels across various categories.

   $$Criticality = \sqrt{Exposure}$$

3. Evaluating the Level of Control
   Criticality is measured against the Level of Control, rated from 1 (Lowest) to 5 (Highest). This assessment identifies high-criticality risks with insufficient controls, categorizing them as urgent priorities.

4. Integrating Sustainability into Risk Management: Driving Long-Term Value
   The group works on enhancing its risk management strategy by further incorporating double materiality and aligning with the European Sustainability Reporting Standards (ESRS). This approach enables the group to manage financial, environmental, social and governance (ESG) risks, fostering sustainable growth.

OVERVIEW OF OUR MAIN RISKS AND RELEVANT SEGMENTS.

The group's framework integrates double materiality. Please see the double materiality section of our sustainability report for more details.

Overview of the main risk

While all risks are equally assessed and mitigated, the group pays special attention to the following risks, to ensure alignment with organizational priorities.

ERM Main Radar	Key Risks & Potential Challenges	Segment
Strategic Risks	**Business Risk** – Market fluctuations, rising costs, and labour shortages may challenge business targets, impacting competitiveness and profitability.	All
	Profit Risk – Margin pressure due to a highly competitive market, low-cost overseas production, and shifting consumer preferences could threaten profitability.	All
	Continuity Risk – Long-term market downturns and regulatory uncertainties may disrupt operations, requiring strategic adjustments to maintain stability.	All
	Technological Change Risk – Falling behind on technological advancements could erode the group's competitive edge, affecting efficiency and innovation.	All
	Reputation Risk – Damage to brand image, whether from negative publicity or customer dissatisfaction, environmental concerns, product safety, regulatory compliance, and ethical business practices, could undermine trust, erode market position, and reduce overall value. Industrial Solutions: e.g., lobbying efforts against PVC, growing concerns about plastic waste, and new EU/REACH legislation targeting PVC applications Agro: e.g. Carbon footprint, potential soil degradation, water contamination concerns, fossil-fuel by-product links Bio-valorization: e.g. animal welfare, pollution, waste & water contamination, olfactory nuisances	Agro, Bio-valorization, Industrial Solutions
	Raw Material Scarcity Risk – Declining availability of key raw materials and trade restrictions could significantly impact operations and supply chains. Agro: A potential sulfur shortage may disrupt industrial processes, hinder green technology advancements, and threaten global food security. Industrial Solutions: the closure of the steel industry or a loss of major WPL (Waste Pickling Liquor) sources could lead to significant financial impacts and reduce the production of $FeCl_3$. Bio-Valorization: The shift toward sustainable food alternatives and declining profitability in the meat industry could impact supply chains, particularly in the global capsules market.	Agro, Bio-valorization, Industrial Solutions

Growth and Market Risks	**Geo-Political Risk** – Trade embargoes, political instability, and unexpected unrest within supplier or customer networks could threaten supply chain stability and market access.	Agro, Bio-valorization, Industrial Solutions, Machines & Technologies
	Sustainability Risk – Regulatory changes phasing out key agricultural (pesticides, fertilizers), industrial (water treatment), and textile-related products could hinder sustainability objectives and product availability.	Agro, Industrial Solutions, Machines & Technologies
	Crop Migration Risk – Water stress is driving agricultural shifts (e.g., West to East in the USA, South to North in Europe), potentially affecting agricultural supply chains, production stability, and customer/product portfolios.	Agro
Operational Risks	**Climate Risk** – Increasing weather variability, extreme events (fires, floods, storms, and hail), and prolonged droughts pose growing risks to agriculture and related industries. Water stress may drive crop migration, reduce cooling capacity, and disrupt operations, leading to efficiency losses and potential shutdowns. Rising temperatures, invasive pests, and disease outbreaks further threaten raw material availability, while stringent environmental regulations add compliance costs and reputational risks.	Agro, Bio-valorization, Industrial Solutions & T-Power
People Risks	**Hiring Risk** – Persistent shortages of skilled labour (e.g. shift workers, specialized technical roles) are increasing the need for automation, both in physical (robotization) and digital (process-based) workflows.	Industrial Solutions
Financial Risks	**Raw Material Price Volatility Risk** – Uncertainty in raw material costs of commodity raw materials (sulfur, ammonia, caustic soda, etc.), which experience fluctuations due to customer inventory levels, spot market fluctuations, and limited supplier availability could impact financial stability.	Agro, Industrial Solutions, Machines & Technologies

Supply Chain Disruption Risks	**Logistics Disruptions** – Freight delays, labour strikes, and inadequate infrastructure could disrupt the flow of raw materials and finished products, complicating collection times, production planning and sales forecasting.	Agro, Bio-valorization, Industrial Solutions, Machines & Technologies
	Muriate of Potassium (MOP) Supply Risk – Dependence on a limited number of key producers and vulnerability due to trade sanctions and restrictions, and geopolitical conflicts (e.g., the Ukraine-Russia war affecting Belarus and Russia). Export bans or tariffs could further limit access and disrupt supply chains.	Agro
	Energy Supply Risk – Electricity shortages, driven by increasing electrification and supply constraints, may limit operational capacity. High energy prices during shortages could force strategic production reductions to avoid unprofitable operations.	All
Compliance and Legal Risks	**Regulatory & Business Continuity Risk** – Uncertainty around evolving regulations could challenge long-term operations. Non-compliance may result in financial penalties, operational disruptions, and reputational damage.	All
	Sustainability Risk – Stricter environmental laws may impose operational challenges, lead to fines, reputational damage, or force product phase-outs, requiring adaptation and costly compliance measures.	All
ICT Risks	**Cybersecurity Risk** – Rising automation and deepened reliance on Information and Communication Technology (ICT) increase the risk of cyber threats, data breaches, and ransomware attacks, which could disrupt critical business operations.	All

2. RISK MITIGATION MEASURES

AGRO SEGMENT

Our Agro segment has implemented measures such as investing in strategic storage, diversifying raw materials, and fostering innovation to address potential risks. Monitoring and adapting to climate change impacts, regulatory changes and geopolitical developments are considered key to maintaining continuity and mitigating risks that could affect the business. Additionally, contingency plans for temperature fluctuations have been developed to protect operations at company sites. Strategies to mitigate the impact of natural disasters, including extreme weather events and prolonged droughts, have also been put in place. Efforts to ensure compliance with new regulations on pesticide and fertilizer usage further strengthen the Agro segment's sustainability position. Through these initiatives, the Segment aims to strengthen its competitive position and long-term sustainability amidst evolving challenges.

BIO-VALORIZATION SEGMENT

Our Bio-Valorization segment focuses on enhancing customer relationships, securing strategic supplier partnerships, and addressing risks related to raw material availability, energy shortages and geopolitical tensions. A proactive approach to sustainability, regulatory compliance, and crisis communication is believed to strengthen the group's position in a constantly evolving market. Crisis and risk management efforts include collecting incident data and proposing mitigation measures to ensure adherence to ethical standards, quality control, and legislative compliance. Additionally, strategies for climate adaptation are being implemented to address increasing pressure on raw material collections under evolving climate patterns. Through continuous monitoring, strategic partnerships, and risk mitigation strategies, the Bio-Valorization segment aims to navigate potential challenges while safeguarding business continuity and reputation.

INDUSTRIAL SOLUTIONS SEGMENT

Our Industrial Solution segment has developed risk mitigation strategies designed to ensure operational resilience and long-term sustainability. By diversifying raw material sources, securing energy contracts, and maintaining a focus on safety, compliance, and environmental sustainability, the segment positions itself to navigate market fluctuations, regulatory changes, and geopolitical uncertainties. Additionally, a commitment to innovation, crisis communication, and product image management is intended to strengthen the group's ability to adapt to evolving industry demands and challenges, supporting continued growth and success in a dynamic environment. To further enhance safety and compliance, the segment conducts safety studies for new projects and maintains regular maintenance programs along with compliance checks. Sustainability efforts include maintaining high recycling rates and adhering to industry sustainability targets.

T-POWER SEGMENT

Our T-Power Segment's approach to managing business continuity risks, cybersecurity threats, and infrastructure risks includes engaging with regulatory bodies, maintaining advanced technology, and continuously investigating new technologies to reduce our environmental impact. These efforts aim to position the segment to mitigate risks and ensure stable operations, even amidst uncertain environmental and regulatory conditions. T-Power implements comprehensive cybersecurity protocols, including regular system updates, security monitoring, and intrusion detection, to enhance operational resilience. In parallel, we strive to minimize the volume and impact on the water used in our processes.

MACHINES & TECHNOLOGIES SEGMENT

Our Machines & Technologies segment's strategy focuses on diversification, innovation, and risk management to promote long-term business continuity and competitiveness in the weaving business. By maintaining a geographically diverse customer portfolio and production base, the group seeks to mitigate exposure to geopolitical and market risks. Emphasizing sustainability, technological advancements, and cybersecurity is believed to strengthen the segment's ability to adapt to evolving industry demands and regulatory challenges. The group also closely monitors raw material prices and implements strategic procurement processes to mitigate cost volatility. Efforts to secure access to raw materials include collaboration agreements and stockpiling strategies to reduce dependency on fluctuating market conditions. Additionally, investments in new technologies, including big data and alternative production methods, ensure the group remains at the forefront of innovation. Through careful management of raw material access, price volatility, and supply chain resilience, the Machines & Technologies segment aims to secure a robust operational framework. Collectively, these measures are intended to position the group to navigate current uncertainties and thrive in an ever-changing global market landscape.

3. RISK AND OPPORTUNITY TRENDS

The ERM assessment highlights a combination of external and internal factors identified as key obstacles and/or drivers to the group's future growth potential.

Category	Description
Market Conditions	Economic fluctuations, changes in consumer demand, and market competition.
Regulatory Changes	New regulations or changes in existing regulations.
Technological Advancements	The pace of technological change.
Environmental Factors	Climate change, extreme weather events, and environmental regulations.
Geopolitical Events	Political instability, trade wars, and geopolitical tensions.
Operational Efficiency	The effectiveness of operational processes and systems.
Supply Chain Stability	The stability and resilience of the supply chain.
Innovation and R&D	Investment in research and development and fostering a culture of innovation.
Cybersecurity	The effectiveness of cybersecurity measures.
Reputation Management	The company's reputation and brand image.

Our ERM framework addresses the necessity to assess any potential negative deviations (risks) and positive deviations (opportunities) from our strategic, operational, and financial objectives over pre-defined short, mid- and long-term timespan.

MANAGING RISK ACROSS TIME HORIZONS

By addressing key risk factors and leveraging emerging opportunities, Tessenderlo Group aims to be well-positioned to manage its risk profile and drive sustainable growth across short-, mid-, and long-term horizons. The group's strategy is tailored to address distinct challenges and opportunities within each timeframe, striving to ensure both immediate resilience and long-term value creation.

SHORT-TERM (0–5 YEARS): IMMEDIATE RISK MANAGEMENT AND OPPORTUNITIES

In the short term, the group focuses on addressing immediate risks and seizing time-sensitive opportunities. This includes:

- **Operational Continuity:** Strengthening operational processes and enhancing resilience against potential disruptions, such as supply chain bottlenecks or raw material shortages.
- **Market Responsiveness:** Adapting to fluctuating market demands, price volatility, and short-term geopolitical risks.
- **Compliance and Regulations:** Responding to new regulatory requirements and maintaining robust compliance to avoid penalties or reputational damage.
- **Cybersecurity Measures:** Addressing emerging cyber threats with robust, real-time monitoring and response mechanisms.

MID-TERM (5–10 YEARS): STRATEGIC GROWTH AND ADAPTATION

The mid-term horizon represents a crucial phase where the group can build on its foundations to pursue opportunities that align with evolving market conditions, societal expectations, and technological advancements. Key focus areas include:

- **Climate and Environmental Adaptation:** Implementing disaster mitigation strategies, reducing the environmental impact of operations, and preparing for evolving climate change regulations.
- **Regulatory and Compliance Excellence:** Proactively aligning with anticipated regulatory changes while managing reputational risks through effective crisis communication and planning.
- **Supply Chain Diversification:** Expanding supplier networks, forging strategic partnerships, and investing in supply chain technologies to mitigate disruptions and improve efficiency.
- **Energy and Resource Management:** Securing diversified and sustainable energy solutions, optimizing energy usage, and managing the volatility of raw material availability and pricing.
- **Market Adaptability and Financial Resilience:** Enhancing profitability by adapting to market conditions, exploring new revenue streams, and implementing robust price fluctuation strategies.
- **Technological Innovation and Cybersecurity:** Investing in cutting-edge technologies, automating processes, and continuously enhancing cybersecurity infrastructure to remain competitive and resilient.

LONG-TERM (10+ YEARS): TRANSFORMATIVE GROWTH AND SUSTAINABILITY

Over the long term, Tessenderlo Group focuses on transformative initiatives that aim to ensure sustainable growth, resilience, and leadership in its industries. This includes:

- **Innovation and Technological Leadership:** Driving growth through strategic investments in emerging technologies, sustainable innovation, and advanced cybersecurity solutions.
- **Strategic Infrastructure and Planning:** Enhancing resilience by investing in long-term infrastructure projects, optimizing agricultural practices, and ensuring operational stability across global markets.
- **Sustainable Market Positioning:** Strengthening the group's competitive position by managing geopolitical risks, pursuing strategic sourcing, and achieving sustainable growth through innovation.
- **Energy and Resource Efficiency:** Addressing long-term energy security concerns through renewable energy investments, optimizing planning systems, and mitigating financial uncertainty with diversified resources.
- **Reputation and Proactive Communication:** Building and maintaining a strong corporate reputation through proactive communication and, transparent ESG reporting.
- **Workforce Development:** Fostering workforce stability through investments in automation, training, and the development of future-ready skills to drive productivity and innovation.

By clearly differentiating between short-, mid-, and long-term priorities, Tessenderlo Group strives to address immediate risks, adapt to evolving challenges, and position itself for growth. This structured approach is designed to ensure Tessenderlo Group remains agile, resilient, and focused on achieving sustainable success in an increasingly complex global environment. As the group looks ahead, it remains focused on maintaining this diligent approach to risk management, with an added emphasis on three critical areas: the impacts of climate change, the integration of ICT into core processes and financial risks. These areas, explored in the following sections, are expected to be key to navigating future risks and opportunities.

4. A DEEPENED FOCUS ON CLIMATE, CYBERSECURITY, & ADDITIONAL FINANCIAL RISKS

As part of our ongoing evolvement to risk management, we have chosen to dive deeper into three areas that are or will become critical to the resilience and sustainability of our operations: climate, cybersecurity risks and additional financial risks. Recognizing the rapidly evolving nature of these challenges and navigating the complexities of today's global landscape, we believe that a more detailed examination of these risks within our Enterprise Risk Management (ERM) framework is essential.

4.1 CLIMATE RISK

As climate change intensifies, Tessenderlo Group is increasingly integrating adaptation strategies into its Enterprise Risk Management (ERM) framework. In partnership with AXA Climate SAS, the group assesses and seeks to address climate-related risks to safeguard operations, ensure business continuity, and align with global climate goals.

Why Climate Risk Assessment Matters

Managing climate risk is critical to mitigating potential disruptions arising from extreme weather, water scarcity, and temperature volatility. This proactive approach aims to protect physical assets, safeguard workforce health, and maintain long-term operational sustainability.

Climate Risk Assessment Highlights

The AXA Climate risk assessment identified key risks across the group's global operations, highlighting areas where action could help reduce vulnerabilities:

1. **Temperature-Related Risks (High):** Affecting multiple sites, these risks are being addressed through strategies to optimize water use and implement heat safety protocols.
2. **Water-Related Risks (Moderate-High):** These are being mitigated by infrastructure improvements and adapting supply chain strategies to ensure reliable access to resources
3. **Wind & Solid-Mass Risks (Low-Moderate):** Exposure to these risks is relatively minimal, with targeted mitigation plans in place to manage any potential impact.

The group is implementing tailored strategies across its Business Units to enhance resilience to climate-related risks:

- **Agro:** Fostering sustainable farming practices through precision farming and the use of eco-friendly fertilizers to mitigate environmental impact.
- **Bio-valorization:** Engaging in alternative energy projects that aim to stabilize supply and reduce dependency on conventional energy sources.
- **Industrial Solutions:** Focused on water treatment and innovative technologies designed to adapt to the changing climate while preserving vital resources.

Building on lessons from past disruptions, the group's strategy for the upcoming decades (2025-2050) includes the AXA Altitude Industry Platform, which leverages real-time insights into climate and biodiversity risks to enhance understanding of evolving threats and take appropriate actions accordingly.

In 2022, a third-party expert specializing in climate risk assessed Tessenderlo Group's operations, including key sites of suppliers and customers, based on IPCC scenarios (RCP 4.5 and RCP 8.5) for the 2030-2050 period. This analysis was revised in 2023, integrating the Picanol Group and using the CMIP6 model alongside socioeconomic pathways (SSPs), with a focus on

scenarios SSP2-4.5 and SSP5-8.5. This updated assessment strengthens the group's approach to managing climate-related risks and supports its efforts to adapt operations to future climate conditions.

In 2026, the group intends to expand its climate scenario analyses, refine mitigation strategies, and engage stakeholders in strengthening climate resilience. Through advanced tools like the AXA Altitude platform, Tessenderlo Group is ready to deepen its commitment to sustainability and move toward a climate-conscious future.

4.2 CYBERSECURITY RISK MANAGEMENT

Cybersecurity remains a critical component of the group's overall risk management framework and is essential to ensuring operational continuity, regulatory compliance, and the protection of stakeholder trust. As the group continues to deepen its reliance on digital technologies and interconnected systems, the exposure to evolving cyber threats increases accordingly. Ensuring robust cybersecurity capabilities is therefore fundamental to safeguarding sensitive information, maintaining resilient operations, and meeting regulatory expectations.

The expansion of the group's digital ecosystem has resulted in a broader and more complex attack surface. Cyber incidents could lead not only to operational disruption but also to significant financial, regulatory, and reputational consequences. Cybersecurity risks are assessed within the Enterprise Risk Management (ERM) framework and are managed through structured processes, clear risk ownership, and dedicated governance.

The group focuses on several high-priority cybersecurity risks to ensure alignment with strategic objectives and emerging regulatory requirements.

The group's Information Security Management System (ISMS) is based on ISO 27001 and is a structured framework used to systematically manage, protect, and secure sensitive company data, intellectual property, and IT& OT systems through risk management, policies, and procedures. The decision to pursue ISO 27001 certification is at the discretion of the business, based on its specific needs and/or legal obligations. For instance, in 2025, Picanol's Chinese operations obtained ISO 27001 certification.

1. Data Protection and Privacy Compliance

Risks related to data protection, GDPR compliance, and the security of sensitive data are considered highly important. This includes:

- Ineffective offboarding procedures that may leave user accounts active beyond necessity, potentially enabling unauthorized access.
- Insufficient protection or monitoring of supplier accounts, creating potential exposure to data leakage.
- The absence of a mature data classification framework, which complicates the protection of critical information assets.

Ensuring compliance with data protection regulations and safeguarding sensitive data is central to avoiding breaches and legal consequences.

2. Access Control and Monitoring

Ineffective access control and monitoring could increase the likelihood of unauthorized access and potential breaches. The key risks in this area include:

- The potential for external computers to gain unregulated access to the network, often through suppliers or untrusted sources.
- The risk of unmonitored remote access tools and overprivileged accounts granted to external suppliers without sufficient oversight.
- The possibility of insufficient control over access to critical systems, particularly where logging and traceability may be lacking.

Strengthening access control mechanisms and ensuring proper monitoring are essential to secure the network and prevent unauthorized access.

3. Identity and Authentication Weaknesses

Weaknesses in identity management systems may expose the group to unauthorized access and breaches. This includes:

- Vulnerabilities within central identity systems (e.g., Active Directory) that could involve outdated protocols and weak cryptography.
- Failure to clean up technical accounts or old user accounts, which might create security gaps.
- Weak authentication mechanisms and an absence of rigorous identity management policies.

Strengthening identity management systems, improving resilience, and tightening authentication controls are critical to securing access to sensitive information.

4. ICT and OT Network Integration

Inadequate separation between ICT and Operational Technology (OT) networks could lead to risks if one breach impacts the other. Key risks in this area include:

- Insufficient separation of ICT and OT networks at certain sites, increasing the likelihood of a cross-domain breach.
- Misalignment of OT security practices with the group's overall standards, particularly in areas like network security, identity systems, and access policies.
- The risk that OT digital systems may not be fully aligned with ICT practices, which could create vulnerabilities in critical infrastructure.

Enhancing the integration and security of both ICT and OT systems is important to reduce exposure and mitigate operational disruptions.

5. Patching and Vulnerability Management

Weaknesses in patch management and vulnerability management may expose the group to a variety of cyber threats. This includes:

- A reactive patching approach to devices, systems, and software, especially in OT environments where patching may be overlooked or difficult to realize.
- The risk of systems remaining unpatched, leaving the group vulnerable to malware, zero-day attacks, and potential data exfiltration.

- Outdated configurations and exposed assets that could provide entry points for attackers.

Establishing proactive patch management practices and ensuring regular updates are essential to reduce vulnerabilities and bolster system resilience.

Cybersecurity risks also carry significant financial and ESG implications. Financially, breaches could result in direct costs, such as fines, and long-term damage to the group's reputation. From an ESG perspective, failures in cybersecurity could expose personal data, erode stakeholder confidence, and damage the group's broader social responsibilities. Ensuring robust cybersecurity practices not only contributes to operational resilience but also supports environmental, social, and governance objectives. For more details we refer to the sustainability report.

Mitigation and Monitoring Measures

The group's proactive cybersecurity strategy involves advanced threat detection systems and continuous employee training to reduce vulnerabilities. The ICT department collaborates closely with other teams to ensure that risk mitigation strategies are aligned and effective across the organization. By continuously monitoring potential threats and leveraging real-time intelligence, the group can swiftly respond to incidents, minimizing their impact.

In 2026, the group aims to build on its cybersecurity strategy with a focus on the following initiatives:

- Expanding the ERM cycle to include non-cyber ICT risks, ensuring more comprehensive coverage.
- Ensuring that its essential companies (e.g. T-Power) have the required NIS2 certification.
- Just as the group's Board members did in 2025, ensure that the relevant European management teams receive adequate NIS2 training so that they develop a deep understanding of potential cybersecurity risks.
- Organizing workshops to refine the integration of OT and IT risks and address any gaps in risk allocation.
- Increasing the frequency of patch management cycles for end-user devices.
- Further fine-tuning network segmentation to enhance security.
- Strengthening data protection in office environments.
- Further integrating cybersecurity into ESG reporting, reinforcing the group's commitment to transparency and responsible practices.

Through these initiatives, we aim to continue building a resilient, secure, and transparent organization that protects both its digital infrastructure and the trust of its stakeholders.

4.3 FINANCE RISK

For the financial risk please refer to the Financial Instruments section in the Finance Report. (Page 256)

CRESLINE
ULINE
TESSENDERLO

INFORMATION FOR SHAREHOLDERS

INVESTOR RELATIONS

Tessenderlo Group strives to provide accurate, qualitative and timely information to the global financial community. In order to discuss the group's results and future developments, Tessenderlo Group organizes conference calls to present and discuss the half-year and annual results.

ANALYST COVERAGE

At the end of 2025, Tessenderlo Group was covered by five sell-side analysts (for more information please visit www.tessenderlo.com).

SHAREHOLDER STRUCTURE

Shareholder	Number of shares	Number of voting rights	% voting rights
Patrick Steverlynck	10,738	10,738	0.01%
Manuco International nv (controlled by Patrick Steverlynck)	4,424,853	8,811,025	8.90%
Luc Tack	46,113	92,226	0.09%
Oostiep Group bv (controlled by Luc Tack)	36,085,212	70,917,232	71.64%
Own shares	69,614	69,614	0.07%
Other	18,426,026	19,084,775	19.28%
Total	**59,062,556**	**98,985,610**	**100.00%**

Mr. Luc Tack controls Oostiep Group bv. Mr. Patrick Steverlynck controls Manuco International nv. The mutual agreement that exists between the two parties does not entail joint control. The Tack family exclusively controls Tessenderlo Group nv through Oostiep Group bv. Oostiep Group bv (the company through which the Tack family holds its shares in Tessenderlo Group nv) and Manuco International nv (the company through which Mr. Patrick Steverlynck holds the shares in Tessenderlo Group nv) entered into a shareholders' agreement on 7 July 2022, concerning the shares in Tessenderlo Group nv held directly or indirectly by the aforementioned parties following the closing of the exchange offer. This shareholders' agreement is deemed to have been concluded for a period of 10 years commencing 1 January 2023, and will be automatically renewed at the time of its termination for a period of 10 years commencing on the termination date, unless one or more of the parties sends written notice of termination to the other parties no later than one year before the termination date of the initial or then-current renewal term.

In the shareholder agreement, the parties agreed on a number of transfer restrictions (in the form of a standstill, pre-emption right, tag-along right and tracking obligation) as well as put and call options with regard to the shares held of the company. Also, Manuco International nv is entitled to propose a candidate for one member in the Board of Directors of Tessenderlo Group nv, without impacting the governance structure of Tessenderlo Group nv.

The total number of shares constituting the issued capital of Tessenderlo Group is 59,062,556 as per 31 December 2025. In accordance with article 7:53 of the Belgian Code of Companies and Associations, the Extraordinary General Meeting of 10 July 2019, decided to introduce a loyalty voting right for each fully paid-up share that has continuously been registered in the share register on the name of the same shareholder for at least two years. The number of voting rights attached to the outstanding shares on 31 December 2025, is 98,985,610 of which 69,614 voting rights, attached to the treasury shares Tessenderlo Group, are suspended in accordance with article 7:217, §1, second paragraph of the Belgian Companies and associations code.

TESSENDERLO GROUP SHARE

Tessenderlo Group shares are listed on the Euronext Brussels Stock Exchange under the code TESB. They are traded on the continuous market and are included in the following indexes: BEL Mid and Next 150.

SHARE PRICE PERFORMANCE

The Tessenderlo Group share closed at 26.20 EUR on the last trading day of the year (2024: 18.90 EUR) while the BEL 20 index increased by +19.1% and the European Chemicals index SX4P decreased by -6.8%. The share reached its year-high closing price of 27.70 EUR on 22 August 2025 and 1 December 2025. The year-low closing price of 18.88 EUR was reached on 8 January 2025.

POLICY TO DISTRIBUTE DIVIDEND OR AVAILABLE SHARE PREMIUM

The Board of Directors will propose to the shareholders, at the annual shareholders' meeting of May 12, 2026, to approve the distribution of (gross) 0.75 EUR per share from the available share premium. This distribution has not been accounted for. The policy of the group is to distribute dividend or available share premium, taking into account the cash availability and the short-term cash needs.

FINANCIAL CALENDAR

- Analyst and Asset Manager day Q3 2026
- Annual shareholder's meeting 12 May 2026
- Half year 2026 results 27 August 2026

Management will continue to interact with investors and analysts in order to address strategic themes and discuss the progress towards the group's long-term ambitions.

Full financial and non-financial information regarding Tessenderlo Group is available on the website www.tessenderlo.com. Anyone wishing to receive Tessenderlo Group press releases by email may register on the mailing list on the website.

The Tessenderlo Group share price is published on www.tessenderlo.com and on the Euronext Brussels website www.euronext.com.

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SUSTAINABILITY REPORT

ESRS 2: GENERAL INFO

BASIS FOR PREPARATION

REPORTING STANDARD

This report has been prepared in accordance with the Corporate Sustainability Reporting Directive (CSRD) adopted by the European Union. The sustainability information disclosed herein is aligned with the CSRD guidelines and covers the material sustainability issues impacting our business, while also addressing the impact our operations have on the environment and society. We have adhered to the EU Taxonomy and the double materiality principle as outlined by the CSRD, ensuring a comprehensive and transparent approach to sustainability reporting. For EU taxonomy we already opted to apply the EU Taxonomy Omnibus Delegated Act (Delegated Regulation (EU) 2026/73)1, that was published in 2025 for our taxonomy disclosures for 2025. This introduced materiality thresholds and simplified reporting on EU Taxonomy. See our EU Taxonomy section starting from page 162.

In line with the European Sustainability Reporting Standards (ESRS), we cover general information (ESRS 2), environmental topics (ESRS E1, E2, and E5), social aspects (ESRS S1), and governance matters (ESRS G1) aligned with our double materiality outcome. More details on our Double Materiality process are also included in this general information section. In line with the new Corporate Sustainability Reporting Directive (CSRD) regulations, Tessenderlo Group makes use of the exemption option for certain metrics, policies, and actions, allowing us to phase in specific disclosures over time. The phase-in period for these disclosures ranges from one to three years. Where this option is applied, it will be clearly noted in the relevant sections of our European Sustainability Reporting Standards (ESRS) and in our tag reference list at the end of our sustainability report. This approach ensures that we meet the evolving regulatory requirements while allowing us time to align our reporting processes. In accordance with the ESRS guidance, which permits companies to omit specific information for reasons of confidentiality, Tessenderlo Group has not utilized this option to withhold any information. Additionally, we did not used the exemption from impending developments as described in ESRS 2 §5.

REPORTING PERIOD

This Environmental, Social, and Governance (ESG) report covers the same period as our financial statements for the fiscal year 2025, which runs from January 1, 2025, to December 31, 2025.

SCOPE OF REPORTING

This ESG report covers all segments and regions of the Tessenderlo Group. This also includes Tiger Sul which was acquired at the end of 2024 and Osterwalder which was acquired in June 2025.

The methodology for collecting and reporting ESG data is outlined in the related ESRS reporting sections of this report. For carbon footprint reporting, a more detailed description of the scope and boundaries is provided in the Appendix due to the high complexity involved in calculating the carbon footprint. This also explains changes in reporting practices of previous years. You can also find more details on used sources and data collection in the deep dive section of our double materiality assessment.

SOURCES OF ESTIMATION AND OUTCOME UNCERTAINTY

For the year 2025, Tessenderlo Group has prepared its consolidated sustainability statements in accordance with the ESRS framework. Given the recent introduction of the European sustainability standards, certain technical interpretations continue to be refined. The Group actively monitors regulatory developments and incorporates emerging guidance into its reporting practices. We are also closely following the proposed Omnibus initiative, which is expected to introduce further adjustments and simplifications to the framework.

With the exception of EU Taxonomy reporting, we continue to apply the same reporting principles and methodologies as in the previous financial year, ensuring consistency and comparability of disclosures while the regulatory framework further evolves.

Additionally, as a global organization, varying regulations across different countries outside of the EU, may sometimes limit our ability to present fully consolidated data sets. Where data gaps exist, we have highlighted them and set them as action points for improvement in future reporting cycles. In the coming years, we expect additional guidance on ESRS interpretation to become available, helping to establish clearer industry practices. As such, sustainability information will likely become more standardized, and we are committed to monitoring these changes to ensure our sustainability statements remain accurate and aligned with best practices. Some metrics reported in this document rely on third-party information and involve estimates, judgements, and assumptions. Notably, certain environmental data, such as Scope 3 greenhouse gas emissions, are subject to a higher degree of uncertainty. In accordance with the ESRS, management of the company is required to prepare the forward looking information based on disclosed assumptions about events that may occur in the future and possible future actions by the company. The actual outcome is likely to be different since anticipated events frequently do not occur as expected. Forward-looking information relates to events and actions that have not yet occurred and may never occur.

GOVERNANCE AND RESPONSIBILITY

Our sustainability strategy is closely aligned with our overall business operations, and both our Executive Committee and Board of Directors are actively involved in key decisions related to sustainability, ensuring a unified approach across all segments. The ESG reporting process within Tessenderlo Group is supported by a dedicated governance structure. The Group CSR Team plays a central role in consolidating and coordinating the group's sustainability efforts and data collection. This team is responsible for setting the frameworks for sustainability reporting, ensuring alignment with our overall strategy, and providing expert guidance on best practices. In each Business Unit (BU), there is a CSR Spokesperson who is responsible for driving and managing the sustainability strategy within the BU. These spokespersons ensure that the sustainability initiatives are implemented effectively and are aligned with both local and Group-wide objectives. They play a vital role in engaging stakeholders, managing ESG performance, and providing the necessary input to the group CSR Team for reporting and continuous improvement. The board approved the double materiality outcome and the decarbonization targets, and is regularly updated on the sustainability strategy and related topics. Through the double materiality outcome, the board is informed about the ESG-related impacts, risks, and opportunities, as well as inputs from affected stakeholders. Please also refer to the section "Our Organization and Strategy" (page 20), which provides further details on our updated strategy, including our non-financial targets, an overview of the segments in which we operate, and a description of our governance and operating model.

All other ESG topics for 2025 were approved by the Executive Committee at Group level, or by the respective BU Management where the topics were relevant at BU or local level.

INTEGRATION OF ESG IN OUR INCENTIVE SCHEMES

The integration of sustainability-related performance into our incentive schemes is one example of how we drive long-term environmental and social responsibility. We have incorporated ESG targets into both our short-term and long-term incentive systems. Up to and including 2025, these targets make up a defined percentage ranging between 15% to 25% of our incentive structure, reinforcing our commitment to integrating ESG across all levels of the organization. The targets for our incentive schemes all include a carbon reduction target, with additional targets varying by segment due to the diverse activities and slightly different focus areas within each segment; however, all targets are aligned with material topics like energy, safety, employee engagement, ... These incentive schemes are approved by our Nomination and Remuneration Committee. For our operating and governance model we would like to refer to section 2 (page 24) of this report.

THE CURRENT AND ANTICIPATED FINANCIAL EFFECTS FROM MATERIAL IRO'S

The company has identified material impacts, risks and opportunities (IROs) across several topical standards. Quantitative information on the current and anticipated financial effects of these IROs is disclosed for ESRS E1 (Climate Change). For other topical standards, such information is omitted where the data is not available on a topical level or where disclosure could be considered commercially sensitive and potentially prejudicial to the company's position.

ECOVADIS

In 2025, Tessenderlo Group was awarded the EcoVadis Silver Medal with a score of 74/100, representing a 7-point improvement compared to 2024 (67/100).

This recognition reflects the substantial progress we have achieved in key areas, including ethical business conduct, sustainable supply chain management, environmental impact reduction, and social responsibility. It underscores not only our continuous internal improvements but also the value of our sustainability efforts to customers, who increasingly consider ESG performance when selecting business partners.

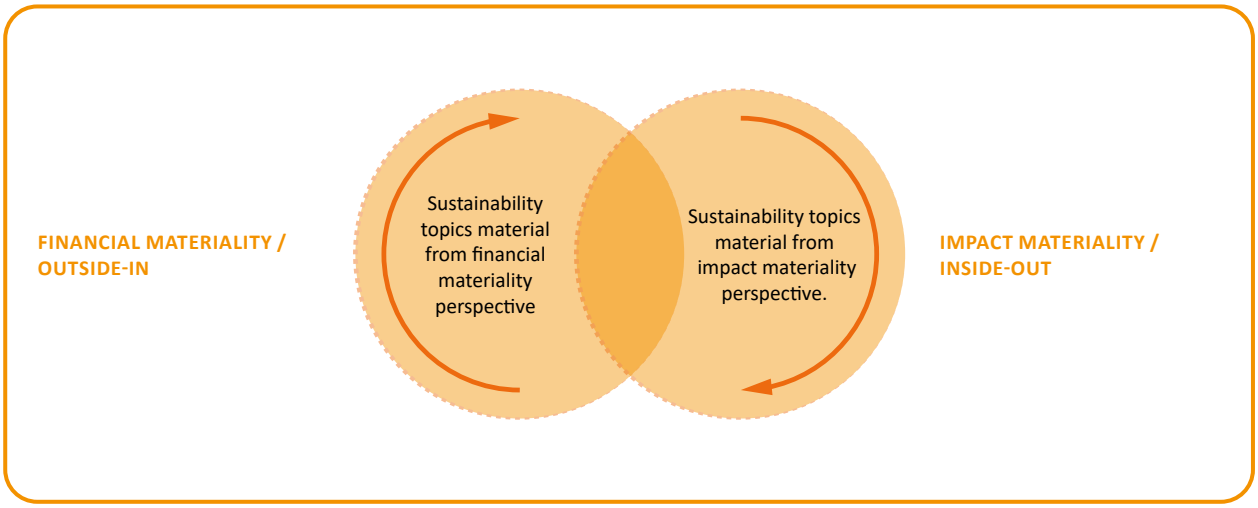
Click to view further details and methodology information about our EcoVadis recognition.

DOUBLE MATERIALITY

GENERAL STATEMENT

Our materiality assessment serves as the foundation for determining the focus areas to disclose in our annual CSR report.

Double materiality examines both how sustainability issues impact our financial performance (financial materiality) and how our activities affect the broader environment and society (impact materiality). This dual perspective enables us to identify and prioritize our sustainability efforts ensuring a more effective approach.



DIFFERENCES WITH PREVIOUS YEARS

In 2025, the group did not conduct a full double materiality assessment as performed in the previous reporting year. Instead, the results of the prior assessment were reconfirmed through two main actions.

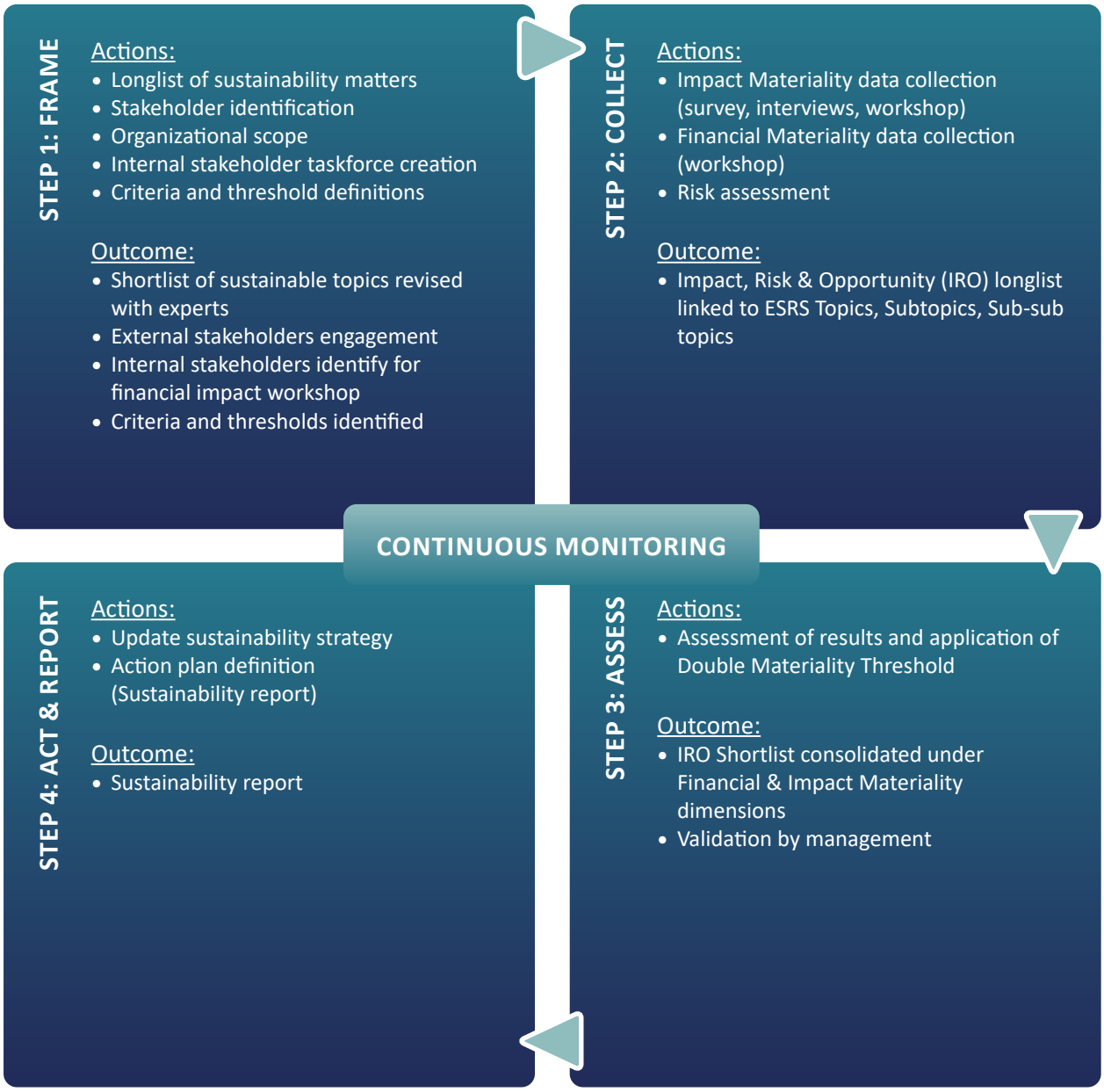
First, the group engaged with external stakeholders to validate the relevance of the topics and sub-topics identified in the previous double materiality assessment. A total of 150 external stakeholders were contacted, of which 26% responded to the survey. The responses confirmed the relevance of the previously identified material topics, and no additional topics or sub-topics were identified.

Second, an internal review was conducted, taking into account the annual Enterprise Risk Management (ERM) risk update, to assess whether any new or significantly changed impacts, risks or opportunities had emerged since the prior assessment. While the ERM exercise identified updates to certain risks, these did not result in changes to the ESG topics and sub-topics identified in the previous double materiality assessment.

Based on these actions, the group concluded that the results of the prior double materiality assessment remain valid for the 2025 reporting period. The methodology described below is applicable in the case of a complete double materiality assessment (last performed in 2024).

4-STEPS METHODOLOGY

We restructured our approach to a 4-steps methodology:



STEP 1 – FRAME & CONTEXT:

In the first step, we ensure to set up a correct and a complete basis to start our double materiality assessment.

Actions:

We gather previous input (sustainability matters longlist, previous assessment), engage with sustainability experts, perform desktop benchmark studies, review available standards (UN Sustainable Development Goals (SDG)) and we revise our sustainability matters if necessary.

We leveraged key internal due diligence aspects to be as complete as possible in our exercise. Although we do not currently have a dedicated sustainability due diligence process aligned with the UN Guiding Principles on Business and Human Rights or the Organisation for Economic Co-operation and Development (OECD) Guidelines for Multinational Enterprises, we plan to align with the upcoming Corporate Sustainability Due Diligence Directive.

Our Double Materiality exercise follows the same scope as defined in "Scope and Boundaries". To prevent any inconsistencies in prioritizing specific matters, we coordinate with our local representatives to identify potential issues.

In parallel, we engage with affected stakeholders through our value chain (see stakeholders §) to identify topics relevant to Tessenderlo Group operations. The sample represents a selection of Customers, Suppliers, Employees, Community members, Sustainability Experts, Business leaders in an equivalent proportion of Internal and External representatives. Based on their feedback we reviewed our list of sustainability matters and identified matters relevant to perform our Impact, Risks and Opportunities (IRO) analysis.

Finally, we define criteria and thresholds for both Impact Materiality and Financial Materiality prior to collecting the data.

Criteria & Scoring:

Stakeholders selection:

While we engage with various stakeholder groups as described in the "Stakeholder Engagement Matrix," we identify key stakeholders—both external and internal—who must be reached for our Double Materiality Assessment process.

External Stakeholders:

We base our selection on the value chain of each business (see Value Chain Schematics Page 26), identifying the main inflows and outflows. From those main flows, top customers and suppliers per segment and category, are considered key stakeholders. Local representatives complete this list of key stakeholders and ESG external consultants currently engaged with us provide valuable input.

Internal Stakeholders:

All Executives and decisional representatives were considered as key stakeholders:

- Board Members
- ExCom
- Various leadership levels

Additionally, all ESG experts and experts roles in Legal, Sales, Procurement, HR are also considered as key stakeholders.

Financial Materiality:

Referring to ESRS 1 recommendations, Risks and Opportunities where a Financial impact from environmental, social and governance have been identified, are evaluated under 2 aspects:

- Magnitude of the financial effects
- Likelihood

Impact Materiality:

Referring to ESRS 1 recommendations, Impact materiality are evaluated under the following aspects:

For Positive Impacts:

- Scale
- Scope
- Likelihood (for potential impacts)

For Negative impacts:

- Scale
- Scope
- Irremediable Character
- Likelihood (for potential impacts)

Different thresholds are applied based on whether we are assessing an impact, a risk, or an opportunity. We evaluate all criteria that exceed the median value while considering their combined effects. In our framework, an Impact, Risk, or Opportunity (IRO) is deemed material if:

- For an actual impact, it reaches the highest scale level or scores highly across several criteria, and
- For a potential impact, risk, or opportunity, its likelihood is above the median threshold.

Please note that thresholds and criteria may be revised as governments and regulatory bodies update their guidance. Our team of experts conducts the scoring process using both qualitative and quantitative data from internal and external sources.

Time Frame

The time frame table defined below which aligns with the one used in our Enterprise Risks Management exercise serves to identify whether the effect of a risk or opportunity is punctual or may need specific attention over a longer period or time.

Time Horizons for Risks and Opportunity within Double Materiality	Description
Short term	0-5 years
Medium term	5 years - 10 years
Long term	More than 10 years

STEP 2 - IMPACT, RISKS AND OPPORTUNITY IDENTIFICATION:

In the second step, integrating insights from stakeholders, ERM assessment, internal and external documents, our team of experts identifies a longlist of Impacts, Risks and Opportunities (IRO). These IRO are systematically mapped to the ESRS Topics (ESRS 1 AR §16). This approach guarantees a structured and transparent basis for the subsequent double materiality exercise performed in step 3.

Actions:

To develop a robust longlist of relevant IROs, multiple data sources are used:

Stakeholder engagement:
The surveys and interviews conducted in step 1 provide insights into priorities from stakeholders that could be perceived as either impacts, or risks or opportunities.

Enterprise Risk Management output:
Our Enterprise Risk Management (ERM) assessment helps identify strategically significant risks. Risks are mapped to the sustainability matters defined in ESRS 1 AR 16. This approach allows us to assign a specific risk identifier to each topic, subtopic, and sub-subtopic. By applying our established criteria and thresholds, we then determine whether a Risk qualified as material within our double materiality framework. For further information on ERM, please refer to (page 74).

Documents and data review:
Internal reports, performance data related to ESG topics are also analyzed including annual reports, environmental impact studies and compliance assessments.

Peer & Scientific review Benchmarking:
Peer reviews are conducted to compare material sustainability topics identified within our sectors. Scientific reviews are also analyzed to integrate commonly known impacts across environmental social and governance dimensions such as the Intergovernmental Panel on Climate Change (IPCC) 2023 synthesis report.

Expert Judgment:
A team of internal experts with expertise in Sustainability, Risk management, Finance and Business Transformation performs a comprehensive analysis of all the above inputs. This interdisciplinary team facilitates the identification and consolidation of the IROs with special focus on those applicable to specific business units or regions, ensuring proper analysis and avoiding missing any IROs potentially material at a more granular level.

IRO's identified are then categorized under the ESRS structure which includes topics, subtopics, and sub-subtopics.

Impact Identification:

Our process for identifying impacts integrates multiple sources to ensure a comprehensive evaluation. We incorporate stakeholder engagement, scientific reviews, expert judgment, and peer reviews. Additionally, we analyze internal documents such as our global carbon footprint assessments, value chain analyses, and product information. This approach helps us capture both positive and negative impacts related to our operations.

Risk & Opportunities Identification:

For risks and opportunities, we rely on our Enterprise Risk Management (ERM) framework, complemented by insights from stakeholder engagement, expert judgment, and peer reviews. We further support this process by analyzing internal data using available metrics, employee surveys, and feedback from our speak-up tool. This integrated approach enables us to systematically identify and prioritize risks and opportunities within our sustainability strategy.

STEP 3 – IMPACT, RISK AND OPPORTUNITY ASSESSMENT:

In the third step, the expert team further reviews each IRO in both Impact Materiality and Financial materiality dimensions, and identify topics material for our company. Material topics are then reported and more importantly defines our priorities on the short, medium and long term sustainability strategy.

2.3.1 Actions:

Criteria and thresholds defined in step 1 are applied to the list of IROs to determine materiality with each criteria evaluated using both qualitative and quantitative data from Step 2.

Once the shortlist of material IRO's drafted, the team validates the aggregated results and arising topics with the management.

We also assess whether any ongoing or future actions to address IRO in relation to a sustainability matter leads to negative impacts or risks in relation to another sustainability matter. We did not identify such cases for 2025.

Non-Material topics:

Sustainability topics that do not reach our thresholds set for Impact Materiality, Financial Materiality or both are considered non-material. As such they are considered as non-material. However, our Double Materiality is subject to revision and a non-material topic in the current assessment may arise as one in the future. We keep a constant monitoring of the non-material topics, although not described in this report, in order to prepare for such eventuality. You may find additional information on Non-Material topics in the Step 4 Report.

STEP 4 – REPORT:

The Materiality assessment process and its outcome will be reported in the sustainability report. In this step, we provide further information based on IRO assessment for material and non-material topics.

Below table classifies the ESRS topics based on the results:

	Environment	Social	Government
Material topics	• Climate change adaptation • Climate change mitigation • Energy • Pollution of Air • Pollution of Water • Substances of concerns and very high concerns • Resources inflows • Resources outflows	• Working conditions • Equal treatments and opportunities • Other work related rights	• Corporate Culture • Protection of Whistle-blowers • Corruption and Bribery
Non-Material topics	• Pollution of living organisms • Water • Marine resources • Biodiversity • Pollution of Soil • Waste	• Workers in value chain • Communities economic, social and cultural rights • Communities civil and political rights • Rights of indigenous peoples • Information related impacts for consumers • Personal safety of consumers • Social inclusion of consumers	• Animal welfare • Political engagement • Management of relationships with suppliers

Topics (Code)	Topics (Name)	Subtopics (Code)	Subtopics (Name)	IRO	Definition	Potential or actual	Negative or Positive	Time Horizon	Downstream	Own operation	Upstream
E1	Climate change	E1-1	Climate change adaptation	Impact	Greenhouse gas (GHG) emissions contribute to global warming, leading to a variety of impacts such as flooding, droughts, and other extreme weather events	Actual	Negative		Yes	Yes	Yes
				Impact	Uncontrolled rejection of substances participating to pollution	Actual	Negative		Yes	Yes	Yes
				Risk	Physical Risk: Climate change impact on business, Risk of worsening climate events on business activities			Long term	Yes	Yes	Yes
		E1-2	Climate change mitigation	Impact	GHG emissions contribute to global warming, leading to a variety of impacts such as flooding, droughts, and other extreme weather events	Actual	Negative		Yes	Yes	Yes
				Opportunity	Accelerated market leadership, increased tender eligibility, and capture demand growth for sustainability-focused solutions			Short/mid term	Yes	Yes	No
				Risk	Transitional Risk: Stricter regulations on climate mitigation may have an impact on profitability •			Medium term	No	Yes	No
				Risk	Transitional risk: Cost of decarbonization impacting profitability			Medium term	No	Yes	Yes
		E1-3	Energy	Risk	Transitional risk: Cost of decarbonization impacting profitability			Medium term	No	Yes	Yes
E2	Pollution	E2-1	Pollution of air	Impact	Generation of substance of concerns from production •	Actual	Negative		No	Yes	No
				Impact	Uncontrolled rejection of substances participating to pollution	Actual	Negative		Yes	Yes	Yes
		E2-2	Pollution of water	Impact	Uncontrolled rejection of substances participating to pollution	Actual	Negative		Yes	Yes	Yes
		E2-5	Substances of concern	Impact	Generation of substance of concerns from production •	Actual	Negative		No	Yes	No
		E2-6	Substances of very high concern	Impact	Generation of substance of concerns from production •	Actual	Negative		No	Yes	No
E5	Circular economy and Resource use	E5-1	Resources inflows, including resource use	Impact	Valorizing waste side stream from other industries reduce resource depletion	Actual	Positive		No	Yes	Yes
				Risk	Climate change impact on business, Risk of worsening climate events on business activities			Long term	Yes	Yes	Yes
				Risk	Reliance on by-products from industries poses supply chain vulnerability as some markets are declining driven by changing habits, new regulations			Long-term	Yes	Yes	Yes

Specific Disaggregation: • Agro+ & Kuhlmann Europe | • Tessenderlo Kerley Ham | • Kuhlmann Europe | • Agro+

		E5-2	Resource outflows related to products and services	Impact	Production of essential products for water treatment, ensuring access to clean water in dense area (cities) •	Actual	Positive		Yes	No	No
				Impact	Using liquid fertilizers can increase precision farming which in turns reduces pollution •	Potential	Positive	Mid term	Yes	No	No
G1	Business conduct	G1-1	Corporate culture	Impact	Experienced and skilled board members capable to address sustainability challenges, enhance corporate governance and align strategies with stakeholder expectation on esg topics	Actual	Positive		No	Yes	No
				Risk	Business risk: The risk that your overall business strategy and plan will be ineffective (e.g. will fail to meet revenue targets)			Long term	No	Yes	No
				Risk	Risk of high legal fees in case of corruption or competition law breach			Short term	No	Yes	No
				Risk	Risk that our current way of working is not adapted to newer generation, inducing lower attractiveness			Medium term	No	Yes	No
				Risk	Stricter regulations on climate mitigation may have an impact on profitability •			Medium term	No	Yes	No
		G1-2	Protection of whistle-blowers	Opportunity	Better reporting and policies on whistleblowing unethical practices or working conditions helps to have a sane working environment			Short term	Yes	Yes	Yes
				Risk	Reputational risk: Failure to protect whistleblowers from reporting misconduct			Short term	Yes	Yes	Yes
		G1-6	Corruption and bribery	Risk	Reputational damage caused by unethical practices or corruption, affecting societal trust			Medium term	No	Yes	No
				Risk	Risk of high legal fees in case of corruption or competition law breach			Short term	No	Yes	No
S1	Own workforce	S1-1	Working conditions	Risk	Risk of fatal or life altering accidents at production sites			Short term	No	Yes	No
				Risk	Risk that our current way of working is not adapted to newer generation, inducing lower attractiveness			Medium term	No	Yes	No
		S1-2	Equal treatment and opportunities for all	Opportunity	Better reporting and policies on whistleblowing unethical practices or working conditions helps to have a sane working environment			Short term	Yes	Yes	Yes
				Opportunity	Increasing diversity improve business results			Short term	No	Yes	No
				Risk	Reputational risk: Failure to protect whistleblowers from reporting misconduct			Short term	Yes	Yes	Yes

Specific Disaggregation: • Agro+ & Kuhlmann Europe | • Tessenderlo Kerley Ham | • Kuhlmann Europe | • Agro+

Deep Dive into Topical Double Materiality Assessment Methodology

Environment:

Aligned with our strategic Double Materiality Assessment (DMA) framework, our environmental specialists evaluated our diverse business operations, including upstream and downstream activities.

Their examination focusses on locations where environmental risks and opportunities are more likely to occur. Replace with: In order to effectively assess each IRO, they combined qualitative insights and quantitative metrics derived from:

- ESG Tool
- Regulatory Framework
- Mandatory reporting
- Internal Stakeholder involvement
- Extensive studies

Collaborations with external subject matter experts further enhance our capabilities, whether through the development of specialized instruments or targeted research initiatives. This combination of internal information with external expertise reinforces our decision-making process for IRO scoring.

Our assessment incorporates the deployment of our ESG data management system, which aggregates inputs from all our entities and computes our carbon footprint (ESRS E1). In parallel, comprehensive analysis, conducted either internally or alongside third-party consultants (ESRS E3 & ESRS E4) following methodologies such as the Taskforce on Nature-related Financial Disclosures (TNFD) & LEAP (Locate, Evaluate, Assess, and Prepare) were undertaken. When appropriate, we also refer to external regulatory frameworks, such as the “EU Waste Hierarchy” for resource efficiency and circular economy considerations such as impacts of our products and business model (ESRS E5), European Pollutant Release and Transfer Register (E-PRTR) and local regulation on pollution limits at production sites (ESRS E2). Moreover, our Enterprise Risk Management report and sustainability performance achievements provide additional context to our evaluations.

In accordance with our DMA framework, the following environmental topics have been classified as non-material:

E3 – Water:

Water and marine resources have been assessed as non-material for our organization based on an internal comprehensive analysis. The assessment was conducted using an internally developed methodology and did not rely on a specific international standard. The organization does not use marine resources, and no discharges occur into oceans. Water used and generated through operations is managed responsibly. Robust processes are in place to treat water before it is safely discharged back into the environment. Any potential pollution related to water management activities is addressed under ESRS E2 – Pollution.

E4-Biodiversity:

Following a comprehensive study on biodiversity impacts, we have determined that biodiversity is not a material topic for our organization. Our methodology relied on the ENCORE tool (Exploring Natural Capital Oporunities, Risks and Exposure) and alignement with the TNFD

LEAP methodology. The study concluded that our existing measures have effectively minimized any significant biodiversity impacts within a radius of 2km around our operation sites. While the study provided recommendations for further improvement and proposed KPI's, these are deemed opportunities for refinement rather than indicators of materiality. We will continue to monitor and reassess biodiversity impacts periodically to ensure alignment with evolving sustainability expectations.

Social:

Our social evaluation involved the conduct of desktop analysis, enriched by internal policies, survey data, regulatory requirements, and dedicated tools (including our whistleblowing platform and our learning management system). This review screened impacts across our internal operations and was extended throughout our value chain, considering both product-related implications and business relationships. Based on this analysis and our established scoring criteria for social matters, the following topics have been deemed non-material:

S2 – Workers in the Value Chain:

We ensure that all workers in our value chain, including through suppliers and contractors, are treated according to internationally recognized labour standards and our own ethical guidelines (Code of Conduct & Supplier Code of Conduct). While no significant risks or violations have been identified, we are committed to further deepening our understanding of this topic in the next years. Additionally, more than 75% of our suppliers have signed our Code of Conduct or shared the same values in their own Code of Conduct.

S3-Affected Communities:

Our operations do not pose significant social, economic, or environmental impacts or risks on local communities' well-being. Any minor issues identified are being addressed through ongoing engagement and responsible operational practices. As such, there are no material risks or impacts from our activities that require disclosure under this topic.

S4- Consumers and end users:

We fully comply with relevant consumer protection laws and regulations, ensuring the safety quality and transparency of our products. No significant risks or consumer-related issues have been identified in our operations, and we continuously monitor and maintain strong consumer protection practices. Given the current level of compliance and low risk, this topic is not considered material at this time.

Governance:

Our governance assessment—focusing on business conduct—was executed through comprehensive desktop analysis guided by our Code of Conduct, internal policies, established grievance channels, and applicable regulations. This evaluation encompassed both our internal practices and the broader activities of our value chain, with specific attention to subtopics under G1-Business Conduct. Accordingly, the following subtopics have been identified as non-material:

ESRS G1-2 Management of suppliers:

We maintain strong, transparent relationships with our suppliers, ensuring compliance with our ethical standards and procurement guidelines. While no material risks have been identified, we recognize the importance of further enhancing these relationships. As part of our continuous

improvement efforts, we plan to deepen our focus on this topic in the coming years to ensure even stronger, more sustainable supplier engagement.

ESRS G1-5 Political Engagement:

We do not engage in political lobbying or influence. As result we do not consider this subtopic relevant for our organization.

STAKEHOLDER ENGAGEMENT

Ongoing dialogue with our key stakeholders is essential to fostering trust, strengthening transparency, and supporting sustainable, long-term relationships. Through regular engagement, we gain valuable insights into the needs, concerns, and perspectives of those who impact, or are impacted by, our activities. At Tessenderlo Group, stakeholder engagement is a fundamental element of our approach to responsible business and supports informed decision-making, as well as the timely identification of risks and opportunities.

To ensure alignment with stakeholder priorities, we engage with a broad range of stakeholder groups throughout the year using multiple channels, including direct interactions, surveys and interviews, as well as participation in meetings and events.

As part of our double materiality assessment, we conducted a stakeholder survey in 2025 to validate our identified material topics. Further details on the outcome of this process are provided in the Double Materiality section of the Sustainability part of this report (Page 100).

In addition to direct engagement, we continuously assess the effectiveness of our digital communication channels by tracking readership metrics and stakeholder feedback across both internal and external platforms. These insights allow us to adjust our communication approach as needed and remain attentive to stakeholder expectations. Through this continuous engagement process, we aim to reinforce accountability and drive ongoing improvement across Tessenderlo Group.

2025 RECURRING TOPICS

Who do we engage with	Why do we engage?	How do we engage?	Recurring topics in 2025
Customers	Industrial customers are no longer just buying equipment, they are buying outcomes: sustainability performance, digital service capabilities, lower operating costs, and long-term value.	One-on-one meetings, customer events, training sessions, trade fairs, online activities and campaigns (advertising, press, and social media), customer satisfaction surveys, etc.	Products and services, pricing, delivery and quality performance, product safety, sustainability progress (including carbon footprints and CSRD preparations), global crises and their potential impacts on our operations and logistics, restructuring and organizational changes.
Employees	Employee engagement is essential to building a motivated, committed workforce. By listening to employees, we strengthen trust, encourage collaboration, and foster a positive workplace culture. Effective engagement also supports early identification of issues, drives continuous improvement, and contributes to long-term business success.	Engagement survey, town hall meetings and calls, regular meetings with works councils, the performance review process, regular training sessions and awareness programs, regular team meetings, social events, internal communication channels, etc.	Business and company performance, job security, safety and well-being at work, transformational leadership and strategy, sustainability progress, organizational changes, the use of AI in daily work, training and development.

Suppliers	Engaging with suppliers is vital for building strong, long-term partnerships that benefit both parties. When businesses maintain open, transparent, and collaborative communication with their suppliers, it fosters trust and reliability. This can lead to better terms, more consistent product quality, and the ability to respond quickly to changing needs or market conditions. Engaging suppliers also encourages innovation.	On-site meetings, emails, phone calls, vendor visits, direct dialogue and evaluation meetings.	Product/service information, pricing, value chain resilience in a volatile world, upcoming regulations and impacts, collaboration opportunities, security of supply.
Local communities	As an integral part of the local communities in which we are embedded, we want to contribute to making them sustainably good places to live. We engage to understand local needs and concerns, ensure safety, and minimize inconveniences.	Meetings with local stakeholders (local policymakers, neighbour-hood , etc.). Websites of our BU's, social media channels, annual reports, PR, etc.	A broad range of local topics depending on region, activity, and current affairs.
Academia, Research & development	To break new ground with regard to product and process innovation, we partner with academic institutions around the world. We look to them for support and guidance in innovation and seek objective, science-based feedback from them.	Collaborations, research, scientific agricultural field trials, publications, lectures and training sessions, company visits, trainee programs and internships, thesis collaborations, networking, etc.	Sustainability properties of certain products, product improvements, process optimizations.
Regulators, Policymakers	To meet increasingly complex regulations relating to our company, products and processes.	Engagement through industry associations and topic specialists.	CSRD Omnibus, CSDDD, packaging regulation
Shareholders, Financial institutions	Demonstrating transparency towards our shareholders and keeping them informed is essential to ensuring long-term shareholder engagement.	Regulated reporting, press releases, conference calls, annual shareholder meetings, half year and annual report incl. live webinar.	Key topics include business and company performance (finance and non-finance) and regulated reporting on shareholder structure and the repurchase of shares, regulated disclosures, leadership changes, mergers and acquisitions, large investments,…

ESRS E1 CLIMATE

IMPACTS, RISKS AND OPPORTUNITIES

Impacts, Risks and Opportunities identified for E1-Climate are derived from scientific reports (IPCC report), the results of our GHG emissions and our ERM exercise conducted using the AXA Altitude platform. More information on the Climate Risk exercise is available page 87.

CLIMATE POLICY

As reported last year, the Group plans to develop a comprehensive environmental policy in 2026, which will outline our approach to managing key environmental topics that are included in our annual reporting. The policy will be designed to align with evolving regulations and our identified materiality topics, while also taking into account regional differences in legislation, cultural contexts, and the specific needs of our business units outside Europe.

We aim to finalize and formally adopt this global climate and environmental policy by the end of 2026. In the meantime, even in the absence of a unified global policy, the Group remains committed to actively mitigating the environmental impacts of our operations and advancing sustainability across all areas of our business.

DECARBONISATION ROADMAP: TARGET SETTING AND METRICS

As a responsible and forward-looking organization, we recognize the urgency of addressing climate change and aligning with global decarbonization goals. We manage this through a dynamic decarbonization roadmap and project pipeline, which helps prioritize initiatives and guide decisions in an ever-changing environment. While we do not yet have consolidated targets for climate adaptation or energy efficiency, several Business Units have established their own BU-specific objectives, but we do not have a consolidated target for those areas.

SCOPE 1 AND SCOPE 2 SCIENCE-BASED EMISSIONS REDUCTION TARGET

The Group has established a near-term greenhouse gas (GHG) emissions reduction target for Scope 1 and Scope 2 emissions, developed in accordance with science-based target-setting principles. While we are inspired by the Science-Based Targets initiative (SBTi) and its commitment to aligning with climate science, we have chosen not to use the SBTi platform due to the diversity of our activities and the evolving sector-specific methodologies which still brings a lot of unclarities. Instead, we used SBTi principles to guide our strategy to set targets that are ambitious, realistic and aligned with industry benchmarks.

The target was informed by an assessment of emissions reduction opportunities across the Group's segments and production plants. A longlist of potential abatement initiatives was identified and evaluated based on technical feasibility, implementation readiness, cost-effectiveness, emissions reduction potential, and alignment with the Group's business strategy. Based on this assessment, a set of feasible measures was selected and modelled through multiple emissions reduction scenarios to assess alternative decarbonization pathways and associated impacts.

Based on the results of this analysis, the Group established a reduction pathway that is conservative but credible and achievable. To limit uncertainty and ensure target robustness, the target does not rely on the deployment of new or unproven technologies or investments that are too costly in this moment in time.

The Group initially committed to reducing absolute Scope 1 and Scope 2 GHG emissions by 30% by 2030 from a 2020 base year. Due to the accelerated implementation of emissions reduction measures, we reached 27,8% in 2025 and are expected to reach the 30% already in 2026, four years ahead of schedule. In response to this progress, the Board of Directors approved a strengthened target in October 2025, committing the Group to reduce absolute Scope 1 and Scope 2 GHG emissions by 35% by 2030, using the same 2020 base year.

The majority of the emissions reductions (approximately 93%) are expected to be achieved through Scope 1 emissions reductions, with the remaining 7% achieved through Scope 2 emissions reductions, calculated using the market-based method, in accordance with the GHG Protocol Scope 2 Guidance.

Our objective is to achieve our decarbonization targets by 2030, with a full review scheduled by 2027 to evaluate opportunities to further refine or enhance these targets. These actions encompass all of our plants across Business Units, with a primary focus on Scope 1 and Scope 2 emissions.

The year 2020 was selected as the base year as it represents the most recent year for which complete and reliable GHG emissions data were available across the Group's operations. Where data gaps existed, conservative extrapolation methodologies were applied to ensure a complete and representative emissions inventory. The organizational and operational boundaries of the GHG inventory are described in detail in the Scope and Boundaries section of the Appendix (page 294).

The strengthened target is aligned with a decarbonization pathway consistent with limiting global temperature increase to well below 2°C, based on science-based pathway assumptions and SBTi methodologies, and consistent with the ambition of the Paris Agreement. Such pathways are commonly associated with indicative average annual linear reduction rates of around 2.5%. Based on the Group's strengthened target, the implied average annual reduction rate is approximately 3.5%, reflecting a higher level of ambition within a well-below 2°C-aligned pathway. While the current target does not yet meet the ambition of a 1.5°C-aligned pathway, the Group recognizes the importance of progressively increasing ambition over time.

Progress against the target will be monitored annually, and the target will be reviewed periodically. Subject to financial performance, technological developments, and data quality improvements, the Group intends to further enhance its emissions reduction ambition, with the objective of aligning future targets with a 1.5°C pathway, in accordance with Science Based Targets initiative (SBTi) criteria.

The strengthened Scope 1 and Scope 2 emissions reduction target is integrated into the Group's governance and risk management framework and is overseen by the Board of Directors. The Group confirms that it is not excluded from EU Paris-Aligned Benchmarks by any benchmark administrator.

KEY ACTIONS OF OUR DECARBONIZATION STRATEGY

1. Transition to Green Energy : Increase investments in renewable energy and source a higher share of green electricity in the different Business Units.
2. Alternative Energy for Production: Explore and integrate lower-carbon technologies, including hydrogen, biofuels, and electrification, where feasible and affordable.
3. Sustainable Operations & Efficiency : Invest in energy efficiency, emissions reduction, and process optimization across operations, guided by lean manufacturing and data-driven insights.
4. Fossil-Intensive Processes: Gradually reduce reliance on fossil-intensive processes as market demand shifts and low-carbon alternatives become available.
5. Stakeholder Engagement: Collaborate with value chain partners, develop innovative sustainability solutions, and maintain transparent reporting to build trust and support future Scope 3 target setting.
6. Product Innovation: Continue to improve product design and processes to reduce energy use, increase efficiency, and minimize environmental impacts across our portfolio.

ACHIEVED ACTIONS IN 2025

In 2025, we continued to make tangible progress in reducing greenhouse gas (GHG) emissions across our operations, focusing on transport, energy sourcing, and the transition to lower-carbon and renewable fuel solutions. These actions support our long-term decarbonisation pathway and demonstrate our commitment to operational climate responsibility.

LOWER-CARBON TRANSPORT

Reducing emissions from logistics remains a priority within our Scope 1 and Scope 3 footprint.

- DYKA Group further expanded electric transport operations in 2025. Electric truck transport continued between the production site in Steenwijk (NL) and its branch network, including deliveries to construction sites in Amsterdam. This initiative contributes to lowering direct and indirect transport emissions in our Dutch operations.
- Our fertilizer plant in Ham (BE) introduced low-carbon truck transport solutions between the Ham facility and its bagging operations. The fleet now combines electric vehicles and biofuel-powered trucks, reducing fossil fuel dependency and transport-related GHG emissions.

These initiatives reflect our ongoing strategy to electrify logistics where feasible and integrate lower-carbon fuels into our supply chain.

PURCHASE OF GREEN ENERGY

Transitioning to renewable electricity is a key lever in reducing Scope 2 emissions.

- In 2025, DYKA Group sourced 100% green electricity through Guarantees of Origin (GOs), ensuring that all purchased electricity is matched with certified renewable generation.
- Akiolis also started with the procurement of renewable electricity during the year through Guarantees of Origin (GOs).

This shift supports our ambition to progressively decarbonise electricity consumption across all operations.

ALTERNATIVE AND RENEWABLE FUEL SOURCES

We continued investing in structural solutions that enable a long-term reduction of fossil fuel use in energy-intensive processes.

- Commissioning was completed in 2025 for the co-generation biomass plant at Saint Langis (FR) for our Akiolis Business Unit. This installation will replace fossil-based energy with renewable biomass and is expected to deliver significant GHG emission reductions starting in 2026.
- The Kerley fertilizer plant in Ham (BE) continued implementing its fuel-to-gas conversion process, enabling a switch to lower-carbon fuels for furnaces used in the production of sulphate of potash (SOP).

In parallel:

- The design of a first electrical furnace has been completed to assess the financial and technical feasibility of future electrification.
- A comprehensive feasibility study was conducted to evaluate options to further reduce emissions

These measures demonstrate our commitment to exploring both incremental improvements and transformational technologies to decarbonise energy-intensive manufacturing processes.

PRODUCT INNOVATION – DOWNSTREAM CLIMATE IMPACT (SCOPE 3)

In addition to operational improvements, we advanced product innovations that contribute to emission reductions in the use phase and further down the agricultural value chain.

- Picanol launched the new generation OmniPlus-i Connect airjet weaving machine featuring the innovative EcoBoost functionality. This development significantly reduces the energy consumption of weaving machines through a complete redesign and optimisation of key machine components. The EcoBoost feature enables energy savings of up to 1.5 kW per machine, representing a substantial reduction in electricity use for customers. This innovation supports both sustainability ambitions and cost efficiency, and contributes to lower Scope 3 emissions in the use phase of our equipment.
- Our fertilizer business obtained homologation from the French government confirming that Thiosul fertilizer also functions as a nitrification inhibitor. By slowing down the conversion of ammonium into nitrate, Thiosul helps reduce nitrogen losses to the environment. We are continuing research and field trials and actively promoting its use to prevent nitrogen losses.

DECARBONIZATION PROGRESS VERSUS 2020 BASELINE

In line with our climate transition roadmap, we monitor structural greenhouse gas (GHG) emission reductions against our 2020 baseline. These reductions reflect permanent improvements resulting from technological upgrades, energy transition measures, process optimisation, and efficiency projects across our operations.

So the progress described in this section represents structural emission reductions compared to the 2020 baseline. It does not include temporary or economically driven emission fluctuations, such as reduced production volumes or macroeconomic slowdowns. Those effects are captured separately in our annual Corporate Carbon Footprint section, which evaluates year-by-year performance including the impact of economic activity.

2024 PERFORMANCE

In 2024, we achieved a 6.64% reduction in GHG emissions compared to the 2020 baseline. This brought our accumulated structural reduction to 20.63% versus 2020.

2025 PERFORMANCE

In 2025, we continued our decarbonisation efforts, achieving an additional 7.07% structural reduction versus the 2020 baseline. As a result, our total accumulated structural reduction reached 27.7% compared to 2020.

OUTLOOK AND TARGET AMBITION

As outlined in the previous section, we expect to reach approximately 30% structural emission reduction versus the 2020 baseline by next year. Given the accelerated progress achieved to date, we have sharpened our 2030 ambition from our previous trajectory to a 35% scope 1 & 2 reduction target by 2030.

A detailed breakdown of the results per scope and business unit is provided in the tables below.

	2020	2024	2025	2030*
Total CO2 scope 1 & 2 (tCO2 eq)	1,436,307	1,140,009	1,038,378	933,599
Reduction by year	0	-6.64%	-7.07%	-7.60%
Reduction in total (%) accum	0%	-20.63%	-27.70%	-35.00%

Breakdown of the -6,64% in 2024		tCO2eq	%
	Increase due to growth	300	0.02%
	Transition to green energy (75% Dyka GOs 2024)	-17240.05	-1.20%
	PV projects	-460	-0.032%
	Various projects in our production plants	-9272	-0.65%
	Reduced capacities	-2986.5	-0.21%
	T-Power reduced capacity	-65722	-4.58%
	Total		**-6.64%**

Breakdown of the -7,07% in 2025		tCO2eq	%
	Increase due to growth	3230	0.22%
	Transition to green energy (100% Dyka GOs 2025)	-22,761.44	-1.58%
	PV projects	-37	-0.003%
	Various projects in our production plants	-6361	-0.44%
	Reduced capacities	-9908	-0.69%
	T-Power reduced capacity	-65722	-4.58%
	Total		**-7.07%**

Breakdown of the 7,6% up to 2030		tCO2eq	%
	Increase due to growth		0.30%
	Transition to green energy		-1.50%
	PV/Wind projects		-0.50%
	Various projects in our production plants		-0.50%
	Further reduced capacities		-0.70%
	T-Power reduced capacity		-4.70%
	Total		**-7.60%**

The tCO_2eq associated with the 100% GOs has been determined using the emission factors of the respective countries as provided in the ecoinvent v3.8 database

**The 2030 target and related projections presented in this section is a forward-looking statement based on current assumptions, expectations, estimates, and available information at the time of reporting. These statements involve known and unknown risks, uncertainties, and other factors that may cause actual results or outcomes to differ materially from those expressed or implied by such forecasts.*

SCOPE 3 EMISSIONS TARGET

As outlined in our 2024 report, the Group plans to initiate a project in 2026 to develop a Scope 3 greenhouse gas emissions reduction target. Given the diversity of the sectors in which we operate, defining a credible and achievable scope 3 target presents many challenges. Our activities span multiple industries and value chains, which increases the complexity of accurately assessing indirect emissions and identifying appropriate reduction pathways.

To support the development of a robust target, additional data collection will be required, alongside a benchmark study of the various sectors we operate in. This approach will give us a better understanding of emissions sources and decarbonization opportunities within our supply chain and downstream activities.

In parallel, the Group continues to advance sustainability and decarbonization efforts within its product portfolio (see also 2025 actions above). Several of our products already support customers in reducing their environmental footprint. As an initial step toward addressing Scope 3 emissions, we have completed product carbon footprint assessments for a substantial portion of our key business segments, including Agro segment, our Bio-valorisation segment and Industrial Solutions segment (mainly Dyka Product lines). Proferro has also carried out an Environmental Product Declaration (EPD) life cycle assessment for its iron casting products, providing detailed insights into their environmental impacts across the value chain.

Building on this progress, we will continue to enhance our methodologies and engagement efforts, with the objective of defining a robust and realistic Scope 3 emissions reduction target by the end of 2026.

2025 CORPORATE CARBON FOOTPRINT RESULTS

In 2025, the Group's total corporate carbon footprint amounted to 6.5 million tons of CO_2, compared to 6.2 million tons in 2024. This represents an increase of 0.6 million tons, or approximately 4.8% year-on-year. The increase is primarily attributable to higher economic activity across several business segments in 2025.

While total emissions rose compared to the previous year, this development must be assessed in the context of increased production volumes and overall economic growth. Since 2020, the Group has maintained a structurally downward emissions trajectory through efficiency improvements, portfolio adjustments, operational optimization, and the continued implementation of its decarbonization roadmap (see Decarbonization Roadmap section).

In summary, 2025 reflects a year of stronger business performance and higher production activity, resulting in a temporary increase in absolute CO_2 emissions. Nevertheless, the Group remains aligned with its long-term climate strategy and continues to structurally integrate emissions reduction into its operational and strategic decision-making.

SCOPE 1 EMISSIONS

Scope 1 emissions increased by approximately 26.6% compared to 2024. The main driver of this increase was our energy segment, where emissions rose as a result of higher running hours versus the prior year. In 2024, running hours were exceptionally low due to reduced demand. Although utilization increased in 2025, running hours remained below projected capacity requirements based on external studies.

Importantly, CO_2 emissions did not rise proportionally to the increase in running hours. More efficient start-up procedures and optimized plant operations helped limit the relative growth in emissions. This demonstrates continued efforts to enhance operational efficiency, even during periods of higher asset utilization.

SCOPE 2 EMISSIONS

Scope 2 emissions reduced with 15,1% compared to 2024. Although energy consumption increased slightly in line with higher activity levels, this was largely offset by the purchase of additional green electricity and lower-carbon energy sources. Scope 2 emissions are calculated using the market-based approach.

SCOPE 3 EMISSIONS

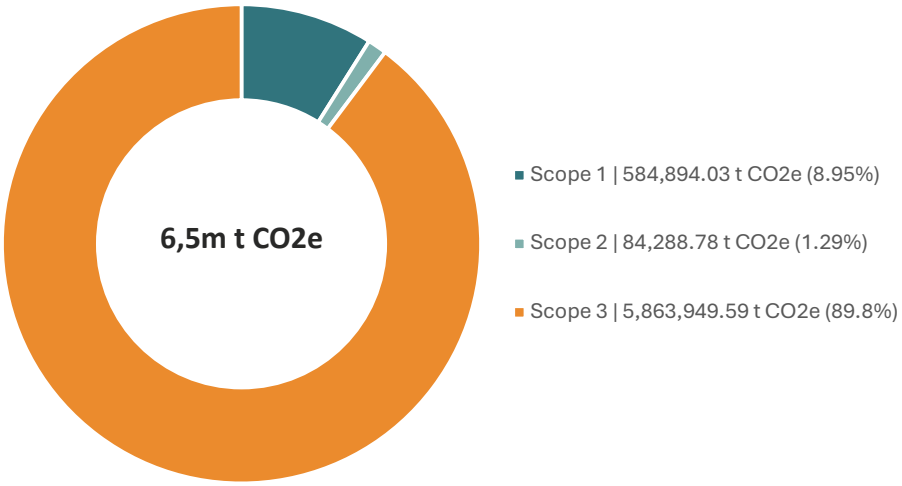
Scope 3 emissions increased by approximately 4.1% compared to 2024.

Our Agro segment also contributed to the overall increase, particularly in the U.S. market. Higher sales volumes led to increased Scope 3.1 emissions, especially related to chemicals procurement. In addition, Scope 3.11 emissions (Use of Sold Products) rose due to increased application of ammonia-based fertilizers. As ammonia production is energy- and carbon-intensive, and its downstream use generates indirect emissions, stronger demand in 2025 had a measurable impact on the Group's overall footprint.

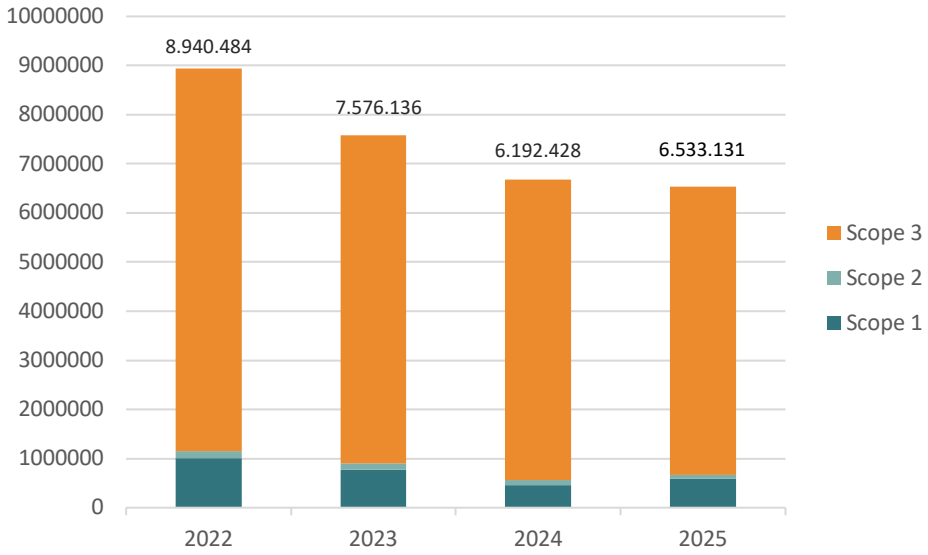
In contrast, our Bio-valorizarion segment recorded lower economic activity in 2025, mainly due to the closure of bone gelatine operations in Treforest and Vilvoorde. These closures resulted in reduced manufacturing output and a corresponding decrease in both operational and upstream emissions, partially offsetting the increases observed in other divisions.

Slight increase in our Machine and Technology segment, Picanol Group sold more weaving machines versus 2024. The emissions from use of sold products rise in line with the annual sales growth, as weaving machines consume electricity during operations over their lifetime. To mitigate this impact, the Picanol Group places strong focus on product development aimed at improving the energy efficiency of its weaving machines, with a continued focus on maximizing output while reducing energy consumption per unit produced.

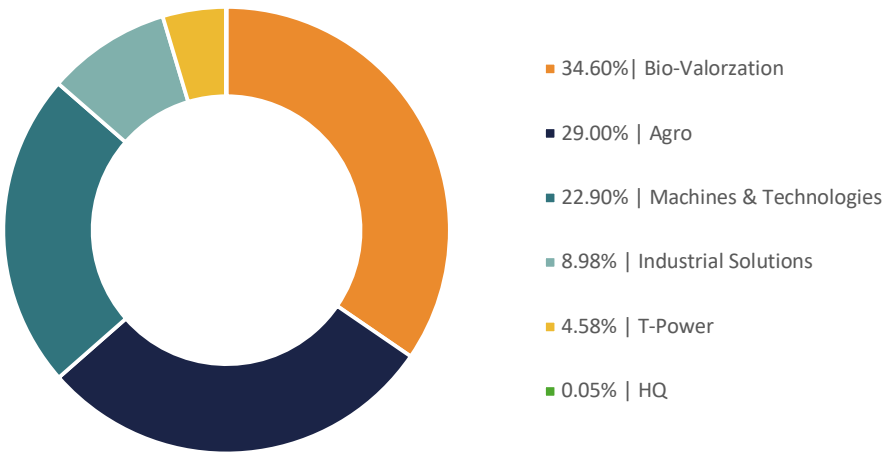
2025 total greenhouse gas emissions by scope



Carbon footprint evolution



2025 carbon footprint per segment



The GHG emission retrospective table can be found on page 299.

E1 - ENERGY CONSUMPTION AND MIX

To conclude our E1 section, please find below our table with the required energy and GHG intensity data points.

Energy consumption and Mix	Unit	2024	2025
Total energy consumption related to own operations	MWh	2,709,060.70	3,521,722.15
Total energy consumption from fossil	MWh	2,280,486.32	3,221,765.27
Total energy consumption from nuclear sources	MWh	150,083.44[3]	136,598.78
Share of energy consumption from nuclear sources in total energy consumption	%	6%[3]	4%
Total renewable energy consumption	MWh	66,627.43	111,576.51
Fuel consumption from renewable sources	MWh	8,428.00	8,178.67
Consumption of purchased or acquired electricity, heat, steam, and cooling from renewable sources	MWh	54,063.00	98,240.37
Consumption of self-generated energy from other non-fuel renewable sources	MWh	-	-
Share of renewable sources in total energy consumption	%	2%[3]	3%
Fuel consumption from coal and coal products	MWh	101,854.03	98,318.12
Fuel consumption from crude oil and petroleum products	MWh	242,395.56	207,219.17
Fuel consumption from natural gas	MWh	1,720,658.42	2,338,853.16
Consumption of purchased or acquired electricity, heat, steam, or cooling from fossil sources	MWh	445,626.34	399,342.57
Share of fossil sources in total energy consumption	%	93%[3]	95%
Non-renewable energy production	MWh	413,881.27	405,249.31
Renewable energy production	MWh	12,564.43	16,558.90
Energy Intensity (1)	MWh/EUR	0.001023	0.001275
Net revenue (2)	EUR	2,647,700,000	2,763,109,847

		Market-based	Location-based
GHG Intensity based on net revenue	**Unit**	**2025**	**2025**
Total GHG Emissions	**metric tonnes of CO2eq/EUR**	**0.002364**	**0.002404**
Gross Scope 1 GHG emissions	**metric tonnes of CO2eq/EUR**	**0.000212**	**0.000212**
Gross Scope 2 GHG emissions	**metric tonnes of CO2eq/EUR**	**0.000031**	**0.000035**
Gross Scope 3 GHG emissions	**metric tonnes of CO2eq/EUR**	**0.002122**	**0.002158**
Net revenue (3)	EUR	*2,763,109,847*	

(1): The high climate impact sectors used to determine the energy intensity are: Energy, Manufacturing, Agriculture, Construction and Food and Beverage
(2): according to consolidated statement page 184
(3) We would like to issue the following updates to our 2024 energy data in the Annual Report. These updates reflect more accurate calculations and improved data verification procedures. See also appendix 2 for detailed explanations.

Location based vs market based

GHG Emissions in tonnes/CO2eq	2025		2024		2023	
	Market-based	Location-based	Market-based	Location-based	Market-based	Location-based
Total GHG Emissions	**6,533,132.40**	**6,643,381.62**	6,192,428.41	6,189,133.31	7,574,112.19	-
Gross Scope 1 GHG emissions	584,894.03	584,894.00	461,939.78	461,939.78	767,946.13	-
Gross Scope 2 GHG emissions	84,288.78	96,487.10	99,364.64	95,710.13	132,467.33	-
Gross Scope 3 GHG emissions	5,863,949.59	5,962,000.52	5,631,123.98	5,631,483.40	6,673,698.73	-

DECARBONIZATION STRATEGY AND GAS POWER PLANT ROLE

As part of our carbonization strategy, we anticipate a shift in our capacity as renewable energy sources continue to expand. Increasing contributions from wind and solar power are expected to reduce the utilisation of our gas power plant, T-Power, over time. This evolution reflects our commitment to lowering fossil fuel dependency and supporting the transition to a low-carbon energy system.

In the short to medium term, T-Power will continue to play an important system-support role. Gas-fired generation provides critical flexibility to the grid, particularly during periods of prolonged low renewable output that cannot be fully addressed by battery storage, such as extended phases of low wind or limited sunlight. In this context, T-Power contributes to security of supply and enables the continued integration of variable renewable energy sources, supporting a stable and reliable energy system throughout the transition.

Looking beyond 2030, the future role of T-Power remains subject to significant uncertainty. The current tolling agreement with RWE expires in the summer of 2026, and the long-term availability, maturity, and economic viability of hydrogen-based solutions are not yet sufficiently developed to enable firm planning assumptions. In addition, emerging demand drivers, such as potential growth in data centre capacity, may further influence future system needs. Given these uncertainties, we have set our current carbonization targets with a time horizon extending to 2030.

We remain fully committed to strengthening our climate strategy over time. As regulatory frameworks, technologies, and market conditions evolve, we will continue to reassess the role of gas-fired generation, refine our targets, and implement additional measures to align our pathway with the Paris Agreement as swiftly and responsibly as possible.

CAPITAL REQUIREMENTS FOR A SUSTAINABLE TRANSITION

Given the diverse structure of our Group, we retain the flexibility to prioritize projects in line with the strategies of our individual business units and our overall financial position.
In determining investment priorities, we also take into account evolving regulatory requirements and the availability of public funding or other financial support mechanisms for sustainable investments.

As a result, both the number and timing of projects may evolve over time. This flexible approach enables us to remain agile and responsive to changing internal and external conditions, while optimizing our sustainability performance and long-term value creation.

In 2024, we estimated that approximately EUR 50 million in capital expenditure (CAPEX) would be required to achieve a 30% emissions reduction target by 2030. During 2024, we invested EUR 46.8 million toward this objective. In 2025, the following CAPEX investments were made in relation to climate mitigation:

2025 CAPEX investments for Climate Mitigation[1]

Catergory	CAPEX (EUR)
Production of heat/cool from bio-energy (biomass)	15.883.854
Electricity generation using solar photovoltaic technology	1.370.444
Installation and operation of electric heat pumps	217.000
Total	**17.471.297**

With these investments, cumulative spending has already exceeded the initially estimated EUR 50 million required to reach the 30% target.

Following a revision of our ambition level, we have increased our Scope 1 and Scope 2 emissions reduction target to 35% by 2030. Based on current assumptions, we estimate total capital requirements of approximately EUR 60 million to achieve this enhanced target. As previously noted, investment needs will be reviewed and reassessed annually, taking into account market developments and broader economic conditions. It should also be noted that certain investments already implemented will only begin to generate measurable impact from 2026 onwards.

In addition to CAPEX, we anticipate ongoing operational expenditure (OPEX) of approximately EUR 1 million per year, primarily related to the purchase of green electricity. No additional headcount is planned; implementation will be managed within the existing CSR and business unit teams.

To strengthen governance and transparency, we have implemented ESG reporting software to improve data collection, calculation, and monitoring processes. In 2026, a dedicated decarbonization roadmap module will be introduced to further enhance target tracking and performance management.

These investments are central to achieving our long-term decarbonization objectives. Climate adaptation investments are managed within our Enterprise Risk Management (ERM) and insurance framework. Further information on climate-related risks is provided in the ERM section and in the climate risk disclosures (see page 87).

For investments in gas-related activities we refer to the segment reporting of T-Power on page 215. We do not have any activities in coal or oil.

[1] *These investments are part of the 2025 Taxonomy report page 162*

E1 CLIMATE DISCLAIMER

- GHG emissions quantification is subject to significant inherent measurement uncertainty because of incomplete scientific knowledge used to determine emissions factors and the values to combine emissions of different gases. Greenhouse gas quantification is also unavoidably subject to significant inherent uncertainty as a result of both scientific and estimation uncertainty. Estimation uncertainty can arise because of:
  - » the inherent uncertainty in quantifying inputs, such as activity data and emission factors, that are used in mathematical models to estimate emissions (measurement uncertainty).
  - » the fact that uncertainty can increase as emission quantities with different levels of measurement and calculation uncertainty are aggregated (aggregation uncertainty). More details on the scope and boundaries of our carbon footprint calculation can be found in our Appendix.
- The 2030 decarbonization targets and related projections presented in this report are forward-looking statements based on current assumptions, expectations, estimates, and available information at the time of reporting. These statements involve known and unknown risks, uncertainties, and other factors that may cause actual results or outcomes to differ materially from those expressed or implied by such forecasts.
- Future performance is influenced by a range of variables, including but not limited to market developments, regulatory changes, technological progress, energy availability and pricing, operational performance, and broader economic conditions. As a result, no assurance can be given that the stated targets or projected outcomes will be achieved within the anticipated timeframe or at all.
- Targets beyond 2030: at this stage, the Group has not set decarbonization targets beyond 2030. Given the significant uncertainties associated with long-term projections, including technological developments, geopolitical dynamics, evolving environmental regulations, and market conditions, we consider it premature to commit to specific long-term targets. We will continue to monitor these factors and may define extended targets in the future when we have greater clarity and confidence in their feasibility.

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ESRS E2 POLLUTION

At Tessenderlo Group, we recognize the crucial importance of preventing and/or controlling pollution to protect the environment and safeguard the health of people, communities, and ecosystems. Although Tessenderlo Group does not currently have a specific consolidated group policy regarding particular sustainability topics, the company is committed to minimizing the impact on air, water, and soil across all its activities and to complying with the strictest regulations at local, national, European, and international levels.

IMPACT, RISKS AND OPPORTUNITIES

As part of our double materiality study on E2 pollution category, we have assessed the environmental impacts and risks associated with various forms of pollution. Based on this analysis, air and water pollution and substances of concern and high concern, have been deemed material due to their significant potential impact and /or risks on both the environment and the health of local communities. However, soil pollution and microplastics have been determined as non-material for our operations, as the associated impacts and risks are very low. This is further supported by the preventive mitigation actions we have already implemented to minimize any potential harm. The collection of data points was performed through our ESG tool, and other regulatory reporting standards. For more detailed information on this assessment, please refer to the double materiality section on page 100 onwards.

POLLUTION POLICY

Tessenderlo Group currently does not have a global policy in place for managing pollution across all its activities, nor the associated measures to achieve policy objectives.

Due to our complex global setup of many different activities and various production processes within Tessenderlo Group, coupled with significant variations in local legislation and regulations, makes it challenging to establish and implement a uniform policy. Within Tessenderlo Group, there are various non-European locations spread across different Business Units. These locations must comply with local regulations and standards, which may require different policy measures for different regions.

Due to the international scope of our activities, it is essential to consider cultural differences and local practices when implementing a policy, which requires additional time.

Despite the absence of a global policy, Tessenderlo Group is committed to preventing potential negative impacts on its environment, mitigating them where necessary, and maximizing the prevention of incidents. Therefore, Tessenderlo Group will develop a formal policy in the near future aimed at identifying, assessing, and managing material impacts, risks, and opportunities related to pollution. The goal is to finalize this policy and the associated measures by the end of 2026, with subsequent implementation across all Business Units of Tessenderlo Group.

ACTIONS FOR POLLUTION PREVENTION AND MITIGATION

For Tessenderlo Group it is very important to comply with all laws and regulations. The “Code of Conduct” describes how it strives to operate in accordance with the company’s ethical, safety and sustainability standards and in full compliance with laws and regulations in all regions where Tessenderlo Group operates. The corporate social responsibility policy helps the company protect the environment with climate-resilient solutions and reduce its impact on the environment and climate, in accordance with all environmental laws. It also encourages

practices such as energy conservation, waste reduction, recycling and optimising resource use. Thus, in recent years, the companies within Tessenderlo Group have taken various measures and allocated resources to control and reduce pollution:

AIR POLLUTION:

To comply with all legislation, measures are taken at various production sites of Tessenderlo Group. The type of measure depends on the type of emission and activity. Installations are used to treat certain air emissions before they are released into the environment. This can include dedusting systems, activated carbon filters and gas scrubbers, for example. In addition, initiatives are also taken to prevent air emissions through process modifications. For example, in the Sulphate of Potash (SOP) production at our TKInt plant in Ham (Belgium), a project is currently in progress to convert existing installations to use a cleaner type of fuel, resulting in lower emissions and higher energy efficiency. At the same plant a new chimney was commissioned in 2025 for the discharge of flue gases from the SOP production. To improve the purification of the flue gases, an additional wet gas scrubber was installed. This wet scrubber ensures further removal of hydrochloric acid (HCl), sulfur trioxide (SO_3) and dust. In this process, the remaining traces of HCl gas are converted into diluted hydrochloric acid, which is then recycled to produce iron chloride and other derivatives. The purified gases are released into the atmosphere via the new metal chimney. The remaining emissions consist mainly of water vapour. This is another excellent example of TKInt's continuous efforts in pollution prevention and sustainable production.

WATER POLLUTION:

The discharge of wastewater is always carried out in a manner that respects legal requirements. Depending on the destination of the water, the wastewater is first treated and purified where necessary before being discharged. The capacity of the receiving waterbody is taken into account, in consultation with the permitting authority. The wastewater treatment techniques used on-site by Tessenderlo Group can be either physico-chemically or biologically. Where possible, the wastewater treatment sludge is reused as a raw material (for example, in agriculture) or used for energy recovery. Additionally, initiatives are taken to use lower quality water or to reuse process waters if the quality requirements allow to do it.

SOIL POLLUTION:

Proactive measures are taken on-site to prevent and remediate soil pollution:

- The condition of all storage tanks is strictly monitored in accordance with applicable legislation. When new storage tanks are installed, it is ensured that the process is carried out in full compliance with the terms of the legislation. If storage tanks are situated in a containment, their floor is inspected regularly. These containments are also connected to the process sewage system to manage any leaks in a controlled way.
- Moreover, our process floors are liquid-proof and fitted with process sewers to prevent any leaks. Waste materials are stored on a paved surface awaiting transport to processors, so there is no contact with the ground.
- The construction and operation of new facilities are guided by the general principle of prevention, with the aim of minimising potential environmental impact from the outset.
- In case of leakage or accidental discharge of substances to soil, sites are prepared to clean them up immediately. The necessary intervention equipment is readily available on site to deal with such incidents quickly.

- Specific to Flanders, periodic soil surveys are carried out at our various production sites in accordance with legislation. If soil contamination is identified, the necessary remediation measures are taken. Historical contamination has already been identified and Tessenderlo Group has made the necessary provisions for further treatment of this historical contamination.

Taking all the above measures into account, we can consider the effects on soil of current business processes of Tessenderlo Group as non-material.

In addition, Tessenderlo Group does undertake actions related to historical contamination not caused by current operations but by historical old processes that today are not active anymore. An example is the remediation of the Winterbeek and Grote Laak (two small rivers in Belgium), where since the start of the project together with the Flemish government approximately 400.000 tonnes of contaminated material is removed and remediated. Another initiative is the remediation of a former wastewater buffer basin at the TKInt site in Ham, which was completed in 2025. This part of the site is now available for further business development.

Soil reporting: As clarified under paragraph Pollution Policy (Page 126), given the preventive measures foreseen, the effects on soil of current business processes of Tessenderlo Group can be considered non-significant. In addition, it is ensured that at each location where Tessenderlo Group operates, the legislative obligations are met. However, these regulations vary greatly from country to country, regardless of the continent. Each country has its specific rules and obligations for soil testing. Globally, it can be stated that Tessenderlo Group nowhere has any obligations to investigate the presence of soil pollution during the execution of its activities. An exception to this is Belgium (Flanders) where, depending on the activity, there is a periodic obligation to do soil surveys. At all other sites it is only required when the activities are stopped or sometimes not at all.

TARGET SETTING AND METRICS:

Besides compliance to local and national regulations and staying within the legal thresholds, Tessenderlo Group has not yet set measurable and result-oriented targets on a global scale. Initially, a global policy will be developed by end of 2026 around material impacts, risks and opportunities related to pollution. Subsequently, the effectiveness of this policy will be monitored across all Tessenderlo Group activities using indicators. To do this, the necessary processes will be implemented so that progress can be measured and evaluated. Given the complex and global diversification of activities within Tessenderlo Group, this will take considerable time. Only once this whole exercise has been completed will Tessenderlo Group be able to set clear global targets and report on the effectiveness of its policy on pollution.

The basis for the reporting of emissions is European Regulation 166/2006 (E-PRTR). Thresholds are specified for each of the pollutants listed therein. In the reported figures for 2024, only the emissions of those parameters for which the E-PRTR thresholds are exceeded are taken into account. The emissions of our non-European sites are also included. An important remark must be made here. Mainly due to the differences in local legislation and standards in all the countries outside the EU where Tessenderlo Group companies are active, it is not straightforward to evaluate emission data against European regulations.

PRTR data (Pollutant Release and Transfer Register)

Measurement Method	ID pollutant	Pollutant Name	Region	Segment	Plant	Values Emission limit Air	Addtional information (completion of EPRTR list) Water	Amount (kg/year) Air	Water
Direct Measurement	6	Ammonia (NH3)	NON-EU	Agro	Tessenderlo Kerley Inc. - Billings	10,000.00		44,912.87	
					Tessenderlo Kerley Inc. - Coffeyville	10,000.00		33,382.59	
					Tessenderlo Kerley Inc. - Ponca City	10,000.00		92,592.28	
					Tessenderlo Kerley Inc. - Wynnewood	10,000.00		14,520.96	
	11	Sulphur oxides (SOx/SO2)	EU	Agro	Tessenderlo Kerley International - Ham	150,000.00		203,542.00	
	12	Total nitrogen	NON-EU	Bio	PB Leiner - Acorizal		50,000.00		52,639.00
	17	Arsenic and compounds (as As) (8)	EU	Agro	Tessenderlo Kerley International - Ham		5.00		55.50
				Industrial solutions	Kuhlmann Europe - Loos		5.00		5.15
	19	Chromium and compounds (as Cr) (8)	NON-EU	Agro	Tessenderlo Kerley Inc. - Carlsbad New Mexico	100.00		221.43	
	22	Nickel and compounds (as Ni) (8)	NON-EU	Agro	Tessenderlo Kerley Inc. - Carlsbad New Mexico	50.00		117.76	
	23	Lead and compounds (as Pb) (8)	EU	Industrial solutions	Kuhlmann Europe - Loos		20.00		83.60
	82	Chlorides (as total Cl)	EU	Bio	PB Leiner - Vilvoorde		2,000,000.00		4,258,724.00
	83	Chlorine and inorganic compounds (as HCl)	EU	Agro	Tessenderlo Kerley International - Ham	10,000.00		15,938.00	
Estimated	13	Total phosphorus	NON-EU	Bio	PB Leiner - Treforest		5,000.00		8,609.55
Periodic Measurements	65	Benzene	EU	Machine & Technology	Picanol Group - Proferro - Ieper	1,000.00		1,565.27	
	71	Naphthalene	EU	Machine & Technology	Picanol Group - Proferro - Ieper	100.00		124.06	
	75	Polycyclic aromatic hydrocarbons (PAHs) (14)	EU	Machine & Technology	Picanol Group - Proferro - Ieper	50.00		98.31	

In 2025, reported ammonia emissions from TKInc's U.S. operations remained broadly consistent with 2024 levels. Heavy metal emissions decreased significantly due to the suspension of welding activities, although nickel and chromium emissions at the Carlsbad, New Mexico facility continue to exceed their respective thresholds.

At the TKInt plant in Ham, water emissions in 2025 were lower than in 2024, reflecting normal operational variations. Fluoride and tetrachloromethane loads remained below their threshold values. Levels of heavy metals (As) — linked to legacy soil contamination rather than production processes — continued to fluctuate, mainly due to measurement variability. Sulphur oxide emissions declined as the site gradually transitioned to cleaner fuels for SOP production and improved the efficiency of sulfuric acid manufacturing.

Within the Picanol Group, the Proferro facility in Ypres showed only minor fluctuations in air emissions. These variations are consistent with periodic measurement cycles and changes in production intensity and remain within expected ranges.

PB Leiner reported substantial reductions in water emissions at its Vilvoorde and Treforest facilities. The end of ossein production in Vilvoorde significantly lowered chloride emissions, while the permanent closure of the Treforest plant led to a marked decrease in phosphorus discharges to the local wastewater treatment plant. Due to this closure of the Treforest plant, emission data for 2025 could not be collected. Consequently, the phosphorus emissions to water for 2025 have been estimated by extrapolating the annual emission figures from 2024,

taking into account the production volume for 2025. It should be noted that this estimation contains a high level of uncertainty due to its reliance on a single monthly sample conducted by the authorities. Concentration of Phosphorus can fluctuate significantly from one sample to another. However, any potential impact is minimized, as the discharged water does not enter surface water but is further treated at the local water treatment facility.

At the Acorizal plant, operational improvements reduced NOx emissions to below threshold levels. The annual water emission of total nitrogen was slightly above the threshold, but overall performance demonstrated continued progress.

At the Kuhlmann plant in Loos, two water emissions of heavy metals exceeded their respective thresholds during 2025. These elevated values were not linked to production activities but stemmed from maintenance work on the sewer system within the water treatment plant

SUBSTANCES OF CONCERN AND VERY HIGH CONCERN:

Tessenderlo Group does not use any substances of concern or very high concern in its production processes. Possibly per- and polyfluoroalkyl substances (PFAS) cannot be ruled out as part of certain components in production plants.

POLYCHLORINATED DIBENZODIOXINS (PCDD) AND HEXACHLOROBENZENE (HCB)

Within the production activities of Tessenderlo Group there are two sites where some substances of concern are related to the production process. During the potassium sulphate production process, an amount of dioxins and hexachlorobenzene (HCB) are unintentionally formed in the reaction chamber of the muffle furnaces and reprocessing furnaces during the chemical conversion reactions. Activated carbon filters are used to maximally remove these components from the process. The quality of the residual gases is closely monitored by carrying out regular measurements. In the past, deposition measurements were also carried out in the vicinity of the production plants. These measurements never showed any elevated values showing that the impact on the environment can be considered very limited. Potassium sulphate is only produced at the Ham production site in Belgium.

At the Picanol site in Ieper scrap material is melted in the furnace of the foundry at high temperatures. During the melting process some PCDD can unintentionally be formed because of small quantities of impurities in the processed scrap material. Therefore the furnace is equipped with an air treatment installation to minimize the PCDD concentration in the residual gases.

Air emissions related to PCDD and HCB for both locations can be summarized for 2025 as follows:

- PCDD: 0,0000211 kg Teq/y
- HCB: 1,9 kg/y

Both parameters remain well below the respective reporting thresholds of 0,0001 kg Teq/y (PCDD) and 10 kg/y (HCB) and are consistent with previous years.

The following methodology and norms are applied to carry out those measurement:

- PCDD: Condensation method following norm NBN/EN 1948-1
- HCB: Ion Chromatography following norm LUC/III/01 derived from NBN/EN 1911

PCDD=Polychlorinated dibenzodioxins
HCB= Hexachlorobenzene

All methodologies and measurements used are performed by laboratories that are officially certified by the authorities.

INTENDED FINANCIAL EFFECTS OF MATERIAL RISKS AND OPPORTUNITIES REGARDING POLLUTION

As indicated earlier in paragraph Actions for pollution prevention and mitigation, it is very important for Tessenderlo Group to comply with laws and regulations. In this respect, investments have been made in recent years within the various BUs to reduce the impact on the environment. This mainly concerns projects related to saving energy, optimizing the use of resources such as water and reducing emissions in order to remain compliant with increasingly strict regulations. In addition, Tessenderlo Group is also taking initiative to remove historical contamination not caused by current activities at some sites. The necessary provision has been made for this.

In 2025, Tessenderlo Group has not had to incur any operational or capital expenditure related to major incidents or events with an impact on the environment.

ESRS E5 RESOURCE USE AND CIRCULAR ECONOMY

At Tessenderlo Group, circularity is a core principle that drives our operations. Through our **"Every Molecule Counts" philosophy**, we are committed to maximizing the value of every resource, minimizing waste, and embracing circular economy practices. We focus on recovering and reusing by-products and secondary materials to reduce our reliance on virgin resources and close the loop in our production processes.

Our Segments actively contribute to resource recovery and waste reduction (See value chains per segment in our organization and strategy section).

- **Agro:** Upcycling industrial by-products into non-hazardous fertilizers, supporting precision farming and reducing nutrient runoff.
- **Industrial Solutions:**
  - Transforming by-products from other industries into coagulants that purify wastewater and avert environmental damage.
  - Embedding environmental impact reduction in our product innovation and increasing use of recycled materials
- **Bio-Valorization:**
  - Recovering animal by-products and transforming them into animal fats, processed proteins, and meat-and-bone meal for new applications, closing the loop on waste.
  - Upcycling residual products from the meat and fish industries into gelatin and collagen peptides, for applications in food, pharmaceutical, and health & nutrition sectors.
- **Machine & Technology:** Implementing energy-efficient technologies and waste reduction innovations to enhance operational efficiency and lower environmental impact.

In the following sections, we will delve deeper into each of these initiatives, highlighting the specific actions and outcomes that demonstrate our commitment to sustainability and the circular economy.

IMPACTS, RISKS AND OPPORTUNITIES

We recognize the importance of optimizing resources and minimizing environmental impact. By valorizing waste and side streams from other industries, we actively reduce resource depletion and contribute to a more circular economy. However, we also face key risks that require proactive management. Climate change poses a growing challenge, with worsening extreme weather events potentially disrupting business activities and supply chains. Additionally, our reliance on side streams from other industries pose potential supply chain vulnerabilities. Changing market needs, evolving consumer habits and regulatory changes may impact the availability of these materials. Examples are sulfur used in our fertilizers coming from oil refineries or animal by-products from the meat industry that we use to produce gelatine, collagen and other products. Addressing these risks while reinforcing our circularity efforts remains a fundamental aspect of our sustainability strategy. In addition, the aforementioned risks are defined over the long term. It is therefore essential to review their likelihood in line with global trends. At resent, there are no financial implications, but we are closely monitoring the situation to see if there will be any in the future.

More information on methodology in Deep dive on DMA methodology (page 100).

POLICIES

Our “Every Molecule Counts” philosophy remains at the heart of our sustainability strategy. This guiding principle drives our efforts to enhance resource efficiency, minimize waste, and advance circular economy practices by converting waste and side streams into valuable inputs.

Our Segments have developed a range of initiatives focused on:

- **Resource Recovery and Circularity:** Leveraging innovative technologies and process improvements to repurpose by-products, thereby reducing reliance on virgin resources.
- **Sustainable Innovation and Quality:** Adopting energy-efficient technologies and sustainable production practices that enhance recyclability, reduce waste, and support long-term resource efficiency.

While our current efforts are guided by this philosophy, we are progressing towards a centralized policy framework. We aim to complete this comprehensive, organization-wide framework by the end of 2026 to streamline reporting, foster cross-unit collaboration, and help us effectively monitor progress.

ACTIONS

Circularity plays an essential role in our business model and can be seen in many different ways within our various activities. Our initiatives are designed to reduce our environmental footprint while maximizing the value derived from every input and output. Key actions performed last year or planned for the near future include:

Product impact assessment (Life Cycle Analysis & Environmental Product Declaration)

We evaluate the environmental footprint of our products throughout their lifecycle to identify critical areas for improvement in product design, supply chain, and process optimization. In 2025, multiple assessments were conducted for our Bio-Valorization segment, all product lines from PB-Leiner.

Value-added innovation

EcoWeft – Material Optimization and Waste Reduction

Picanol EcoWeft introduces an integrated setup to minimize yarn usage without compromising performance. Actions include the use of the Blue generation of prewinders with EasySet for realtime adjustment of weft length, together with a complete rethinking of the setup involving the positioning of the filling detector, stretching nozzle, and fabric support. These design changes reduce weft yarn waste by up to 6 cm per pick. Internal analysis indicates this corresponds to a 25–50% reduction in total weft yarn waste, depending on machine configuration, fabric type, and weft characteristics.

Sustainable Sourcing

Tessenderlo Kerley International (TKInt) has implemented a supply chain driven ecopackaging program covering the key packaging formats used across its fertilizer portfolio. The program ensures that all relevant plastic packaging contains 30% recycled material, thereby reducing reliance on virgin plastics and contributing to increased circularity.

This program was launched before the European Union initiated formal legislative discussions on the Packaging and Packaging Waste Regulation (PPWR) in late 2022. As a result, TKInt's packaging portfolio already aligns with current PPWR requirements regarding recycled-content thresholds. Under the regulation, recycled content targets will increase to a minimum of 35% by 2030 and 65% by 2040, and TKInt is actively monitoring supplier capabilities to ensure continued compliance as these targets rise.

Future Centralization

While our practices are currently unified under the "Every Molecule Counts" philosophy, we will develop a global policy to support this philosophy. This approach will streamline implementation and reporting, ensuring consistency and enhanced collaboration, with a target completion by the end of 2026.

TARGETS

Valorising waste and side streams is a cornerstone of our business strategy. However, due to the significant diver- sification of Tessenderlo group activities, establishing consistent, unified group targets across all segments remains complex. Some segments focus on sustainable sourcing, while others emphasize waste reduction and sustainable design.

Currently, we are evaluating our diverse operations to develop targets that are both meaningful and feasible. Establishing such targets requires careful evaluation and will take time to ensure they fully support our sustainability ambitions. Furthermore, we are in the process of developing a comprehensive global policy on circularity, which will serve as the foundation for identifying and centralising targets across our various segments. We are committed to finalising this policy by end of 2026 setting the stage to introduce well-defined and integrated targets that align with our strategic objectives once the policy is ready.

RESOURCE INFLOWS

SCOPE

For resource inflows and the metrics disclosed, we considered inflows of Tessenderlo Group, all segments considered.

RESOURCE INFLOW ORIGIN INTERPRETATION

Recycled materials are materials that have been recovered or diverted from the waste stream and processed into new products or materials. These materials are typically derived from post-consumer or post-industrial waste through various recycling processes, such as sorting, cleaning, shredding, melting, or refining.

Side streams (Secondary Materials), which are also known as by-products or co-products, refer to secondary or auxiliary streams of materials, energy, or resources that are generated during industrial processes or manufacturing operations. These materials are produced alongside the main product or output and can have potential value or utility if they are recovered, reused, or repurposed effectively. Side stream management involves identifying opportunities to extract value from these secondary streams while simultaneously minimizing any waste and mental impact. In our Metrics, Secondary Materials refers to the co-products, recycled Materials and Biological Materials we are acquiring.

Biological materials are materials that derive or are produced by biological organisms (plants, animals…)

Metrics

The current metrics are in line with the requirements of the CSRD. Our assurance provider has validated these metrics in such format.

Resource inflows	Unit	2024	2025
Overall weight of products, technical and biological materials	Tonnes	2,296,745	2.417.383
Percentage of biological materials	%	47%	43%
Absolute weight of secondary materials	Tonnes	1,392,611	1.481.183
Percentage of secondary materials or recycled	%	61%	61%

Methodology

We aggregated data from various enterprise systems for this analysis. For products purchased as complete units (e.g., electronic devices, intermediary parts), we estimated weight based on primary components and current market values. Classification into virgin, recycled, or side streams was determined by the source of supply.

RESOURCE OUTFLOWS

PRODUCT AND MATERIAL

Tessenderlo Group manufactures a wide range of both consumable and non-consumable products.

Consumable items are produced by the following Segments:

- Agro (ex: Fertilizers)
- Bio-Valorization (ex: Gelatin)
- T-Power (ex: Electricity)
- Industrial Solutions (only Water Treatment Business Unit)

Non-consumable items are produced primarily by the following Segments:

- Machine & Technology (ex: Weaving Machines)
- Industrial Solutions segment (only DYKA Group which produces piping systems).

Scope:

Referring to the IRO identification (see Double Materiality), disclosure on E5-5 DR 36 a),b),c) are not relevant for our consumable products.

The metric disclosed below is only based on our Non-Consumable items.

Metric

The current metric is in line with the requirements of the CSRD. Our assurance provider has validated this metric in such format.

Methodology

We first calculated the total weight of raw materials used in the production of non-consumable products. We then identified the proportion of recycled material incorporated into their manufacturing.

Resource outflows Product and Materials	Unit	2024	2025
Share Recycled material in non-consumable products	%	18%	20%

Durability of non-consumable products

Our piping systems were tested as part of the meta-study on lifetime of plastic pipes commissioned by the European Plastic Pipes & Fittings Association. Based on the results of this study, we demonstrate that the lifetime of our products is of at least 100 years when it comes to plastic piping systems. See more information (link).

For our weaving machines, we are committed to improve efficiency, as previously described in our EcoBoost and EcoWeft actions. It entails evaluation of fatigue life of the constituent parts through testing and simulations. The outcome of these assessments are then incorporated into the design of new components or the redesign of the existing ones, with the aim of extending the life of key components and maintaining high durability.

Reparability of non-consumable products

The Reparability of product is only applicable to our Machines and Technologies segment. Repair shops are based in the most important textiles region to provide assistance in repairing electronic components. Other services comprise of machine audits, maintenance programs, performance consultancy. Currently we do not have a refurbishment service for our weaving machines.

Pleging
CONVOI EXCEPTIONNEL
COMBILIFT
COMBILIFT
RedDOT

ESRS S1 SOCIAL – OUR WORKFORCE

At Tessenderlo Group, we continue to create an attractive, fair, and inclusive workplace where talent thrives. We believe that a strong, high-performing organization starts with a workforce that feels valued, supported, and respected. Our focus is on creating excellent working conditions, ensuring safety and well-being for all our employees, and promoting equality, training, and skills development. We strive for a culture of diversity and inclusion, where every individual can contribute their best and grow.

We are dedicated to equal treatment and providing equal opportunities for all our employees, ensuring that everyone, regardless of background or identity, has the chance to succeed and advance. Our goal is to be a place where people feel happy, motivated, and respected—where mutual respect is the foundation of our relationships, and where every employee feels safe and empowered. By working in an ethical and supportive environment, we create a space where everyone can flourish, contributing to both personal and organizational success.

OUR LEADERSHIP CODE (S1 -1)

In 2025, our culture and people agenda evolved to better support the execution of our strategy and the changing needs of our organisation. In previous years, our workforce was guided by six core attitudes that served as a common value framework across the Group.

Building on this foundation, we have introduced a more actionable approach consisting of a **Business Code** and a **Leadership Code** which will be integrated in our code of coduct in the course of 2026. The Business Code defines the principles that guide how we create long-term value and how we operate across the Group. It is centred on Commercial Excellence, Operational Excellence, decentralized decision-making and Entrepreneurship, fostering long-term value creation for future generations. A core expectation embedded in the Business Code is that our leaders think and act like owners, supporting a close alignment of interests between our shareholders and our leadership. Please see our strategy and organization for more details on the business code.

The Leadership Code complements the Business Code by translating these principles into clear behavioural guidance. It helps employees, particularly those with leadership responsibilities, understand where to focus in order to deliver results, strengthen collaboration, and lead in line with our strategic priorities.

To ensure relevance across a diverse organisation, the Leadership Code can be translated into business-unit–specific values, initiatives, and campaigns. This approach allows each Business Unit to embed the Group-wide principles in a way that reflects its unique culture, operational context, and work attitudes, while maintaining alignment with the Group framework.

Through this evolution, we aim to strengthen cultural coherence, leadership accountability, and employee engagement, while enabling sufficient flexibility for our Business Units to foster ownership and authenticity in how values are embedded in daily operations.

WE LEAD FORWARD, TOGETHER!

C	**Courage to challenge** we question the status quo, make bold decisions, stand firm for what's right and speak up
O	**Ownership to deliver** we turn ambition into results: align as one team, commit and hold ourselves accountable
D	**Drive to excel** we inspire, we raise the bar and show tenacity in the face of adversity
E	**Empathy to connect** we listen, lead with understanding, integrity and respect, and grow together

THE TESSENDERLO GROUP POPULATION (S1 – 6, S1-7, S1-9)

Total number of own personnel in 2025[1]

Within Tessenderlo Group a variety of people are contributing to the success of the group. At the 31st of December, Tessenderlo Group employed 7,292 people.

We divide our own workforce into 4 categories:

- Blue collar employees – these are our employees in production, logistics and maintenance, typically paid on an hourly base
- White collar employees – these are our employees in administration/support roles, typically paid on a weekly, biweekly or monthly basis
- E-level – this is our layer of manager and experts, where group HR principles play
- L-levels – this is the strategic leadership team, holding director positions, managed at group level

However, our labor force does not only exist of own employees, but we also employ temporary workers, contractors and trainees.

Total number of temporary workers, contractors and trainees in 2025[1]

Total number 2025: 312 or 4,28% compared to own workforce[1].

[1] *Compared to 428 in 2024 (5,76% compared to own workforce)*

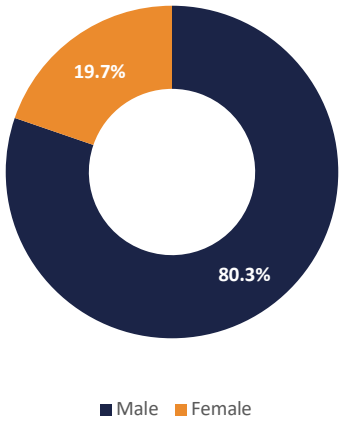
Internship programs

Tessenderlo Group offers formal internship programs across its businesses, offering students and young graduates the opportunity to build professional experience through local and international assignments and projects.

In 2025 we launched our first group young graduate program offering the opportunity to gain experience across several businesses.

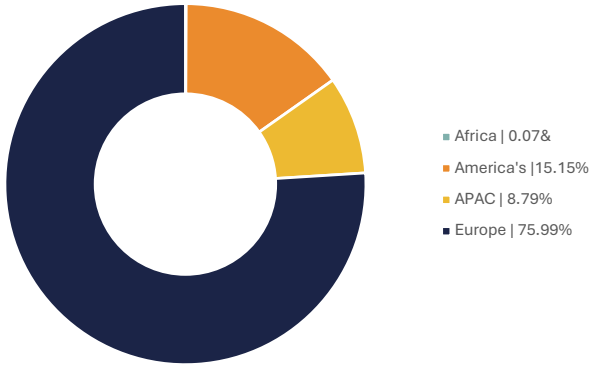
CHARACTERISTICS OF OUR EMPLOYEES (S1-6, S1-9)

Gender distribution

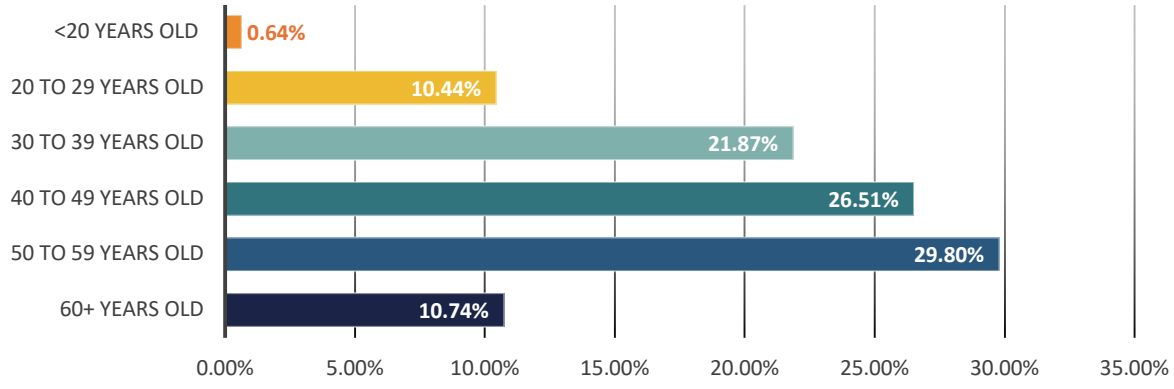


Gender distribution of our board

Regional spread employees



Employees per age group



OUR SOCIAL KPI'S IN FULL

OUR SOCIAL METRICS – HOW WE WORK (S1-5)

As Tessenderlo Group is a highly decentralized organization, several tools and sources are used to govern social metrics. For the characteristics of our employees and equal pay data, we use Cornerstone as centralized HR tool. The tool is used to consolidate a basic set of HR data for our group across the world, either being interfaced with local HR & payroll systems for the larger entities or filled by local HR Representatives for the smaller entities. Within the group HR IS team, we continue to monitor and increase the quality of its dataset. This also gives us the opportunity to follow up on metrics. Also, due to our decentralized organization, we follow up the numbers rather than setting fixed target.

For all the metrics a snapshot is used on the 31st of December unless the KPI covers a period, but this will be explicitly stated in the concerned KPI. In the KPI Overview more detail can be found on what the data source is, how it is collected and how it is calculated.

Some of the data can also be retrieved in the financial part of this annual report.

Concerned KPI	Unit	ESRS	Methodology	Results FY 24	Results FY25
Lost time injury frequence rate - (employees & contractors)	Ratio	SI-14	Lost time incidents multiplied by 1 million/ Total number of hours worked	11,27	9,9
Near misses frequency rate - (employees & contractors)	Ratio	SI-14	Reported near misses multiplied by 1 million/Total number of hours worked	1167	1107
% of employees represented in a formal Health and Safety committee	%	SI-14	% of sites/locations within the group where a formal Health & Safety committee exists	89%	90%
Accident Severity rate (employees)	Ratio	SI-14	Severity of Lost time injuries to employees defined as days absent/ 1000 work hours	0,36	0,25
Total Safety Performance - All employees and contractors	Ratio	SI-14	All LTIs+ Medical Treatments x Severity Rate / Total Hours worked	6,84	4,76
Total of fatalities in 2025	N	SI-14	Number of fatal works accidents	1	0
Group Insurance percentage coverage/Life Assurance coverage.	%	S1-11	% of sites/locations within the group where a company funded life Assurance is provided as part of the employment agreement	90%	90%
Diversity of gender in TG governance bodies (board, Audit committee, Remco)	%	S1-9	Percentage of male/female representatives in TG Governance bodies	55,5% female - 44,5% male	56% male - 44% female
Diversity of gender in Board of Directors	%	S1-9	Percentage of male/female representatives in Board of Directors	50% male - 50% female	57% male - 43% female
Diversity of gender in L level employees	%	S1-9	Percentage of male/female representatives in L Levels	17,92% female - 82,08% male	18,18% Female - 81,82% Male
Diversity of gender in E level employees	%	S1-9	Percentage of male/female representatives in E Levels	25,27% female - 74,73% male	24,78% Female - 75,22% Male
Diversity of gender in all employees	%	S1-9	Percentage of male/female representatives in all employees	19,61% female - 80,31% male	19,73% Female - 80,27% Male

Concerned KPI	Unit	ESRS	Methodology	Results FY 24	Results FY25
% of externals & temp workers	%	S1-7	Number of contractors collected through the financial reporting divided by the total headcount of the employees	5,76%	4,28%
% of employees compliant with compliance training	%	S1-1, S1-3	number of employees with a completed status on compliance course divided by number of employees with an assigned compliance course as reported by the central LMS of the group (Cornerstone)	88,00%	79,6%
Equal opportunity-ratio of remuneration of women to men at L level	%	S1-16	Measure of average total cash of L-Levels per gender versus job market data (see adequate wages)	Female: 106% - Male: 102%	Female: 106% - Male: 105%
Equal opportunity-ratio of remuneration of women to men at E level	%	S1-16	Measure of average total cash of E-Levels per gender versus job market data (see adequate wages)	Female: 90% - Male: 93%	Female 93% - Male: 96%
Overall gender pay gap as defined by ESRS	%	S1-16	See pay gap definition	New	Female paid 92,57% of average salary of male
Total remuneration ratio	Ratio	S1-16	Ratio between the highest paid individual to the median annual total remuneration for all employees, taken into account the base pay	New	A ratio of 20,5
% of employees under collective bargaining	%	S1-8	% of sites/locations within the group where collective bargaining is held	81,00%	83,53%
Hires & Leavers	N	S1-4	Number of hires and leavers (employees) as reported by Cornerstone	673 hires & 920 leavers	696 hires & 964 leavers
Employee Turnover[1]	%	S1-4	Number of leavers on 2025 divided by number of employees on 31th of december 2025	12,4%	13,2%
Average hours of training per employee	N	S1-13	Number of hours of training reported by the Learning Management System (Cornerstone) divided by employees on 31th of december 2025	20,2	23,8
Employees under regular formal performance reviews (only E & L -level population)	%	S1-13	% of E & L-level employees holding a formal performance review within an HR tool of Tessenderlo Group	100%	100%
Average seniority	%	S1-6	Average number of years in service within Tessenderlo Group as reported by Cornerstone	12,9	13,08
Employees under individual performance related incentive plan (only E & L -level population)	%	S1-10	% of E & L-level employees holding an individual incentive plan as reported by Cornerstone	100%	100%
Employees under collective performance related incentive plan (all employees)	%	S1-10	% of sites/locations within the group where a collective incentive plan is in place, as reported by HR local representatives	82%	81%
Employees holding a formal Personal Development plan (only E & L -level population)	%	S1-13	% of E & L-level employees holding a formal Personal Development Plan as reported by Cornerstone or any other HR sysem	40,0%	55,0%

[1] *Formula changed on number of leavers for 2024 / 2025.*

Concerned KPI	Unit	ESRS	Methodology	Results FY 24	Results FY25
Employees in a formal coaching or mentoring program (only E-level population)	%	S1-13	% of E level employees in a coaching or mentoring program as reported by local HR managers	8,2%	7,4%
Hiring by source (only E & L-level population)	%	S1-13	% of reported hires filled by internal candidates versus external candidates as reported by local HR representatives	19% internal - 81% external	25% internal - 75% external
% of employees on sites with involvment with local communities	%	S1-2, S1-11	% of sites/locations within the group where a form of involvment with local communities is in place, as reported by HR representatives	77%	78%

OUR FOCUS AREAS TO DEVELOP A FAIR, INCLUSIVE, AND ATTRACTIVE WORKPLACE:

At Tessenderlo Group, we are committed to building a workplace that attracts and retains top talent, fosters inclusiveness, and promotes fairness. We understand that a thriving and high-performing organization begins with a culture that values each employee as an individual and empowers them to grow, both professionally and personally.

LISTENING TO THE VOICES OF OUR EMPLOYEES (S1-2, S1-3, S1-4)

We place high value on employee participation at Tessenderlo Group. We engage with our employees through formal channels, such as elected representatives via works councils and health & safety platforms, which are present in most of our plants. These channels ensure that employees have a voice in important decisions that impact their work environment. The results of these engagements are regularly reviewed and can be found in our KPI overview.

In 2024 we rolled out our employee engagement survey to our entire workforce. In 2025 we focused on enhancing our workplace culture by identifying and implementing targeted actions related to key topics such as reward and recognition, health & safety, psychological safety & inclusion, and work-life balance. Every Business Unit within Tessenderlo Group continues to closely monitor progress and impact of their particular action plans. This is under the supervision of the Local HR business teams.

ENFORCING THE ETHICAL CULTURE THROUGH THE DEPLOYMENT OF OUR SPEAK UP TOOL & WHISTLEBLOWING POLICY (S1-3)

In 2025 we concluded the roll out of our global Speak Up platform. This platform provides a confidential channel for employees to report any actions that violate our Code of Conduct. This platform, accessible via website, mobile app, or hotline, allows employees to submit complaints either anonymously or with their own name. Employees entering a case will be protected against retaliation under applicable law.

To support this initiative, every 6 months a regular communication campaign addressing ethical topics such as discrimination, harassment, respect for company assets, and conflicts of interest are concluded.

We have established a dedicated investigation team to handle complaints, ensuring that any reported issue is thoroughly investigated and addressed. If necessary, an action plan is created in cooperation with the affected parties to resolve the issue. The actual overview of complaints can be found under the part G1 (page 161).

HUMAN RIGHTS AND LABOR RIGHTS (S1-1, S1-17)

Tessenderlo Group is deeply committed to human rights and labor rights, guided by a comprehensive policy available to all employees. Our approach is centered on six pillars:

- We prohibit forced and compulsory labor and any form of human trafficking.
- We do not employ underage workers.
- We ensure the safety and health of our employees and stakeholders.
- We maintain a workplace free from any form of discrimination.
- We offer competitive, legally compliant remuneration packages.
- We support the freedom of association and collective bargaining.

FAIR AND EQUAL PAY & AN INCLUSIVE WORKPLACE: PROMOTING EQUITY (S1-1, S1-10)

At Tessenderlo Group, we are passionate about creating a workplace where everyone feels valued and has an equal opportunity to succeed. We actively promote diversity, ensuring that our workforce reflects a variety of perspectives, which fosters innovation and creativity. Our commitment to fair and equal pay is a cornerstone of our approach, ensuring that all employees are compensated based on their contributions, skills, and experience, regardless of gender, race, or background.

We regularly review our policies and frameworks to ensure that fairness and equity are upheld in all our people's processes, across all levels of the organization. We also routinely carry out pay benchmarking and monitor market practices, as we are committed to offering all our employees competitive compensation packages. Additionally, we are continuously monitoring our pay practices to avoid unintended bias, keeping an eye on any potential gender pay gaps and striving to ensure equal pay for equal work.

To support our view on a fair, inclusive and attractive workplace, we are supported by the **policies** that are available to all employees **on the Intranet**. All these policies are under the supervision of our ExCom:

- Code of Conduct: describes the behavioral standards within Tessenderlo Group, updated in 2024
- Whistleblowing Policy: describes how you can react when you notice violations of the code of conduct and how you are protected, updated in 2024
- Diversity and Inclusion Policy: describes how to promote and reassure diversity and inclusion within Tessenderlo Group, updated in 2020
- Human and labor rights policy: describes the standards applicable within Tessenderlo Group to respect Human and Labor rights, updated in 2020

COLLECTIVE BARGAINING AND LABOR RELATIONS (S1-8)

For non-management employees, we value open and constructive dialogue through collective bargaining agreements. These agreements, shaped by local laws and employee representatives, ensure that labor conditions are fair and in line with local regulations. In the European Economic Area, we hold annual or biennial negotiations with employee representatives to discuss salary adjustments and other key issues. Tessenderlo Groups within its European Economic Area has European Works Council with representation from the different European entities.

Below you can find an overview of the percentage of employees that are under collective bargaining.

Under collective bargaining			
	No	Yes	Grand Total
Africa	**100.00%**	**0.00%**	**100.00%**
America's	**7.36%**	**92.64%**	**100.00%**
APAC	**57.05%**	**42.95%**	**100.00%**
Europe	**13.45%**	**86.55%**	**100.00%**
Belarus	100.00%	0.00%	100.00%
Belgium	0.00%	100.00%	100.00%
Czech Republic	100.00%	0.00%	100.00%
France	1.47%	98.53%	100.00%
Germany	1.26%	98.74%	100.00%
Hungary	0.00%	100.00%	100.00%
Netherlands	2.68%	97.32%	100.00%
Poland	100.00%	0.00%	100.00%
Romania	100.00%	0.00%	100.00%
Slovakia	100.00%	0.00%	100.00%
Spain	44.44%	55.56%	100.00%
Switzerland	7.59%	92.41%	100.00%
Turkey	100.00%	0.00%	100.00%
Ukraine	100.00%	0.00%	100.00%
United Kingdom	100.00%	0.00%	100.00%
Grand Total	**16.47%**	**83.53%**	**100.00%**

ADEQUATE WAGES (S1-10)

Across our global workforce, 99% of our employees are employed in countries with established minimum wage legislation. According to the current available benchmark data, we are confident that we provide fair wages in all our operating regions. As of 2025 we started monitoring the annual wage of our employees throughout our central HR System.

For our E & L level population, our reference benchmark for this group is P50 (median) of the industry the Business Unit operates in: some of our BUs operate in the Chemical Industry and others in Industrial Goods. At Group level and for our business leaders we use the Chemical Industry as reference.

We use benchmarking data from Korn Ferry for all countries. For countries with most employees, we gather benchmarking data annually (Belgium, France, USA, Netherlands), for countries with few employees we only gather data every 2 years. This is a common Compensation practice.

We use our salary ranges when creating offers for new joiners / movers and also to assess competitiveness/appropriateness of individual pay during our Annual Compensation Review process.

PAY GAP (S1-16)

The global pay gap for all Tessenderlo Group's employees as defined by the ESRS (see formula below) results in a 7,43% average higher pay for our male population versus our female population. Please note that for this calculation all pay data was converted to the same currency and only base pay was taken into account.

$$\frac{\textit{(Average gross hourly pay level of male employees - average gross hourly pay level of female employees)}}{\textit{Average gross hourly pay level of male employees}} \textit{ x100}$$

If we drill down this global result, we see a lot of variation across countries, as outlined in the table below. It is important to note that these pay gap ratios reflect the unadjusted pay gap, which means that they do not consider the size or 'value' of the employee's role, their experience and performance, and other criteria which we consider crucial for insightful salary comparisons. The ratios are thus strongly influenced by the prominent types of jobs - and related salaries - held by male and female workers in each country. Tessenderlo Group's global weighted average pay gap - with weighting attributed based on the total number of employees in each country - is -3.8% (with average hourly pay for women slightly higher than that for their male counterparts).

Country	Total	Female	Male	Ratio
Argentina	174	20	154	-14%
Belgium	2357	400	1957	-11%
Brazil	180	44	136	40%
China	551	143	408	8%
France	1496	220	1276	-22%
Germany	157	34	123	-4%
Hungary	80	36	44	14%
Netherlands	672	93	579	4%
Poland	96	12	84	-9%
Romania	250	200	50	43%
Switzerland	79	9	70	33%
Turkey	55	9	46	23%
United Kingdom	256	45	211	2%
USA	659	142	517	-1%

For countries with a total headcount below 50 employees, data is not disclosed to protect employee privacy and ensure statistical reliability.

The ratio between the highest paid individual within the group and the median wage is 20,5. However, this remuneration ratio is currently calculated on base salary only (as well as for the highest paid individual as the median wage in the group) as a complete dataset including variable pay and benefits is not available on a central level.

Going forward, we will update our methodology and scope to calculate the gender pay gap in accordance with the requirements set out in the EU Pay Transparency Directive and its translation into local legislation in the EU member states, coming into force in 2026.

PROVIDING INTERNAL OPPORTUNITIES FOR GROWTH (S1-13)

Promoting Internal Mobility

At Tessenderlo Group, we recognize that our employees are our most valuable asset, and we are committed to providing them with opportunities to develop their career within the organization. Through proactive succession management and regular career development discussions, we strive to create opportunities for all our employees. We actively promote vacancies internally, encourage movement across different businesses, roles and functions and prioritize internal candidates.

In 2025, this active promotion of vacancies and internal career conversations resulted in 25% of our vacancies for exempt roles filled by internal candidates. This is a 31% increase from 2024

Learning and Development: Cultivating Growth

We recognize the importance of continuous learning in a rapidly changing world. Our commitment to learning and development ensures that all employees are equipped with the skills and knowledge they need to thrive. Through targeted training programs, mentorship initiatives, and collaboration with leading educational institutions, we promote both personal and professional growth.

Our Learning & Development efforts are reflected in the increase in training hours, from 83,824 in 2023 to 146,518 hours in 2024 and 173,198 in 2025, resulting in an average of 23,75 training hours per person. This underscores our commitment to empowering employees with the tools necessary to succeed in an evolving business landscape.

Below you can find the split of training hours per gender, as well as the average number of training hours per gender:

	Number of training hours	Number of HC	Average number of hours of training
Female	48405,1	1439	33,6
Male	124793,7	5853	21,3
Total	173198,8	7292	23,7

Employment in Remote Locations

Our global presence in manufacturing locations, including remote areas, offers significant opportunities for local development. We focus on upskilling the local workforce and fostering a positive impact on the communities where we operate. Plants such as PB Leiner Acorizal in Brazil and Nehe in China exemplify our commitment to ethical standards, safety, and workforce development, with regular audits ensuring compliance with labor rights and safety protocols. Psicontrol Romania is engaged in the community of Râşnov where we employ as much as possible local people and have yearly programs of sponsoring local initiatives, such as the bus for the elementary school and integrations of orphans.

SUPPORTING E-MOBILITY: SUSTAINABLE PRACTICES (S1-11)

In line with our commitment to sustainability, we encourage the adoption of electric vehicles within our company-owned and leased fleets. By making this transition, we not only contribute to reducing our CO2 footprint but also promote cleaner air for our employees, further reinforcing our focus on creating a healthier, more sustainable workplace. Currently 52% of our company cars within Tessenderlo Group NV & Tessenderlo Chemie International NV are Electric Vehicles.

HEALTH, SAFETY AND WELL-BEING AT WORK: NOTHING WE DO IS WORTH GETTING HURT FOR (S1-15)

Well-being at Tessenderlo Group

At Tessenderlo Group, we recognize that the well-being of our employees is essential for both personal fulfillment and overall organizational success. A healthy, happy workforce is the backbone of productivity and creativity. This is why we consistently invest in programs and initiatives that nurture the physical, mental, and emotional health of our team members. From physical wellness activities to mental health support, we are committed to creating a supportive work environment that fosters engagement, satisfaction, and positive work-life balance.

Promoting Physical Well-being

Our dedication to physical well-being is reflected in several initiatives, such as the Tessenderlo Group Strava community. This platform encourages employees to engage in regular exercise by tracking and sharing their physical activity. Through this initiative, we aim to create a culture of fitness, where employees are motivated to increase their activity levels, while also building connections with colleagues.

Furthermore, each company manages their own wellbeing program with events like well-being month designed to enhance physical and mental health, yoga sessions, urban walks, and healthy eating initiatives. These activities are designed not only to improve physical health but also to provide employees with opportunities to relax, de-stress, and reconnect with themselves and their colleagues outside the usual work environment.

Engagement and Job Satisfaction

At Tessenderlo Group, we view employee well-being as a key driver of engagement and job satisfaction. We have learned that investing in our people leads to higher levels of creativity, productivity, and job satisfaction. By creating an environment where well-being is prioritized, we foster a culture of engagement that benefits both the individual and the organization as a whole.

As part of our employee surveys, we regularly assess employee well-being to ensure we meet the needs of our workforce. This allows us to identify areas where we can improve and make targeted changes that will enhance employee experience, ultimately resulting in a more positive and productive workplace

SAFETY INDICATORS (S1-14)

Nothing we do is worth getting hurt for – At Tessenderlo Group, we prioritize the safety, health, and well-being of our employees, customers, suppliers, and neighbors, and strive to limit any negative impacts from our activities and products on people and the environment.

Through clear communication, awareness programs, audits, and improvement measures, we ensure a safe work environment, aiming for a “zero fatality rate” globally. Our Safety and Health Policy is integrated into all company processes, operations, and systems, emphasizing the importance of protecting risks and prioritizing precautionary measures over economic considerations.

The Safety and Health Policy of Tessenderlo Group

Tessenderlo Group and all of its subsidiaries embrace and comply with the legal, ethical, and moral responsibilities in terms of protecting the safety and health of employees, contractors, customers, and the communities in which we operate. To fulfill those responsibilities, Tessenderlo Group ensures that the appropriate level of resources is made available, together with the commitment to continuously improve our safety and health performance. It is the role of senior leadership to determine, deploy, and manage the required resources to meet Tessenderlo Group’s responsibilities.

All employees and other people engaged by Tessenderlo Group are expected at all times to fully comply with applicable regulations and local processes that are determined necessary to protect safety and health. In addition, every incident that occurs is reported and thoroughly investigated to determine and implement the improvement measures required to prevent any repeat event.

To sustain our focus on continuous improvement on safety and health, Tessenderlo Group's leadership deploys skilled and qualified internal and external resources to perform systematic safety enhancing actions. Regular management and employee auditing as well as workplace inspections are undertaken, and thorough investigations and follow-ups are conducted on injuries and events that either have or could have resulted in incidents and harm. Safety and health performance is reviewed each month with the ExCom and the senior management of each business unit and, consequently, revised targets and action points are set each year

Important indicators for safety, namely Lost Time Injuries (LTI - table 1 below), Lost Working Days (table 2) and Lost Time Injury Frequency Rate (Frequency Rate – figure 1 below), all decreased significantly in 2025, by 9,5%, 22% and 9% respectively.

Table 1

Lost Time Injuries	2023	2024	2025	% 2025 vs 2024
Agro segment	6	17	16	
Bio-valorization segment	75	56	55	
Industrial Solutions segment	16	22	16	
Machines & Technologies	76	42	37	
T-Power segment	0	0	0	
Tessenderlo Group	**173**	**137**	**124**	**-9.49%**

Table 2

Recordable injuries	2023	2024	2025	% 2025 vs 2024
Agro segment	15	21	31	
Bio-valorization segment	101	74	74	
Industrial Solutions segment	42	50	32	
Machines & Technologies	136	73	75	
T-Power segment	0	0	0	
Tessenderlo Group	**294**	**218**	**212**	**-2,75%**

Table 3

Lost working days per segment	2023	2024	2025	% 2025 vs 2024
Agro segment	280	196	275	
Bio-valorization segment	4,121	2,620	1777	
Industrial Solutions segment	314	619	216	
Machines & Technologies	1,307	570	859	
T-Power segment	0	0	0	
Tessenderlo Group	**6,022**	**4,005**	**3,127**	**-21.92**

Figure 1

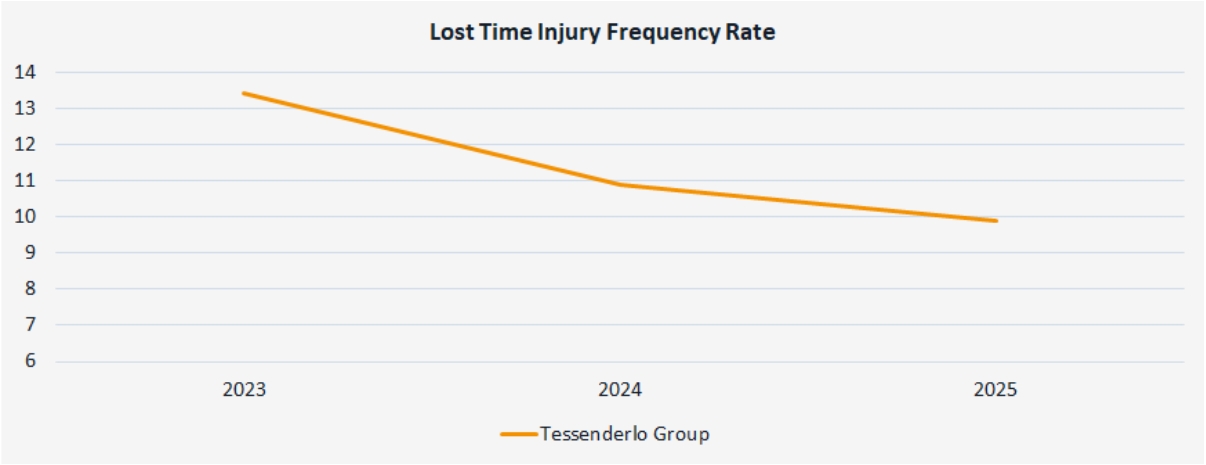
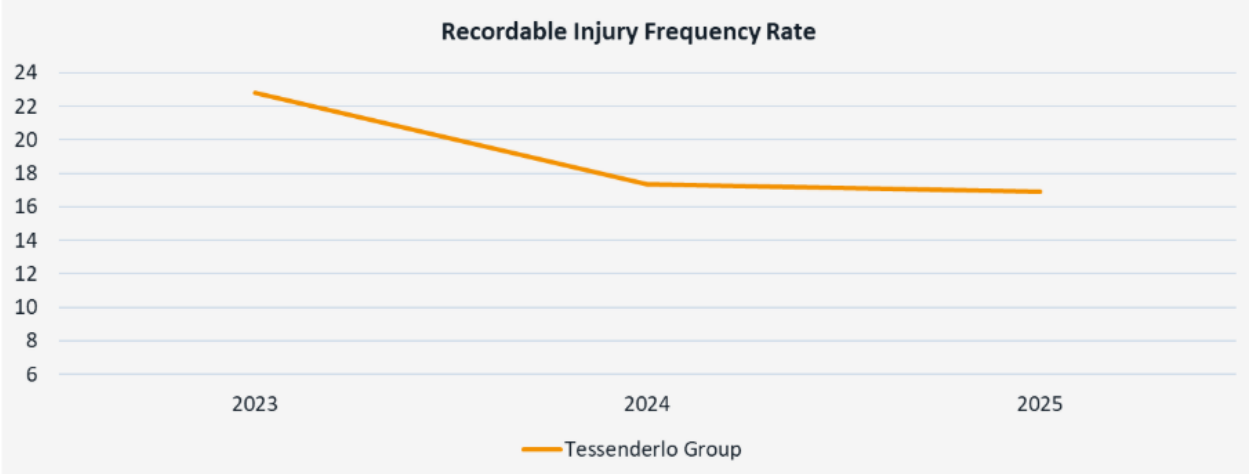


Fig 2



Safety requires continuous focus to avoid life critical incidents not applying the right Personal Protective Equipment, Lock out - Tag out - Try out (LOTOTO) procedures as well loading & unloading practices. Therefore, we strengthened our focus on compliance with our safety procedures.

This resulted in a 12-month rolling Lost Time Injury rate reduction from 13,4 to 9,9 over last two years. Overall, Machines & Technologies, Bio Valoriation and T-Power contributed positively, whereas the Agro and Industrial Solutions segments performed below 2024.

Furthermore, the Group Safety Leader network launched the behavioral safety 3-year roadmap. The TG roadmap consists of the below 5 pillars.

Safety Pillar	Purpose
Behavioral based leading indicators	Embed robust, meaningful leading safety indicators with clear ownership and follow-up, enabling proactive risk management and driving continuous, measurable improvement in safety performance.
Self-assessment maturity tool	Implement a structured safety self-assessment model to monitor maturity, measure progress over time, share best practices, and steer collective improvement across all business units.
Golden safety rules	Define and implement harmonized corporate and BU-specific safety rules that translate expectations into clear behaviors, strengthen safety culture, and ensure consistent application across the organization.
Safety Dialogues	Anchor safety dialogue in daily routines through structured engagement, training, and performance tracking, fostering shared accountability and a deeply embedded, prevention-focused safety culture.
Visual communication	Establish a strong, consistent, and autonomous safety communication framework that cascades across the organization, reinforces alignment, and makes safety visibly part of everyday work.

By managing unsafe situations and near misses, the TG Safety Leaders committed to a further reduction of 30% in Lost Time Injuries during the 2025-2027 versus the redefined baseline 2022-2024. We see clear signs that a structured approach is leading to better results, and the TG Safety leader network is strongly convinced that this approach will further drive and improve TG's safety performance in a sustainable way.

SAFETY AND HEALTH ACHIEVEMENTS FOR EACH SEGMENT

Our Agro segment

Tessenderlo Kerley, Inc. closed 2025 with a Total Recordable Incident Rate (TRIR) of 1.17, maintaining a position significantly below the national industry average of 1.90 and comparing favorably to last year's rate of 1.15. This year, we incorporated the TigerSul facilities into our end-of-year TRIR calculations. Across TKI, we continue to operate six facilities that have gone 20 years or more without a lost-time incident, with an average of 13.6 years across all plants, including Tiger-Sul.

HSE (Health Safety Environment) supports a consistently low TRIR through regular HSE assessments. In 2025, we launched a new initiative in which half of the plants completed self-assessments while the other half received corporate assessments. We believe this approach will strengthen ownership of safety culture at each location. Next year, the groups will rotate, giving all plants the opportunity to complete self-assessments. All 2025 assessments were completed on time, with an average score of 97% for both corporate led and self-assessments.

To further encourage safety ownership and foster healthy competition, HSE held the inaugural 2025 Safety Championship Contest, promoting increased workplace hazard reporting and timely completion of assessments. The Finley, Washington plant earned the coveted title and championship belt.

The HSE team also worked closely with TigerSul throughout the phased integration plan, conducting biweekly calls with each plant. We successfully rolled out the full HSE Manual, including all policies and procedures. End-of-year HSE assessments showed an average 43% improvement from baseline, demonstrating each plant's commitment to meeting TKI safety culture standards and advancing their own safety performance.

In addition, the HSE department partnered with the Hanford plant to complete all steps required to achieve OSHA VPP (Voluntary Protection Program) certification. Hanford completed its VPP audit and all associated action items and is poised to become TKI's second VPP site. To support this effort and future VPP initiatives, the HSE Department now includes a certified OSHA Special Government Employee (SGE), providing valuable insight into the VPP process.

The HSE department also strengthened its technical foundation by completing training in Process Hazard Analysis (PHA), air quality regulations, and Process Safety Management (PSM). Our HSE book club read The Fearless Organization by Amy Edmondson, focusing on psychological safety and how to build a culture where employees feel safe to speak up and participate fully.

For TK International, 2025 began with an unplanned shutdown of the sulfuric acid plant. Despite this challenging start, the Ham site delivered a significant number of strategic projects that strengthen our long-term operational reliability. Key achievements include the installation of the new combustion gas washing system with the transition from three stone chimneys to a single metal chimney, the demolition of an outdated storage hall and replacement of a major roof structure, the launch of the quay renewal, and the conversion of multiple furnaces from fuel oil to natural gas.

Safety remained a central focus throughout this intense project workload. We enhanced the LOTOTO procedure and used the learnings from pilot testing in one department to further refine it. In addition, we placed strong emphasis on safety dialogues across teams and projects to maintain awareness during this period of intense construction and operational change.

TK Ham introduced a new tooth-extraction tool. This innovative device enables our team to work more safely and ergonomically when extracting teeth from the muffle furnace. By reducing physical strain and improving control during operations, the tool enhances both operator safety and process efficiency. This marks an important step forward in creating a healthier and more sustainable working environment due to the use of innovative techniques.

Unfortunately, the number of lost-time injuries remained at the 2024 level, averaging one per month. Six of these involved slips or trips, and five resulted from tools or objects pinching a body part. Fortunately none of the injuries caused permanent disability. These figures remind us that, in a heavy industrial environment with a high project workload, continuous attention to risk assessment and hazard awareness remains essential.

The business unit continues to invest substantial effort in strengthening our safety performance and will maintain this commitment, with the necessary support, to further build a visible and sustainable safety culture at our sites.

Our Bio-valorization segment

In 2025, Akiolis maintained its behavioral safety training program for new managers and conducted 1,413 Safety Dialogues with employees. While the number of workplace accidents increased by 5%, the number of sites without a workplace accident for a year or more continued to rise (24 as of December 31, 2025), revealing varying levels of maturity in safety culture. As with all our operational units, occupational health and safety remained a core value for Akiolis management. Akiolis employees are exposed to numerous challenging work environments that can lead to lost-time accidents. Appropriate and regular risk analysis, along with targeted and tailored behaviors, are key tools for preventing incidents. To further this approach, Akiolis will roll out a new concept called “VIGILANCE Attitude” in a pilot area during 2026.

PB Leiner continues to drive progress under Plan 2030, a 7-year strategy to reduce Lost Time Incidents (LTIs) by 50%, targeting a 7% annual reduction. This ambitious goal reflects our unwavering commitment to fostering a culture of safety excellence and protecting our workforce.

Last year, we have achieved remarkable progress in reducing total lost workdays, dropping with more than half versus the year before, clearly demonstrating that our LTIs have become significantly less severe.

Behavior-focused initiatives remain central to PB Leiner’s strategy. The Safety Policy emphasizes safe decision-making and shared responsibility. Leading indicators like near-miss reporting and close-out rates help measure safety culture robustness and drive continuous improvement.

PB Leiner has strengthened its safety practices through a unified safety plan approach focused on proactive engagement. A key achievement is the rise in reported behavioral based near misses, signaling a positive cultural shift. This growth demonstrates increased employee awareness and active participation in hazard identification, enabling timely corrective actions and risk reduction.

During 2025, PB Leiner introduced the Golden Safety Rules as well the Safety Dialogues as part of the safety plan execution. These initiatives will strengthen accountability and solidify our vision of a safe workplace. Through proactive measures and collective responsibility, we are creating a safer and healthier future for all.

Our Industrial Solutions segment

Kuhlmann Europe recorded mixed safety results in 2025, with seven lost time accidents and eight medical treatments, including incidents involving external companies. Fortunately, these accidents resulted in only a few days of lost time. This significant number is divided equally between Kuhlmann and external companies.

No safety incidents were reported at the Tessenderlo and Rekingen plants.

In order to continue rolling out our safety culture, we worked on various aspects : strengthening HSE prevention on our various construction sites. It should be noted that we had three closed construction sites at the Loos site to develop the business, and around 40 construction site audits were formalized to maintain a good level of safety.

For various HSE events, we continued our SEHQ (Safety Environment Health Quality) days with the rollout of the new SEVESO Emergency Plan (POI), the organization of “attention distraction”

and “Cluedo” accident investigations workshops led by our team and SYNEVIA. And also, an awareness-raising on ISO 50001 and the HACCP (Hazardous Analysis Critical Control Point) approach.

Two emergency drills were carried out in collaboration with the fire department and authorities in May and December, with significant progress in emergency response capabilities highlighted by SDIS 59.

The partnership with DREAL and the Prefecture remains very good in order to finalize and test the Intervention Prevention Plan for the first half of 2026.

In terms of management systems, our sites in France and Belgium have once again retained their ISO 9001 and 14001 certifications without any deviations.

Within DYKA Group, we achieved a major improvement in the overall safety performance during 2025. Not only the number of Lost Time Incidents (LTI’s) dropped by 45% from 2024 to 2025, but also the number of lost working days reduced significantly by 65%. 2/3 of the LTI’s happened at the yard, despite a specific program targeting (un)loading trucks and yard safety, meaning that efforts will be continued in 2026 on this topic. 1/3 of the LTI’s were linked to production related activities. From DYKA Group’s manufacturing sites 6 out of 9, i.e. ‘s Gravendeel (NL), Vadna (HU), Aichach (GER), Bourges (F), Pelt (B), and Steenwijk (NL), were successful in terms of staying free from lost time accidents in 2025

During 2025 a digital incident reporting tool - Safety App - was implemented across the whole DYKA Group. This tool made it a lot easier to report and was proven successful given the significantly increased number of unsafe situations and improved the focus on safety behavior throughout the organization.

Furthermore a start was taken to focus on a behavior based safety culture with the “We Go-We Care” campaign. This program introduced the concept of “Speak up, Step in, Stay Safe”. Nothing is worth to get hurt for, dare to speak and, take action upon unsafe situations. In 2026 more safety trainings are planned on observation techniques, communication and taking care of your colleagues in day-to-day operations.

Our Machines & Technologies segment

In 2025, Picanol Group launched a company-wide initiative with a specific focus on promoting and supporting the mental well-being of its employees. As part of this initiative, a structured overview is provided of designated contact persons and professional services, both within the organization and externally, to whom employees may turn for psychosocial support. This approach aims to ensure that employees are aware of the available support mechanisms and can access appropriate assistance in a timely and confidential manner. In this context, several additional actions were taken, including a keynote session by Ann De Bisschop on smart working and workplace happiness, as well as the distribution of card games in the refectory areas to encourage healthy and relaxing breaks.

Proferro organized two dedicated safety days for all managers of the foundry and mechanical finishing departments, underlining the company’s strong commitment to occupational health and safety. In recent years, significant efforts have been made to further improve safety performance, in particular within the foundry environment. These initiatives have included weekly safety meetings, targeted training sessions, a structured poster campaign, and a range of other preventive actions, all of which have contributed to positive and measurable

improvements in safety results. At the same time, Proferro operates within a complex industrial environment where inherent safety risks remain present. Recognising this, the safety days were fully dedicated to strengthening safety awareness and leadership engagement. During these sessions, current safety performance figures were thoroughly reviewed, and the role and responsibilities of each manager in fostering a strong safety culture were discussed in depth through a series of interactive workshops. In addition, the company's safety ambassadors were presented, highlighting their role in promoting safe behaviour and acting as points of contact in the production departments. By actively engaging its management teams through these focused safety days, Proferro reinforces the importance of leadership involvement, continuous improvement, and shared responsibility in creating and maintaining a safe and sustainable working environment.

Picanol and Psicontrol have an established team of safety monitors, consisting of employees who voluntarily commit themselves to promoting safe working practices and encouraging their colleagues to adopt safe behaviour in the production departments. Through their daily presence and peer-to-peer approach, these safety monitors play an important role in strengthening safety awareness throughout the organization. In 2025, their activities focused in particular on the prevention of eye-related accidents and on the correct application of ergonomic lifting techniques during manual handling of objects. By drawing attention to these specific risk areas, the safety monitors actively contributed to reducing occupational injuries and improving overall workplace safety. In addition to their preventive role, safety monitors are closely involved in the safety policy of their respective departments. Each year, they dedicate a full day to safety-focused activities, including the analysis of workplace accidents, the evaluation of implemented improvement measures, and the identification and formulation of new preventive actions. This structured involvement supports continuous improvement and reinforces a shared responsibility for creating and maintaining a safe and sustainable working environment.

Fire prevention and effective fire-fighting capabilities are key priorities at Picanol Group as part of the company's ongoing commitment to ensuring a safe and resilient working environment. In 2025, the internal company fire brigade was further strengthened through the addition of seven motivated new members, thereby increasing the organization's capacity to respond promptly and effectively to emergency situations. After completing an internal learning program, the new members participated in an intensive one-day training course delivered by a professional fire-fighting instructor. This hands-on training provided comprehensive instruction in fire-fighting techniques, the correct use of fire-extinguishing equipment, and the safe operation of breathing apparatus.

Through this investment in training and preparedness, Picanol Group reinforces its focus on prevention, risk mitigation and the continuous development of internal emergency response capabilities.

Our Energy segment

T-Power delivered strong HSE performance in 2025, achieving zero LTIs or MTIs and ensuring full and timely reporting and follow-up of all incidents. Participation in safety walks, task-based risk analyses and safety meetings reached 100%, supported by a proactive contractor management approach. A dedicated cycling-safety awareness program strengthened safe commuting behavior. Continuous improvement was encouraged through quarterly awards for the best HSE proposals. With only three first-aid cases and one minor environmental incident, T-Power reaffirmed its firm commitment to safety, prevention and operational excellence.

WOLF

ESRS G1 BUSINESS CONDUCT

Ethical business conduct serves as a fundamental pillar for building trust, driving innovation, and supporting sustainable economic growth. Corruption, bribery, and unethical practices weaken these principles, obstructing progress and diminishing prosperity for all. We are deeply committed to upholding integrity, transparency, and accountability in every aspect of our operations.

Our corporate culture is shaped by a strong ethical framework, reinforced by our Code of Conduct. This essential guide sets clear expectations for decision-making and behavior across all levels of the organization, ensuring consistency and accountability. We also prioritize mechanisms for protecting whistleblowers, enhancing transparency, and addressing corruption and bribery.

A well-equipped governance structure ensures that strategies are aligned with stakeholder expectations on ESG topics, strengthening our corporate governance and enhancing decision-making. This alignment not only fosters trust with stakeholders but also positions the organization to better navigate evolving market dynamics, emerging risks, and new opportunities. By prioritizing the development of a skilled and knowledgeable board, we ensure that sustainability considerations are embedded at the highest level of decision-making, driving innovation and supporting sustainable growth.

Potential reputational damage from unethical practices or corruption poses significant threats, which can undermine stakeholder trust and harm relationships with customers and partners. Additionally, failure to meet the evolving expectations of newer generations may affect our ability to attract and retain top talent, further impacting performance and growth. Legal risks, including fines and penalties from breaches of competition or corruption laws, can escalate costs and damage our financial stability. Furthermore, stricter climate regulations could affect profitability, particularly for sectors with higher environmental impacts. To mitigate these risks, we prioritize ethical governance, transparency, and proactive compliance with evolving regulations, fostering a culture of integrity and accountability across all levels of our organization.

POLICIES

At Tessenderlo Group, we have established a comprehensive set of policies that reflect our commitment to ethical business practices, transparency, and accountability. These policies provide clear guidelines to ensure that our operations follow relevant laws and regulations, and they promote a culture of integrity across all levels of the organization.

Key policies include:

- **Corporate Governance Charter:** Our Corporate Governance Charter is aligned with the recommendations of the Belgian Corporate Governance Commission. It establishes the governance framework within which we operate, ensuring that our corporate structure, board composition, and decision-making processes adhere to best practices in corporate governance. (Corporate governance | Tessenderlo)

- **Code of Conduct:** Our Code of Conduct outlines the principles and expectations for ethical behaviour, including anti-corruption, anti-bribery, and the protection of whistleblowers. It ensures consistency and integrity in decision-making across all aspects of the business. The Code includes 10 guiding principles and 6 key attitudes (link to S1) that shape the way we conduct business and interact with stakeholders, helping us foster an ethical culture. In 2026 our Code of Conduct will be updated with our new Business and Leadership CODE(s). (Code of Conduct | Tessenderlo).

  Guiding Principles:

  1. The Safety and Health of everyone is what we value highly. Nothing we do is worth getting hurt for.
  2. Our people are our beating heart: We keep on inspiring, challenging, and recognizing one another.
  3. Every Molecule Counts: We believe that prosperity and sustainability go hand in hand.
  4. Entrepreneurship is the spirit of our Group: Challenge and execution are key.
  5. Customer intimacy is at the centre of our attention, and we shall valorize our products to the maximum.
  6. The market is where we fight and win battles by assuming our responsibilities and taking the right actions at all levels.
  7. Operational Excellence is what keeps us efficient and sharp.
  8. We exploit the knowledge within the group and use Group experts and services to assist the businesses on our projects.
  9. Overhead costs must be kept to a minimum to improve competitiveness.
  10. Positive, courageous, curious, connected, focused and decisiveness are our attitudes that we demonstrate every day.

- **Anti-Corruption and Anti-Bribery Policy:** This policy explicitly prohibits any form of corruption or bribery within our organization and sets out clear procedures for reporting violations.

- **Whistleblower Protection Policy:** We are committed to protecting individuals who report unethical behaviour. This policy provides a safe and confidential channel for employees and stakeholders to raise concerns without fear of retaliation.

- **Update of Global Sustainability Policy** During the course of 2026, we will update our global sustainability policy. The objective of this update is to provide clear guidance and a consistent framing across all material sustainability topics, thereby supporting all Business Units and their operations in their continued development. This work will build on and align with the priorities outlined in sections E1, E2, and E5 of our Sustainability Report. In addition, we have defined non-financial targets as an integral part of our corporate strategy (see Company Strategy, page 20), reinforcing our commitment to embedding sustainability considerations into strategic decision-making and long-term value creation.

These policies and frameworks are regularly reviewed and updated to ensure they remain aligned with evolving legal requirements, industry standards, and best practices. Training is provided to all employees to ensure they understand the importance of these policies and how to apply them in their day-to-day activities.

ACTIONS

In 2025, Tessenderlo Group continued the rollout and consolidation of the governance initiatives introduced in previous years, further embedding ethical conduct, transparency, and accountability across the organization.

Key actions include:

- **DEPLOYMENT OF WHISTLEBLOWING POLICY AND SPEAK UP TOOL**
  The Whistleblowing Policy and Speak Up tool are now fully deployed for employees across all regions. The Speak Up tool is managed by an independent third party and ensures confidentiality and protection for whistleblowers. External parties can report concerns directly to our compliance officer. This policy is in line with directive (EU) 2019/1937.
- **CODE OF CONDUCT UPDATE AND TRAINING**
  Training on the Code of Conduct continues to be applied across the Group to ensure ongoing awareness and understanding of our ethical standards. Based on employee feedback and engagement survey results, we further enriched and clarified our policies to better reflect operational realities and expectations.
- **ANTI-BRIBERY AND ANTI-CORRUPTION TRAINING**
  The dedicated Anti-Bribery and Anti-Corruption training was completed in 2025. This training reinforces employees' ability to identify, prevent, and report bribery and corruption risks and complements the annual Code of Conduct training.
- **ONGOING EVALUATION AND IMPROVEMENT**
  We continuously evaluate and refine our policies and actions to respond to evolving regulatory requirements and business needs. In addition to the training programs and tools already implemented, we conduct regular audits and employee feedback sessions to identify areas for improvement. Our goal is to ensure that ethical standards are consistently upheld across all regions and that our employees feel empowered to act with integrity and report any issues they encounter.

These actions demonstrate our commitment to fostering a culture of transparency, integrity, and responsibility. By empowering our employees with the necessary tools, training, and policies, we aim to create an environment where ethical conduct is integral to our business operations and stakeholder relations.

METRICS & TARGETS

KPI Measurement	Results 2024	Results 2025	Target	ESRS Data point
% of employees compliant on compliance training *	88%	79%	95%	G1-3
Reported incidents of corruption and bribery	0	0		G1-4
Reported incidents /complaints and severe human rights impacts (Total)	27	19		S1-17
Reported incidents /complaints and severe human rights impacts (Substantiated)	12	7		S1-17
Reported incidents /complaints and severe human rights impacts (Unsusbtantiated)	10	12		S1-17
Reported incidents /complaints and severe human rights impacts (Under review)	5	0		S1-17

**Compliance training: In 2023, we reported separately Anti Bribery and Anti corruption training, Code of Conduct training, and Anti-trust training. As from 2024, those results are merged under the compliance training metrics.*
We do not have a specific list of functions at risk, we consider that all our employees should follow our compliance training.

In 2025, a total of 19 cases were reported. All cases were or are investigated in accordance with our whistleblowing procedure and protection mechanisms in place for individuals who raised those concerns.

In the CSRD, Fraud is not clearly mentioned as part of G1 (Corruption and Bribery) or S1 (Misconduct). We took the following approach to consider it in our reporting:

- Fraud cases involving external party would be reported under G1-4
- Internal Fraud cases would be reported under S1-17"

EU TAXONOMY

INTRODUCTION

The EU Taxonomy Regulation (2020/852) is a classification system developed to define what economic activities can be considered environmentally sustainable. It aims to provide transparency for investors, companies, and policymakers to drive sustainable finance and align economic activities with the EU climate and environmental objectives.

Within this framework, an economic activity is considered Taxonomy-eligible if it is described in the delegated acts supplementing the Taxonomy Regulation, regardless of whether it meets the technical screening criteria. An activity is Taxonomy-aligned when it complies with these technical screening criteria, meaning it substantially contributes to one or more environmental objectives without causing significant harm to others. In addition, the activity must be carried out in compliance with minimum safeguards on human rights, anti-corruption, taxation, and fair competition.

The EU Taxonomy is a dynamic framework that continues to evolve. The absence of Taxonomy-eligible activities does not necessarily provide definitive conclusions about a company's environmental performance. Not all activities that could significantly contribute to environmental objectives are currently included in the Climate and Environmental Delegated Acts. Additionally, alignment may not always be demonstrable due to missing processes, incomplete data, or the complexity of technical screening criteria. As the Taxonomy develops, additional economic activities may be added, which could expand the scope of eligibility over time.

In 2025, the European Union published the EU Taxonomy Omnibus Delegated Act (Delegated Regulation (EU) 2026/73)1, introducing materiality thresholds and simplifying reporting on EU Taxonomy. We opted to apply this new legislation already for our taxonomy disclosures for financial year 2025. As part of our assessment, we have applied the 10% materiality thresholds and disclosed our taxonomy KPIs in the simplified tables.

FRAMEWORK AND APPROACH

Our methodology is structured around the EU Taxonomy Regulation (Regulation (EU) 2020/852) and its Delegated A[iii], which set out criteria for determining whether an activity qualifies as environmentally sustainable.

The evaluation follows a multi-step process:

Step 1: Identifying Eligible Activities

The first step was to determine whether the economic activities under assessment fall within the sectors covered by the EU Taxonomy, in accordance with Annexes I and II of the Climate Delegated Act and Annexes I to IV of the Environmental Delegated Act. The Taxonomy currently applies to sectors that have a significant impact on environmental objectives, such as energy, manufacturing, transport, construction, and financial services. We used the EU Taxonomy Compass as a reference and mapped it against the activities of Tessenderlo Group. Following an analysis, the Tessenderlo Group's eligible economic activities can be summarised under the following activities:

- Electricity generation from fossil gaseous fuels — CCM 4.29
- Manufacture of medicinal products — PPC 1.2
- Manufacture of iron and steel — CCM 3.9

- Manufacture of electrical and electronic equipment — CE 1.2
- Transport by motorbikes, passenger cars and light commercial vehicles — CCM 6.5
- Construction of new buildings — CCM 7.1
- Installation, maintenance and repair of energy efficiency equipment — CCM 7.3
- Acquisition and ownership of buildings — CCM 7.7
- Construction, extension and operation of waste water collection and treatment — CCM .3
- Repair, refurbishment and remanufacturing — CE 5.1
- Freight rail transport — CCM 6.2

A primary focus of the assessment was to eliminate any risk of double counting. Where activities could relate to more than one environmental objective, the Group ensures amounts are counted once only in KPI numerators to avoid double counting.

Most of the identified eligible economic activities contribute to climate change mitigation. The main exceptions are activity 1.2 (manufacture of medicinal products), which contributes to pollution prevention and control, and activities 1.2 and 5.1 (manufacture of electrical and electronic equipment, and repair, refurbishment and remanufacturing), which contribute to the circular economy.

Economic activities not yet covered by the EU Taxonomy are listed as taxonomy non-eligible. Tessenderlo Group remains committed to transparent reporting and will continue to track developments in the EU Taxonomy framework. We will closely follow the introduction of new eligible activities and updated reporting criteria, in line with the European Commission's efforts to simplify and strengthen the effectiveness of the taxonomy.

We acknowledge that Tessenderlo Group is currently not in a position to demonstrate taxonomy alignment, primarily due to gaps in due diligence processes. This does not lessen our commitment to the Taxonomy framework; rather, it underscores the areas where we are actively investing in sustainable practices and governance enhancements. Our priority is to implement robust processes and controls that will enable full alignment in the future, as part of our comprehensive sustainability strategy across all business units.

Step 2: Assessing Taxonomy alignment

To assess the alignment of Tessenderlo's EU taxonomy-eligible activities, we analysed the alignment criteria as set out in the Delegated Acts of the EU Taxonomy regulation. The process included three key steps.

First, the activity must meet the substantial contribution criteria, meaning it significantly advances one or more of the six environmental objectives defined by the Taxonomy Regulation. Second, it must comply with the Do No Significant Harm (DNSH) principle, ensuring that while contributing to one objective, it does not cause material harm to any of the others. Finally, the activity must respect minimum safeguards, which refer to adherence to international standards on human rights, labour rights, and anti-corruption, as outlined in instruments such as the OECD Guidelines and UN Guiding Principles. Together, these steps ensure that the activity is environmentally sustainable and socially responsible.

Currently, Tessenderlo Group has not yet fully implemented due diligence processes to demonstrate that our economic activities comply with the Minimum Safeguards requirements. While certain activities may meet the Technical Screening Criteria and the DNSH principle, the absence of these processes means all reported economic activities—covering turnover, CapEx, and OpEx—are classified as eligible but not aligned. Given that non-alignment is primarily due

to this gap, further assessment against the other two alignment steps is not concluded at this stage, and all reported activities are therefore classified as taxonomy-eligible but not aligned. As a next step, we aim to implement robust due diligence processes, which will enable us to assess the alignment of our eligible economic activities going forward.

Step 3: Data Collection and Validation

For the financial year 2025, Tessenderlo Group does not claim taxonomy alignment. The disclosures therefore focus on the identification and reporting of taxonomy-eligible economic activities and the associated turnover, capital expenditure (CapEx) and operating expenditure (OpEx), accompanied by the contextual information required under Section 1.2 of Annex I to the Disclosures Delegated Act.

The denominators of the EU Taxonomy KPIs are derived from Tessenderlo Group's consolidated financial statements, prepared in accordance with the financial reporting framework applied by the Group.

- The turnover denominator corresponds to total net revenue as presented in the consolidated income statement. The Turnover denominator amounts to 2.763.109.848,39 EUR and can be found in the consolidated income statement (Note 3).link to be made to financial statements
- The CapEx denominator, amounting to 167.991.921,86 EUR, includes additions to property, plant and equipment, intangible assets and IFRS 16 right-of-use assets. These amounts are disclosed in the consolidated financial statements (Note 3).
- The OpEx denominator is calculated in line with the specific EU Taxonomy definition of OpEx, which differs from operating expenses under financial reporting standards. It includes only the expenditure categories explicitly referred to in the Disclosures Delegated Act and is therefore not directly reconcilable to a single line item in the financial statements. For 2025, the OpEx denominator totals EUR 180.636.369,80.

Amounts are allocated to the numerators of the turnover, CapEx and OpEx KPIs where they are directly attributable to taxonomy-eligible economic activities, as defined in the EU Taxonomy Regulation and related Delegated Acts.

Eligible numerator amounts are based on information reported by the business units and reconciled with Group-level financial data. Allocation of turnover and CapEx is performed by mapping BU-reported revenues and investment additions to the relevant economic activities; key judgements relate to the classification of projects and allocation where expenditures support multiple activities. OpEx is determined in line with the EU Taxonomy-specific definition and includes only the expenditure categories specified in the Disclosures Delegated Act.

In line with the Omnibus Delegated Act, Tessenderlo Group has applied the materiality derogation allowing economic activities to be excluded from further EU Taxonomy assessment where their cumulative contribution represents less than 10% of the denominator of the relevant KPI, assessed on a per-KPI basis.

Applying this threshold, the Group has identified a number of Taxonomy-listed economic activities that are considered non-material for the respective KPIs and are therefore not assessed further for EU Taxonomy reporting purposes.

Turnover

- Electricity generation using solar photovoltaic technology (D35.11)

This activity relates to limited on-site electricity generation, primarily for own operational consumption. The resulting revenue is marginal in relation to the Group's total turnover and remains well below the 10% materiality threshold.

CapEx

The following CapEx activities were identified but assessed as non-material, as they represent limited investments and do not materially influence total Group CapEx:

- Manufacture of iron and steel (iron casting) (C24.5.1)
- Manufacture of chlorine for internal use (C20.13 – 3.13)
- Electricity generation using solar photovoltaic technology (D35.11, F42.22)
- Construction, extension and operation of wastewater collection and treatment systems (E37.00, F42.99)
- Renewal of water collection, treatment and supply systems (E36.00, F42.99)
- Repair, refurbishment and remanufacturing activities (C28.94)
- Operation of personal mobility devices and cycle logistics (N77.11, N77.21)
- Freight transport services by road (49.4.1, H53.10, H53.20, N77.12)
- Inland freight water transport (H50.4)
- Infrastructure for rail transport (multiple NACE codes)
- Renovation of existing buildings (F41, F43)
- Installation, maintenance and repair of charging stations for electric vehicles (multiple NACE codes)
- Installation, maintenance and repair of renewable energy technologies (multiple NACE codes)
- Transport by motorbikes, passenger cars and light commercial vehicles (H49.32, H49.39, N77.11)

OpEx

The following eligible OpEx activities were identified as non-material due to their limited scale, ancillary nature, or declining operational relevance. Taken together, these activities do not exceed the 10% OpEx materiality threshold and therefore do not materially affect the Group's OpEx KPI.

- Production of heat or cooling using waste heat (D35.30)
- Manufacture of chlorine (C20.13 – 3.13)
- Electricity generation from fossil gaseous fuels (D35.1.1)
- Renewal of wastewater collection and treatment (E37.00)
- Operation of personal mobility devices and cycle logistics (N77.11, N77.21)
- Transport by motorbikes, passenger cars and light commercial vehicles (H49.32, H49.39, N77.11)
- Freight transport services by road (49.4.1, H53.10, H53.20, N77.12)
- Inland freight water transport (H50.4)
- Construction of new buildings (F41.1, F41.2, F43)
- Renovation of existing buildings (F41, F43)
- Installation, maintenance and repair of energy efficiency equipment (multiple NACE codes)

For additional information on the Taxonomy KPIs, please refer to the mandatory EU Taxonomy templates included below.

TAXONOMY TEMPLATE

PROPORTION OF TURNOVER, CAPEX, OPEX SUMMARY

Template 1: Proportion of turnover, CapEx, OpEx from products or services associated with Taxonomy-eligible or Taxonomy-aligned economic activities – disclosure covering year (2025) (summary KPIs)

Financial year 2025																		
KPI (1)	2025				Breakdown by environmental objectives of Taxonomy-aligned activities								Proportion of enabling activities (12)	Proportion of transitional activities (13)	Not assessed activities considered non-material (14)	Taxonomy-aligned activites in previous financial year (2024) (15)	Proportion of taxonomy-aligned activites in previous financial year (2024) (16)
	Total (2)	Proportion of taxonomy-eligible activities (3)	Taxonomy aligned activities (4)	Proportion of taxonomy-aligned activities (5)	Climate Change Mitigation (6)	Climate Change Adaptation (7)	Water (8)	Circular economy (9)	Pollution (10)	Biodiversity (11)						
Text	€	%	€	%	%	%	%	%	%	%	%	%	%	%	€	%
Turnover	€ 2,763,109,848.39	10.03%	€ 0.00	0%	0%	0%	0%	0%	0%	0%	0%	5.50%	0%	€ 0.00	0%
CapEx	€ 167,929,261.13	25.84%	€ 0.00	0%	0%	0%	0%	0%	0%	0%	3.63%	0%	9.84%	€ 0.00	0%
OpEx	€ 180,636,369.80	34.70%	€ 0.00	0%	0%	0%	0%	0%	0%	0%	0%	6.78%	8.82%	€ 0.00	0%

Explanatory notes for Template 1:

1. (*N*) indicates the financial year that the reported data refers to. Columns (2) to (14) shall pertain to the financial year (*N*). (*N*-1) Indicates the previous financial year. If no data was reported for financial year *N*-1, leave columns (15) and (16) empty.
2. Column (2) shall contain the denominator of the respective KPI.
3. Column (3) shall contain the proportion of the denominator of the respective KPI that is associated with total Taxonomy-eligible economic activities regardless of whether those activities are taxonomy-aligned or not.
4. Column (5) shall contain the proportion of the denominator of the respective KPI that is associated with total Taxonomy-aligned economic activities.
5. Columns (6) to (11) shall contain the proportion of the denominator of the respective KPI that is associated with Taxonomy-aligned economic activities that contribute substantially to the respective environmental objective. For the respective KPI, the sum of the proportions in columns (6) to (11) shall equal to the figure in the column (5).
6. Column (12) shall contain the proportion of the denominator of the respective KPI that is associated with Taxonomy-aligned economic activities that are enabling economic activities.
7. Column (13) shall contain the proportion of the denominator of the respective KPI that is associated with Taxonomy-aligned economic activities that are transitional economic activities.
8. Column (14) shall contain the proportion of the denominator of the respective KPI associated with economic activities that are considered non-material with respect to the respective KPI and not assessed for Taxonomy-eligibility and Taxonomy-alignment in accordance with Article 2(1a), (1b), and (1c), respectively. For an economic activity considered material with respect to a KPI (turnover, CapEx, or OpEx), undertakings shall assess the Taxonomy-eligibility and alignment of that KPI pertaining to that activity in its entirety and not consider portion of that KPI pertaining to that activity as non-material.
9. Column (16) shall contain the proportion of the denominator of the respective KPI, pertaining to the financial year (*N*-1), that is associated with total Taxonomy-aligned economic activities pertaining to the financial year (*N*-1).
10. Columns (5) to (11) to avoid double counting: if the figure in column (5) contains Taxonomy-aligned economic activities that contribute substantially to more than one environmental objective at the same time, the substantial contribution of those economic activities to multiple environmental objectives should be indicated under the respective environmental objectives in columns (6) to (11) of Template 2 on respective activity rows but should not be double counted in columns (5) to (11) of Template 1.

TAXONOMY TEMPLATE

TURNOVER

Template 2: Proportion of Turnover from products or services associated with Taxonomy-eligible or Taxonomy-aligned economic activities – disclosure covering year (N) (activity breakdown)

Reported KPI	Turnover														
Financial year 2025															
						Substantial Contribution Criteria									
Economic Activities (1)	Code (2)	Taxonomy-eligible KPI (Proportion of Taxonomy-eligible Turnover) (3)	Taxonomy-aligned KPI (Monetary value of Turnover) (4)	Taxonomy-aligned KPI (Proportion of Taxonomy-eligible Turnover) (5)	Climate Change Mitigation (6)	Climate Change Adaptation (7)	Water (8)	Circular Economy (9)	Pollution (10)	Biodiversity (11)	Enabling activity (12)	Transitional activity (13)	Proportion of Taxonomy-aligned in Taxonomy-eligible (14)
Text		%	€	%	%	%	%	%	%	%	(E where applicable)	(T where applicable)	%
Electricity generation from fossil gaseous fuels	CCM 4.29, CCA 4.29	2.82%	0	0%	0%	0%	0%	0%	0%	0%		T	0%
Manufacture of medicinal products	PPC 1.2	3.00%	0	0%	0%	0%	0%	0%	0%	0%			0%
Manufacture of iron and steel	CCM 3.9, CCA 3.9	1.53%	0	0%	0%	0%	0%	0%	0%	0%			0%
Manufacture of electrical and electronic equipment	CE 1.2	2.68%	0	0%	0%	0%	0%	0%	0%	0%		T	0%
Sum of alignement per objective					0%	0%	0%	0%	0%	0%			
Total KPI (Turnover)		10.03%	0	0%	0%	0%	0%	0%	0%	0%			0%

for Template 2:

1. Non-financial undertakings shall duplicate this template to disclose separately the turnover, the CapEx and the OpEx KPIs, clearl title of each table which KPI the table refers to. Where non-financial undertakings disclose zero Taxonomy-eligible KPI (turnover respectively), in Template 1, column (3), they may omit disclosing Template 2 for that KPI.
2. (*N*) indicates the financial year that the reported data refers to. Columns (2) to (14) pertain to financial year (*N*).
3. For activity rows, column (2): The Code constitutes the abbreviation of the relevant objective to which the economic activity is e substantial contribution, as well as the Section number of the activity in the relevant Annex covering the objective, i.e.:

    — Climate Change Mitigation: CCM
    — Climate Change Adaptation: CCA,
    — Water and Marine Resources: WTR,
    — Circular Economy: CE,
    — Pollution Prevention and Control: PPC,
    — Biodiversity and ecosystems: BIO.

    For example, the Activity "Afforestation" has the Code: CCM 1.1. Where activities are eligible to make a substantial contribution one objective, the codes for all objectives should be indicated.
4. For activity rows, column (3) shall contain the proportion of the denominator of the respective KPI, as reported in Template 1, th with a Taxonomy-eligible economic activity regardless of whether or not that activity is Taxonomy-aligned, or only a portion of t Taxonomy-aligned.
5. For activity rows, column (5) shall contain the proportion of the denominator of the respective KPI, as reported in Template 1, th with a Taxonomy-aligned economic activity, or with the Taxonomy-aligned portion of a Taxonomy-eligible activity.
6. For activity rows, columns (6) to (11) shall contain the proportion of the denominator of the respective KPI, as reported in Templ associated with a Taxonomy-aligned economic activity, or its portion, that contributes substantially to the respective environme which the economic activity is Taxonomy-eligible. Columns corresponding to the environmental objectives for which the econom Taxonomy-eligible should be left empty. Where a Taxonomy-aligned economic activity, or its portion, contributes substantially t environmental objectives, the columns under those environmental objectives shall contain the corresponding proportion of the d the respective KPI, as reported in Template 1, that is associated with that activity or its portion. In other words, where an activit substantially to more than one environmental objective at the same time, its substantial contribution should be indicated under environmental objectives in the row pertaining to that economic activity.
7. Column (14) shall contain the ratio of the figure in column (5) divided by the figure in column (3) in the respective rows.
8. Row "Sum of alignment per objective": columns (6) to (11) shall contain the sum of figures for all reported activities under the r columns. The sum of columns (6) to (11) on this row might possibly result in more than 100 %.
9. Row "Total KPI": columns (3) to (13) shall contain the sum of figures for all reported activities under the respective columns. Fo (11), when perfoming the summation in the row "Total KPI", non-financial undertakings shall not double count the contributions environmental objectives and include only the environmental objective they deem the most relevant. Figure in column (5) in this Taxonomy-aligned KPI, shall equal the sum of figures reported in columns (6) to (11) in this row. The figures reported in the row columns (3) to (13) in Template 2 shall equal to the figures reported in corresponding columns (3) to (13) in the Template 1. In o double counting, financial undertakings will take into account the Total KPI figure as reported in Template 1 when computing th

TAXONOMY TEMPLATE

CAPEX

Template 2: Proportion of CapEx from products or services associated with Taxonomy-eligible or Taxonomy-aligned economic activities – disclosure covering year (N) (activity breakdown)

Reported KPI	CapEx															
Financial year 2025																
Economic Activities (1)	**Code (2)**	**Taxonomy-eligible KPI (Proportion of Taxonomy-eligible CapEx) (3)**	**Taxonomy-aligned KPI (Monetary value of CapEx) (4)**	**Taxonomy-aligned KPI (Proportion of Taxonomy-eligible CapEx) (5)**	**Substantial Contribution Criteria**							**Enabling activity (12)**	**Transitional activity (13)**	**Proportion of Taxonomy-aligned in Taxonomy-eligible (14)**
					Climate Change Mitigation (6)	**Climate Change Adaptation (7)**	**Water (8)**	**Circular Economy (9)**	**Pollution (10)**	**Biodiversity (11)**				
Text		%	€	%	%	%	%	%	%	%	%	(E where applicable)	(T where applicable)	%
Construction of new buildings	CCM 7.1, CCA 7.1, CE 3.1	18.67%	0	0%	0%	0%	0%	0%	0%	0%	0%			0%
Installation, maintenance and repair of energy efficiency equipment	CCM 7.3, CCA 7.3	3.63%	0	0%	0%	0%	0%	0%	0%	0%	0%	E		0%
Acquisition and ownership of buildings	CCM 7.7, CCA 7.7	3.54%	0	0%	0%	0%	0%	0%	0%	0%	0%			0%
Sum of alignement per objective														
Total KPI (CapEx)		25.84%	0	%	0%	0%	0%	0%	0%	0%	0%			0%

Explanatory notes for Template 2:

1. KPIs, clearly indicating in the title of each table which KPI the table refers to. Where non-financial undertakings disclose zero Taxonomy-eligib
2. (*N*) indicates the financial year that the reported data refers to. Columns (2) to (14) pertain to financial year (*N*).
3. For activity rows, column (2): The Code constitutes the abbreviation of the relevant objective to which the economic activity is eligible to make a substantial contribution, as well as the Section number of the activity in the relevant Annex covering the objective, i.e.:

   — Climate Change Mitigation: CCM,
   — Climate Change Adaptation: CCA,
   — Water and Marine Resources: WTR,
   — Circular Economy: CE,
   — Pollution Prevention and Control: PPC,
   — Biodiversity and ecosystems: BIO.

   For example, the Activity "Afforestation" has the Code: CCM 1.1. Where activities are eligible to make a substantial contribution to more than one objective, t codes for all objectives should be indicated.
4. For activity rows, column (3) shall contain the proportion of the denominator of the respective KPI, as reported in Template 1, that is associated with a Taxonc
5. For activity rows, column (5) shall contain the proportion of the denominator of the respective KPI, as reported in Template 1, that is associated with a Taxonc
6. For activity rows, columns (6) to (11) shall contain the proportion of the denominator of the respective KPI, as reported in Template 1, that is associated with a Taxonomy-aligned economic activity, or its portion, that contributes substantially to the respective environmental objective for which the economic activity is Taxonomy-eligible. Columns corresponding to the environmental objectives for which the economic activity is not Taxonomy-eligible should be left empty. Where a Taxonomy-aligned economic activity, or its portion, contributes substantially to several environmental objectives, the columns under those environmental objectives shall contain the corresponding proportion of the denominator of the respective KPI, as reported in Template 1, that is associated wit that activity or its portion. In other words, where an activity contributes substantially to more than one environmental objective at the same time, its substantial contribution should be indicated under multiple environmental objectives in the row pertaining to that economic activity.
7. Column (14) shall contain the ratio of the figure in column (5) divided by the figure in column (3) in the respective rows.
8. Row "Sum of alignment per objective": columns (6) to (11) shall contain the sum of figures for all reported activities under the respective columns. The sum o columns (6) to (11) on this row might possibly result in more than 100 %.
9. Row "Total KPI": columns (3) to (13) shall contain the sum of figures for all reported activities under the respective columns. For columns (4) to (11), when perfoming the summation in the row "Total KPI," non-financial undertakings shall not double count the contributions to multiple environmental objectives and include only the environmental objective they deem the most relevant. Figure in column (5) in this row, i.e. Total Taxonomy-aligned KPI, shall equal the sum figures reported in columns (6) to (11) in this row. The figures reported in the row "Total KPI" in columns (3) to (13) in Template 2 shall equal to the figures reported in corresponding columns (3) to (13) in the Template 1. In order to avoid double counting, financial undertakings will take into account the Total KPI figure as reported in Template 1 when computing their own KPIs.

TAXONOMY TEMPLATE

OPEX

Reported KPI	OpEx
Financial year 2025	

Economic Activities (1)	Code (2)	Taxonomy-eligible KPI (Proportion of Taxonomy-eligible OpEx) (3)	Taxonomy-aligned KPI (Monetary value of OpEx) (4)	Taxonomy-aligned KPI (Proportion of Taxonomy-eligible OpEx) (5)	Substantial Contribution Criteria						Enabling activity (12)	Transitional activity (13)	Proportion of Taxonomy-aligned in Taxonomy-eligible (14)
					Climate Change Mitigation (6)	Climate Change Adaptation (7)	Water (8)	Circular Economy (9)	Pollution (10)	Biodiversity (11)			
Text		%	€	%	%	%	%	%	%	%	(E where applicable)	(T where applicable)	%
Manufacture of electrical and electronic equipment	CE 1.2	3.47%	0	0%	0%	0%	0%	0%	0%	0%			0%
Manufacture of iron and steel	CCM 3.9, CCA 3.9	2.81%	0	0%	0%	0%	0%	0%	0%	0%		T	0%
Construction, extension and operation of waste water collection and treatment	CCM 5.3, CCA 5.3	14.73%	0	0%	0%	0%	0%	0%	0%	0%			0%
Repair, refurbishment and remanufacturing	CE 5.1	9.71%	0	0%	0%	0%	0%	0%	0%	0%			0%
Freight rail transport	CCM 6.2, CCA 6.2	3.97%	0	0%	0%	0%	0%	0%	0%	0%		T	0%
Sum of alignement per objective					0%	0%	0%	0%	0%	0%			0%
Total KPI (OpEx)		34.69%	0	0%	0%	0%	0%	0%	0%	0%			0%

Explanatory notes for Template 2:

1. Non-financial undertakings shall duplicate this template to disclose separately the turnover, the CapEx and the OpEx KPIs, clearly indicating in the title of each table which KPI the table refers to. Where non-financial undertakings disclose zero Taxonomy-eligible KPI (turnover, CapEx, or OpEx, respectively), Template 1, column (3), they may omit disclosing Template 2 for that KPI.
2. (*N*) indicates the financial year that the reported data refers to. Columns (2) to (14) pertain to financial year (*N*).
3. For activity rows, column (2): The Code constitutes the abbreviation of the relevant objective to which the economic activity is eligible to make a substantia
   - Climate Change Mitigation: CCM,
   - Climate Change Adaptation: CCA,
   - Water and Marine Resources: WTR,
   - Circular Economy: CE,
   - Pollution Prevention and Control: PPC,
   - Biodiversity and ecosystems: BIO.

   For example, the Activity "Afforestation" has the Code: CCM 1.1. Where activities are eligible to make a substantial contribution to more than one objectiv the codes for all objectives should be indicated.
4. For activity rows, column (3) shall contain the proportion of the denominator of the respective KPI, as reported in Template 1, that is associated with a Taxonomy-eligible economic activity regardless of whether or not that activity is Taxonomy-aligned, or only a portion of that activity is Taxonomy-aligned
5. For activity rows, column (5) shall contain the proportion of the denominator of the respective KPI, as reported in Template 1, that is associated with a Taxonomy-aligned economic activity, or with the Taxonomy-aligned portion of a Taxonomy-eligible activity.
6. For activity rows, columns (6) to (11) shall contain the proportion of the denominator of the respective KPI, as reported in Template 1, that is associated wit a Taxonomy-aligned economic activity, or its portion, that contributes substantially to the respective environmental objective for which the economic activi Taxonomy-eligible. Columns corresponding to the environmental objectives for which the economic activity is not Taxonomy-eligible should be left empty Where a Taxonomy-aligned economic activity, or its portion, contributes substantially to several environmental objectives, the columns under those environmental objectives shall contain the corresponding proportion of the denominator of the respective KPI, as reported in Template 1, that is associated with that activity or its portion. In other words, where an activity contributes substantially to more than one environmental objective at the same time, its substantial contribution should be indicated under multiple environmental objectives in the row pertaining to that economic activity.
7. Column (14) shall contain the ratio of the figure in column (5) divided by the figure in column (3) in the respective rows.
8. Row "Sum of alignment per objective": columns (6) to (11) shall contain the sum of figures for all reported activities under the respective columns. The sun of columns (6) to (11) on this row might possibly result in more than 100 %.
9. Row "Total KPI": columns (3) to (13) shall contain the sum of figures for all reported activities under the respective columns. For columns (4) to (11), whe perfoming the summation in the row "Total KPI," non-financial undertakings shall not double count the contributions to multiple environmental objectives and include only the environmental objective they deem the most relevant. Figure in column (5) in this row, i.e. Total Taxonomy-aligned KPI, shall equal th sum of figures reported in columns (6) to (11) in this row. The figures reported in the row "Total KPI" in columns (3) to (13) in Template 2 shall equal to th figures reported in corresponding columns (3) to (13) in the Template 1. In order to avoid double counting, financial undertakings will take into account the Total KPI figure as reported in Template 1 when computing their own KPIs.

TAG REFERENCE LIST

Topic	Code	Description	Annual Report Section	Page	Additional information	Reference to datapoints from other EU legislations
ESRS 2 - General Disclosure						
	BP-1	General basis for preparation of the sustainability statement	ESRS 2 General information; annex "Scope and boundaries"	96;294	scope and boundaries annex	
	BP-2	Disclosure in relation to specific circumstances	ESRS 2 General information; annex "Scope and boundaries"	96;294	scope and boundaries annex	
	GOV-1	Role of the administrative, management and supervisory bodies	ESRS 2 General information; strategy; report of the board; S1-Social Metrics	96;20-21;44-60;140-142	operating and governance model,	
	GOV-2	Information provided to and sustainability matters addressed by the undertaking's administrative, management and supervisory bodies	overview	24-25;48;60;97	governance structure, board, excom	
	GOV-3	Integration of sustainability-related performance in incentive schemes	Report of the board (operation and governance model); ESRS 2 governance	98		
	GOV-4	Statement on due diligence	ESRS 2 incentives	97;162		
	GOV-5	Risk management and internal controls over sustainability reporting	DMA; EU Taxonomy	44-60;74-93; 100-110		
	SBM-1	Strategy, business model and value chain	Report of board; ERM; DMA	20-43		
	SBM-2	Interests and views of stakeholders	Strategy	110-111;142		
	SBM-3	Material impacts, risks and opportunities and their interaction with strategy and business model	DMA stakeholder engagement, Stakeholder matrix ; S1- Listening the voice of our	24-27; 74-93;20-21;97-98		
	IRO-1	Description of the process to identify and assess material impacts, risks and opportunities	employees	74-93;100-110;126;131;158		
	IRO-2	Description of the processes to identify and assess material impacts, risks and opportunities for financial materiality	DMA	105-107		
ESRS E1 - Climate change						
	E1-1	Transition plan for climate change mitigation	E1	112-119		Regulation (EU) 2021/1119, Article 2(1)
	SBM-3	Material impacts, risks and opportunities and their interaction with strategy and business model	DMA; ERM; E1; operating and governance model; Strategy	100-110;74-93;20-43		
	IRO-1	Description of the process to identify and assess material impacts, risks and opportunities	DMA; ERM	100-110; 74-93		
	E1-2	Policies related to climate change mitigation and adaptation	E1 Decarbonisation Roadmap	112		
	E1-3	Actions and resources in relation to climate change policies	E1 Decarbonisation Roadmap	114-115		
	E1-4	Targets related to climate change mitigation and adaptation	E1	116-119		
	E1-5	Energy consumption and mix	E1 - Energy consumption and mix	121; 281		
	E1-6	Gross Scopes 1, 2, 3 and Total GHG emissions	E1	120;122;299		
	E1-7	GHG removals and GHG mitigation projects financed through carbon credits	Not applicable	-	We do not use carbon credits mechanism.	Regulation (EU) 2021/1119, Article 2(1)
	E1-10	Internal Carbon Pricing	NA	-	The Group does not currently apply an internal carbon price in its decision-making processes.	
	E1-11	Anticipated financial effects from material physical and transition risks and potential climate-related opportunities	DMA(financial materiality); E1	100-110; 122		
ESRS E2 - Pollution						
	IRO-1	Description of the process to identify and assess material impacts, risks and opportunities	DMA; E2 IRO	100-110;126		
	E2-1	Policies related to pollution	E2 - Policy	132		
	E2-2	Actions and resources related to pollution	E2 - Actions	132-133		
	E2-3	Targets related to pollution	E2 - Target setting and metrics	128		
	E2-4	Pollution of air, water and soil	E2 - Actions;E2 -Target setting and metrics	127-128		
	E2-5	Substances of concern and substances of very high concern	E2 - PCDD and HCB	130		
	E2-6	Anticipated financial effects from pollution-related impacts, risks and opportunities	E2 - Intended financial effects	131	Phase-in, qualitative information	
ESRS E5 - Resource use and circular economy						
	IRO-1	Description of the process to identify and assess material impacts, risks and opportunities	DMA; E5 - IRO	100-110;132		
	E5-1	Policies related to resource use and circular economy	E5 - Policies	132		
	E5-2	Actions and resources related to resource use and circular economy	E5 - Actions	132-133		
	E5-3	Targets related to resource use and circular economy	E5 - Targets	133		
	E5-4	Resource inflows	E5 - Resource inflows	134		
	E5-5	Resource outflows	E5 - Resource outflows	134-135		
	E5-6	Anticipated financial effects from resource use and circular economy-related impacts, risks and opportunities	NA		Phase-in, Omitted under the Omnibus "quick-fix" transitional provisions for ESRS financial effects disclosures.	

ESRS S1 - Own Workforce						
	SBM-2	Interests and views of stakeholders	Stakeholder matrix; S1 Listening to the voices of our employees	111;142-143		
	SBM-3	Material impacts, risks and opportunities and their interaction with strategy and business model	ESRS 2 governance part; DMA; S1 Introduction	97-98; 100;109		
	S1-1	Policies related to own workforce	S1 – Fair and equal pay & an inclusive workplace; Promoting equity, human rights and labor rights	143		
	S1-2	Processes for engaging with own workforce and workers' representatives about impacts	S1 -Listening to the voices of our employees; Stakeholder matrix	142; 111		
	S1-3	Processes to remediate negative impacts and channels for own workforce to raise concerns	S1 – Enforcing the Ethical Culture; Stakeholder matrix	142-143;111		
	S1-4	Taking action on material impacts on own workforce, and approaches to managing material risks and pursuing material opportunities related to own workforce, and effectiveness of those actions	ESRS 2 Governance and responsibility; DMA	97-98;100-113		
	S1-5	Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities	ESRS 2 Governance and responsibility	97-98		
	S1-6	Characteristics of the undertaking's employees	S1 - Social Metrics overview	140-142		
	S1-7	Characteristics of non-employees in the undertaking's own workforce	S1 - Social Metrics overview	140		
	S1-8	Collective bargaining coverage and social dialogue	S1 - Social Metrics overview	144		
	S1-9	Diversity metrics	S1 - Social Metrics overview;S1 - Pay gap	140-142;139		
	S1-10	Adequate wages	S1 - Social Metrics overview	145		
	S1-11	Social protection	S1 - Social Metrics overview; Notes to the consolidated financial statements – Employee benefits	204-206;248-249		
	S1-13	Training and skills development metrics	S1 - Social Metrics overview	146		
	S1-14	Health and safety metrics	S1- Health and Safety	148-152		
	S1-15	Work-life balance metrics	S1- listening to the voices of our employees; S1-Health;Safety and Well-being at work	138;142-143		
	S1-16	Remuneration metrics (pay gap and total remuneration)		60-63;145		
	S1-17	Incidents, complaints and severe human rights impacts	Management report of the Board; Pay gap: Adequate wages	161		
ESRS G1 - Business Conduct						
	GOV-1	The role of the administrative, supervisory and management bodies	Strategy; report of the board; S1(split gender)	20-43;44-60;146		
	IRO-1	Description of the processes to identify and assess material impacts, risks and opportunities	DMA; G1 - Introduction	100-110;158		
	G1-1	Business conduct policies and corporate culture	G1 - Policies	159-160		
	G1-2	Management of relationships with business partners	DMA – Governance (management of suppliers); Stakeholder engagement – Suppliers	108-111	Governed by our Code of Conduct and Supplier Code of Conduct.	
	G1-3	Prevention and detection of corruption and bribery	Report of the Board Policy on inside information and market manipulation; G1 - Actions	69;160		
	G1-4	Incidents of corruption or bribery	G1 - Metrics and Targets	161		
	G1-5	Political engagement and lobbying activities	DMA; Governance (ESRS G1-5 Political engagement)	105;110		

Statutory auditor's limited assurance report on the consolidated sustainability information of Tessenderlo Group NV

To the general meeting

In the context of the legal limited assurance engagement on the consolidated sustainability information of Tessenderlo Group NV ("the Company") and its subsidiaries (jointly "the Group"), we provide you with our report on this engagement.

We were appointed by the general meeting of May 13, 2025, in accordance with the proposal of the board of directors as presented by the workers' council of the Company to perform a limited assurance engagement on the consolidated sustainability information of the Group included in the Sustainability Report section of the Annual Report as of December 31, 2025 and for the year ended on this date (the "sustainability information").

Our mandate will expire on the date of the general meeting deliberating on the annual accounts for the year ended December 31, 2027. We have performed our assurance engagement on the sustainability information of the Group for two consecutive financial years.

Limited assurance conclusion

We have performed a limited assurance engagement on the sustainability information of the Group.

Based on the procedures performed and assurance evidence obtained, nothing has come to our attention to cause us to believe that the sustainability information of the Group is, in all material respects:

- not prepared in accordance with the requirements of articles 3:32/2 of the Companies' and Associations' Code, including compliance with the applicable European standards for sustainability information (European Sustainability Reporting Standards (ESRS));
- not in compliance with the process carried out by the Group to identify the sustainability information ("the Process") in accordance with the European Standards as disclosed in subsection ESRS 2 General Information of the part of the annual report regarding environmental aspects in accordance with ESRS 2/IRO-1; and
- not in compliance with article 8 of EU Regulation 2020/852 (the "Taxonomy Regulation") regarding the publication of the disclosure included in *subsection EU Taxonomy* of the part of the annual report regarding environmental aspects.

Basis for conclusion

We conducted our limited assurance engagement in accordance with International Standard on Assurance Engagements (ISAE) 3000 (Revised), *Assurance Engagements Other Than Audits or Reviews of Historical Financial*

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Ondernemingsnummer / Numéro
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BTW - TVA BE 0419.122.548
RPR Brussel - RPM Bruxelles
IBAN : BE 95 0018 4771 0358

Information, issued by the International Auditing and Assurance Standards Board (IAASB), as adopted in Belgium.

Our responsibilities under this standard are further described in the "Responsibilities of the statutory auditor for the limited assurance engagement on the sustainability information" section of our report.

We have complied with the ethical requirements that are relevant to our assurance engagement on the sustainability information in Belgium, including the independence requirements.

Our firm applies International Standard on Quality Management (ISQM) 1. This standard requires the firm to design, implement and operate a system of quality management, including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We have obtained from the board of directors and the Company's officials the explanations and information necessary for our limited assurance engagement.

We believe that the assurance evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

Board of directors' responsibilities for the preparation of the sustainability information

The board of directors of the Company is responsible for designing and implementing the Process and for disclosing this Process in note "ESRS 2 General information – Double materiality" of the sustainability information. This responsibility includes:

- understanding the context in which the Group's activities and business relationships take place and developing an understanding of its affected stakeholders;
- identifying the actual and potential impacts (both negative and positive) related to sustainability matters, as well as risks and opportunities that affect, or could reasonably be expected to affect, the Group's financial position, financial performance, cash flows, access to finance or cost of capital over the short-, medium-, or long-term;
- assessing the materiality of the identified impacts, risks and opportunities related to sustainability matters by selecting and applying appropriate thresholds; and
- making assumptions and estimates that are reasonable in the circumstances.

The board of directors of the Company is further responsible for the preparation of the sustainability information, which includes the information determined by the Process:

- in accordance with the requirements of articles 3:32/2 of the Companies' and Associations' Code, including compliance with the applicable ESRS;

- in compliance with the requirements of Article 8 of the Taxonomy Regulation regarding the publication of the information included in subsection EU Taxonomy of the part of the annual report regarding environmental aspects.

This responsibility entails:

- designing, implementing and maintaining such internal controls that the board of directors determines are necessary to enable the preparation of the sustainability information such that it is free from material misstatement, whether due to fraud or error; and
- selecting and applying appropriate sustainability reporting methods and making assumptions and estimates that are reasonable in the circumstances.

Those charged with governance are responsible for overseeing the Company's sustainability information.

Inherent limitations in preparing the sustainability information

In reporting forward-looking information in accordance with ESRS, the board of directors of the Company is required to prepare the forward-looking information on the basis of disclosed assumptions about events that may occur in the future and possible future actions by the Group. The actual outcome is likely to be different since anticipated events frequently do not occur as expected and the deviations may be material.

Responsibilities of the statutory auditor for the limited assurance engagement on the sustainability information

It is our responsibility to plan and perform the assurance engagement to obtain limited assurance about whether the sustainability information is free from material misstatement, whether due to fraud or error, and to issue a limited assurance report that includes our conclusion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence decisions of users taken on the basis of the sustainability information as a whole.

As part of a limited assurance engagement in accordance with ISAE 3000 (Revised), as adopted in Belgium, we exercise professional judgment and maintain professional skepticism throughout the engagement. The work carried out in an engagement with a view to obtaining a limited degree of assurance, for which we refer to the section "Summary of the work performed", are less in extent than for a reasonable assurance engagement. We therefore do not express a reasonable assurance conclusion.

As the forward-looking information contained in the sustainability information and the assumptions on which it is based, relate to the future, it may be affected by events that may occur and/or by possible actions of the Group. The actual outcome is likely to differ from the assumptions, as the anticipated events will frequently not occur as expected and the deviations may be material. Our conclusion is therefore not a guarantee that the actual outcomes reported will be consistent with those included in the forward-looking information included in the sustainability information.

Our responsibilities in relation to the Process for reporting the sustainability information, include:

- obtaining an understanding of the Process but not for the purpose of providing a conclusion on the effectiveness of the Process, including the outcome of the Process; and
- designing and performing procedures to evaluate whether the Process is consistent with the Group's description of its Process, as disclosed in note "ESRS 2 General information – Double materiality".

Our other responsibilities in respect of the sustainability information include:

- obtaining an understanding of the Group's control environment, relevant processes and information systems to the preparation of the sustainability information but not evaluating the design of particular control activities, obtaining evidence about their implementation or testing their operating effectiveness;
- identifying areas in the sustainability information where material misstatements are likely to arise, whether due to fraud or error; and
- designing and performing procedures focused on disclosures in the sustainability information where material misstatements are likely to arise. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Summary of the work performed

A limited assurance engagement involves performing procedures to obtain assurance evidence about the sustainability information. The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.

The nature, timing and extent of our procedures depend on our professional judgment, including the identification of disclosures where material misstatements are likely to arise, whether due to fraud or error, in the sustainability information.

In conducting our limited assurance engagement, with respect to the Process, we have:

- obtained an understanding of the Process by:
  - performing inquiries to understand the sources of the information used by management (e.g., stakeholder engagement, business plans and strategy documents); and
  - reviewing the Group's internal documentation of its Process; and

- evaluated whether the assurance evidence obtained from our procedures about the Process implemented by the Group was consistent with the description of the Process set out in note “ESRS 2 General information – Double materiality”.

In conducting our limited assurance engagement with respect to the sustainability information, we have amongst others:

- obtained an understanding of the Group’s reporting processes relevant to the preparation of its sustainability information by obtaining an understanding of the Group’s control environment, relevant processes and information systems to the preparation of the sustainability information but not evaluating the design of particular control activities, obtaining evidence about their implementation or testing their operating effectiveness;
- evaluated whether material information identified by the Process is included in the sustainability information;
- evaluated whether the structure and the presentation of the sustainability information is in accordance with the ESRS;
- performed inquiries of relevant personnel and analytical procedures on selected disclosures in the sustainability information;
- performed substantive assurance procedures based on a sample basis on selected disclosures in the sustainability information;
- obtained assurance evidence on the methods for developing material estimates and forward-looking information as further described in the “Responsibilities of the Statutory auditor for the limited assurance engagement on the sustainability information” section of our report; and
- obtained an understanding of the process to identify taxonomy-eligible and taxonomy-aligned economic activities and the corresponding disclosures in the sustainability information.

Information about the independence

Our audit firm and our network have not performed any engagement which is incompatible with the limited assurance engagement and our audit firm remained independent of the Group during the term of our mandate.

Ghent, March 26, 2026

Statutory auditor's limited assurance report on the consolidated sustainability information of Tessenderlo Group NV

KPMG Bedrijfsrevisoren - Réviseurs d'Entreprises
Statutory Auditor

Joachim Hoebeeck
Bedrijfsrevisor/ Réviseur d'Entreprises

FINANCIAL REPORT

CONSOLIDATED FINANCIAL STATEMENTS

CONSOLIDATED INCOME STATEMENT

(Million EUR)	note	For the year ended December 31 2025	2024
Revenue	3	2,763.1	2,647.7
Cost of sales		-2,237.4	-2,134.6
Gross profit		**525.7**	**513.2**
Distribution expenses		-165.6	-162.0
Sales and marketing expenses		-95.8	-97.2
Administrative expenses		-159.6	-160.4
Other operating income and expenses	5	-26.7	-29.7
Adjusted EBIT[1]	**3**	**77.9**	**63.8**
EBIT adjusting items	6	-78.3	-47.3
EBIT (Profit (+) / loss (-) from operations)		**-0.4**	**16.5**
Finance costs	9	-76.6	-19.9
Finance income	9	16.8	51.2
Finance (costs) / income - net	**9**	**-59.8**	**31.3**
Share of result of equity accounted investees, net of income tax	14	2.9	-1.1
Profit (+) / loss (-) before tax		**-57.3**	**46.6**
Income tax expense	10	-22.9	-2.6
Profit (+) / loss (-) for the period		**-80.2**	**44.0**
Attributable to:			
- Equity holders of the company		**-81.1**	**42.8**
- Non-controlling interest	**21**	**0.9**	**1.3**
Basic earnings per share (EUR)	20	-1.34	0.70
Diluted earnings per share (EUR)	20	-1.34	0.70

The accompanying notes are an integral part of these consolidated financial statements.

[1] Adjusted EBIT is considered by the group to be a relevant performance measure in order to compare results over the period 2024-2025, as it excludes adjusting items from the EBIT (Earnings before interest and taxes). EBIT adjusting items principally relate to restructuring, impairment losses, provisions, gains or losses on significant disposals of assets or subsidiaries and the effect of the electricity purchase and sale agreement.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

(Million EUR)	note	For the year ended December 31 2025	2024
Profit (+) / loss (-) for the period		**-80.2**	**44.0**
Translation differences[2]		-48.1	9.8
Net change in fair value of derivative financial instruments, before tax	26	-0.3	-1.2
Other movements		-0.0	1.5
Income tax on other comprehensive income	15	0.1	0.3
Items of other comprehensive income that are or may be reclassified subsequently to profit or loss		**-48.4**	**10.3**
Remeasurements of the net defined benefit liability, before tax	23	7.6	3.8
Income tax on other comprehensive income	15	-2.0	-0.9
Items of other comprehensive income that will not be reclassified subsequently to profit or loss		**5.7**	**2.9**
Other comprehensive income, net of income tax		**-42.7**	**13.3**
Total comprehensive income		**-122.9**	**57.3**
Attributable to:			
- Equity holders of the company		-123.7	58.8
- Non-controlling interest	21	0.8	-1.5

The accompanying notes are an integral part of these consolidated financial statements.

[2] The 2025 translation differences are mainly impacted by the weakening of the USD against the EUR (-13%) (2024: +6%).

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(Million EUR)	note	As per December 31 2025	2024
Assets			
Total non-current assets		**1,493.7**	**1,667.3**
Property, plant and equipment	11	1,199.1	1,233.1
Goodwill	12	34.7	74.8
Intangible assets	13	176.2	244.2
Investments accounted for using the equity method	14	22.4	23.5
Other investments and guarantees	14	1.3	3.7
Deferred tax assets	15	43.3	59.1
Trade and other receivables	16	16.8	27.9
Derivative financial instruments	26	-	1.1
Total current assets		**1,145.5**	**1,267.5**
Inventories	17	530.9	560.3
Trade and other receivables	16	438.4	438.5
Current tax assets	10	16.3	12.2
Short term investments	18/22	-	70.0
Derivative financial instruments	26	1.9	4.1
Cash and cash equivalents	18/22	158.0	182.4
Non-current assets held for sale	**11**	**3.8**	-
Total assets		**2,643.0**	**2,934.8**
Equity and Liabilities			
Equity			
Equity attributable to equity holders of the company		**1,689.9**	**1,896.0**
Issued capital		428.3	428.3
Share premium		1,725.2	1,743.6
Reserves and retained earnings		-463.6	-275.9
Non-controlling interest		**14.9**	**16.4**
Total equity		**1,704.8**	**1,912.4**
Liabilities			
Total non-current liabilities		**387.5**	**422.7**
Loans and borrowings	22	107.2	134.1
Employee benefits	23	40.8	43.2
Provisions	24	139.3	125.8
Trade and other payables	25	4.0	3.8
Derivative financial instruments	26	-	1.7
Deferred tax liabilities	15	96.3	114.1
Total current liabilities		**550.7**	**599.7**
Bank overdrafts	18/22	0.0	0.0
Loans and borrowings	22	92.1	123.3
Trade and other payables	25	435.7	433.0
Derivative financial instruments	26	2.5	6.3
Current tax liabilities	10	4.0	5.6
Employee benefits	23	0.6	0.6
Provisions	24	15.7	30.9
Total liabilities		**938.2**	**1,022.5**
Total equity and liabilities		**2,643.0**	**2,934.8**

The accompanying notes are an integral part of these consolidated financial statements.

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CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

(Million EUR)	note	Issued capital	Share premium	Legal reserves	Translation reserves	Hedging reserves	Retained earnings	Equity attributable to equity holders of the company	Non-controlling interest	Total equity
Balance at January 1, 2025		**428.3**	**1,743.6**	**33.6**	**-65.1**	**0.3**	**-244.7**	**1,896.0**	**16.4**	**1,912.4**
Profit (+) / loss (-) for the period		-	-	-	-	-	-81.1	-81.1	0.9	-80.2
Other comprehensive income										
- Translation differences		-	-	-	-47.9	-	-	-47.9	-0.1	-48.1
- Remeasurements of the net defined benefit liability, net of tax		-	-	-	-	-	5.7	5.7	-	5.7
- Net change in fair value of derivative financial instruments, net of tax		-	-	-	-	-0.2	-	-0.2	-	-0.2
- Other movements		-	-	-	-	-	-0.0	-0.0	0.0	-0.0
Comprehensive income, net of income taxes		**0.0**	**0.0**	**0.0**	**-47.9**	**-0.2**	**-75.5**	**-123.7**	**0.8**	**-122.9**
Transactions with owners, recorded directly in equity										
- Repurchase of own shares[3]	19	-	-18.4	-	-	-	-18.6	-37.0	-	-37.0
- Dividends paid to shareholders	19	-	-	-	-	-	-45.0	-45.0	-	-45.0
- Dividends paid to non-controlling interests	21	-	-	-	-	-	-	-	-1.1	-1.1
- Changes in non-controlling interest without loss of control	21	-	-	-	-0.1	-	-0.2	-0.4	-1.1	-1.5
Total contributions by and distributions to owners		**0.0**	**-18.4**	**0.0**	**-0.1**	**0.0**	**-63.8**	**-82.4**	**-2.2**	**-84.6**
Other movements		-	-	0.1	-	-	-0.1	0.0	-	0.0
Balance at December 31, 2025		**428.3**	**1,725.2**	**33.7**	**-113.2**	**0.0**	**-384.1**	**1,689.9**	**14.9**	**1,704.8**

[3]Following the repurchase of own shares in 2025 (note 19 - Equity), the cost of the treasury shares exceeded the available retained earnings of the parent company Tessenderlo Group nv. In accordance with applicable legal requirements, the share premium account was reduced by -18.4 million EUR to cover the excess amount. No impact was recognized in the income statement, but recognized directly in equity as a transaction with owners.

(Million EUR)	note	Issued capital	Share premium	Legal reserves	Translation reserves	Hedging reserves	Retained earnings	Equity attributable to equity holders of the company	Non-controlling interest	Total equity
Balance at January 1, 2024		**428.3**	**1,743.6**	**21.6**	**-77.7**	**1.2**	**-186.1**	**1,930.9**	**17.9**	**1,948.7**
Profit (+) / loss (-) for the period		-	-	-	-	-	42.8	42.8	1.3	44.0
Other comprehensive income										
- Translation differences		-	-	-	12.5	-	-	12.5	-2.7	9.8
- Remeasurements of the net defined benefit liability, net of tax		-	-	-	-	-	2.9	2.9	-	2.9
- Net change in fair value of derivative financial instruments, net of tax		-	-	-	-	-0.9	-	-0.9	-	-0.9
- Other movements		-	-	-	-	-	1.5	1.5	-	1.5
Comprehensive income, net of income taxes		**0.0**	**0.0**	**0.0**	**12.5**	**-0.9**	**47.2**	**58.8**	**-1.5**	**57.3**
Transactions with owners, recorded directly in equity										
- Repurchase of own shares	19	-	-	-	-	-	-47.3	-47.3	-	-47.3
- Dividends paid to shareholders	19	-	-	-	-	-	-46.3	-46.3	-	-46.3
Total contributions by and distributions to owners		**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**-93.6**	**-93.6**	**0.0**	**-93.6**
Other movements		-	-	12.0	-	-	-12.0	0.0	-	0.0
Balance at December 31, 2024		**428.3**	**1,743.6**	**33.6**	**-65.1**	**0.3**	**-244.7**	**1,896.0**	**16.4**	**1,912.4**

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

(Million EUR)	note	For the year ended December 31 2025	2024
Operating activities			
Profit (+) / loss (-) for the period		-80.2	44.0
Depreciation, amortization and impairment losses on tangible and intangible assets	8	269.3	211.5
Changes in provisions		-7.2	20.4
Finance costs	9	76.6	19.9
Finance income	9	-16.8	-51.2
Loss / (profit) on sale of non-current assets		-2.4	-0.4
Share of result of equity accounted investees, net of income tax		-2.9	1.1
Income tax expense	10	22.9	2.6
Other non-cash items		-4.3	-3.2
Changes in inventories		15.7	51.3
Changes in trade and other receivables		-10.6	32.5
Changes in trade and other payables		7.4	21.4
Change in accounting estimates - inventory write off	3/17	-4.9	9.7
Net change in emission allowances recognized within intangible assets	13	-0.6	-5.8
Advance payment on long term electricity agreement	16	-6.7	-
Revaluation of electricity forward contracts	26	-1.4	-2.4
Cash generated from operations		**254.0**	**351.6**
Income tax paid	10	-28.3	-18.3
Cash flow from operating activities		**225.7**	**333.2**
Investing activities			
Acquisition of property, plant and equipment	11	-135.2	-179.7
Acquisition of intangible assets	13	-0.4	-0.9
Metam asset purchase agreement	4/13	-15.8	-
Acquisition of businesses, net of cash acquired	4	-0.9	-60.8
Proceeds from the sale of property, plant and equipment		5.1	1.2
Dividends received from investments accounted for using the equity method	14	2.1	-
Dividends received from other investments		-	0.0
Proceeds from the sale of subsidiaries, net of cash disposed of		-	0.1
Proceeds from the sale of other investments	9	-	7.2
Proceeds from sale of long term investments	18/22	70.0	-
Cash flow from investing activities		**-75.0**	**-232.9**
Financing activities			
Repurchase of own shares	19	-37.0	-47.3
Proceeds from the sale of shares to a non-controlling interest		5.1	4.9
Payment of lease liabilities	11/22	-20.3	-21.5
Proceeds from new borrowings	22	112.0	65.0
Reimbursement of borrowings	22	-181.2	-39.8
Interest paid	9	-10.0	-9.1
Interest received		7.3	9.6
Other finance costs paid		-1.4	-2.3
Decrease/(increase) of long term receivables		2.3	-0.1
Dividends paid to non-controlling interest	21	-1.1	-
Dividends paid to shareholders		-45.0	-54.0
Cash flow from financing activities		**-169.3**	**-94.7**
Net increase / (decrease) in cash and cash equivalents		**-18.6**	**5.7**
Effect of exchange rate differences	22	-5.7	-0.2
Cash and cash eq. less bank overdrafts at the beginning of the period	18/22	182.4	176.9
Cash and cash eq. less bank overdrafts at the end of the period	18/22	158.0	182.4

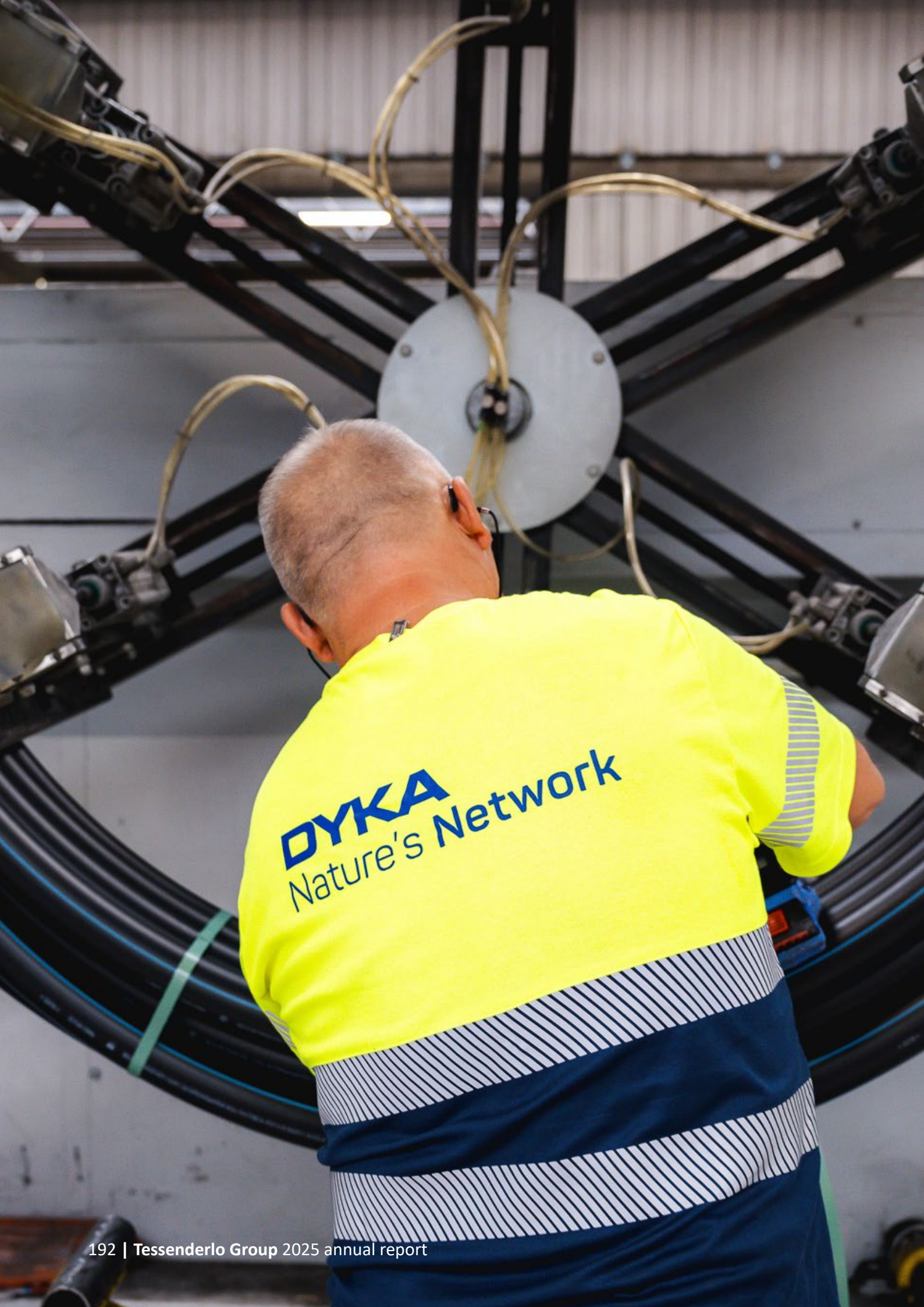
The accompanying notes are an integral part of these consolidated financial statements.

The cash flow from operating activities decreased from 333.2 million EUR in 2024 to 225.7 million EUR as per December 31, 2025. The 2025 Adjusted EBITDA amounts to 288.1 million EUR, compared to 265.6 million EUR in 2024. The working capital needs continued to further decrease, resulting in a cash inflow of +12.5 million EUR in 2025, although significantly below the decrease of working capital needs in 2024 (+105.2 million EUR). The cash flow from operating activities was also negatively impacted in 2025 by the use of provisions for the restructuring of the European bone gelatin activities, as announced in November 2024 (operating segment Bio-valorization), the advance payment of -6.7 million EUR for a long term electricity agreement in France (operating segment Industrial Solutions) and an increase of the income taxes paid (-28.3 million EUR in 2025 compared -18.3 million EUR in 2024), mainly in Belgium and the United States.

The cash flow from investing activities changed from -232.9 million EUR in 2024 to -75.0 million EUR in 2025. Total capital expenditure amounts to -135.6 million EUR in 2025 (2024: -180.6 million EUR) (note 3 - Segment reporting). In 2025, the group acquired the Eastman's Crop Protection Metam Sodium and Metam Potassium product labels in the United States and Canada (operating segment Agro) as well as the activities of Osterwalder, a Swiss expert in electric powder presses (operating segment Machines & Technologies). These transactions resulted in a cash outflow of -15.8 million EUR and -0.9 million EUR respectively. In 2024, the acquisition of Tiger-Sul, a North American provider of sulfur-based fertilizer products (operating segment Agro), resulted in a cash-outflow of -60.8 million EUR. In January 2025, the group received the deferred payment of 5.1 million EUR related to the 2023 sale of 40% of the shares of PB Brasil Industria e Comercio de Gelatinas Ltda (2024: 4.9 million EUR). As per year-end 2025, three long term bank deposits for a total amount of 70.0 million EUR matured in October (60.0 million EUR) and in December 2025 (10.0 million EUR). In 2024, Picanol nv (operating segment Machines & Technologies) sold the remaining 54,262 shares in Rieter Holding AG (SWX: RIEN) for an amount of +7.2 million EUR.

The cash flow from financing activities amounts to -169.3 million EUR as per year-end 2025 (2024: -94.7 million EUR). In 2025, the group acquired 1,492,496 of its own shares for a total value of -37.0 million EUR (2024: 1,946,818 own shares were acquired for a total amount of -47.3 million EUR). The reimbursement of borrowings in 2025 for -181.2 million EUR (2024: -39.8 million EUR) includes the reimbursement of the bond (-58.0 million EUR) and the yearly reimbursement of the T-Power credit facility (-25.7 million EUR). Also in 2025, an amount of up to 112.0 million EUR was drawn from the bi-lateral committed credit lines, of which 30.0 million EUR was still outstanding as per year-end 2025. In 2024 the group has drawn two new loans of respectively 35.0 and 30.0 million EUR, maturing in September and November 2031 (note 22 - Loans and borrowings). The dividend paid in 2025 over the financial year 2024, resulted in a cash outflow of -45.0 million EUR (2024: -46.3 million EUR). Also in 2024, -7.7 million EUR, related to the withholding taxes of the 2022 dividend, was paid to Oostiep Group bv (note 29 - Related parties).

As a result, cash and cash equivalents less bank overdrafts decreased from 182.4 million EUR in 2024 to 158.0 million EUR as per December 31, 2025 (note 18 - Cash and cash equivalents).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1. SUMMARY OF MATERIAL ACCOUNTING POLICIES

Tessenderlo Group nv (hereafter referred to as the "company"), the parent company, is domiciled in Belgium. The consolidated financial statements for the year ended December 31, 2025 comprise the company and its subsidiaries (together referred to as the "group") and the group's interests in jointly controlled entities.

The IFRS financial statements were authorized for issue by the Board of Directors of Tessenderlo Group nv on Wednesday March 25, 2026.

(A) STATEMENT OF COMPLIANCE

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB) as adopted by the European Union.

(B) BASIS OF PREPARATION

The financial statements are presented in euro, which is the company's functional currency, rounded to the nearest million which may not add up due to rounding. They are prepared on the historical cost basis except for derivative financial instruments and net defined benefit (liabilities)/assets, which are stated at fair value. Assets and disposal groups held for sale are stated at the lower of carrying amount and fair value less cost of disposal.

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised (if the revision affects only that period) or in the period of the revision and future periods (if the revision affects both current and future periods).

Judgments made by management in the application of IFRS that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 33 - Critical accounting estimates and judgments.

The consolidated financial statements are presented before the effect of the profit appropriation of the company proposed to the General Assembly of shareholders.

The accounting policies set out below have been applied consistently by the company and all consolidated companies to all periods presented in these consolidated financial statements.

(C) PRINCIPLES OF CONSOLIDATION

Subsidiaries are entities controlled by the group. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

If the group no longer has control over a subsidiary all assets and liabilities of the subsidiary, any non-controlling interests and other equity components with regard to the subsidiary are derecognized. The gains or losses arising on the loss of control are recognized in the income statement.

Non-controlling interests are presented separately from equity attributable to equity holders of the company. Losses realized by subsidiaries with non-controlling interests are proportionally allocated to the non-controlling interests in these subsidiaries, even if this means that the non-controlling interests display a negative balance.

Adjustments to non-controlling interests arising from transactions that do not involve the loss of control are based on a proportionate amount of the net assets of the subsidiary. No adjustments are made to goodwill and no gain or loss is recognized in the income statement.

Investments in associates and joint ventures are included in the consolidated financial statements using the equity method. The investments in associates are those in which the group has significant influence over the financial and operating policies, but which it does not control. In general, it is the case when the group holds between 20% and 50% of the voting rights. The group applies IFRS 11 to all joint arrangements. Under IFRS 11 *Investments In Joint Arrangements* are classified as either joint operations or joint ventures depending on the contractual rights and obligations of each investor. All joint arrangements are determined to be joint ventures, whereby the group has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities. The equity method is used as from the date that significant influence or joint control commences until the date that significant influence or joint control ceases. When the group's share of losses exceeds its interest in an associate or joint venture, the group's carrying amount is reduced to nil and recognition of further losses is discontinued except to the extent that the group has incurred legal or constructive obligations in respect of the associate or joint venture.

All intercompany transactions, balances and unrealized gains and losses on transactions between group companies have been eliminated. Unrealized gains arising from transactions with associates and joint arrangements are eliminated to the extent of the group's interest in the entity. Unrealized losses are eliminated in the same way as unrealized gains, but only to the extent that there is no evidence of impairment.

(D) FOREIGN CURRENCY

Foreign currency transactions

Foreign currency transactions are accounted for at exchange rates prevailing at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at balance sheet date rate.

Non-monetary assets and liabilities denominated in foreign currencies that are stated at historical cost are translated to the functional currency at foreign exchange rates of the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated to the functional currency at foreign exchange rates ruling at the dates the fair value was determined. For available-for-sale non-monetary assets, foreign exchange gains and losses are not separated from the total fair value changes.

Foreign currency differences are recognized in profit or loss and presented within finance costs.

Foreign currency translation

Assets and liabilities of foreign entities included in the consolidation are translated to euro at the foreign exchange rates applicable at the balance sheet date. The income statement of foreign entities is translated to euro at the annual average foreign exchange rates (approximating the foreign exchange rates prevailing at the dates of the transactions). The components of equity attributable to equity holders of the company are translated at historical rates.

Exchange differences arising from the translation of the equity attributable to the equity holders of the company to euro at year-end exchange rates are recognized in other comprehensive income and presented within "Translation reserves" in Equity. In case of non-wholly owned subsidiaries, the relevant proportion of the translation difference is allocated to non-controlling interest.

When a foreign operation is disposed of, such that control, significant influence or joint control is lost, the cumulative amount in the translation reserves related to that foreign operation is reclassified to the income statement as part of the gain or loss on disposal of the foreign operation.

When the group disposes of only part of its interest in a subsidiary that includes a foreign operation while retaining control, the relevant proportion of the cumulative amount in the translation reserves is reattributed to non-controlling interests. When the group disposes of only part of its investment in an associate or joint venture that includes a foreign operation while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to the income statement.

Exchange rates

The following exchange rates have been used in preparing the financial statements:

	Closing rate		Average rate	
1 EUR equals:	2025	2024	2025	2024
Australian dollar	1.7581	1.6772	1.7518	1.6397
Brazilian real	6.4364	6.4253	6.3072	5.8283
Canadian dollar	1.6088	1.4948	1.5787	1.4821
Chinese yuan	8.2262	7.5833	8.1185	7.7875
Costa Rican colon	581.3800	524.5500	565.9056	555.2185
Czech crown	24.2370	25.1850	24.6879	25.1198
Indian Rupee	105.5965	88.9335	98.5239	90.5563
Indonesian Rupiah	19,640.8300	16,820.8800	18,623.0584	17,157.6774
Japanese yen	184.0900	163.0600	169.0435	163.8519
Mexican Peso	21.1180	21.5504	21.6705	19.8314
Philippine peso	69.2660	60.3010	64.9770	62.0072
Polish zloty	4.2210	4.2750	4.2397	4.3058
Pound sterling	0.8726	0.8292	0.8568	0.8466
Romanian leu	5.0968	4.9743	5.0424	4.9746
Singapore dollar	1.5105	1.4164	1.4756	1.4558
Swiss franc	0.9314	0.9412	0.9370	0.9526
Turkish lira	50.4838	36.7372	44.8161	35.5734
US dollar	1.1750	1.0389	1.1300	1.0824

(E) INTANGIBLE ASSETS

Research and development

Expenditure on research activities, undertaken with the prospect of gaining new scientific or technical knowledge and understanding, is recognized in the income statement as an expense as incurred.

Expenditure resulting from development activities, whereby research findings are applied to a plan or design for production of new or substantially improved products and processes, is capitalized if all of the following conditions are met:

- It is technically feasible to complete the asset so that it will be available for sale or use;
- Management intends to complete the development of the asset;
- It is demonstrated how the asset will generate probable future economic benefits. The market potential or the usefulness of the intangible asset have been clearly demonstrated;
- Adequate technical, financial and other resources to complete the development are available; and
- The expenditures related to the process or product can be clearly identified and reliably measured.

Other development expenditure is recognized in the income statement as an expense as incurred.

The capitalized expenditure includes the cost of materials and direct labor. Capitalized development is stated at cost less accumulated amortization (see below) and impairment losses (see accounting policy J).

Emission allowances

The cost of acquiring emission allowances is recognized as intangible asset, whether they have been purchased or received free of charge (in the latter case the acquisition cost is zero). Emission allowances are not amortized but subject to impairment testing. An accrual is set up to cover obligations to refund allowances depending on emissions if, during a given period, the number of allowances required exceeds the total number of allowances acquired. This accrual is measured at the estimated amount of the expenditure required to settle the obligation.

Intangible assets

Intangible assets, acquired by the group, are stated at cost less accumulated amortization (see below) and impairment losses (see accounting policy J).

Subsequent expenditure

Subsequent expenditure on capitalized intangible assets is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is expensed as incurred.

Amortization

Intangible assets with a finite life are amortized using the straight-line method over their estimated useful lives.

The estimated useful lives of the respective asset categories are as follows:

Development	**5 years**
Software	**3 to 5 years**
Customer list	**3 to 10 years**
Concessions, licenses, patents and other	**10 to 20 years**

Useful lives and residual values, if significant, are re-assessed annually and adjusted if appropriate.

(F) GOODWILL

Business combination

All business combinations are accounted for using the acquisition method as at the acquisition date, which is the date on which the group obtained control.

The group measures goodwill at the acquisition date as:

- the fair value of the consideration transferred; plus
- the recognized amount of any non-controlling interests in the acquiree; plus
- if the business combination is achieved in stages, the fair value of the pre-existing equity interest in the acquiree; less
- the net recognized amount (generally fair value) of the identifiable assets acquired and liabilities assumed.

When the excess is negative, a bargain purchase gain is recognized immediately in the income statement after re-assessment of the fair values.

Goodwill is expressed in the currency of the subsidiary to which it relates.

Transaction costs, other than those associated with the issue of debt or equity securities, that the group incurs, are expensed as incurred.

Any contingent consideration payable is measured at fair value at the acquisition date. If the contingent consideration is classified as equity, then it is not remeasured and settlement is accounted for within equity. Otherwise, subsequent changes in the fair value of the contingent consideration are recognized in the income statement.

Subsequent measurement of goodwill

Goodwill is measured at cost less accumulated impairment losses.

Goodwill is tested at least annually for impairment and whenever there is an indicator that the cash-generating unit to which the goodwill has been allocated may be impaired (see accounting policy J).

(G) PROPERTY, PLANT AND EQUIPMENT

Owned assets

Items of property, plant and equipment (further also "PPE") are stated at cost less accumulated depreciation and impairment losses. Cost includes the purchase price and any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management (e.g. non-refundable tax, transport and the costs of dismantling and removing the items and restoring the site on which they are located, if applicable). The cost of a self-constructed asset is determined using the same principles as for an acquired asset and includes the cost of materials, direct labor and other directly attributable expenses.

Where parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment.

Subsequent expenditure

Subsequent expenditure incurred in replacing or renewing components of some items of property, plant and equipment is accounted for as the acquisition of a separate asset and the replaced asset is written off. Capitalization of subsequent expenditure is only done when it increases the future economic benefits embodied in the item of property, plant and equipment and significantly increases production capacity. Repair and maintenance, which do not increase the future economic benefits of the asset to which they relate, are expensed as incurred.

Depreciation

Depreciation is charged to the income statement as from the date the asset is available for use, on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment.

The estimated useful lives of the respective asset categories are as follows:

Land infrastructure[4]	**10 to 20 years**
Buildings	**20 to 40 years**
Building improvements	**10 to 20 years**
Plant installations	**6 to 20 years**
Machinery and equipment	**5 to 15 years**
Furniture and office equipment	**4 to 10 years**
Extrusion and tooling equipment	**3 to 7 years**
Laboratory and research – infrastructure	**3 to 5 years**
Vehicles	**4 to 10 years**
Computer equipment	**3 to 5 years**

Land is not depreciated as it is deemed to have an indefinite life.

Useful lives and residual values, if significant, are re-assessed annually and adjusted if appropriate.

[4] *Land infrastructure mainly includes access roads, fencing and lighting.*

Government grants

Government grants relating to the purchase of property, plant and equipment are deducted from the carrying amount of the related asset when there is reasonable assurance that they will be received and the group will comply with the conditions attached to it. They are deducted in the income statement from the related depreciation charges on a straight-line basis over the estimated useful life of the related asset.

Grants that compensate the group for expenses incurred are recognized as deduction of the related expense on a systematic basis in the same periods in which the expenses are incurred.

The accounting policy for emission allowances is discussed in section (E) Intangible assets.

(H) LEASED ASSETS

The group has applied in 2019 IFRS 16 *Leases* using the modified retrospective approach, under which comparative information is not restated.

At inception of a contract, the group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Assets, representing the rights to use the underlying leased asset, are capitalized as property, plant and equipment at cost, comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs
- restoration costs.

The corresponding lease liabilities, representing the net present value of the lease payments, are recognized as long term or current liabilities depending on the period in which they are due.

The lease payments are initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the group's incremental borrowing rate, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions. Generally, the group uses its incremental borrowing rate as the discount rate.

Leased assets and liabilities are not recognized for low-value items and short term leases. Short term leases are leases with an initial lease term of 12 months or less. The lease payments associated with these low-value items and short term leases are recognized on a straight-line basis as an expense over the lease term.

Lease interest is charged to the income statement as an interest expense.

The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. The group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is

reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The group has applied judgement in evaluating whether it is reasonably certain to exercise the option to renew by considering all relevant factors that create an economic incentive for it to exercise the renewal.

(I) OTHER AND SHORT TERM INVESTMENTS

Each category of investment is accounted for at trade date.

Investments in equity securities

Investments in equity securities are undertakings in which the group does not have significant influence or control. This is generally evidenced by ownership of less than 20% of the voting rights. Such investments are recorded at their fair value on the balance sheet, unless the fair value cannot be reliably determined in which case they are carried at cost less impairment losses. The fair value is the quoted bid price at balance sheet date. On initial recognition, the entity can determine, on an instrument-by-instrument basis, whether subsequent changes in fair value should be recorded in other comprehensive income or directly in profit or loss. The choice is irrevocable. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. If investments in equity securities are disposed, and on initial recognition it was chosen to record subsequent changes in fair value in other comprehensive income, the cumulative gain or loss previously recognized in other comprehensive income remains in other comprehensive income and is never reclassified to profit or loss.

Other investments and guarantees

Other investments mainly include cash guarantees. They are initially measured at fair value. Subsequently other investments are measured at amortized cost.

Short term investments

Short term investments include cash deposits and short term bank notes with a maturity at inception in excess of three months and are intended to be held to maturity less than one year (solely payment of principal and interest). They are recognized at cost and the associated revenue is recognized in interest income.

(J) IMPAIRMENT

The carrying amounts of property, plant and equipment, and intangible assets are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated for an individual asset or for a cash-generating unit. For impairment testing, assets are grouped together into cash generating units, i.e. the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets. An impairment loss is recognized whenever the carrying amount of an asset or the related cash-generating unit exceeds its recoverable amount. Impairment losses are recognized in the income statement.

Goodwill and intangible assets not yet available for use are tested for impairment annually or when an indication of impairment exists. An impairment is determined for goodwill by assessing the recoverable amount of each cash-generating unit to which the goodwill relates.

Impairment losses recognized in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to cash-generating units and then, to reduce the carrying amount of other assets in the cash-generating unit on a pro rata basis.

Calculation of recoverable amount

The recoverable amount of an asset or cash-generating unit is the higher of its fair value less costs to sell and its value in use. The value in use is the net present value of the future cash flows estimated for the asset or cash-generating unit in its current state. In assessing the value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset, to the business etc. … In determining the fair value less costs of disposal, recent market transactions are taken into account, if these are available.

If an impairment is a consequence of classifying the assets as non-current assets classified as held for sale, then management's best estimate is used as a basis for the determination of the fair value of the assets (also based on knowledge of previous transactions with similar assets).

Reversal of impairment

An impairment loss, in respect of the group's assets other than goodwill, recognized in prior periods, is assessed at each balance sheet date for any indication that the impairment loss has decreased or no longer exists. If there has been a change in the estimates used to determine the recoverable amount on assets other than goodwill, the previously recognized impairment loss is reversed through the EBIT adjusting items in the income statement, to the extent that the asset's carrying amount does not exceed its recoverable amount, nor the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

An impairment loss in respect of goodwill cannot be reversed.

Financial assets

In accordance with IFRS 9, the group recognizes expected credit losses on trade receivables following the simplified approach. Lifetime expected losses are recognized for the trade receivables, excluding recoverable VAT amounts. A provision matrix is used in order to calculate the lifetime expected credit losses for trade receivables, which is based on the overdue amounts at the reporting date and uses historical information on defaults. The group considers a financial asset in default when contractual payments are 60 days past due. For all receivables in excess of 60 days past due, the provision matrix calculates an allowance between 20% and 100%. However, in specific cases, the group may also consider a financial asset in default when specific objective evidence of an impairment is obtained as a result of one or more events, which occurred after the initial recognition of the asset, and that loss event(s) had an impact on the estimated future cash flows of that asset that can be estimated reliably. Objective evidence of impairment includes debtor experiencing significant financial difficulty, default or delinquency by a debtor, indications that a debtor will enter bankruptcy, or economic conditions that correlate with defaults. Impairment losses are recognized in the consolidated income statement.

(K) INVENTORIES

Inventories are stated at the lower of cost and net realizable value. The cost is determined by the weighted average cost method (operating segments Agro, Bio-valorization and Industrial Solutions) and by the First-in First-out (FIFO) method (operating segment Machines & Technologies).

The cost of finished goods and work in progress comprises raw materials, other production materials, direct labor, other direct costs and an allocation of fixed and variable production overhead based on normal operating capacity. Cost of inventories includes the purchase, conversion and other costs incurred to bring the inventories to their present location and condition. Net realizable value represents the estimated selling price, less all estimated costs of making the product ready for sale.

(L) TRADE AND OTHER RECEIVABLES

Trade and other receivables are initially measured at fair value and subsequently stated at amortized cost less appropriate allowances for impairment losses (see accounting policy J).

(M) CASH AND CASH EQUIVALENTS

Cash includes cash in hand and cash with banks. Cash equivalents are short term, highly liquid investments that are readily convertible into known amounts of cash, have a maturity date of three months or less from the date of inception and are subject to an insignificant risk of change in value. Cash and cash equivalents are recognized at their fair value.

(N) ISSUED CAPITAL

Shares

Shares are classified as equity. Incremental costs directly attributable to the issue of shares and share options are recognized as a reduction from equity, net of any tax effects.

Repurchase of issued capital

When share capital recognized as equity is repurchased, the amount of the consideration paid, including directly attributable costs, is recognized as a change in equity. Repurchased shares are classified as treasury shares and presented as a deduction from total equity. When treasury shares are sold or reissued subsequently, the amount received is recognized as an increase in equity, and the resulting surplus or deficit on the transaction is presented in retained earnings.

Dividends

Dividends are recognized as a liability in the period in which they are declared.

(O) NON-DERIVATIVE FINANCIAL LIABILITIES

Non-derivative financial liabilities are recognized initially at fair value, less attributable transaction costs. Subsequent to initial recognition, interest-bearing loans and borrowings are stated at amortized cost with any difference between cost and redemption value being recognized in the income statement over the period of borrowings on an effective interest basis.

Export financing is used within the operating segment Machines & Technologies. The group allows long term payment of trade receivables provided that these are financed via export financing by banks and are guaranteed by an external credit insurance company. Upon invoicing of machine contracts, the related trade receivable (which is spread over several years) is recognized within “trade and other receivables”. There are several options to finance these non-current trade receivables. If the group takes out a parallel supplier credit with a financial institution, this debt will be recorded within “loans and borrowings”. The group may also decide to proceed with discounting these receivables through a financial institution or a credit insurance company. In this case, the trade receivables will be settled the moment the risk of the asset is transferred. The costs of discounting are included in the consolidated income statement within “other finance costs”. The income related to re-invoicing these interest costs to the customer is included in the consolidated income statement within “other finance income”.

(P) PROVISIONS

Provisions are recognized in the balance sheet when the group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect is material, provisions are determined by discounting the expected future cash flows at a rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. The unwinding of the discount is presented as a component of finance costs.

Restructuring

A provision for restructuring is recognized when the group has approved a detailed and formal restructuring plan, and the restructuring has either commenced or has been announced to those affected by it. Future operating costs are not provided for.

Environmental obligations and dismantlement obligations

These provisions are based on legal and constructive obligations from past events, in accordance with applicable legal requirements.

Onerous contracts

A provision for onerous contracts is recognized when the expected benefits to be derived by the group from a contract are lower than the unavoidable cost of meeting its obligations under the contract. Such provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the group recognizes an impairment loss on the assets associated with that contract.

Warranties

A provision for warranty costs will be made for products under warranty on the basis of historical data with regard to repairs and returned goods. A provision is recognized for performance warranties based on individual analysis.

(Q) EMPLOYEE BENEFITS

Post-employment benefits

Post-employment benefits include pensions and medical benefits. The group operates a number of defined benefits and defined contribution plans throughout the world, of which the assets are generally held in separate pension funds. Separate trusts and insurers generally hold the pension plans.

» Defined contribution plans:

A defined contribution plan is a pension plan under which the group pays fixed contributions into a fund. There is no legal or constructive obligation to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. Contributions to defined contribution pension plans are recognized as an expense in the income statement as the related service is provided. Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in the future payments is available.

» Defined benefit plans:

A defined benefit plan is a pension plan that is not a defined contribution plan. Typically, defined benefit plans define an amount of pension benefit that an employee will receive on retirement.

For defined benefit plans, the pension accounting costs are assessed separately for each plan using the projected unit credit method. Under this method, the cost of providing pensions is charged to the income statement in order to spread the regular cost over the service lives of employees in accordance with the advice of qualified independent actuaries who carry out annually a full valuation of the plans.

The pension obligation recognized in the balance sheet is determined as the present value of the defined benefit obligation, using interest rates of high quality corporate bonds that are denominated in the currency in which the benefits will be paid, and which have terms to maturity approximating the terms of the related liability, less the fair value of the plan assets. In countries where there is no deep market in such bonds, the market rates on government bonds are used for discounting.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. Net interest expense and other expenses related to defined benefit plans are recognized in profit or loss. Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, and the effect of the asset ceiling (if any), are charged or credited to equity in other comprehensive income in the period in which they arise.

Where the calculation results in a potential asset for the group, the recognized asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan.

Past service costs, settlement costs and gain or loss on curtailment are recognized immediately in the income statement.

Termination benefits (pre-retirement plans, other termination obligations)

These benefits arise as a result of the group's decision to terminate the employment of an employee or group of employees before the normal retirement date or of an employee's decision to accept voluntary redundancy in exchange for those benefits.

These benefits are recognized as a liability and an expense at the earlier of the following dates: when the group can no longer withdraw the offer of those benefits, or when the group recognizes costs for a restructuring that is within the scope of IAS 37 *Provisions* and involves termination benefits. If benefits are conditional on future service, they are not treated as termination benefits but as post-employment benefits.

Short and long term benefits

Short- and long term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognized for the amount expected to be paid under short term cash bonus or profit-sharing plans if the group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(R) INCOME TAX

Income tax expense comprises current and deferred tax. Income tax is recognized in the income statement except to the extent that it relates to items recognized directly to equity or other comprehensive income, in which case it is recognized in equity or other comprehensive income or it relates to a business combination, in which case it is recognized against goodwill.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any.

Deferred tax is provided using the balance sheet liability method, for temporary differences arising between the carrying values of assets and liabilities for financial reporting purposes and the basis used for taxation purposes. The following temporary differences are not provided for: taxable temporary differences arising on the initial recognition of goodwill, the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit and differences relating to investments in subsidiaries to the extent that these will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date, and reflects uncertainty related to income taxes, if any.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences, unused tax losses and credits can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that related tax benefit will be realized.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to taxes levied by the same tax authority on the same taxable entity, or on different entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

Additional income taxes that arise from the distribution of dividends are recognized at the same time as the liability to pay the related benefit.

(S) TRADE AND OTHER PAYABLES

Trade and other payables are stated at fair value at initial recognition and subsequently at amortized cost.

(T) INCOME

Revenue

The five-step model to account for revenue arising from contracts with customers is used. Revenue is recognized at an amount that reflects the consideration to which the group expects to be entitled in exchange for transferring goods or services to a customer.

» Sale of goods

The majority of the group's revenue consists of the sale of goods. Products are generally sold directly or through distributors to the customers. Revenue is recognized based on the transfer of control of ownership. The point of recognition is dependent on the contract sales terms, known as the International Commercial terms (Incoterms). The timing of the revenue recognition is not significantly different from the transfer from risk and rewards. The sale of goods, including transportation, qualifies as a separate performance obligation. The related costs of transportation are incurred as part of the performance obligation to transfer goods to the customer. In the operating segment Machines & Technologies, the installation of the machine at the customer is considered to be a separate performance obligation as the customer or another third party could also install the machine. However, the turnover related to these installations is considered to be insignificant.

» Rendering of services

The amount of revenue from services is not presented separately in the income statement because it currently represents an insignificant portion of total revenue for the group.

The sale of services qualifies as a separate performance obligation, of which revenue is recognized when a customer obtains control of the services, which can be at a point in time or over time. For each performance obligation satisfied over time, revenue is recognized by measuring the progress towards complete satisfaction of that performance obligation at the end of each reporting period.

» Projects

For revenue out of projects, the amount of revenue is measured by reference to the progress made towards complete satisfaction of the performance obligation. These projects generally have a lifetime of less than one year.

Customer contracts might include trade discounts or volume rebates, which are granted to the customer if the delivered quantities exceed a certain threshold. In these cases, the transaction price includes a variable consideration. The effect of the variable consideration, recognized at fair value, on the transaction price is taken into account in revenue recognition by estimating the probability of the realization of the discount or rebate for each contract.

Customer contracts might contain consignment arrangements. The products are shipped and stored in owned or rented tanks at the customer's premises. The revenue is only recognized at the moment the product is actually withdrawn by the customer. The sales price will be the applicable market price at that moment.

Finance income

Finance income comprises interest receivable on funds invested, dividend income, foreign exchange gains, gains on derivative financial instruments, which are not part of a hedge accounting relationship and the recharging of financing costs related to the sale of weaving machines.

Interest income is recognized in the income statement as it accrues, taking into account the effective yield on the asset.

Dividend income is recognized in the income statement on the date the entity's right to receive payments is established.

(U) EXPENSES

Finance costs

Finance costs comprise interest payable on loans and borrowings, the interest component of lease payments, unwinding of the discount on provisions, foreign exchange losses, losses on derivative financial instruments, that are not part of a hedge accounting relationship, and finance costs related the sale of weaving machines.

Interest expense is recognized as it accrues, taking into account the effective interest rate.

(V) DERIVATIVE FINANCIAL INSTRUMENTS

The group uses derivative financial instruments to hedge its exposure to foreign exchange and interest rate risks arising from operational activities. In accordance with its treasury policy, the group does not hold or issue derivative financial instruments for trading purposes.

Derivative financial instruments are recognized initially at fair value. The determination of fair values for each type of financial and non-financial assets and liabilities are further discussed in note 2 - Determination of fair values. Subsequent to initial recognition, derivative financial instruments are stated at their fair value at balance sheet date. Depending on whether cash flow hedge accounting (see below) is applied or not, any gain or loss on this remeasurement is either recognized directly in other comprehensive income or in the income statement.

Cash flow hedges

The group documents at the inception of the transaction the relationship between hedging instruments and hedged items, as well as its risk management objectives and strategy for undertaking various hedging transactions. The group also documents its assessment, both at hedge inception and on an ongoing basis, whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in cash flows of hedged items.

When a derivative is designated as the hedging instrument in a hedge of the variability in cash flows attributable to a particular risk associated with a recognized asset or liability or a highly probable forecast transaction that could affect income statement, the effective portion of changes in the fair value of the derivative is recognized in other comprehensive income (hedging reserves in equity). Any ineffective portion of changes in the fair value of the derivative is recognized immediately in the income statement.

When the hedged item is a non-financial asset, the amount accumulated in equity is included in the carrying amount of the asset when the asset is recognized. In any other case, the amount accumulated in equity is reclassified to income statement in the same period that the hedged item affects the income statement.

If the hedging instrument no longer meets the criteria for hedge accounting, or when the hedging instrument is expired, sold or terminated, any cumulative gain or loss existing in equity at that time remains in equity and is recognized when the forecast transaction is ultimately recognized in the income statement. If the forecast transaction is no longer expected to occur, then the cumulative gain or loss recognized in other comprehensive income is reclassified immediately to finance costs and income.

(W) EARNINGS PER SHARE

The group presents basic and diluted earnings per share (EPS) data for its shares. Basic EPS is calculated by dividing the profit or loss attributable to shareholders of the company by the weighted average number of shares outstanding during the period, adjusted for own shares held.

The diluted EPS is determined by adjusting the profit or loss attributable to shareholders and the weighted average number of shares outstanding for the effects of all dilutive potential shares, which comprise share options granted to the management.

(X) SEGMENT REPORTING

earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the group's other components. Discrete financial information is available and evaluated regularly by the Executive Committee in deciding how to allocate resources and in assessing performance. The Executive Committee has been identified as the chief operating decision maker.

Aggregation of segments has been done in accordance with IFRS 8 *Operating segments* and only when the segments have similar economic characteristics based upon their nature of products and services, nature of the production process, type or class of customer, methods used to distribute products or provide services and the nature of the regulatory environment.

The segment information reported to the Executive Committee (including the measurement of segment profit or loss, segment assets and liabilities) is prepared in conformity with the same accounting policies as those described in the summary of material accounting policies.

Revenues, expenses and assets are allocated to the operating segments to the extent that items of revenue, expenses and assets can be directly attributed or reasonably allocated to the operating segments. Transfer prices between operating segments are in a similar way to transactions with third parties.

(Y) CHANGES IN ACCOUNTING POLICY AND DISCLOSURES

The following amendments and annual improvements to standards are mandatory for the first time for the financial year beginning January 1, 2025 and have been endorsed by the European Union. These did not have a significant impact on the financial statements of the group:

- Amendments to IAS 21 *The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability*

The following amendments to standards have been issued, and are effective for the first time for the financial year beginning January 1, 2026 and have been endorsed by the European Union:

- Amendments to IFRS 9 and IFRS 7 *Amendments to the Classification and Measurement of Financial Instruments*
- Amendments to IFRS 9 and IFRS 7 *Contracts Referencing Nature-dependent Electricity*
- Annual Improvements Volume 11

The following amendments to standards have been issued, and are effective for the first time for the financial year beginning January 1, 2027 and have not yet been endorsed by the European Union:

- IFRS 18 *Presentation and Disclosure in Financial Statements*
- IFRS 19 *Subsidiaries without Public Accountability: Disclosures*
- Amendments to IAS 21 *Translation to a Hyperinflationary Presentation Currency*

The group has not applied the above amendments and new standards in preparing the 2025 consolidated financial statements and is currently assessing the new rules. At this stage, these amendments and new standards are not expected to have a significant impact on the recognition and measurement of items in the consolidated financial statements. IFRS 18 requires to include additional defined subtotals to the consolidated income statement, disclosures about management-defined performance measures and is adding new principles for aggregation and disaggregation of information. The detailed implication of the application of this new standard, as of January 1, 2027 with retrospective application, has not yet been assessed.

2. DETERMINATION OF FAIR VALUES

A number of the group's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and disclosure purposes based on the methods described below. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

The fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

When measuring the fair value of an asset or a liability, the group uses market observable data as far as possible, or valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly.
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The group recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

For the purpose of fair value disclosures, the group has determined classes of assets and liabilities on the basis of the nature, characteristics and risk of the asset or liability and the level of the fair value hierarchy as explained above.

Further information about the assumptions made in measuring fair values is included in note 4 - Acquisitions and disposals and note 26 - Financial instruments.

PROPERTY, PLANT AND EQUIPMENT

The fair value of property, recognized as a result of a business combination or used in impairment testing, is based on the estimated amount for which a property could be exchanged on the date of valuation in an arm's length transaction. The result is benchmarked with market values, if available. If no significant and active market exists, the replacement cost is used.

The fair value of items of plant and equipment is based on the market or cost approach using quoted market prices for similar items when available and replacement costs when appropriate. The replacement cost is the combined result of the cost of a new plant and equipment with the same capacity and the value in use considering the business activity.

The measurement of the fair value of property, plant and equipment is based on valuation studies which are performed internally as well as outsourced to external, independent valuation companies having appropriate qualifications and experience.

INTANGIBLE ASSETS

The fair value of intangible assets is based on the discounted cash flows expected to be derived from the use and eventual sale of the assets and on valuation studies performed internally as well as outsourced to external independent valuation companies having appropriate qualifications and experience.

INVENTORIES

The fair value of inventories is based on the current market price for raw materials and the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale for finished products.

DERIVATIVE FINANCIAL INSTRUMENTS

The fair value of forward contracts is calculated as the discounted value of the difference between the contract rate and the forward rate at closing date.

The fair value of these instruments generally reflects the estimated amounts that the group would receive on settlement of favorable contracts or be required to pay to terminate unfavorable contracts at the reporting date, and thereby takes into account the current unrealized gains or losses on open contracts.

OTHER FINANCIAL INSTRUMENTS

The fair values of an electricity purchase agreement and an electricity sale agreement have been estimated using a discounted cash flow method, making certain assumptions about the model inputs, including a risk-adjusted discount rate, and a commodities market price. The fair values are categorized as level 3 as they are partly based on unobservable market data.

3. SEGMENT REPORTING

The group has five operating segments based on the principal business activities, economic environments and value chains in which they operate, as defined under IFRS 8 *Operating Segments*. The information provided below is consistent with the information that is available and evaluated regularly by the Chief Operating Decision Maker (the Executive Committee).

The following summary describes the operations in each of the group's reportable segments:

- **Agro** - includes production, trading and distribution of crop nutrients and crop protection products and includes the following businesses: Crop Nutrition, Tessenderlo Kerley International and Crop Protection. These activities individually meet the definition of a business segment and were aggregated under the operating segment "Agro" in line with the stipulations under IFRS 8.12. This aggregation was possible because these activities sell the same or similar products, their production process is similar and these activities have the same or the same type of customers, while the distribution method of the products is also similar. In addition, there is close cooperation between these activities and management makes decisions that simultaneously have an impact on the various activities. In 2025, Violleau was integrated within the business Tessenderlo Kerley International in order to further accelerate its growth.
- **Bio-valorization** - includes collecting and processing of animal by-products; production and distribution of gelatins and collagen peptides and rendering, production and sales of proteins and fats and includes the following businesses: PB Leiner and Akiolis. These activities individually meet the definition of a business segment and were aggregated under the segment "Bio-valorization" in line with the stipulations under IFRS 8.12. This aggregation was possible because these activities sell the same or similar products, their production process is similar and these activities have the same or the same type of customers, while the distribution method of the products is also similar. In addition, there is close cooperation between these activities and management makes decisions that simultaneously have an impact on the various activities.

- **Industrial Solutions** - includes all possible water applications (water transport, water treatment, leaching, recovery of water from industrial processes). This segment includes the following distinguishable commercial names: DYKA Group (with DYKA, JDP and BT Nyloplast), moleko and Kuhlmann Europe. These components are not considered to be separate operating segments.
- **Machines & Technologies** - covers the production, development and sale of high-tech weaving machines and other "original equipment manufacturers" industrial products. This segment includes Picanol (weaving machines), Proferro (foundry and mechanical finishing), PsiControl (electronics development and production), Melotte (high precision parts) and Osterwalder activities (electric powder presses). These components are not considered to be separate operating segments. Since 2025 Melotte is included as a separate activity, while previously being integrated within Proferro.
- **T-Power** - includes a gas-fired 425 MW power plant in Tessenderlo (Belgium). A tolling agreement was concluded with RWE group for a period of 15 years (until mid-year 2026) for the full capacity of the plant. As the current tolling agreement will end as per June 30, 2026, the group is currently assessing various available options for the long term utilization of the T-Power plant as a safe and reliable partner in the current energy mix. A final decision on its utilization is expected in the first half of 2026.

The costs included within Adjusted EBIT, related to the corporate activities, are allocated to the different operating segments they support, based on the gross profit per operating segment.

Transfer prices between operating segments are similar to transactions with third parties.

The measure of segment profit/loss is Adjusted EBIT, which is consistent with information that is monitored by the chief operating decision maker.

The group is a diversified specialty group that is worldwide active in many areas of machinery, agriculture, food, water management, efficient re(use) of natural resources and other industrial markets. The products of the group are used in various applications, industrial and consumption markets. Although a leadership position is occupied by the group in a number of diverse markets, the diversification of the group's revenue makes the group not reliant on major customers.

The majority of the group's revenue consists of the sale of goods. Products are generally sold directly or through distributors to the customers. Revenue is therefore recognized when the goods are delivered to the customers, where the point of recognition is dependent on the contract sales terms, known as the International Commercial terms (Incoterms). The group also recognizes revenue from the sale of services. These mainly relate to the collection of organic materials within Akiolis (operating segment Bio-valorization), and R&D services sold by Psicontrol in the operating segment Machines & Technologies. In this case, the revenue is recognized when the customers obtain control of the services, predominantly at a point in time.

The major line items of the income statement and statement of financial position are shown per operating segment in the table below.

(Million EUR)	note	Agro		Bio-valorization		Industrial Solutions		Machines & Technologies	
		2025	2024	2025	2024	2025	2024	2025	2024
Revenue (internal and external)		935.7	824.0	599.3	621.7	653.0	672.4	504.3	461.4
Less: Revenue (internal)		0.7	1.6	4.8	2.8	1.6	1.7	-	-
Revenue		**935.1**	**822.4**	**594.4**	**618.8**	**651.4**	**670.7**	**504.3**	**461.4**
Adjusted EBIT		**38.4**	**33.0**	**-23.4**	**-30.1**	**3.4**	**28.6**	**35.1**	**11.9**
Adjusted EBITDA		**117.8**	**106.5**	**16.1**	**9.4**	**43.5**	**66.9**	**51.3**	**27.3**
Return on revenue (Adjusted EBITDA/revenue)		**12.6%**	**12.9%**	**2.7%**	**1.5%**	**6.7%**	**10.0%**	**10.2%**	**5.9%**
Non-current segment assets excluding fair value adjustments recognized by Picanol Group		380.3	414.6	267.3	307.3	263.3	238.4	136.2	122.6
Impact of fair value adjustments recognized by Picanol Group		143.6	200.7	9.5	12.1	34.1	42.3	-	-
Current segment assets		390.8	402.6	233.9	268.9	195.0	192.0	145.2	137.8
Derivative financial instruments	26	-	-	-	-	-	-	-	-
Investments accounted for using the equity method	14	21.7	22.7	0.8	0.8	-	-	-	-
Other investments and guarantees	14	-	-	-	-	-	-	-	-
Deferred tax assets	15	-	-	-	-	-	-	-	-
Short term investments	18/22	-	-	-	-	-	-	-	-
Cash and cash equivalents	18/22	-	-	-	-	-	-	-	-
Total assets		**936.4**	**1,040.6**	**511.5**	**589.2**	**492.5**	**472.6**	**281.4**	**260.4**
Segment liabilities		127.4	125.0	160.9	177.6	96.6	93.0	94.2	91.4
Derivative financial instruments	26	-	-	-	-	-	-	-	-
Loans and borrowings	22	-	-	-	-	-	-	-	-
Bank overdrafts	18/22	-	-	-	-	-	-	-	-
Deferred tax liabilities	15	-	-	-	-	-	-	-	-
Total equity		-	-	-	-	-	-	-	-
Total Equity and Liabilities		**127.4**	**125.0**	**160.9**	**177.6**	**96.6**	**93.0**	**94.2**	**91.4**
Capital expenditures: property, plant and equipment and intangible assets	11/13	42.8	63.9	27.1	47.8	45.0	34.8	20.4	33.5
Depreciation, amortization and impairment losses on property, plant and equipment and intangible assets excluding fair value adjustments recognized by Picanol Group	8	-77.2	-36.8	-61.4	-47.3	-34.2	-30.2	-16.2	-15.4
Depreciation, amortization and impairment losses on property, plant and equipment and intangible assets of fair value adjustments recognized by Picanol Group	8	-35.1	-36.6	-2.0	-1.9	-8.1	-8.1	-	-
Reversal/(additional) inventory write-offs	17	-7.8	2.1	8.4	-10.5	-0.1	-0.7	4.1	-0.6

(Million EUR)	note	T-Power		Non-allocated		Tessenderlo Group	
		2025	2024	2025	2024	2025	2024
Revenue (internal and external)		77.9	74.4	-	-	2,770.2	2,653.9
Less: Revenue (internal)		-	-	-	-	7.1	6.1
Revenue		**77.9**	**74.4**	-	**-**	**2,763.1**	**2,647.7**
Adjusted EBIT		**24.4**	**20.3**	-	-	**77.9**	**63.8**
Adjusted EBITDA		**59.5**	**55.5**	-	-	**288.1**	**265.6**
Return on revenue (Adjusted EBITDA/revenue)		**76.4%**	**74.6%**	-	-	**10.4%**	**10.0%**
Non-current segment assets excluding fair value adjustments recognized by Picanol Group		138.9	173.9	15.9	19.6	1,202.0	1,276.4
Impact of fair value adjustments recognized by Picanol Group		-	-	20.6	20.6	208.0	275.7
Current segment assets		2.0	3.6	39.3	34.0	1,006.1	1,038.9
Derivative financial instruments	26	-	-	1.9	5.2	1.9	5.2
Investments accounted for using the equity method	14	-	-	-	-	22.4	23.5
Other investments and guarantees	14	-	-	1.3	3.7	1.3	3.7
Deferred tax assets	15	-	-	43.3	59.1	43.3	59.1
Short term investments	18/22	-	-	-	70.0	-	70.0
Cash and cash equivalents	18/22	-	-	158.0	182.4	158.0	182.4
Total assets		**140.9**	**177.5**	**280.3**	**394.5**	**2,643.0**	**2,934.8**
Segment liabilities		14.4	14.2	146.7	141.8	640.1	643.0
Derivative financial instruments	26	-	-	2.5	8.0	2.5	8.0
Loans and borrowings	22	-	-	199.3	257.4	199.3	257.4
Bank overdrafts	18/22	-	-	0.0	0.0	0.0	0.0
Deferred tax liabilities	15	-	-	96.3	114.1	96.3	114.1
Total equity		-	-	1,704.8	1,912.4	1,704.8	1,912.4
Total Equity and Liabilities		**14.4**	**14.2**	**2,149.6**	**2,433.6**	**2,643.0**	**2,934.8**
Capital expenditures: property, plant and equipment and intangible assets	11/13	0.1	-	0.1	0.6	135.6	180.6
Depreciation, amortization and impairment losses on property, plant and equipment and intangible assets excluding fair value adjustments recognized by Picanol Group	8	-35.1	-35.2	-	-	-224.1	-164.8
Depreciation, amortization and impairment losses on property, plant and equipment and intangible assets of fair value adjustments recognized by Picanol Group	8	-	-	-	-	-45.2	-46.7
Reversal/(additional) inventory write-offs	17	-	-	-	-	4.5	-9.7

The non-current segment assets are impacted by the remaining amount of acquisition accounting adjustments (208.0 million EUR as per December 31, 2025), which were recognized by Picanol Group on the date of initial consolidation of Tessenderlo Group (January 1, 2019). These fair value adjustments were recognized on property, plant and equipment, intangible assets and goodwill. The decrease compared to the year-end 2024 figures (275.7 million EUR) can be explained by the yearly amortization and depreciation charges (-45.2 million EUR) and by translation differences due to the weakening of the US dollar (-22.6 million EUR).

The decrease of the non-current segment assets within the operating segment T-Power is mainly due to the amortization and depreciation of the fair value adjustments within T-Power nv, fully acquired in 2018. The remaining net book value of the customer list recognized amounts to 10.6 million EUR per December 31, 2025 and the yearly amortization charge amounts to -21.1 million EUR. The decrease of the non-current segment assets within the operating segment Agro is mainly impacted by impairment losses related to Crop Nutrition assets in Fresno (United States) for -6.9 million EUR and Tessenderlo Kerley International assets in Ham (Belgium) for -26.1 million EUR (note 6 - EBIT Adjusting items) as well as by negative translation differences (-32.3 million EUR, being a consequence of the weakening of the US dollar).The decrease of the non-current segment assets within the operating segment Bio-valorization is mainly impacted by impairment losses related to the assets of the PB Leiner plant in Vilvoorde (Belgium) for -21.7 million EUR (note 6 - EBIT adjusting items) and negative translation differences (-8.0 million EUR, being a consequence of the weakening of the US dollar).

Non-allocated segment liabilities mainly include environmental provisions recognized for the plants in Belgium (Ham, Tessenderlo, Vilvoorde) and France (Loos).

In presenting information on the basis of geographical segments, segment revenue is based on the geographical location of customers. Non-current segment assets (property, plant and equipment, goodwill and intangible assets) are based on the geographical location of the assets.

	Revenue by market		Non-current segment assets	
(Million EUR)	2025	2024	2025	2024
Europe	1,471.3	1,433.8	905.2	974.8
North America	755.0	681.8	435.0	506.9
South America	107.8	120.2	49.3	56.6
Asia	341.6	314.3	20.5	13.8
Rest of the world	87.5	97.6	-	-
Tessenderlo Group	**2,763.1**	**2,647.7**	**1,410.0**	**1,552.1**

The increase of the 2025 revenue in North America is mainly related to the first year consolidation of the Tiger-Sul activities, while the decrease of the North American non-current segment assets can be mainly explained by negative translation differences (weakening of the US dollar).

4. ACQUISITIONS AND DISPOSALS

2025 ACQUISITIONS AND DISPOSALS

Acquisition: Osterwalder

In June 2025, the group announced to have reached an agreement to acquire the activities of Osterwalder, a Swiss manufacturer of electric powder presses. Osterwalder has a production facility in Lyss (Switzerland) and sales and service organizations in the United States, China, and Japan. The activities employ approximately 80 people globally and will continue to operate under its own brand name. The activity was integrated within the operating segment Machines & Technologies. The group obtained 100% control over the activities of Osterwalder AG (Switzerland) and the entities Osterwalder Inc. (United States), Osterwalder (Shanghai) Technology Co. Ltd. (China) and Osterwalder Japan K.K (Japan). The net purchase consideration paid in cash as well as the transaction-related costs were not significant. In accordance with IFRS 3 *Business combinations*, the acquired assets and liabilities assumed at acquisition date were measured at fair value. Fair value adjustments, on which deferred tax assets and liabilities were recognized, mainly related to property, plant and equipment, provisions and employee benefits. The difference between the total acquisition cost and the fair value of the identifiable asset and liabilities assumed at acquisition date was recognized as goodwill (1.6 million EUR, note 12 - Goodwill). If new information, obtained within one year after the acquisition, about facts and circumstances that existed at the date of acquisition, identifies adjustments to above amounts, the acquisition accounting will be revised, although its potential impact is not expected to be significant.

The table below summarizes the impact of the Osterwalder activities on the financial position of the group at acquisition date, based on the provisional allocation of the purchase price.

(Million EUR)	Recognized values on acquisition
Non-current assets	9.6
Current assets	11.5
Non-current liabilities	-5.2
Current liabilities	-16.7
Net assets acquired	**-0.7**
Net cash outflow	**-0.9**
Provisional allocation to goodwill	**1.6**

The contribution to the group's 2025 revenue and result is not significant. If the acquisition had occurred on January 1, 2025, management estimates that the contribution to the group's 2025 revenue and result would not have been material as well.

Acquisition: Eastman's Metam labels in the U.S. and Canada

In October 2025, the group announced the acquisition of Eastman's Crop Protection Metam Sodium (CLR™ 42%) and Metam Potassium (KLR™ 54%) product labels in the United States and Canada, marking a purposeful expansion of its soil fumigation portfolio and reinforcing the commitment to delivering innovative, grower-focused solutions. The Tessenderlo Kerley Inc. Crop Protection business unit (operating segment Agro) has integrated this product line in its existing, diversified portfolio of niche crop protection products for agriculture customers worldwide and, will expand the soil fumigation portfolio. The purchase consideration paid in

cash amounted to -26.8 million USD (-22.6 million EUR), while the transaction-related costs were insignificant. Due to the lack of a substantive process, the group concluded that this transaction did not meet the definition of a business combination in accordance with IFRS 3 *Business combinations*. Also, the criteria of the optional concentration test were met, as substantively all of the fair value of the gross assets acquired was concentrated in a group of similar identifiable assets (the patents and registrations and inventory items). The purchase transaction was therefore recognized as an asset purchase: intangible assets for 18.5 million USD (15.8 million EUR, note 13 - Intangible assets) and inventory for 8.3 million USD (7.1 million EUR).

2024 ACQUISITIONS AND DISPOSALS

Disposal: Établissements Charvet Père et Fils

In June 2024, the group sold 100% of the shares and voting rights in Établissements Charvet Père et Fils SAS (France, operating segment Bio-valorization). The entity owned land in France, which was no longer used by the group and the entity had further no remaining operating activities. The consideration received in cash, which was not significant, approximated the net carrying amount of the assets of the entity. As a result, this transaction did not have a significant impact on the financial statements of the group.

Acquisition: Tiger-Sul, a North American provider of sulfur-based fertilizer products

In November 2024, the group announced that its subsidiary, Tessenderlo Kerley, Inc. (operating segment Agro), acquired Tiger-Sul, a North American provider of sulfur-based fertilizer products. Tiger-Sul has production facilities in California (USA), Alabama (USA) and Alberta (Canada). The acquisition enhances Tessenderlo Kerley's specialty fertilizer portfolio, aiming to deliver improved crop yields, greater control for farmers, and healthier soils for all. Tiger-Sul maintained its operations under its existing brand names.

The Tiger-Sul activity is integrated in the Crop Nutrition business (operating segment Agro). As per December 2024, the difference between the total acquisition cost (60.8 million EUR) and the net carrying amount of the acquired assets and liabilities at acquisition date was recognized as goodwill (41.0 million EUR), while the group was still obtaining all necessary information regarding the measurement at fair value in accordance with IFRS 3 *Business combinations*. The acquisition accounting was completed in 2025 and additional fair value adjustments, on which deferred tax liabilities were recognized, mainly related to property, plant and equipment. The remaining goodwill amounted to 2.8 million USD or 2.4 million EUR (note 12 - Goodwill).

The contribution of Tiger-Sul to the group's 2025 revenue amounts to 55.8 million USD (or 49.4 million EUR) compared to only 5.0 million USD (or 4.6 million EUR) in 2024. The contribution to the 2024 and 2025 group's result was not material.

5. OTHER OPERATING INCOME AND EXPENSES

Other operating income and expenses are shown in the table below:

(Million EUR)	note	2025	2024
Additions to provisions		1.4	-2.2
Research and development cost		-27.3	-28.8
Taxes other than income taxes		-2.9	-3.2
Expenses related to defined benefit plans	23	-0.3	-1.3
Gains on disposal of property, plant and equipment and intangible assets		0.3	0.4
Reversal/(recognition) of impairment losses on trade receivables	26	-3.4	0.0
Other		5.5	5.4
Total		**-26.7**	**-29.7**

Costs arising from the research phase of an internal project are expensed as incurred. The major part of research and development costs relates to salaries paid for an amount of -20.2 million EUR (2024: -20.8 million EUR) and depreciation charges for an amount of -0.6 million EUR (2024: -0.8 million EUR). In 2025 and 2024, no significant development costs were capitalized.

The other operating income and expenses are mainly explained by the cost of consumed emission allowances, rental income, royalties, government grants and various individually insignificant items within several subsidiaries of the group.

6. EBIT ADJUSTING ITEMS

The EBIT adjusting items for 2025 show a net loss of -78.3 million EUR (2024: -47.3 million EUR).

(Million EUR)	note	2025	2024
Gains and losses on disposals		2.2	-0.0
Restructuring		-6.0	-19.7
Impairment losses on tangible and intangible assets	8/11/13	-59.0	-9.8
Inventory write-offs	17	-0.3	-11.0
Provisions and claims		-14.9	-4.7
Electricity purchase and sale agreement		0.6	0.1
Other income and expenses		-0.7	-2.1
Total		**-78.3**	**-47.3**

The restructuring expenses in 2025 (-6.0 million EUR) mainly relate to the recognition of additional expenses (-4.5 million EUR) related to the restructuring of the European bone gelatin activities, as announced in November 2024 (operating segment Bio-valorization). As per year-end 2024 the estimated costs for this restructuring (including estimated dismissal costs, impairment losses on property, plant and equipment and intangible assets, inventory write-offs as well as dismantlement provisions) amounted to -40.5 million EUR which were recognized within EBIT adjusting items as per December 31, 2024. The reorganization was completed in 2025.

Impairment losses were recognized in 2025 for an amount of -59.0 million EUR (note 8 - Additional information on operating expenses by nature, note 11 - Property, plant and equipment and note 13 - Intangible assets). These losses mainly relate to:

- Tessenderlo Kerley International assets in Ham (Belgium, operating segment Agro), related to the production of sulphates. The recoverable amount of the cash-generating unit was determined based upon the value in use, which was negatively impacted as per year-end 2025 by challenging macroeconomic conditions and a changing competitive environment and increased capital expenditure requirements. As a result, the carrying amount of the assets in Ham exceeded its estimated recoverable amount and an impairment loss of -26.1 million EUR was recognized.
- PB Leiner assets in Vilvoorde (Belgium, operating segment Bio-valorization). In December 2025, the group signed definitive agreements with Darling Ingredients Inc. to combine the collagen and gelatin segments of their companies into a new company. The gelatin plant in Vilvoorde was not part of the definitive agreements. Therefore, the plant should continue its business as a separate cash-generating unit or alternatively could be sold to another party. As per year-end 2025, the recoverable amount of this cash-generating unit was determined based upon the value in use. The reassessment of the long term cash flow assumptions, reflecting expected future capital expenditure and a more uncertain economic environment, negatively impacted the resulting value in use. Consequently, the recoverable amount of this cash generating unit was below its current carrying amount and an impairment loss of -21.7 million EUR was recognized.
- Crop Nutrition assets in Fresno (United States, operating segment Agro) related to the production facility of sulfur bentonite, which will no longer be used following a review of the allocation of production resources as well as changes in market conditions (-6.9 million EUR).

Provisions and claims (-14.9 million EUR) mainly relate to adjustments, for an amount of -15.4 million EUR, of the environmental provisions to cover the cost for the remediation of historical soil and groundwater contamination of the factory sites in Belgium (Ham, Tessenderlo and Vilvoorde) and France (Loos). Based on current operational experience of the treatment of wastewater and soil contamination and taking into account the current approved actionable remediation plans, the group reassessed its environmental provisions. This reassessment reflects updated cost estimates, revised remediation techniques and timing assumptions, as well as changes in the expected scope of environmental obligations (note 24 - Provisions).

7. PAYROLL AND RELATED BENEFITS

The payroll and related benefits costs, excluding restructuring costs, are shown in the table below:

(Million EUR)	note	2025	2024
Wages and salaries		-404.2	-386.4
Employer's social security contributions		-91.5	-86.7
Other personnel costs		-30.9	-30.3
Contributions to defined contribution plans		-8.9	-8.8
Expenses related to defined benefit plans	23	-6.6	-5.7
Total		**-542.1**	**-518.0**

The number of FTE's at year-end 2025 amounts to 6,945 (2024: 7,231). The decrease in FTE's is mainly explained by the restructuring of the European bone gelatin activities within PB Leiner (operating segment Bio-valorization) and by a reduced activity combined with efficiency improvements mainly within DYKA Group (operating segment Industrial Solutions), Picanol, Proferro and PsiControl (operating segment Machines & Technologies). Osterwalder, only acquired in 2025, employs globally approximately 80 people.

8. ADDITIONAL INFORMATION ON OPERATING EXPENSES BY NATURE

Depreciation and amortization on property, plant and equipment (PPE) and intangible assets are included in the following line items in the income statement:

		Depreciation on PPE		Amortization on intangible assets		Total	
(Million EUR)	note	2025	2024	2025	2024	2025	2024
Cost of sales		-130.8	-121.1	-62.0	-62.9	-192.9	-183.9
Administrative expenses		-10.6	-10.6	-0.7	-0.7	-11.4	-11.3
Sales and marketing expenses		-1.2	-1.2	-4.2	-4.5	-5.4	-5.7
Other operating income and expenses	5	-0.6	-0.8	-	-	-0.6	-0.8
Total	**11/13**	**-143.3**	**-133.7**	**-66.9**	**-68.1**	**-210.2**	**-201.8**

Impairment losses, included within EBIT adjusting items (note 6 - EBIT adjusting items), have been recognized on property, plant and equipment and intangible assets as follows:

		Impairment losses	
(Million EUR)	note	2025	2024
Property, plant and equipment	11	-59.0	-9.7
Intangible assets	13	-0.1	-0.1
Total	**6**	**-59.0**	**-9.8**

Total depreciation and amortization expenses in 2025 amount to -210.2 million EUR compared to -201.8 million EUR in 2024 (note 11 - Property, plant and equipment and note 13 - Intangible assets). The impairment losses in 2025 amount to -59.0 million EUR (note 6 - EBIT adjusting items).

The higher depreciation on property, plant and equipment (PPE) is mainly explained by:

- the start of the deprecation of the Thio-Sul® manufacturing plants in Geleen (The Netherlands, operating segment Agro) and in Defiance (United States, operating segment Agro), which are operational as from the third quarter of 2024 and the second quarter of 2025 respectively.
- the start of the depreciation of the new headquarter office for Picanol Group in Ieper (Belgium, operating segment Machines & Technologies), which was taken in use in the first quarter of 2025.
- the depreciation of the property, plant and equipment of Tiger-Sul (United States and Canada, operating segment Agro), as the activity was only acquired in November 2024.

This increase could only be partially offset by the weakening of the USD.

9. FINANCE COSTS AND INCOME

The finance result amounts to -59.8 million EUR in 2025, compared to +31.3 million EUR in 2024. These are detailed below:

		2025			2024		
(Million EUR)	note	Finance costs	Finance income	Total	Finance costs	Finance income	Total
Interest expense on loans and borrowings measured at amortized cost		-7.8	-	-7.8	-6.6	-	-6.6
Dividend income from other investments		-	-	0.0	-	0.0	0.0
Interest income		-	6.4	6.4	-	10.1	10.1
Expense for the unwinding of discounted provisions	24	-2.6	-	-2.6	-2.7	-	-2.7
Net interest (expense)/income on pension asset/(liability)	23	-1.0	0.4	-0.6	-1.0	0.3	-0.7
Gain on the sale of Rieter Holding AG shares		-	-	0.0	-	2.0	2.0
Net foreign exchange gains/(losses) (including revaluation to fair value and realization of derivative financial instruments)		-62.4	8.0	-54.4	-4.4	35.2	30.8
Net other finance (costs)/income		-2.8	2.0	-0.7	-5.2	3.6	-1.6
Total		**-76.6**	**16.8**	**-59.8**	**-19.9**	**51.2**	**31.3**

The 2025 interest expenses on loans and borrowings amount to -7.8 million EUR (2024: -6.6 million EUR) and mainly consist of the interest charges on the bond, issued in 2015, interest charges on the amounts drawn under the committed bi-lateral agreements, the interest charge on the term loan facility of T-Power nv and the interest expenses on lease liabilities (in accordance with IFRS 16 *Leases*).

Total cash-out related to interest payments amounts to -10.0 million EUR (2024: -9.1 million EUR) and includes the interest paid on the outstanding loans and borrowings for -8.9 million EUR (2024: -6.9 million EUR) and the payments (-1.1 million EUR) for the T-Power interest rate swap agreements reaching their maturity date (2024: -2.2 million EUR).

The interest income amounts to 6.4 million EUR in 2025, compared to 10.1 million EUR in 2024, and mainly relates to the interest on the long term deposits and term accounts (note 18 - Cash and cash equivalents).

In 2024 the group also sold the remaining Rieter Holding AG shares which resulted in the recognition of a gain of +2.0 million EUR and a proceed of +7.2 million EUR.

The net foreign exchange loss of -54.5 million EUR can mainly be explained by (un)realized foreign exchange losses on intercompany loans and cash and cash equivalents (mainly in USD), which are not hedged and which were impacted by the weakening of the USD against the EUR (-13%). We refer to note 26 - Financial instruments for more information of the group's exposure to foreign currency risk.

The table below provides the reconciliation between the interest expense recognized in the consolidated income statement and the interest paid in the consolidated statement of cash flows:

(Million EUR)	2025	2024
Interest expenses on loans and borrowings measured at amortized cost	**-7.8**	**-6.6**
Changes in accrued interest charges	-0.9	0.2
Payment for forward rate agreements at maturity date (recognized at T-Power nv acquisition date)	-1.1	-2.2
Impact depreciation fair value adjustment on bond	-0.2	-0.6
Interest paid	**-10.0**	**-9.1**

10. INCOME TAX EXPENSE

The reconciliation between the theoretical tax rate and the effective tax rate for the total income tax expense is as follows:

(Million EUR)	2025	2024
Recognized in the income statement		
Current tax expense	-23.1	-36.2
Adjustment current tax expense previous periods	2.9	6.9
Deferred tax - due to changes in temporary differences	24.0	14.9
Deferred tax - due to changes in tax rate	-0.1	0.4
Deferred taxes - recognition (derecognition) of tax losses	-26.7	11.5
Total income tax expense in the income statement	**-22.9**	**-2.6**
Profit (+) / loss (-) before tax	-57.3	46.6
Less share of result of equity accounted investees, net of income tax	2.9	-1.1
Profit (+) / loss (-) before tax and before result from equity accounted investees	**-60.2**	**47.8**
Effective tax rate	**38.1%**	**5.4%**
Reconciliation of effective tax rate		
Profit (+) / loss (-) before tax and before result from equity accounted investees	**-60.2**	**47.8**
Theoretical tax rate	25.0%	26.0%
Expected income tax at the theoretical tax rate	**15.0**	**-12.4**
Difference between theoretical and effective tax expenses	**-38.0**	**9.8**
Adjustment on deferred taxes	**-26.8**	**11.9**
Change in tax rates	-0.1	0.4
Recognition (derecognition) of tax losses	-26.7	11.5
Adjustment on tax expenses	**-11.2**	**-2.1**
Expenses not deductible for tax purposes	-1.3	-1.9
Non-taxable income	0.7	0.4
Capital gains and losses on participations	-	0.5
Tax incentives	0.4	1.0
Use of tax losses / tax credits	-0.5	0.5
Tax losses / temporary differences for which no deferred tax asset has been recorded	-16.6	-11.1
Adjustment current tax expense previous periods	2.9	6.9
Other	3.3	1.6

The theoretical aggregated weighted tax rate amounted to 25.0% in 2025 compared to 26.0% in 2024. The effective tax rate, which increased from 5.4% to 38.1%, can mainly be explained by:

- the 2025 fiscal losses for which no deferred tax assets on losses were recognized (-16.6 million EUR), mainly in Belgium.
- the derecognition of deferred tax assets on tax losses previously recognized (-26.7 million EUR), mainly in Belgium and the United Kingdom.

There have been no corporate income tax reforms impacting significantly the 2025 tax expense.

As from January 1, 2024, the group and its subsidiaries are in scope of the global minimum top-up tax. The group operates in a number of jurisdictions which have enacted (or are expected to enact) legislation to implement the global minimum top-up tax per 31 December 2023 (Pillar 2). The group has applied a temporary mandatory relief from deferred tax accounting for the impacts of the top-up tax and accounts for it as a current tax when it is incurred. The Pillar 2 analysis based on the 2025 results indicates that the group is not materially impacted by the Pillar 2 legislation. In most jurisdictions in which the group has a presence, at least one of the Transitional Safe Harbor tests is met. The only exception is Belgium where the Transitional Safe Harbor tests were already not met in 2024, mainly because of substantial amounts of tax-exempt capital gains on shares (these impacts are eliminated in the consolidated income statement) and non-recognition of deferred tax assets on losses carried forward. Based on a high-level GloBE (Global Anti-Base Erosion Model Rules) effective tax rate calculation performed, the group does not expect any top-up tax due with respect to Belgium, as the GloBE effective tax rate exceeds the minimum rate of 15%.

The majority of the current tax expense relates to the activities of T-Power nv and Picanol Group subsidiaries in Belgium. The total 2025 current tax expense amounts to -23.1 million EUR (2024: -36.2 million EUR). The income tax paid in 2025 amounts to -28.3 million EUR (2024: -18.3 million EUR). As per December 2025, the group has a current tax receivable outstanding of 16.3 million EUR (2024: 12.2 million EUR), mainly linked to advance payments made by subsidiaries in the United States and the Netherlands, and a current tax payable of -4.0 million EUR (2024: -5.6 million EUR).

The derecognition of deferred tax assets on tax losses in 2025 (-26.7 million EUR) is the result of the 2025 year-end review of the future taxable profits leading to the derecognition of previously recognized deferred tax assets on fiscal losses carried forward, mainly related to subsidiaries in Belgium and the United Kingdom. The amounts of the future taxable profits were negatively impacted by the challenging macroeconomic conditions and a changing competitive environment for the sulphates activity in Ham (Belgium, operating segment Agro), as well as the reassessment of the long term cash flow assumptions for the gelatin plant in Vilvoorde (Belgium, operating segment Bio-valorization), while the future use of tax losses carried forward in the United Kingdom was impacted by the closure of the gelatin plant in Treforest (United Kingdom) (note 6 - EBIT adjusting items).

The expenses not deductible for tax purposes include permanent differences such as expenses which are non-deductible under local tax laws (e.g. car expenses and meal expenses). Non-taxable income mainly includes credits for research.

The 2025 tax losses / temporary differences for which no deferred tax assets have been recorded mainly relate to the 2025 losses in Belgium.

11. PROPERTY, PLANT AND EQUIPMENT

(Million EUR)	2025				
	Land and buildings	Plant, machinery and equipment	Furniture and vehicles	Assets under construction	Total
Cost					
At January 1, 2025	**704.5**	**2,039.6**	**220.0**	**172.2**	**3,136.3**
- change in consolidation scope (acquisitions) (note 4)	7.7	0.3	0.1	-	8.0
- finalization allocation fair value (acquisition Tiger-Sul)	11.0	25.2	0.1	-	36.3
- dismantlement provision	0.1	0.4	-	2.0	2.5
- capital expenditure	19.0	35.9	6.0	74.3	135.2
- IFRS 16 new leases and lease modifications	11.3	2.0	19.1	-	32.4
- sales and disposals	-12.6	-24.9	-22.5	-0.5	-60.4
- transfers	49.8	76.0	6.9	-132.9	-0.2
- transfers to non-current assets classified as held for sale	-6.8	-24.6	-0.3	-0.5	-32.1
- translation differences	-21.7	-48.9	-6.3	-5.3	-82.3
At December 31, 2025	**762.3**	**2,080.9**	**223.2**	**109.3**	**3,175.7**
Depreciation and impairment losses					
At January 1, 2025	**-368.9**	**-1,390.5**	**-143.8**	**0.0**	**-1,903.2**
- depreciation (note 8)	-24.9	-91.0	-27.3	-	-143.3
- impairment losses (note 6/8)	-7.5	-51.5	-0.1	-	-59.0
- sales and disposals	11.2	24.8	21.9	-	57.9
- transfers	-0.7	2.2	-1.5	-	0.0
- transfers to non-current assets classified as held for sale	3.8	24.2	0.3	-	28.2
- translation differences	9.5	29.3	4.1	-	42.8
At December 31, 2025	**-377.6**	**-1,452.5**	**-146.5**	**0.0**	**-1,976.6**
Carrying amounts					
At January 1, 2025	**335.6**	**649.0**	**76.3**	**172.2**	**1,233.1**
At December 31, 2025	**384.8**	**628.4**	**76.7**	**109.3**	**1,199.1**

(Million EUR)	2024				
	Land and buildings	Plant, machinery and equipment	Furniture and vehicles	Assets under construction	Total
Cost					
At January 1, 2024	**671.0**	**1,894.7**	**205.3**	**152.7**	**2,923.6**
- change in consolidation scope (acquisitions) (note 4)	5.2	-	-	-	5.2
- change in consolidation scope (disposals) (note 4)	-0.9	-0.0	-	-	-0.9
- dismantlement provision	0.1	1.1	-	-	1.2
- capital expenditure	5.5	26.1	3.8	144.2	179.7
- IFRS 16 new leases and lease modifications	5.0	1.0	10.5	-	16.4
- sales and disposals	-2.8	-11.0	-12.7	-	-26.4
- transfers	11.0	106.9	10.7	-127.5	1.1
- translation differences	10.5	20.8	2.4	2.7	36.4
At December 31, 2024	**704.5**	**2,039.6**	**220.0**	**172.2**	**3,136.3**
Depreciation and impairment losses					
At January 1, 2024	**-343.4**	**-1,296.2**	**-127.9**	**0.0**	**-1,767.5**
- change in consolidation scope (disposal)	0.9	0.0	-	-	0.9
- depreciation (note 8)	-23.2	-83.7	-26.7	-	-133.7
- impairment losses (note 8)	-1.3	-8.4	-	-	-9.7
- sales and disposals	2.4	10.4	12.4	-	25.2
- translation differences	-4.3	-12.7	-1.5	-	-18.4
At December 31, 2024	**-368.9**	**-1,390.5**	**-143.8**	**0.0**	**-1,903.2**
Carrying amounts					
At January 1, 2024	**327.5**	**598.5**	**77.3**	**152.7**	**1,156.1**
At December 31, 2024	**335.6**	**649.0**	**76.3**	**172.2**	**1,233.1**

The capital expenditure on property, plant and equipment amounts to 135.2 million EUR (2024: 179.7 million EUR) and is presented per operating segment in note 3 - Segment reporting.

The change in consolidation scope in 2025 relates to the acquired assets of the Osterwalder activities (note 4 - Acquisitions and disposals). The change in consolidation scope in 2024 related to the acquired assets of the Tiger-Sul activities of which the allocation of fair values as of acquisition date was only completed in 2025.

The majority of the 2025 capital expenditure relates to:

- The finalization of the construction of a new liquid fertilizer plant in Defiance (United States, operating segment Agro) which is in operation as of the second quarter of 2025.
- Investments in the expansion of the current ferric chloride production capacity in Loos (France, operating segment Industrial Solutions).
- Investments in a gasification installation of category 1 meat meals in Saint-Langis (France) by Akiolis Group (operating segment Bio-valorization).
- The finalization of the construction of the new headquarter office for Picanol Group in Ieper (Belgium, operating segment Machines & Technologies), which was taken in use in the first quarter of 2025.
- Several investments in operational excellence in PB Leiner (operating segment Bio-valorization), in upgrading of plant infrastructure within Tessenderlo Kerley International (operating segment Agro) and in technology improvements within DYKA Group (operating segment Industrial Solutions).

The impairment losses in 2025 (-59.0 million EUR) mainly relate to:

- Tessenderlo Kerley International assets in Ham (Belgium, operating segment Agro), related to the production of sulphates. The recoverable amount of the cash-generating unit was determined based upon the value in use calculation, which was negatively impacted as per year-end 2025 by challenging macroeconomic conditions and a changing competitive environment and increased capital expenditure requirements. As a result, the carrying amount of the assets including the trade working capital exceeded its recoverable amount and an impairment loss of -26.1 million EUR was recognized. The cash flows in the value in use calculations were discounted at the after-tax Weighted Average Cost of Capital (WACC) of 7.76% (pre-tax between 8.09%). An increase of the WACC by 1% would have resulted in an additional impairment loss of approximately -25 million EUR.
- PB Leiner assets in Vilvoorde (Belgium, operating segment Bio-valorization). In December 2025, the group signed definitive agreements with Darling Ingredients Inc. to combine the collagen and gelatin segments of their companies into a new company. The gelatin plant in Vilvoorde was not part of the definitive agreements. Therefore, the plant should continue its business as a separate cash-generating unit or alternatively could be sold to another party. As per year-end 2025, the recoverable amount of this cash-generating unit was determined based upon the value in use calculation. The reassessment of the long term cash flow assumptions, reflecting expected future capital expenditure and a more uncertain economic environment, negatively impacted the value in use calculation. Consequently, the recoverable amount of this cash generating unit was below its current carrying amount and an impairment loss of -21.7 million EUR was recognized. The remaining carrying amount of the property, plant and equipment items amounts to 2.6 million EUR, representing the historical purchase price of the land.
- Crop Nutrition assets in Fresno (United States, operating segment Agro) related to the production facility of sulfur bentonite, which will no longer be used following a review of the allocation of production resources as well as changes in market conditions (-6.9 million EUR).

Following the restructuring of the European bone gelatin activities, the gelatin plant in Treforest (United Kingdom) is no longer in use and is currently for sale. The remaining carrying amount of 3.8 million EUR, mainly consists of the value of land and buildings and is presented as “Non-current assets held for sale” in the consolidated statement of financial position as per December 31, 2025.

For the line items of the income statement in which depreciation, impairment losses and reversal of impairment losses have been recorded, refer to note 8 - Additional information on operating expenses by nature.

No amounts of borrowing costs were capitalized in 2025 and 2024.

The property, plant and equipment of T-Power nv (Tessenderlo, Belgium), the headquarters of Tessenderlo Kerley, Inc. in Phoenix (Arizona, United States) as well as the Osterwalder production facility in Lyss (Switzerland) are pledged as securities for liabilities, with a carrying amount as per year-end 2025 of 126.7 million EUR, 9.6 million EUR and 7.6 million EUR respectively.

The carrying amount and depreciation charges related to the right-of-use assets, per asset

category, is shown in table below:

(Million EUR)	Carrying amount right-of-use assets		Depreciation charges on right-of-use assets	
	2025	2024	2025	2024
Land and buildings	25.7	21.6	6.5	6.0
Plant, machinery and equipment	1.8	1.4	1.6	1.8
Furniture and vehicles	31.4	27.7	13.8	13.9
Total	**58.9**	**50.7**	**21.9**	**21.7**

The carrying amount of the right-of-use assets per operating segment is shown in table below:

(Million EUR)	2025	2024
Agro	18.0	12.5
Bio-valorization	6.2	5.9
Industrial Solutions	28.0	23.2
Machines & Technologies	2.7	4.0
T-Power	0.0	0.0
Non-allocated	3.9	5.1
Tessenderlo Group	**58.9**	**50.7**

The leases mainly consist of land and buildings (mostly sales branches within the operating segment Industrial Solutions, the Akiolis headquarters in Le Mans (France) within the operating segment Bio-valorization and the Brussels (Belgium) headquarters office within Non-allocated), a large number of trucks and railcars (mainly within the operating segments Agro and Bio-valorization), as well as company cars.

The increase of the right-of-use assets in land and buildings, furniture and vehicles mainly reflects renewal options exercised for leased branches within DYKA Group (operating segment Industrial Solutions) and for leased rail cars within Crop Nutrition (operating segment Agro).

The group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The group has applied judgement in evaluating whether it is reasonably certain to exercise the option to renew. That is, the group considered all relevant factors that create an economic incentive for it to exercise the renewal. The main leases with an estimated remaining lease term of more than 5 years mainly relate to the sales branches within Industrial Solutions (a weighted average lease term of 12 years), the Akiolis headquarters office (remaining lease term of 5 years) and land leases within Agro (remaining lease term of 40 years). See note 26 - Financial instruments for the contractual maturities of the lease liabilities, including interest payments. Gross lease payments in 2025 amount to -22.9 million EUR (2024: -23.7 million EUR), which include interest charges for -2.6 million EUR (2024: -2.2 million EUR) (note 9 - Finance costs and income).

The depreciation charges recognized, on a straight-line basis over the shorter of the asset's useful life and its lease term, amount to -21.9 million EUR (2024: -21.7 million EUR).

The group chose not to recognize right-of-use assets and lease liabilities for low value items, mainly IT equipment and small items of office furniture, and short term liabilities. The expense of these low value items and short term leases is not significant.

12. GOODWILL

Goodwill accounts for approximately 1.3% of the group's total assets as per December 31, 2025, or 34.7 million EUR (2024: 2.6% or 74.8 million EUR).

The carrying amount of goodwill per operating segment and per cash-generating is shown in the table below:

(Million EUR)	2025	2024
Agro	**19.8**	**61.5**
Crop Nutrition	19.8	61.5
Bio-valorization	**6.8**	**6.8**
Akiolis	2.0	2.0
PB Leiner	4.8	4.8
Industrial Solutions	**6.6**	**6.6**
DYKA Group	6.6	6.6
Machines & Technologies	**1.6**	**0.0**
Osterwalder	1.6	-
Total	**34.7**	**74.8**

All movements related to the carrying amount of goodwill are shown in the table below:

(Million EUR)	2025
At January 1	**74.8**
- acquisition Osterwalder	1.6
- finalization fair value allocation related to the Tiger-Sul acquisition (Crop Nutrition)	-36.5
- translation differences	-5.3
At December 31	**34.7**

As per December 31, 2024, the group was still obtaining all necessary information in order to determine the fair value of the identifiable assets acquired and the liabilities assumed of the Tiger-Sul activities (operating segment Agro). Therefore, the acquisition accounting was not yet completed as per December 31, 2024 and resulted in the recognition of a provisional goodwill for an amount of 43.9 million USD (41.9 million EUR). The acquisition accounting was completed in 2025 and the difference between the total acquisition cost and the net carrying amount of the acquired assets and liabilities at acquisition date was mainly recognized as property, plant and equipment, while the remaining goodwill amounted to 2.8 million USD (2.4 million EUR) as per December 31, 2025.

In June 2025, the group announced that its subsidiary, Picanol nv (operating segment Machines & Technologies) acquired the activities of Osterwalder, a Swiss manufacturer of electric powder presses. The group obtained 100% control over the activities of Osterwalder AG (Switzerland) and the entities Osterwalder Inc. (United States), Osterwalder (Shanghai) Technology Co. Ltd. (China) and Osterwalder Japan K.K (Japan). The net purchase consideration paid in cash as well as the transaction-related costs were not significant. In accordance with IFRS 3 *Business combinations*, the acquired assets and liabilities assumed at acquisition date are measured at fair value. Fair value adjustments, on which deferred tax assets and liabilities were recognized, mainly related to property, plant and equipment, provisions and employee benefits. The difference between the total acquisition cost and the fair value of the identifiable asset and liabilities assumed at acquisition date was recognized as goodwill (1.6 million EUR). If new information, obtained within one year after the acquisition, about facts and circumstances that existed at the date of acquisition, identifies adjustments to above amounts, the acquisition accounting will be revised.

The group cannot foresee whether an event that triggers impairment will occur, when it will occur or how it will affect the asset values reported. The group believes that all of its estimates are reasonable. They are consistent with the internal reporting and reflect management's best estimates. The impairment testing on goodwill relies on a number of critical judgments, estimates and assumptions. Goodwill is tested for impairment on the level of its cash-generating unit and is based on value in use calculations.

The key judgments, estimates and assumptions used in the 2025 calculations were as follows:

- The cash flow projection of the first year was based on the 2026 financial budget approved by the Board of Directors. The forecasted cash flows were based on the following expectations, taking into account internal and external sources.
  - » Estimated revenue was derived from estimated sales volumes and estimated sales prices. Sales volumes were based on past performance and management's expectation of market development. New product lines or product developments were only included when it was technically feasible to produce with the current assets. Sales prices were based on current market trends, also taking into account inflation and pricing power in the market.
  - » Gross profit margins were based on current sales margin levels, future product mix and estimated evolution of the main raw material prices.
  - » Indirect costs, which do not vary significantly with sales volumes or prices, were based on the current cost structure, including long term inflation forecasts and excluding unrealized future restructuring or cost saving measures.
  - » Capital expenditures only included the cash outflows required to keep the assets in their current condition and did not include future capital expenditures significantly improving or enhancing the assets in excess of their originally assessed standard performance.
- In order to calculate the terminal value, the data of the fifth year were extrapolated by using simplified assumptions such as constant volumes, combined with constant costs. The growth rate was assumed to be 1%.
- Projections were made in the functional currency of the cash-generating unit and were discounted at the after-tax Weighted Average Cost of Capital (WACC) at the level of the cash-generating unit. The latter ranged between 7.1% and 8.4% (pre-tax between 7.5% and 8.7%). Since after-tax cash flows were incorporated into the calculation of the "value in use" of the cash-generating units, an after-tax discount rate was used in order to remain consistent.

An increase of the WACC's by 1% and a simultaneous reduction of total projected future cash flow by -10% would not have resulted in the carrying amounts of these significant cash-generating units exceeding their recoverable amount.

Although the group believes that its judgments, assumptions and estimates are appropriate, actual results may differ from these estimates under different assumptions or conditions.

13. INTANGIBLE ASSETS

(Million EUR)	2025				
	Concessions, patents, licenses	Software	Customer lists	Other intangible assets	Total*
Cost					
At January 1, 2025	**91.2**	**18.9**	**604.6**	**80.2**	**794.9**
- Metam asset purchase agreement	13.2	-	1.7	0.9	15.8
- capital expenditure	-	0.4	-	-	0.4
- net change in emission allowances	-	-	-	-0.6	-0.6
- sales and disposals	-1.4	-4.1	-0.1	-4.1	-9.7
- transfers	-0.1	0.6	3.1	-3.2	0.4
- translation differences	-9.0	-0.3	-40.6	-5.0	-54.9
At December 31, 2025	**93.9**	**15.5**	**568.7**	**68.2**	**746.4**
Amortization and impairment losses					
At January 1, 2025	**-73.1**	**-17.2**	**-410.6**	**-49.8**	**-550.7**
- amortization (note 8)	-3.6	-0.9	-59.4	-3.1	-66.9
- impairment losses (note 6/8)	-	-0.1	-	-	-0.1
- sales and disposals	1.4	4.1	0.1	4.1	9.7
- translation differences	7.1	0.2	26.9	3.5	37.8
At December 31, 2025	**-68.3**	**-13.8**	**-442.9**	**-45.3**	**-570.2**
Carrying amounts					
At January 1, 2025	**18.0**	**1.7**	**194.0**	**30.4**	**244.2**
At December 31, 2025	**25.6**	**1.7**	**125.9**	**23.0**	**176.2**

** All intangible assets have a finite useful life, except for emission rights included in other intangible assets which are not amortized.*

(Million EUR)	2024				
	Concessions, patents, licenses	Software	Customer lists	Other intangible assets	Total*
Cost					
At January 1, 2024	**93.6**	**21.7**	**584.6**	**64.2**	**764.1**
- change in consolidation scope (acquisitions)	-	-	-	8.9	8.9
- capital expenditure	0.1	0.8	-	-	0.9
- net change in emission allowances	-	-	-	5.8	5.8
- sales and disposals	-7.3	-4.0	-1.5	-	-12.8
- transfers	0.2	0.2	-	-1.5	-1.1
- translation differences	4.7	0.2	21.5	2.8	29.1
At December 31, 2024	**91.2**	**18.9**	**604.6**	**80.2**	**794.9**
Amortization and impairment losses					
At January 1, 2024	**-73.0**	**-20.0**	**-339.3**	**-44.9**	**-477.2**
- amortization (note 8)	-3.9	-1.0	-60.2	-3.0	-68.1
- impairment losses (note 8)	-	-0.1	-	-0.0	-0.1
- sales and disposals	7.3	4.0	1.5	-	12.8
- translation differences	-3.5	-0.2	-12.6	-1.8	-18.1
At December 31, 2024	**-73.1**	**-17.2**	**-410.6**	**-49.8**	**-550.7**
Carrying amounts					
At January 1, 2024	**20.5**	**1.7**	**245.4**	**19.2**	**286.9**
At December 31, 2024	**18.0**	**1.7**	**194.0**	**30.4**	**244.2**

** All intangible assets have a finite useful life, except for emission rights included in other intangible assets which are not amortized.*

In October 2025, the group announced the acquisition of Eastman's Crop Protection Metam Sodium (CLR™ 42%) and Metam Potassium (KLR™ 54%) product labels in the United States and Canada. Due to the lack of a substantive process, the group concluded that this transaction did not meet the definition of a business combination in accordance with IFRS 3 Business combinations. Also, the criteria of the optional concentration test were met, as substantively all of the fair value of the gross assets acquired was concentrated in a group of similar identifiable assets (the patents and registrations and inventory items). The purchase transaction was therefore recognized as an asset purchase. The acquired intangible assets amount to 18.5 million USD (15.8 million EUR) and mainly relate to the patents and registrations of these products.

The change in consolidation scope in 2024 relates to the acquired assets of the Tiger-Sul activities of which the fair value at acquisition date was only completed in 2025 (note 4 - Acquisitions and disposals). However no changes to the value of the acquired intangible assets were made in 2025.

The yearly amortization charge can be mainly explained by the amortization expenses on the acquisition accounting adjustments applied by Picanol Group on Tessenderlo Group on January 1, 2019 and adopted by Tessenderlo Group as of 2023 (-39.7 million EUR) and the amortization of the customer list of T-Power nv (-21.1 million EUR). See note 8 - Additional information on operating expenses by nature for the line items of the income statement in which amortization, impairment losses and reversal of impairment losses have been recorded.

The other intangible assets with finite useful lives mainly consist of know-how, product labels, trademarks, land-use rights and emission rights. The product labels and the know-how are amortized on a straight-line basis over 10 to 20 years. Emission rights are included in other intangible assets for 8.7 million EUR as per December 31, 2025 (2024: 8.1 million EUR), and represent the emission allowances purchased for future own use to cover operational emissions for products exposed to carbon leakage. The cost of emission allowances purchased in 2025 amounts to 7.1 million EUR (2024: 11.6 million EUR), while in 2025 emission allowances for -6.6 million EUR were used to cover operational emissions (2024: -5.8 million EUR).

The capital expenditure on intangible assets is presented per operating segment in note 3 - Segment reporting. No borrowing costs were capitalized during 2025 and 2024.

14. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD, OTHER INVESTMENTS AND GUARANTEES

Investments accounted for using the equity method consist of joint ventures.

The joint ventures of the group are:

		Ownership	
	Country	2025	2024
Jupiter Sulphur LLC	US	50%	50%
Établissements Michel SAS	France	50%	50%

Jupiter Sulphur LLC is a joint venture between Phillips 66 Inc. and Tessenderlo Kerley, Inc.. The joint venture performs sulfur recovery and manufactures sulfur-based products, which are sold to Tessenderlo Kerley, Inc.. Currently Jupiter Sulphur LLC owns and manages two facilities in the United States, located in Ponca City (Oklahoma) and Billings (Montana).

Établissements Michel SAS is a 50% joint venture between Akiolis Group (operating segment Bio-valorization) and a French private equity shareholder. The company is engaged in the production of live bait and owns one production facility in France, located in Villeneuve La Rivière. Akiolis Group provides raw materials from rendering used for the production of maggots and moths.

The carrying amount of the investments accounted for using the equity method is as follows:

(Million EUR)	2025	2024
Jupiter Sulphur LLC	21.7	22.7
Établissements Michel SAS	0.8	0.8
Total	**22.4**	**23.5**

None of the group's equity-accounted investees are publicly listed entities and consequentially they do not have published price quotations.

Summary of financial information on investments accounted for using the equity method at 100% at December 31:

(Million EUR)	2025	2024
Non-current assets	70.2	89.2
Current assets	22.8	19.5
Total assets	**93.0**	**108.6**
Equity	44.9	46.9
Non-current liabilities	0.8	5.2
Current liabilities	47.2	56.5
Total equity and liabilities	**93.0**	**108.6**
Revenue	85.2	67.1
Cost of sales	-75.8	-68.7
Gross profit	9.4	-1.6
EBIT (Profit (+) / loss (-) from operations)	7.7	-3.3
Finance (costs) / income - net	0.1	0.2
Profit (+) / loss (-) before tax	7.8	-3.1
Profit (+) / loss (-) for the period	5.8	-2.3
Total comprehensive income for the period	0.3	0.5

The increase of the profit (+) / loss (-) for the period (from -2.3 million EUR in 2024 to +5.8 million EUR in 2025) is related to the evolution of the results of Jupiter Sulphur LLC, which were impacted by higher sulfur pricing. In 2025, Jupiter Sulphur LLC also distributed a dividend of 5.0 million USD, which resulted in a cash-inflow of 2.5 million USD (2.1 million EUR) for the group.

Other investments and guarantees decreased from 3.7 million EUR as per December 2024 to 1.3 million EUR as per December 2025. The decrease is mainly related to the full reimbursement of loan granted by Tessenderlo Kerley Inc. to the joint venture Jupiter Sulphur LLC of which 2.5 million USD (2.4 million EUR) was still outstanding as per December 31, 2024. Jupiter Sulphur LLC obtained the same amount from the other joint venture partner. The loan was interest bearing (3.0%), but the related interest income was considered to be insignificant and was not eliminated.

15. DEFERRED TAX ASSETS AND LIABILITIES

(Million EUR)	Assets		Liabilities		Net	
	2025	2024	2025	2024	2025	2024
Property, plant and equipment	9.6	6.3	-67.8	-67.2	-58.2	-60.9
Intangible assets	3.8	4.5	-34.5	-54.1	-30.7	-49.6
Inventories	11.2	11.0	-0.3	-	10.8	11.0
Employee benefits	6.0	7.6	-0.6	-0.4	5.4	7.3
Derivative financial instruments	0.0	0.2	-	-	0.0	0.2
Provisions	6.7	11.7	-9.8	-15.6	-3.1	-3.9
Other items	10.0	10.5	-7.8	-11.7	2.2	-1.2
Losses carried forward	20.6	42.0	-	-	20.6	42.0
Gross deferred tax assets / (liabilities)	**67.8**	**93.9**	**-120.8**	**-148.9**	**-53.0**	**-55.0**
Set-off of tax	**-24.5**	**-34.8**	**24.5**	**34.8**		
Net deferred tax assets / (liabilities)	**43.3**	**59.1**	**-96.3**	**-114.1**	**-53.0**	**-55.0**

The net deferred tax assets / (liabilities) on property, plant and equipment (-58.2 million EUR) mainly relate to:

- the fair value adjustments following the acquisition accounting adjustments on property, plant and equipment applied by Picanol Group in 2019 and adopted by Tessenderlo Group as of 2023. The yearly depreciation resulted in a decrease of the recognized deferred tax liability by 1.5 million EUR in 2025.
- temporary differences due to the accelerated depreciation and impairment losses in certain jurisdictions, mainly in the United States, France and Belgium.

The net deferred tax assets / (liabilities) on intangible assets (-30.7 million EUR) mainly relate to:

- the fair value adjustments following the acquisition accounting adjustments on intangible assets applied by Picanol Group in 2019 and adopted by Tessenderlo Group as of 2023. The yearly amortization resulted in a decrease of the recognized deferred tax liability by 10.1 million EUR in 2025.
- the customer list (operating segment T-Power), representing the fair value of the tolling agreement which was concluded with RWE group for a period of 15 years (until June 2026). The yearly amortization of this customer list resulted in a decrease of the recognized deferred tax liability by 5.3 million EUR in 2025.

The deferred tax assets on fiscal losses carried forward amount to 20.6 million EUR in 2025 compared to 42.0 million EUR in 2024. This decrease can be mainly explained by the Belgian parent company, Tessenderlo Group nv, for which no longer deferred tax assets on losses are recognized (2024: 16.7 million EUR). As per year-end 2025, the estimated total tax losses and tax credits carried forward amount to 153.0 million EUR (2024: 122.9 million EUR of which 56.0 million EUR was unrecognized). The decrease is partially offset by the recognition of deferred tax assets on temporary differences, mainly related to impairment losses recognized on property, plant and equipment in 2025 (note 6 - EBIT Adjusting items). The probability assessment, whether future taxable profits will be available, was made taking into account challenging macroeconomic conditions, a changing competitive environment and a more uncertain economic environment. Management concluded that a net deferred tax asset on temporary differences and fiscal losses carried forward within Tessenderlo Group nv could only be recognized up to 7.4 million EUR (2024: 14.8 million EUR).

The deferred tax assets on fiscal losses carried forward as per December 31, 2025 mainly relate to:

- The subsidiaries in the United Kingdom for an amount to 3.8 million EUR (2024: 6.9 million EUR). As per year-end 2025, the estimated fiscal losses amount to 94.2 million EUR (2024: 89.2 million EUR). As per December 2025, 79.0 million EUR of these tax losses and tax credits were unrecognized (2024: 61.7 million EUR). As a result of the closure of the PB Leiner plant in Treforest, the group no longer expects to be able to offset all of these losses against future taxable profits.
- The German subsidiaries for an amount of 4.8 million EUR (2024: 3.2 million EUR). As per year-end 2025, the estimated total losses and tax credits carried forward amount to 15.7 million EUR (2024: 10.2 million EUR), which were fully recognized. Although the combined fiscal result of the subsidiaries in Germany was negative in 2025, the probability assessment whether future taxable profits will be available remained positive.
- The Brazilian subsidiaries for an amount to 4.7 million EUR (2024: 4.8 million EUR). As per year-end 2025, the estimated total losses and tax credits carried forward amount to 13.8 million EUR (2024: 14.0 million EUR), which were fully recognized.
- Several other subsidiaries for an amount of 7.3 million EUR (2024: 10.4 million EUR). As per year-end 2025, the estimated fiscal losses of these subsidiaries amount to 61.0 million EUR (2024: 43.5 million EUR), of which 29.9 million EUR was not recognized as per December 2025. Of these tax losses, 15.2 million EUR has a finite life (of which 9.6 million EUR will expire in the period 2026-2030).

A deferred tax liability relating to undistributed reserves within the subsidiaries of the group has not been recognized because management believes that this liability will not incur in the foreseeable future. The deferred tax liability is not significant as the majority of dividends received by the company (Tessenderlo Group nv) is tax exempt.

The movements in the deferred tax balances during the year can be summarized as follows[5]:

(Million EUR)	Balance at January 1, 2025	Recognized in the income statement	Recognized in other comprehensive income	Acquisitions through business combinations	Translation differences	Balance at December 31, 2025
Property, plant and equipment	-60.9	-1.0	-	-0.6	4.4	-58.2
Intangible assets	-49.6	14.9	-	-	4.0	-30.7
Inventories	11.0	0.4	-	-	-0.6	10.8
Employee benefits	7.3	-0.6	-2.0	0.8	-0.2	5.4
Derivative financial instruments	0.2	-0.3	0.1	-	-	0.0
Provisions	-3.9	0.4	-	0.4	-0.0	-3.1
Other items	-1.2	4.6	-	0.2	-1.4	2.2
Losses carried forward	42.0	-21.3	-	0.4	-0.6	20.6
Total	**-55.0**	**-2.8**	**-1.9**	**1.1**	**5.7**	**-53.0**

[5] *Deferred tax liabilities and deferred tax expenses are presented as negative amounts; deferred tax assets and deferred tax income are presented as positive amounts.*

16. TRADE AND OTHER RECEIVABLES

(Million EUR)	note	2025	2024
Non-current trade and other receivables			
Trade receivables		1.3	0.8
- Gross trade receivables	26	1.3	0.8
- Amounts written off		-	-
Other receivables		13.6	18.2
Assets related to employee benefit schemes	23	1.8	8.8
Total		**16.8**	**27.9**

The non-current other receivables mainly relate to the contingent consideration related to the sale in 2023 of 40% of the shares of PB Brasil Industria e Comercio de Gelatinas Ltda and an advance payment for a long term electricity agreement in France (operating segment Industrial Solutions), for an amount of 6.7 million EUR, of which 6.2 million EUR is included in non-current other receivables and 0.4 million EUR in current other receivables.

The assets related to employee benefit schemes concern the net pension asset of the US pension funds where the pension assets are higher than the pension liabilities. The net pension asset of the UK pension plan of 6.7 million EUR (2024: 7.2 million EUR) was transferred from non-current to current trade and other receivables in the statement of financial position, as reimbursement is expected within twelve months following the expected completion of the wind-up of the pension plan in 2026 (note 23 - Employee benefits).

(Million EUR)	note	2025	2024
Current trade and other receivables			
Trade receivables		366.7	372.2
- Gross trade receivables	26	373.7	376.2
- Amounts written off	26	-7.0	-4.0
Other receivables		64.1	65.6
Prepayments		0.2	0.3
Receivables from related parties	29	0.6	0.4
Assets related to employee benefit schemes	23	6.7	-
Total		**438.4**	**438.5**

Receivables from related parties mainly concern receivables from joint ventures (note 29 - Related parties).

The ageing of the gross trade receivables and amounts written off is disclosed in the section “Credit risk” of note 26 - Financial instruments.

The current other receivables mainly relate to other tax and VAT receivables for 34.8 million EUR (2024: 32.6 million EUR). They also include Chinese bank notes (operating segment Machines & Technologies), which are receivables with banks with a term of more than 3 months, for 8.6 million EUR in 2025 (2024: 6.5 million EUR). Furthermore, it includes the current portion of the deferred payment (5.3 million USD or 4.5 million EUR) related to the sale of 40% of the shares of PB Brasil Industria e Comercio de Gelatinas Ltda (already received in January 2026).

The non-recourse factoring program is suspended since 2015. There was no cash received under non-recourse factoring agreements, whereby trade receivables were sold at their nominal value minus a discount in exchange for cash.

17. INVENTORIES

(Million EUR)	2025	2024
Raw materials	113.4	116.2
Work in progress	21.2	20.6
Finished goods	317.9	344.4
Goods purchased for resale	57.3	56.4
Spare parts	21.1	22.7
Total	**530.9**	**560.3**

The decrease in inventories compared to 2024 can be mainly explained by translation differences (mainly weakening of the USD) and by a decrease of stock volumes, mainly within the operating segment Bio-valorization.

There are no inventories pledged as security.

In 2025 inventories for 2,185.5 million EUR (2024: 2,068.9 million EUR) were recognized as an expense during the year and included in the line-item cost of sales within the income statement.

Inventories are stated at the lower of cost and net realizable value. The calculation of a potential write-off is based on experience and on the assessment of market circumstances. In 2025, a net reversal of write-offs was recognized for an amount of +4.5 million EUR (In 2024 a net write-off of -9.7 million EUR was recognized) and was included in cost of sales (note 3 - Segment reporting).

The group expects to recover or settle the inventory, available as per December 31, 2025, within the next twelve months, except for the inventory of non-strategic spare parts. These spare parts will be used whenever deemed necessary.

18. CASH AND CASH EQUIVALENTS

(Million EUR)	note	2025	2024
Term accounts	26	56.2	72.5
Current accounts	26	101.8	109.9
Cash and cash equivalents		**158.0**	**182.4**
Bank overdrafts	22/26	-0.0	-0.0
Cash and cash equivalents in the statement of cash flows		**158.0**	**182.4**

The term accounts (56.2 million EUR) have a maximum maturity of 1 month. As per December 31, 2025, the cash and cash equivalents include 21.8 million USD or 18.5 million EUR (2024: 16.5 million USD or 15.8 million EUR).

As per December 31, 2024, the group had three bank deposits outstanding for a total amount of 70.0 million EUR, of which 60.0 million EUR matured in October 2025 and 10.0 million EUR in December 2025. The counterparty was a highly rated international bank. These deposits were included in short term investments as per year-end 2024.

19. EQUITY

ISSUED CAPITAL AND SHARE PREMIUM

	2024
On issue at January 1, 2024	**84,389,759**
Cancellation of shares on August 20, 2024	-23,242,895
On issue at December 31, 2024 - fully paid	**61,146,864**

On August 20, 2024, pursuant to the authorization granted by the extraordinary general meeting of May 10, 2022, the Board of Directors of Tessenderlo Group nv decided to cancel 23,242,895 treasury shares. These treasury shares were acquired by Tessenderlo Group nv, as a result of:

- the combination of the activities of Tessenderlo Group and Picanol Group in 2023. At the moment of full consolidation, Picanol Group, held 21,860,003 shares in Tessenderlo Group nv. As mentioned in the prospectus at the time of the transaction, the Board of Directors of Tessenderlo Group nv decided to cancel these own shares in 2024.
- a share repurchase program, started in March 2023. The Board of Directors of Tessenderlo Group nv decided to cancel the remaining 294,700 treasury shares purchased under this share repurchase program.
- a share repurchase program, started in April 2024. The Board of Directors of Tessenderlo Group nv decided to cancel 1,088,192 treasury shares purchased under this share repurchase program.

Following these transactions, the denominator changed in 2024 from 84,389,759 shares to 61,146,864 shares.

	2025
On issue at January 1, 2025	**61,146,864**
Cancellation of shares on March 25, 2025	-987,561
Cancellation of shares on December 17, 2025	-1,096,747
On issue at December 31 - fully paid	**59,062,556**

On March 25, 2025, pursuant to the authorization granted by the Extraordinary General Meeting of May 10, 2022, the Board of Directors of Tessenderlo Group nv decided to cancel 987,561 treasury shares. These treasury shares were acquired by Tessenderlo Group nv, as a result of:

- a share repurchase program, started in April 2024. The Board of Directors of Tessenderlo Group nv decided to cancel 661,426 treasury shares purchased under this share repurchase program.
- a share repurchase program, started in January 2025. The Board of Directors of Tessenderlo Group nv decided to cancel 326,135 treasury shares purchased under this share repurchase program.

On December 17, 2025, pursuant to the authorization granted by the Extraordinary General Meeting of May 10, 2022, the Board of Directors of Tessenderlo Group nv decided to cancel 1,096,747 treasury shares. These treasury shares were acquired by Tessenderlo Group nv, as a result of:

- a share repurchase program, started in January 2025. The Board of Directors of Tessenderlo Group nv decided to cancel 116,361 treasury shares purchased under this share repurchase program.
- a share repurchase program, started in May 2025. The Board of Directors of Tessenderlo Group nv decided to cancel 980,386 treasury shares purchased under this share repurchase program.

Following these transactions, the denominator changed in 2025 from 61,146,864 shares to 59,062,556 shares.

The number of shares as per December 31, 2025 comprised 42,012,369 registered shares (2024: 42,327,942) and 17,050,187 shares (2024: 18,818,922). The shares are without nominal value. The holders of Tessenderlo Group nv shares are entitled to receive dividends as declared. In accordance with article 7:53 of the Belgian Code of Companies and Associations, the extraordinary meeting of shareholders of July 10, 2019 has decided to introduce a loyalty voting right for each fully paid-up share that has continuously been registered in the share register on the name of the same shareholder for at least two years. The number of voting rights amounted to 98,985,610 as per December 31, 2025 (2024: 64,343,523), of which 69,614 were suspended because these related to own shares (2024: 661,426).

The Board of Directors' proposal to distribute a gross dividend of 0.75 EUR per share for the financial year 2024 was approved by the shareholders of Tessenderlo Group nv at the shareholders' meeting of Tessenderlo Group nv on May 13, 2025.

No new offering of shares to be subscribed by staff took place in 2025.

Following the repurchase of own shares in 2025, the cost of the treasury shares exceeded the available retained earnings of the parent company Tessenderlo Group nv. In accordance with applicable legal requirements, the share premium account was reduced by -18.4 million EUR to cover the excess amount. After the balance sheet date, the Board of Directors will propose to the shareholders at the Annual Shareholders' meeting of May 12, 2026, to approve the distribution of (gross) 0.75 EUR per share from the available share premium. The repayment of the available share premium has not been accounted for.

AUTHORIZED CAPITAL

According to the decision of the extraordinary general meeting of May 10, 2022, the Board of Directors was granted the authority, for a period of 5 years from the publication of the authorization in the Annex to the Belgian State Gazette, to increase the share capital, in one or more times, up to an amount of 108,115,931 EUR, in accordance with the provisions set out in the Belgian Companies Code and the articles of association of the company.

The Board of Directors is also authorized, with right of substitution, to amend the company's articles of association in accordance with the capital increase that was decided within the scope of the authorized capital.

The authority to increase the capital by the Board of Directors will expire on May 19, 2027.

REPURCHASE OF OWN SHARES

According to the decision of the extraordinary general meeting of May 10, 2022, the Board of Directors was granted the authority, for a period of 5 years from the publication of the authorization in the Annex to the Belgian State Gazette, to acquire, in accordance with the conditions set by the law, the company's shares, profit-sharing certificates or certificates relating thereto for the account of the company, without the company being allowed to own shares representing more than 20% of its capital and at a price ranging between minimum 20% below the average closing price of the company's share during the last 30 trading days preceding the board's resolution to acquire such securities and maximum 20% above the average closing price of the company's share during the last 30 trading days preceding the board's resolution to acquire such securities.

With reference to Article 7:215 § 1 of the Companies and Associations Code and Article 8:4 of the Royal Decree of April 29, 2019, implementing the Companies and Associations Code, and as authorized by the Extraordinary General Meeting of Shareholders on May 10, 2022, the group executed following repurchase programs over the reporting period.

In March 2023, a share repurchase program was started for an amount not exceeding 40 million EUR. Under this program 1,346,200 of its own shares have been acquired (in the period March 2023 - February 2024), at an average price of 28.01 EUR per share, for a total amount of 37.7 million EUR. 197,200 own shares were acquired in 2024 for an amount of 5.3 million EUR, while 1,149,000 own shares were acquired in 2023 for an amount of 32.4 million EUR.

In April 2024, a new share repurchase program was started for the repurchase of up to 2,300,000 shares of the company for a total amount not exceeding 69 million EUR. 1,749,618 own shares were acquired (in the period April 2024 - December 2024) at an average price of 24.03 EUR per share, for a total amount of 42.0 million EUR. This program was discontinued early January 2025.

In January 2025, a new modified share repurchase program was announced for the repurchase of a maximum of 500,000 shares of the company for a total amount not exceeding 12.5 million EUR. In this modified share repurchase program, the group bought 442,496 shares in 2025. This purchase was done at an average price of 21.37 EUR per share for a total amount of 9.5 million EUR.

In May 2025, the group announced to discontinue the repurchase program approved by the Board of Directors in its decision in January 2025 and to launch a new program. The new repurchase program involved the repurchase of up to 1,050,000 shares for a total amount of up to 31.3 million EUR and started on May 13, 2025 for a maximum period of one year (up to and including May 12, 2026). The program was finalized on December 23, 2025 after purchasing 1,050,000 shares under this share repurchase program. This purchase was done at an average price of 26.23 EUR per share for a total amount of 27.5 million EUR.

For the execution of the repurchase of the shares, the Board of Directors granted a discretionary mandate to a financial intermediary, which took trading decisions within the framework of the Purchase Program independently from the company and which was able to exercise this mandate on the regulated market of Euronext Brussels, both during open and closed periods. In addition, the group could also engage in block trades within the aforementioned limits, albeit only during open periods.

As per December 31, 2025 the group owned 69,614 own shares (2024: 661,426) or 0.12% (2024: 1.08%) of the total number of 59,062,556 (2024: 61,146,864) issued shares at that date. In accordance with art 7:217 §1 of the Companies and Associations Code, the voting rights attached to the treasury shares held by the company or its subsidiaries are suspended.

As per December 31, 2025, the share price of Tessenderlo Group nv amounted to 26.20 EUR.

LEGAL RESERVES

According to Belgian law, 5% of the statutory net income of a Belgian company must be transferred each year to a legal reserve until the legal reserve reaches 10% of the issued capital. At balance sheet date, the legal reserve of the company amounts to 33.7 million EUR. Generally, this reserve cannot be distributed to the shareholders other than upon liquidation.

The amount of dividends payable to Tessenderlo Group nv by its operating subsidiaries is subject to general limitations imposed by the corporate laws, capital transfer restrictions and exchange control restrictions of the respective jurisdictions where those subsidiaries are organized and operate. There are no other significant restrictions. Dividends paid to the company by certain of its subsidiaries are also subject to withholding taxes.

TRANSLATION RESERVES

The translation reserves comprise all foreign exchange differences arising from the translation of the financial statements of foreign operations.

HEDGING RESERVES

The hedging reserves comprise the effective portion of the cumulative net change in the fair value of cash flow hedges to the extent the hedged risk has not yet impacted the income statement.

DISTRIBUTION OF AVAILABLE SHARE PREMIUM

After the balance sheet date, the Board of Directors will propose to the shareholders at the Annual Shareholders' meeting of May 12, 2026, to approve the distribution of (gross) 0.75 EUR per share from the available share premium. The repayment of the available share premium has not been accounted for.

CAPITAL MANAGEMENT

The Board of Directors' policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Capital consists of the issued capital, share premium and reserves. The Board of Directors seeks to maintain a balance between the higher returns that might be possible with borrowings and the advantages and security afforded by a strong capital position. The gearing ratio[6] at the end of 2025 is 2.4% (2024: 0.3%), as the group has a net financial debt position of 41.3 million EUR as per December 31, 2025 (2024: 5.0 million EUR).

[6] *Refer to Alternative Performance Measures for the calculation of the gearing ratio.*

20. EARNINGS PER SHARE

BASIC EARNINGS PER SHARE

The calculation of the basic earnings per share is based on the profit attributable to shareholders and the weighted average number of shares outstanding during the year.

The weighted average number of shares and the earnings per share are calculated as follows:

	2025	2024
Number of shares at January 1	61,146,864	84,389,759
Effect of own shares	-533,159	-22,921,825
Adjusted weighted average number of shares at December 31	**60,613,705**	**61,467,934**
Profit (+) / loss (-) attributable to equity holders of the company (million EUR)	-81.1	42.8
Basic earnings per share (in EUR)	**-1.34**	**0.70**

The adjusted weighted average number of shares at December 31 takes into account the effect of shares issued and own shares held by the group, which is based on the weighted average number of issued or owned shares during the accounting period.

As per December 31, 2024, the group owned 661,426 own shares. In 2025, the group repurchased 1,492,496 own shares through several share repurchase programs and cancelled 2,084,308 own shares (note 19 - Equity). The 61,146,864 shares outstanding at January 1, 2025, were reduced by 533,159, being the weighted average number of own shares outstanding in 2025.

DILUTED EARNINGS PER SHARE

The calculation of diluted earnings per share is based on the profit attributable to shareholders and the diluted weighted average number of shares outstanding during the year.

Potential shares are treated as dilutive when, and only when, their conversion to shares would decrease earnings per share or increase loss per share.

As there are no warrants outstanding, there is no dilution of the shares.

21. NON-CONTROLLING INTEREST

The detail of the non-controlling interest in subsidiaries of the group is as follows:

		Non-controlling interest percentage	
	Country	2025	2024
Environmentally Clean Systems LLC	US	30.99%	30.99%
ECS Myton, LLC	US	49.00%	49.00%
PB Leiner (Hainan) Biotechnology Co. Ltd.	China	2.08%	20.00%
PB Brasil Industria e Comercio de Gelatinas Ltda	Brazil	40.00%	40.00%

In 2021, the group reached an agreement to divest the ECS activities (operating segment Industrial Solutions). There are no longer operating activities in Environmental Clean Systems LLC and ECS Myton LLC.

In 2022, PB Leiner (operating segment Bio-valorization) entered into an agreement with Hainan Xiangtai Group (China) to produce and commercialize premium fish collagen peptides. Under the term of this agreement, PB Leiner (Hainan) Biotechnology Co. Ltd. produces marine collagen peptides based on PB Leiner's technology. The group's original interest percentage was 80%, but was increased to 97.92% in 2025 with the intention to have full ownership in the course of 2026. As the group already had control over the subsidiary prior to this transaction, the acquisition of the additional non controlling interest is accounted for as an equity transaction in accordance with IFRS 10 *Consolidated Financial Statements*, without any result being recognized in the consolidated income statement. The difference between the consideration paid and the adjustment to the non controlling interests has been directly recognized in equity.

In 2023, PB Leiner (operating segment Bio-valorization) sold a 40% minority stake in the shares of PB Brasil Industria e Comercio de Gelatinas Ltda to D&D Participações Societárias. The combined strength of the two companies enabled a long term sustainable offering of a premium product range of beef hide gelatin based on PB Leiner's technology.

The profit (+) / loss (-) for the period attributable to non-controlling interests amounts to +0.9 million EUR (2024: +1.3 million EUR), while the comprehensive income attributable to non-controlling interests amounts +0.8 million EUR (2024: -1.5 million EUR).

Summary financial information of subsidiaries with a non-controlling interest at 100% as per December 31:

(Million EUR)	2025	2024
Non-current assets	27.2	23.1
Current assets	36.0	42.0
Total assets	**63.2**	**65.1**
Equity	39.5	41.3
Non-current liabilities	1.9	3.4
Current liabilities	21.8	20.3
Total equity and liabilities	**63.2**	**65.1**
Revenue	42.5	43.9
Cost of sales	-33.3	-34.3
Gross profit	9.1	9.6
Adjusted EBIT	4.2	2.5
EBIT (Profit (+) / loss (-) from operations)	4.2	2.5
Finance (costs) / income - net	-0.7	1.2
Profit (+) / loss (-) before tax	3.4	3.6
Profit (+) / loss (-) for the period	2.6	2.4

In 2025 a dividend was distributed by PB Brasil Industria e Comercio de Gelatinas Ltda (2.8 million EUR), of which 1.1 million EUR was paid to the non-controlling shareholder.

22. LOANS AND BORROWINGS

(Million EUR)	note	2025	2024
Non-current loans and borrowings		107.2	134.1
Current loans and borrowings		92.1	123.3
Total loans and borrowings		**199.3**	**257.4**
Cash and cash equivalents	18	-158.0	-182.4
Bank overdrafts[1]	18	0.0	0.0
Short term investments[2]	18	-	-70.0
Net financial debt / (Net cash position)		**41.3**	**5.0**

[1] A bank overdraft is a flexible borrowing facility on a bank current account, which is repayable on demand.
[2] As per year-end 2024, the group had three long term bank deposits outstanding (60.0 million EUR maturing in October 2025 and 10.0 million EUR maturing in December 2025).

As per year-end 2025, the group net financial debt position amounted to 41.3 million EUR and included a lease liability, in accordance with IFRS 16 *Leases*, for an amount of 61.5 million EUR. Excluding the impact of IFRS 16 *Leases*, the net cash position would have amounted to 20.2 million EUR as per year-end 2025, compared to a net cash position of 49.5 million EUR as per year-end 2024.

Reconciliation of changes in net loans and borrowings arising from cash flows and non-cash changes:

	Bank overdrafts	Cash and cash equivalents	Short term investments	Long term investments	Current lease liabilities	Non-current lease liabilities	Other current loans and borrowings	Other non-current loans and borrowings	Total
Net cash position as per January 1, 2024	**-0.1**	**177.0**	**0.0**	**70.0**	**-19.1**	**-40.1**	**-42.4**	**-135.3**	**10.1**
Change in consolidation scope	-	1.7	-	-	-	-	-	-	1.7
Cash flows, net	0.1	3.9	-	-	21.5	-	39.5	-65.0	0.0
IFRS 16 new leases and lease modifications	-	-	-	-	-0.0	-15.7	-	-	-15.7
Depreciation on the acquisition accounting adjustments applied by Picanol Group	-	-	-	-	-	-	0.6	-	0.6
Transfers	-	-	70.0	-70.0	-21.5	21.5	-101.3	101.3	0.0
Effect of exchange rate differences	-	-0.2	-	-	-0.4	-0.7	-0.2	-0.2	-1.6
Net financial debt as per December 31, 2024	**-0.0**	**182.4**	**70.0**	**0.0**	**-19.5**	**-35.0**	**-103.8**	**-99.1**	**-5.0**
Net financial debt as per January 1, 2025	**-0.0**	**182.4**	**70.0**	**0.0**	**-19.5**	**-35.0**	**-103.8**	**-99.1**	**-5.0**
Change in consolidation scope	-	0.4	-	-	-	-	-4.9	-	-4.5
Cash flows, net	0.0	-19.0	-70.0	-	20.3	-	69.2	-	0.5
IFRS 16 new leases and lease modifications	-	-	-	-	-3.5	-26.0	-	-	-29.5
Depreciation on the acquisition accounting adjustments applied by Picanol Group	-	-	-	-	-	-	0.2	-	0.2
Transfers	-	-	-	-	-20.3	20.3	-31.0	31.0	0.0
Effect of exchange rate differences	-	-5.7	-	-	0.9	1.3	0.3	0.3	-2.9
Net financial debt as per December 31, 2025	**-0.0**	**158.0**	**0.0**	**0.0**	**-22.1**	**-39.4**	**-70.0**	**-67.8**	**-41.3**

NON-CURRENT AND CURRENT LOANS AND BORROWINGS

(Million EUR)	note	2025	2024
Non-current loans and borrowings			
Non-current lease liabilities		39.4	35.0
Credit institutions		67.8	86.2
Credit facility T-Power nv		-	12.9
Total		**107.2**	**134.1**
Current loans and borrowings			
Current lease liabilities		22.1	19.5
Credit institutions		27.1	19.9
Current portion credit facility T-Power nv		12.9	25.7
Committed bi-lateral agreements		30.0	-
Bond		-	58.2
Total		**92.1**	**123.3**
Total non-current and current loans and borrowings	**26**	**199.3**	**257.4**

The loans of the group mainly include the following outstanding loans:

- The lease liability, in accordance with IFRS 16 *Leases*, amounts to 61.5 million EUR (December 31, 2024: 54.5 million EUR), of which 39.4 million EUR is included in non-current and 22.1 million EUR in current loans and borrowings.

- A credit facility of 35.0 million EUR drawn in September 2024 with a maturity of seven years. This loan will be reimbursed on a half-yearly basis as from September 2026 and has a fixed interest rate of 2.97% and contains no financial covenants. As per year-end 2025, 35.0 million EUR (December 31, 2024: 35.0 million EUR) remained outstanding of which 3.2 million EUR is current.
- As per December 31, 2024, the group had access to committed bi-lateral agreements with four banks for a total amount of 250.0 million EUR (of which part could be drawn in USD) till July 2027 and none of these credit lines were used. This program was discontinued in 2025 and replaced by a new agreement. The group now has access to committed bi-lateral agreements with four banks for a total amount of 275.0 million EUR (of which part can be drawn in USD) till July 2030. These committed bi-lateral agreements have no financial covenants and ensure maximum flexibility for the different activities. As per December 31, 2025, 30.0 million EUR of these credit lines was used, and will be reimbursed following the cash needs of the group.
- A credit facility of 30.0 million EUR drawn in November 2024 with a maturity of seven years. This loan will be reimbursed on a quarterly basis and has a fixed interest rate of 3.09% and contains no financial covenants. As per year-end 2025, 25.7 million EUR (December 31, 2024: 30.0 million EUR) remained outstanding of which 4.3 million EUR is current.
- A credit facility of 30.0 million EUR drawn in April 2022 with a maturity of seven years. This loan with quarterly capital reimbursements, has a fixed interest rate of 1.17%, and contains no financial covenants. As per year-end 2025, 15.0 million EUR remained outstanding (December 31, 2024: 19.3 million EUR) of which 4.3 million EUR is current.
- The T-Power term loan facility agreement amounts to 12.9 million EUR as per year-end 2025 (2024: 38.6 million EUR) and is current. The T-Power nv assets and shares are serving as guarantee for the loan. The term loan credit facility contains a covenant stating a minimum required debt service cover ratio (based on the last 12 months cash flow available for debt service). This covenant has been complied with as per December 31, 2025.
- A credit facility of 30.0 million EUR drawn in August 2022 with a maturity of five years. This loan will be reimbursed on a quarterly basis and has a fixed interest rate of 0.94% and contains no financial covenants. As per year-end 2025, 8.2 million EUR remained outstanding (December 31, 2024: 14.9 million EUR) of which 6.7 million EUR is current.
- An outstanding current financial debt of 4.9 million EUR with Osterwalder Technology AG (note 4 - Acquisitions and disposals). The current roll-over loan will mature in September 2026 and has a fixed rate of 2.00%. The production facility in Lyss (Switzerland) is serving as guarantee for the loan.
- Tessenderlo Kerley, Inc. has a loan outstanding of 2.1 million EUR (December 31, 2024: 3.3 million EUR), of which 0.8 million EUR is current. The loan has a maturity of ten years (2018-2028) at a fixed rate of 3.95%. The financed Phoenix headquarters building (Arizona, United States) is serving as guarantee for the loan.

The group has access to a Belgian commercial paper program of 200.0 million EUR which remained unused, both in 2025 and 2024.

NON-CURRENT AND CURRENT LOANS AND BORROWINGS BY CURRENCY

Analysis of non-current and current loans and borrowings by currency, expressed in EUR (2025):

(Million EUR)	EUR	USD	Other	Total
Current lease liabilities	11.5	7.7	3.0	**22.1**
Other current loans and borrowings	61.3	0.8	7.8	**70.0**
Non-current lease liabilities	17.9	11.1	10.5	**39.4**
Other non-current loans and borrowings	65.4	1.2	1.1	**67.8**
Total loans and borrowings	**156.1**	**20.8**	**22.4**	**199.3**
In percentage of total loans and borrowings	**78.3%**	**10.4%**	**11.3%**	**100.0%**

Analysis of non-current and current loans and borrowings by currency, expressed in EUR (2024):

(Million EUR)	EUR	USD	Other	Total
Current lease liabilities	11.3	5.6	2.7	**19.5**
Other current loans and borrowings	99.6	0.9	3.2	**103.8**
Non-current lease liabilities	21.6	5.0	8.4	**35.0**
Other non-current loans and borrowings	96.7	2.3	-	**99.1**
Total loans and borrowings	**229.2**	**13.9**	**14.3**	**257.4**
In percentage of total loans and borrowings	**89.1%**	**5.4%**	**5.6%**	**100.0%**

23. EMPLOYEE BENEFITS

The provisions for employee benefits recognized in the balance sheet as of December 31 are as follows:

	2025				2024			
(Million EUR)	Early retirement provision	Defined benefit liability	Other employee benefits	Total	Early retirement provision	Defined benefit liability	Other employee benefits	Total
Non-current	0.9	31.3	8.6	40.8	1.0	34.0	8.1	43.2
Current	0.3	-	0.3	0.6	0.3	-	0.3	0.6
Total	**1.3**	**31.3**	**8.8**	**41.4**	**1.3**	**34.0**	**8.4**	**43.8**

	2025			
(Million EUR)	Early retirement provision	Defined benefit liability	Other employee benefits	Total
Balance at January 1, 2025	**1.3**	**34.0**	**8.4**	**43.8**
Change in consolidation scope (acquisitions)	-	4.0	-	4.0
Additions	0.4	1.6	1.2	3.2
Use of provisions	-0.3	-1.2	-0.7	-2.2
Reversal of provisions	-0.0	-7.3	-0.0	-7.4
Translation differences	-0.1	0.0	-0.0	-0.1
Balance at December 31, 2025	**1.3**	**31.3**	**8.8**	**41.4**

The provisions for other employee benefits include long-service benefits (e.g. medal of honor of labor, jubilee premiums, …).

GENERAL DESCRIPTION OF THE TYPE OF PLAN

Post-employment benefits

These liabilities are recorded to cover the post-employment benefits and cover the pension plans and other benefits in accordance with local practices and conditions, following an actuarial calculation taking into account the financing of insurance companies and other pension funds. The most important pension plans are located in Belgium, the Netherlands, the United Kingdom, Germany and Switzerland.

Defined contribution pension plans

Defined contribution pension plans are plans for which the group pays pre-determined contributions to a legal entity or a separate fund, in accordance with the settings of the plan. The group's legal or constructive obligation is limited to the amount contributed. The contributions are recognized as an expense in the income statement as incurred and are included in note 7 - Payroll and related benefits.

Defined benefit pension plans

The defined benefit pension plans provide benefits related to the level of salaries and the years of service. These plans are financed externally by pension funds or insurance companies. Independent actuaries perform an actuarial valuation on an annual basis for the most important pension plans.

The defined benefit pension plans in Belgium are all final salary pension plans which provide benefits to members in the form of a guaranteed pension capital (payable either as capital or pension for life). These plans are covered by a trustee administered pension fund and group insurance contracts. The level of benefits provided depends on members' length of service and the average salary in the final 3 years leading up to retirement, or the average salary of the best 3 consecutive years, if higher.

The defined contribution plans in Belgium are legally subject to a minimum guaranteed return. The legal minimum guaranteed return for employer contributions was 3.25% before 2016, decreased to 1.75% in the period 2016-2024, and as of January 1, 2025, increased again to 2.50%. If the legal minimum guaranteed return is sufficiently covered, the group has no obligation to pay further contributions than those that are recognized as an expense in the income statement as the related service is provided. The Belgian defined contribution pension plans are to be treated as defined benefit pension plans under IAS 19 as they do not meet the definition of a defined contribution pension plan under IFRS. The group follows the prescribed methodology for measurement and accounting for defined benefit pension plans in line with IAS 19 § 57.(a), meaning the projected unit credit method. The group recognizes the difference between the defined benefit obligation and the fair value of plan assets (IAS 19 § 57.(a) (iii)) on the balance sheet.

The plan assets of the Belgian defined contribution plans are included in the Belgian pension fund "OFP Pensioenfonds" or are insured externally through insurance contracts. For the plans financed with insurance contracts, several rates are guaranteed by insurance companies on the reserves and on different levels of the premiums depending on the levels reached at certain dates. The rates guaranteed for the most significant defined contribution plans are the following:

- For the contributions paid until January 1, 2003, the guaranteed interest rate equals 4.75%;
- For the contributions paid during the period from January 1, 2003 until January 1, 2013, the guaranteed interest rate equals 3.25%;
- For the contributions paid as from January 1, 2013 until April 1, 2015, the guaranteed interest rate equals 1.75%;
- For the contributions paid during the period from April 1, 2015 until October 1, 2015, the guaranteed interest rate equals 0.75%;
- For the contributions paid as from October 1, 2015 until October 1, 2016, the guaranteed interest rate equals 0.50%;
- For the contributions paid as from October 1, 2016 until January 1, 2020, the guaranteed interest rate equals 0.10%;
- For the contributions paid as from January 1, 2020, the guaranteed interest rate equals 0.00%;

The UK and German pension plans are final salary pension plans providing a guaranteed pension payable for life.

The UK plan is covered by a trustee administered pension fund and the German plan is covered by recognized provisions in the consolidated statement of financial position.

For the UK and Belgian plans covered by trustee administered pension funds, the board of trustees must consist of representatives of the company and plan participants in accordance with the plan regulations. The governance responsibility for these plans rests with the board of trustees.

Through its defined benefit pension plans, the group is exposed to a number of risks, the most significant of which are detailed below:

- Asset volatility: The group performs on a regular basis asset-liability studies for the trustee administered pension funds to ensure an accurate match between plan assets and liabilities. The plans hold significant investments in investment funds, which include quoted equity shares, and are thus exposed to equity market risks.
- Inflation, interest rate and life expectancy: The pensions in most of the plans are linked to inflation, therefore the pension plans are exposed to risks linked to inflation, interest rate and life expectancy of pensioners.

The group considers all defined benefit pension plans as having similar characteristics and risks.

In 2022, the trustees of the UK pension plan decided to enter into an agreement to secure all benefit payments due from the pension plan through a third-party insurance contract (the "buy-out"). The first stage of any "buy-out" is to complete a full "buy-in", that is the purchase of an insurance policy covering all known benefits payable. This "buy-in" stage leads to the transfer of related risks (investment, inflation, interest and longevity risk) to the insurer. The

bulk annuity policy is held in the name of the trustees (as a “buy-in” policy) as per December 31, 2025, which implies that the obligation to pay benefits remains with the pension plan. The bulk policy will be converted into individual policies written in the name of members and it is expected that this step (the “buy-out”) will be completed during 2026. As per December 31, 2025, the bulk annuity policy was valued as an asset of the pension plan, with its value set equal to the value of the defined benefit obligations to which it relates and amounted to 33.4 million EUR (2024: 35.1 million EUR). When the bulk policy will be converted into individual member policies, both the defined benefit obligation and asset value will be reduced by an equal amount as the pension plan has then transferred all liabilities to the insurer, and is able to wind-up. As per December 31, 2025, a net defined benefit asset of 6.7 million EUR (2024: 7.2 million EUR) was recognized within current trade and other receivables in the statement of financial position, which could, net of any future expenses, be refunded to the group at the moment of the wind-up of the pension plan.

DEFINED BENEFIT PENSION PLANS

The amounts recognized in the statement of financial position are as follows:

(Million EUR)	note	2025	2024
Present value of wholly funded obligations		-63.3	-60.0
Present value of partially funded obligations		-89.9	-77.4
Present value of wholly unfunded obligations		-18.8	-21.1
Total present value of obligations		**-172.0**	**-158.5**
Fair value of plan assets		**149.3**	**133.3**
Net defined benefit (liability)/asset		**-22.7**	**-25.2**
Amounts in the statement of financial position:			
Liabilities		-31.3	-34.0
Assets	16	8.5	8.8
Net defined benefit (liability)/asset		**-22.7**	**-25.2**

The following table shows a reconciliation of the net defined benefit (liability)/asset and its components.

(Million EUR)	2025			2024		
	Present value of obligations	Fair value of plan assets	Net defined benefit (liability)/asset	Present value of obligations	Fair value of plan assets	Net defined benefit (liability)/asset
Balance at January 1	**-158.5**	**133.3**	**-25.2**	**-158.2**	**129.8**	**-28.4**
Included in profit or loss						
Current service cost	-5.6	-	-5.6	-4.7	-	-4.7
Current service cost - Employee contribution	-	0.3	0.3	-	0.4	0.4
Interest (cost)/income	-3.4	2.7	-0.6	-3.2	2.6	-0.7
Administrative expenses	-	-0.7	-0.7	-	-0.7	-0.7
Total included in profit or loss (note 7)	**-9.0**	**2.4**	**-6.6**	**-8.0**	**2.2**	**-5.7**
Included in other comprehensive income						
Remeasurements:						
- Gain/(loss) from change in demographic assumptions	-	-	0.0	0.2	-	0.2
- Gain/(loss) from change in financial assumptions	2.9	-	2.9	-1.2	-	-1.2
- Experience gains/(losses)	-0.2	4.9	4.7	-0.0	4.7	4.7
Total included in other comprehensive income that will not be reclassified subsequently to profit or loss in subsequent periods	**2.7**	**4.9**	**7.6**	**-1.0**	**4.7**	**3.8**
Other						
Exchange differences on foreign plans	2.4	-3.0	-0.6	-2.0	2.4	0.4
Contributions by employer	-	6.1	6.1	-	4.6	4.6
Benefits paid	7.1	-7.1	0.0	10.6	-10.6	0.0
Change in consolidation scope	-16.7	12.6	-4.0	-	-	0.0
Total other	**-7.2**	**8.6**	**1.5**	**8.6**	**-3.5**	**5.1**
Balance at December 31	**-172.0**	**149.3**	**-22.7**	**-158.5**	**133.3**	**-25.2**

The 2025 gain from change in financial assumptions is mainly explained by the impact of a decrease in salary assumptions (the 2025 weighted average future salary increase amounted to 2.0% compared to 2.3% in 2024) and the decrease of the inflation rate (the 2025 weighted average inflation rate was 2.1% compared to 2.2% in 2024). The discount rate used in 2025 to calculate the present value of the defined benefit obligations of the European and the US pension plans remained stable compared to 2024 (a weighted average discount rate of 3.5%).

The experience gains on the plan assets in 2025 is explained by the higher-than-expected return of the plan assets, mainly related to the Belgian pension plans.

The change in consolidation scope in 2025 refers to the pension liabilities and pension assets of the acquired Osterwalder activities (note 4 - Acquisitions and disposals).

The net periodic pension cost is included in the following line items of the income statement:

(Million EUR)	Note	2025	2024
Cost of sales		-0.2	-0.2
Distribution expenses		-0.2	-0.2
Sales and marketing expenses		-0.1	-0.1
Administrative expenses		-5.1	-3.2
Other operating income and expenses	5	-0.3	-1.3
Finance (costs) / income - net	9	-0.6	-0.7
Total		**-6.6**	**-5.7**

The actual return on plan assets in 2025 was +7.7 million EUR (2024: +7.3 million EUR).

The group expects to contribute 5.6 million EUR to its defined benefit pension plans in 2026.

The fair value of the major categories of plan assets is as follows:

	2025				2024			
(Million EUR)	Quoted	Unquoted	Total	%	Quoted	Unquoted	Total	%
Property	-	6.1	6.1	4.1%	-	4.0	4.0	3.0%
Qualifying insurance policies	-	68.7	68.7	46.0%	-	69.5	69.5	52.1%
Cash and cash equivalents	-	10.2	10.2	6.8%	-	9.7	9.7	7.3%
Investment funds	64.3	-	64.3	43.1%	50.1	-	50.1	37.5%
Total	**64.3**	**85.0**	**149.3**	**100.0%**	**50.1**	**83.3**	**133.3**	**100.0%**

The 2025 plan assets include no material property occupied by the group and no shares of subsidiaries, nor shares of the parent company. As per December 2024, the plan assets included shares of the parent company for an amount of 0.2 million.

The investment funds include a portfolio of investments in equity, fixed interest investments and other financial assets. This diversification reduces the portfolio risk to a minimum. The increase of the invested amount in 2025 to 64.3 million EUR can be mainly explained by the impact of the acquisition of the Osterwalder activities (note 4 - Acquisitions and disposals).

The principal actuarial assumptions used in determining pension benefit obligations for the group's plans at the balance sheet date (expressed as weighted averages) are:

	2025	2024
Discount rate at 31 December	3.5%	3.5%
Future salary increases	2.0%	2.3%
Inflation	2.1%	2.2%

Assumptions regarding future mortality are based on published statistics and mortality tables, and are the following:

	Mortality table
Belgium	MR/FR - 5 (2023: MR/FR - 5)
Germany	© RICHTTAFELN 2018 G von Klaus Heubeck - Lizenz Heubeck-Richttafeln-GmbH, Köln
United Kingdom	110% S3PMA, 105% S3PFA, CMI_2021 [1.50% M, 1.25% F] [S-kappa=7, A=0.25%, w2020 &w2021=0%] from 2016
Switzerland	BVG 2020 CMI2019 LTR=1.5%

For the Belgian plan, covered by a trustee administered pension fund, an asset-liability matching exercise is performed at least every 3 years, in line with the Statements of Investment Principles (SIP) of the funds. The trustees ensure that the investment strategy as outlined in the SIP is in line with the assets and liabilities management (ALM) strategy and is closely followed by the investment managers.

The weighted average duration of the defined benefit obligation is 10 years for the pension plans in the euro zone.

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions, as per December 31, 2025, is:

	Change in assumption	Impact on defined benefit obligation*	Change in assumption	Impact on defined benefit obligation*
Discount rate	+0.5%	-2.7%	-0.5%	3.0%
Salary growth rate	+0.5%	2.5%	-0.5%	-2.3%
Pension growth/inflation rate	+0.5%	1.9%	-0.5%	-1.8%
Life expectancy	+ 1 year	0.9%	- 1 year	-0.9%

** A positive percentage indicates an increase of the defined benefit obligation, while a negative percentage indicates a decrease of the defined benefit obligation.*

The above sensitivity analyses are based on a change in one assumption while holding all other assumptions stable. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. The above sensitivity analysis does not include the defined benefit obligation of the UK pension fund (currently in a buy-in phase, see also above), which amounts to 33.4 million EUR, as the impact on the defined benefit obligation will be offset by an equal variance in the fair value of the plan assets. The sensitivity analysis was therefore based on an adjusted defined benefit obligation of 138.6 million EUR.

SHARE-BASED PAYMENTS

There were no warrants outstanding as per December 31, 2025, nor per December 31, 2024. No new offering of warrants to the group's senior management took place in 2024 and 2025.

24. PROVISIONS

		2025			2024		
(Million EUR)	note	Current	Non-current	Total	Current	Non-current	Total
Environment	28	8.5	105.1	113.6	7.7	90.0	97.6
Dismantlement		-	30.7	30.7	-	28.8	28.8
Restructuring		0.3	0.1	0.4	15.6	-	15.6
Other		6.9	3.3	10.2	7.7	7.0	14.7
Total		**15.7**	**139.3**	**155.0**	**30.9**	**125.8**	**156.8**

	Environment	Dismantlement	Restructuring	Other	Total
Balance at January 1, 2025	**97.6**	**28.8**	**15.6**	**14.7**	**156.8**
Change in consolidation scope (acquisitions)	-	-	-	2.7	2.7
Additions	17.6	2.5	4.9	2.1	27.1
Use of provisions	-1.9	-0.1	-18.0	-2.6	-22.6
Reversal of provisions	-2.3	-0.4	-1.9	-6.4	-11.0
Effect of discounting	2.6	-	-	-	2.6
Transfers	-	0.2	-	-0.2	0.0
Translation differences	-0.1	-0.3	-0.1	-0.1	-0.5
Balance at December 31, 2025	**113.6**	**30.7**	**0.4**	**10.2**	**155.0**

The environmental provisions as per December 31, 2025 amount to 113.6 million EUR and mainly relate to environmental provisions to cover the cost for the remediation of historical soil and groundwater contamination of the factory sites in Belgium (Ham, Tessenderlo and Vilvoorde) and France (Loos). The outstanding environmental provisions reflect the discounted value of the expected future cash out, spread over the period 2026-2058. The discount rate, derived from the yield curve of Belgian and French government bonds, varied between 2.1% and 4.4% in 2025 (between 2.3% and 3.7% at year-end 2024). The environmental provision increased compared to December 31, 2024 following a reassessment as per year-end 2025 of the estimated amounts and timing of cash outflows, reflecting updated cost estimates, revised remediation techniques and timing assumptions, as well as changes in the expected scope of environmental obligations. The impact was recognized in EBIT adjusting items (note 6 - EBIT adjusting items). An increase of the discount rate by 1% would lower the environmental provisions by approximately -10 million EUR.

The use of environmental provisions amounts to -1.9 million EUR in 2025 (2024: -2.4 million EUR), while the effect of unwinding the discount amounts to -2.6 million EUR in 2025 (2024: -2.7 million EUR), which is included in finance costs (note 9 - Finance costs and income).

The amounts recognized reflect management's best estimate of the expected expenditures required to settle the present obligation at balance sheet date and are based on the current knowledge on the potential exposure. These provisions are reviewed periodically and will be adjusted, if necessary, when additional information would become available. These provisions could change in the future due to the emergence of additional information on the nature or extent of the contamination, a change in legislation or other factors of a similar nature.

The restructuring provisions decreased from 15.6 million EUR in 2024 to 0.4 million EUR as per year-end 2025. The use of the restructuring provisions is mainly related to the restructuring of the European bone gelatin activities as announced in November 2024 (operating segment Bio-valorization). This restructuring provision, mainly covering the termination benefits, was adjusted in 2025 following the outcome of the information and consultation process for the Vilvoorde (Belgium) and Treforest (United Kingdom) plants and the impact was recognized within EBIT adjusting items. The reorganization was completed in 2025.

In France, some facilities are subject to regulations pertaining to environmentally regulated facilities (Classified Facilities for the Protection of the Environment "ICPE"). This legislation requires to dismantle the classified facilities. The dismantlement provision is included in the cost basis of the related property, plant and equipment, which cost is depreciated accordingly. The total provision recognized on those French facilities amounts to 23.1 million EUR as per December 31, 2025 (2024: 20.8 million EUR). The amounts recognized are based on an internal

assessment and on the gross book value of the related assets. They reflect management's best estimate of the expected expenditures. The expected timing of the cash outflow is not yet known. However, no significant cash outflow is expected to take place within the foreseeable future.

The other provisions include provisions for claims, warranty provisions and several, individually less significant amounts. These provisions are reviewed regularly and, if necessary, adjusted based upon new available information or changes in circumstances. They reflect management's best estimate of the expected cash outflows required to settle the present obligation at balance sheet date.

25. TRADE AND OTHER PAYABLES

(Million EUR)	note	2025	2024
Non-current trade and other payables			
Accrued charges and deferred income		2.1	2.5
Remuneration and social security		1.4	0.7
Other amounts payable		0.5	0.6
Total		**4.0**	**3.8**
Current trade and other payables			
Trade payables		275.4	274.8
Remuneration and social security		95.8	99.7
VAT and other taxes		23.1	12.9
Accrued charges and deferred income		10.0	10.6
Trade and other payables from related parties	29	5.9	4.7
Advance payments received		21.2	24.4
Other amounts payable		4.4	5.9
Total		**435.7**	**433.0**

VAT and other taxes increased from 12.9 million EUR in 2024 to 23.1 million EUR as per year-end 2025. This increase is mainly impacted by the timing of payments.

26. FINANCIAL INSTRUMENTS

FOREIGN CURRENCY RISK

The group is exposed to fluctuations in exchange rates which may lead to profit or loss in currency transactions. The group's assets, earnings and cash flows are influenced by movements in foreign exchange rates. More in particular, the group incurs foreign currency risks on, amongst others, sales, purchases, investments and borrowings that are denominated in a currency other than the group's functional currency. The currency giving rise to this risk is primarily the USD (US dollar). Movements in foreign currency therefore may adversely affect the group's business, results of operation or financial condition.

The main management tools are the spot purchases and sales of currencies followed by currency swaps.

Group borrowings are generally carried out by the group's holding and finance companies, which make the proceeds of these borrowings available to the operating entities. In principle, operating entities are financed in their functional currency. The group does not use currency swaps to hedge intragroup loans.

In emerging countries, it is not always possible to borrow in local currency because local financial markets are too narrow, funds are not available or because the financial conditions are too onerous. Those amounts are relatively small for the group.

The group's exposure to foreign currency risk was as follows based on nominal amounts (for the exchange rates used, please refer to note 1 - Summary of material accounting policies):

(Million EUR)	2025		2024	
	EUR*	USD	EUR*	USD
Assets	90.1	532.1	103.7	537.0
Liabilities	-21.9	-50.7	-30.4	-66.8
Gross exposure	**68.2**	**481.4**	**73.3**	**470.2**
Foreign currency swaps	-8.5	-36.8	-13.8	-17.0
Net exposure	**59.7**	**444.6**	**59.5**	**453.2**
Net exposure (in EUR)	**59.7**	**378.4**	**59.5**	**436.2**

**EUR includes the exposure to foreign currency risk in EUR and several, individual insignificant foreign currencies expressed in EUR.*

The net exposure is mainly related to intragroup balances which are not hedged.

If the euro had strengthened or weakened by 10% against the USD with all other variables being held constant, the impact on equity and post-tax profit for the year would have been as follows:

(Million EUR)	Change in rate	Impact on the income statement: loss(-)/gain(+)	Impact on equity: loss(-)/gain(+)
At December 31, 2025			
USD	+10%	-34.3	-60.0
	-10%	42.0	73.4
At December 31, 2024			
USD	+10%	-35.9	-65.5
	-10%	43.9	80.1

CREDIT RISK

The group is subject to the risk that the counterparties with whom it conducts its business (in particular its customers) and who have to make payments to the group, are unable to make such payments in a timely manner or at all. In order to manage its credit exposure, a credit committee per business unit has been created to determine a credit policy with credit limit requests, approval procedures, continuous monitoring of the credit exposure and dunning procedure in case of delays. The group has moreover globally elaborated a credit insurance program to protect accounts receivable from third party customers against non-payment.

Every legal entity of the group is participating to this program and the insurance is provided by highly top-rated international credit insurance companies. A large majority of the receivables (around 95%) is covered under this group credit insurance program. The contract protects the insured activities against non-payment with a deductible between 5% and 20% and foresees an indemnification cap at group level. The program foresees a pay-out of the insured claims within 6 months after due date.

The group has no significant concentration of credit risk. However, there can be no assurance that the group will be able to limit its potential loss of proceeds from counterparties who are unable to pay in a timely manner or at all. The liquidities available at year-end are deposited at highly rated international banks.

The maximum exposure to credit risk amounts to 615.0 million EUR as per December 31, 2025 (2024: 726.4 million EUR). This amount consists of current and non-current trade and other receivables (455.1 million EUR, note 16 - Trade and other receivables), the loans granted (0.0 million EUR, included within "Other investments and guarantees"), derivative financial instruments (1.9 million EUR) and cash and cash equivalents (158.0 million EUR, note 18 - Cash and cash equivalents).

The maximum exposure to credit risk for trade receivables at the reporting date by operating segment was (note 16 - Trade and other receivables):

(Million EUR)	note	2025	2024
Agro		157.9	161.1
Bio-valorization		82.4	88.9
Industrial Solutions		86.2	83.0
Machines & Technologies		40.4	39.8
T-Power		0.9	0.0
Non-allocated		0.1	0.2
Total	**16**	**368.0**	**373.0**

The ageing of trade receivables at the reporting date was:

(Million EUR)	note	2025		2024	
		Gross	Amounts written off	Gross	Amounts written off
Not past due		308,7	-0,9	316.4	-
Past due 0-30 days		44,3	-1,4	46.2	-0.0
Past due 31-120 days		17,2	-0,5	8.9	-0.1
Past due 121-365 days		1,1	-1,1	1.8	-1.0
More than one year		3,8	-3,1	3.7	-2.9
Total	**16**	**375.0**	**-7.0**	**377.0**	**-4.0**

The group estimates that the amounts that are past due, for the majority covered through credit insurance, are still collectible, following an expected credit loss assessment based on historic payment behavior and extensive analysis of customer credit risk.

The movement in the allowance for impairment in respect to trade receivables during the year was as follows:

(Million EUR)	note	2025	2024
Balance at January 1		**-4.0**	**-4.3**
Use of impairment loss		0.3	0.3
Reversal / (recognition) of impairment losses	5	-3.4	0.0
Other movements		0.1	-
Balance at December 31	**16**	**-7.0**	**-4.0**

INTEREST RISK

Changes in interest rates may cause variations in interest income and expenses resulting from interest-bearing assets and liabilities. In addition, they may affect the market value of certain financial assets, liabilities and instruments.

At the reporting date, the group's interest-bearing financial instruments were:

(Million EUR)	note	2025	2024
Fixed rate instruments			
Cash and cash equivalents	18	56.2	72.5
Short term investments	18	-	70.0
Loans and borrowings	22	183.5	215.6
Variable rate instruments			
Cash and cash equivalents	18	101.8	109.9
Loans and borrowings	22	15.8	41.8
Bank overdrafts	18/22	0.0	0.0

The loans and borrowings with a variable rate mainly relate to the long term facility loan of T-Power nv. The decrease compared to prior year can be explained by the yearly reimbursement (25.7 million EUR). The remaining outstanding capital of this loan amounts to 12.9 million EUR as per December 31, 2025 (2024: 38.6 million EUR). Approximately 80% of the loan is hedged through a series of interest rate swap agreements (the EURIBOR was fixed at 5.6% per annum). Movements in interest rates would therefore not have a significant impact on the group's cash flow or result.

LIQUIDITY RISK

Liquidity risk is defined as the risk that a company may have insufficient resources to fulfil its financial obligations at any time. Failure to meet financial obligations can result in significantly higher costs, and it can negatively affect reputation.

Liquidity risk for the group is monitored through the group's corporate treasury department which tracks the development of the actual cash flow position of the group and uses input from subsidiaries to project short and long term forecasts in order to adapt financial means to forecasted needs. Surplus cash is invested in deposits with appropriate maturities to ensure sufficient liquidity is available to meet liabilities when due.

The group limits the liquidity risk through a series of actions:

- a factoring program, set up at the end of 2009, and which was put on hold since 2015.
- a Belgian commercial paper program of maximum 200.0 million EUR (no amount outstanding as per December 31, 2025, nor at December 31, 2024).
- committed bi-lateral agreements with four banks for a total amount of 275.0 million EUR (of which part can be drawn in USD) till July 2030. These committed bi-lateral agreements have no financial covenants and ensure maximum flexibility for the different activities. As per December 31, 2025, 30.0 million EUR of these credit lines was drawn.
- non-committed credit lines for 48.6 million EUR excluding bank guarantees or 67.6 million EUR including bank guarantees.

- two credit facilities have been drawn in 2024, one of 35.0 million EUR and one of 30.0 million EUR with a maturity of 7 years (maturity dates September and November 2031). As per December 31, 2025, the remaining outstanding amounts were 35.0 million EUR and 25.7 million EUR respectively. These loans contain no financial covenants.
- two credit facilities drawn in 2022, each of 30.0 million EUR, with a maturity of 5 years (February 2027) and 7 years (April 2029). As per December 31, 2024, the remaining outstanding amounts were 8.2 million EUR and 15.0 million EUR respectively. These loans contain no financial covenants.

The following are the contractual maturities of loans and borrowings, including interest

(Million EUR)	note	2025				
		Carrying amount	Contractual cash flows	Less than one year	Between 1 and 5 years	More than 5 years
Non-derivative loans and borrowings						
Credit facility T-Power nv		12.9	13.1	13.1	-	-
Credit institutions		94.9	101.3	29.4	60.4	11.5
Committed bi-lateral agreements		30.0	30.0	30.0	-	-
Lease liabilities		61.5	73.7	23.6	36.1	14.0
Loans and borrowings	**22**	**199.3**	**218.1**	**96.0**	**96.5**	**25.6**
Bank overdrafts*	**22**	**0.0**	**0.0**	**0.0**	**-**	**-**
Derivatives						
Foreign currency swaps		-0.1				
Inflow			39.8	39.8	-	-
Outflow			-39.9	-39.9	-	-
Interest rate swaps		-0.2				
Inflow			0.1	0.1	-	-
Outflow			-0.3	-0.3	-	-
Total		**-0.3**	**-0.3**	**-0.3**	**0.0**	**0.0**

(Million EUR)	note	2024				
		Carrying amount	Contractual cash flows	Less than one year	Between 1 and 5 years	More than 5 years
Non-derivative loans and borrowings						
Bond with maturity date July 15, 2025		58.2	60.0	60.0	-	-
Credit facility T-Power nv		38.6	39.9	26.8	13.1	-
Credit institutions		106.1	114.7	22.4	70.5	21.9
Lease liabilities		54.5	65.7	20.5	34.2	11.1
Loans and borrowings	**22**	**257.4**	**280.3**	**129.6**	**117.7**	**33.0**
Bank overdrafts*	**22**	**0.0**	**0.0**	**0.0**	**-**	**-**
Derivatives						
Foreign currency swaps		-0.1				
Inflow			30.1	30.1	-	-
Outflow			-30.2	-30.2	-	-
Interest rate swaps		-1.0				
Inflow			0.8	0.6	0.1	-
Outflow			-1.8	-1.5	-0.3	-
Total		**-1.1**	**-1.1**	**-0.9**	**-0.2**	**0.0**

ESTIMATION OF FAIR VALUE OF FINANCIAL ASSETS AND LIABILITIES

The fair value of non-derivative loans and borrowings is calculated based on the net present value of future principal and interest cash flows discounted at market rate. These are based on market inputs from reliable financial information providers. Therefore, the fair value of the fixed interest-bearing loans and borrowings is within level 2 of the fair value hierarchy.

The fair value of the non-current loans and borrowings at fixed interest rate, measured at amortized cost in the statement of financial position as per December 31 is presented below:

(Million EUR)	note	2025		2024	
		Carrying amount	Fair value	Carrying amount	Fair value
Non-current loans and borrowings					
Lease liabilities	22	-39.4	-38.1	-35.0	-32.8
Credit institutions	22	-67.8	-67.5	-86.2	-85.1

The fair value of the following financial assets and liabilities approximates their carrying amount:

- Trade and other receivables
- Other investments
- Short term investments
- Cash and cash equivalents
- Current loans and borrowings
- Trade and other payables

FAIR VALUE OF DERIVATIVE FINANCIAL INSTRUMENTS

The following table shows the carrying amounts of derivative financial instruments measured at fair value in the statement of financial position including their levels in the fair value hierarchy:

(Million EUR)	2025							
	Carrying amount balance sheet				Fair value hierarchy			
	Current assets	Non-current assets	Current liabilities	Non-current liabilities	Level 1	Level 2	Level 3	Total
Foreign currency swaps	0.0	-	-0.1	-	-	-0.1	-	-0.1
Interest rate swaps	-	-	-0.2	-	-	-0.2	-	-0.2
Electricity forward contracts	1.9	-	-2.2	-	-	-	-0.4	-0.4
Total	**1.9**	**0.0**	**-2.5**	**0.0**	**0.0**	**-0.3**	**-0.4**	**-0.6**

(Million EUR)	2024							
	Carrying amount balance sheet				Fair value hierarchy			
	Current assets	Non-current assets	Current liabilities	Non-current liabilities	Level 1	Level 2	Level 3	Total
Foreign currency swaps	0.1	-	-0.1	-	-	-0.1	-	-0.1
Interest rate swaps	-	-	-0.8	-0.2	-	-1.0	-	-1.0
Electricity forward contracts	4.1	1.1	-5.4	-1.5	-	-	-1.8	-1.8
Total	**4.1**	**1.1**	**-6.3**	**-1.7**	**0.0**	**-1.1**	**-1.8**	**-2.8**

The fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value of forward contracts is calculated as the discounted value of the difference between the contract rate and the current forward rate.

The fair value of these instruments generally reflects the estimated amounts that the group would receive on settlement of favorable contracts or be required to pay to terminate unfavorable contracts at the reporting date, and thereby taking into account the current unrealized gains or losses on open contracts.

The following table indicates the fair values of all outstanding derivative and other financial instruments at year-end:

(Million EUR)	2025		2024	
	Contractual amount	Fair value	Contractual amount	Fair value
Foreign currency swaps	39.8	-0.1	30.1	-0.1
Interest rate swaps	-0.2	-0.2	-1.0	-1.0
Electricity and gas forward contracts	N/A	-0.4	N/A	-1.8
Total	**39.6**	**-0.6**	**29.1**	**-2.8**

The contractual amount indicates the volume of outstanding derivatives at the balance sheet date and therefore does not reflect the group's exposure to risks from such transactions.

The total fair value of the derivative financial instruments at December 31, 2025 amounts to -0.6 million EUR (2024: -2.8 million EUR) and consists of:

- interest rate swap agreements at T-Power nv, with maturity date in June 2026
- foreign currency swaps, with maturity date in January 2026
- an electricity forward purchase contract, with maturity date in June 2026 (-2.2 million EUR), which is partially offset by an electricity forward sale contract with similar terms and conditions, with maturity date in June 2026 (+1.9 million EUR)

Interest rate swaps

The outstanding interest rate swaps of T-Power nv (which fixed the 6 months EURIBOR at 5.6% per annum for approximately 80% of the outstanding loan with maturity dates till June 2026) are, in accordance with the requirements of IFRS 9, designated as hedging instruments in a cash flow relationship as per December 31, 2025. The effective portion of the change in fair value is therefore recognized in the hedging reserves for an amount of -0.3 million EUR (Other comprehensive income). A level 2 fair value measurement is applied for the fair value measurement of these agreements.

Foreign currency swaps

The table below indicates the underlying contractual amount of the outstanding foreign currency contracts per currency at year-end (selling of foreign currencies):

(Million EUR)	2025		2024	
	Amount in foreign currency	Amount in EUR	Amount in foreign currency	Amount in EUR
GBP	1.1	1.2	3.0	3.6
JPY	430.3	2.3	693.5	4.2
USD	36.8	31.3	17.0	16.3
ZAR	72.9	3.7	93.2	4.8
Other		1.2		1.2
Total		**39.8**		**30.1**

Electricity and gas forward contracts

The group sold the majority of its PVC/Chlor-Alkali activities in the third quarter of 2011. The electricity purchase agreement relating to that activity was not part of the sale transaction and therefore the group is still under an obligation to purchase certain quantities of electricity. As the group no longer needs the electricity for its own use, it needs to sell the electricity on the market until the end of the contract. Because of significant unobservable inputs, a level 3 fair value measurement is applied for the fair value measurement of the electricity purchase agreement ('PPA' - Purchase Power Agreement), for which the own-use exemption under IFRS 9 is not applicable anymore. The value of the contract is depending on the current and future difference between market electricity prices and the generation cost based on market gas prices (the "spark spread"), and on the effect of the hourly pricing optimization as foreseen in the contract. The used base load future prices are calculated based on the 2025 average daily TTF Gas Yearly forward prices and on the 2025 average daily Endex Yearly forward electricity prices for Belgium. The future hourly optimization effect is calculated as an extrapolation of the trend since the start of the contract.

In November 2023, the group entered into an electricity forward sale agreement. In return for a fixed option premium, the group is obliged to deliver the same quantity of electricity as the one bought in the 'PPA'. The terms and conditions to sell energy under this agreement are similar to the terms and conditions of the 'PPA'. Because of significant unobservable inputs, a level 3 fair value measurement is also applied for the fair value measurement of this agreement. The fair value of this contract depends on a fixed option premium income and the current and future difference between market electricity prices and the generation cost based on market gas prices, and on the effect of the hourly pricing optimization as foreseen in the contract. As a result of this transaction, the fair value change of this option agreement will offset fair value fluctuations of the 'PPA'.

Based on the inputs above, the fair value of the electricity purchase agreement amounted to -2.2 million EUR (compared to a fair value of -6.9 million EUR as per December 31, 2024), while the fair value of the new electricity sale agreement was +1.9 million EUR (compared to a fair value of +5.2 million EUR as per December 31, 2024). The total change in fair value (+1.4 million EUR) was recognized as an EBIT adjusting item (2024: +2.4 million EUR) (note 6 - EBIT adjusting items). As both agreements will mature in June 2026, the fair values decreased as per December 31, 2025 compared to December 31, 2024.

As the terms and conditions of the electricity forward sale agreement are similar to those of the electricity forward purchase agreement, the group only retains an insignificant exposure to the volatility of gas and electricity prices.

27. GUARANTEES AND COMMITMENTS

(Million EUR)	2025	2024
Guarantees given by third parties on behalf of the group	42.0	39.0
Guarantees given on behalf of third parties	1.5	1.5
Guarantees received from third parties	1.9	5.3
Commitments related to capital expenditures	48.5	75.4

Guarantees given by third parties on behalf of the group mainly relate to the fulfilment of environmental obligations for 25.7 million EUR (2024: 25.0 million EUR) of Tessenderlo Group nv, and to the proper performance of the obligations under an electricity forward sale agreement for 7.0 million EUR (2024: 7.0 million EUR). The remaining balance consists of numerous other guarantees to secure custom and other obligations.

Guarantees given on behalf of third parties mainly relate to guarantees given for the fulfilment of lease obligations.

The guarantees received from third parties concern guarantees, which suppliers grant to the group as guarantee for the proper execution of investment projects.

Capital expenditure contracted for at the end of the reporting period, but not yet incurred, amounts to 48.5 million EUR (2024: 75.4 million EUR). These commitments mainly include the capital expenditure related to the purchase of trucks which were previously leased (operating segment Bio-valorization), investments in production capacity expansion and in production efficiency improvements within Kuhlmann Europe (operating segment Industrial Solutions), continued investments in the decarbonization of the production facilities and upgrade of storage infrastructure in Ham (Belgium) (operating segment Agro) and investments in new equipment and production buildings within Picanol Group (operating segment Machines & Technologies).

The shares of T-Power nv are pledged in first degree to guarantee the liabilities in respect of a “facility agreement” of 440.0 million EUR signed on December 18, 2008 between T-Power nv and a syndicate of banks as amended and restated for the last time pursuant to an amendment and restatement deed on March 25, 2019 (with one remaining bank). The T-Power nv shares are pledged in second degree to guarantee the “tolling agreement” for the entire 425 MW capacity signed on August 13, 2008 between T-Power nv and RWE group. The tolling agreement has a 15-year duration and will end in June 2026.

The group and its subsidiaries have certain other contingent liabilities relating to long term purchase obligations and commitments. The agreements typically concern strategic raw materials and goods and services, such as electricity and gas.

28. CONTINGENCIES

The group is confronted with a number of claims or potential claims and disputes, which are a consequence of the daily operational activities. To the extent such claims and disputes are such that it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and when a reliable estimate can be made of the amount of the obligation, suitable provisions have been made.

It is the group's policy to recognize environmental provisions in the balance sheet, when the group has a present obligation (legal or constructive) as a result of a past event, when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and when a reliable estimate can be made of the amount of the obligation.

These provisions are reviewed periodically and adjusted, if necessary, as assessments and work proceeds and additional information becomes available. Environmental liabilities can change substantially due to the emergence of additional information on the nature or extent of the contamination, a change in legislation or other factors of a similar nature.

As stated in note 24 - Provisions, the environmental provisions in accordance with the above policies aggregated to 113.6 million EUR at December 31, 2025 (December 31, 2024: 97.6 million EUR).

While it is not feasible to predict the outcome of all pending environmental exposures, it cannot be excluded that there will be a need for future provisions for environmental costs. In management's opinion, based on information currently available, such provisions would not have a material effect on the group's financial position, taking into account the current financial structure of the group. However, it cannot be excluded that such provisions could have a material impact on the income statement of a specific accounting period.

Acquisition, investment and joint venture agreements as well as divestments may contain habitual provisions leading to price adjustments. In addition, for divestments, proper consideration has been given to provisions for possible indemnifications payable to the acquirer, if any, including matters in the area of health, environment, tax, product liability, restructuring, competition, pensions and share incentives. Based on information currently available, the possibility of any significant cash outflow is considered to be remote.

Some plants of the group need to comply with the European regulations to cover operational emissions for products exposed to carbon leakage. In a case of a deficit, additional emission allowances will be purchased. The cost of additional emission allowances purchased during 2025 was equal to 7.1 million EUR (2024: 11.6 million EUR). The surplus or deficit of emission allowances over the next year may vary, depending on several factors such as future production volumes, process optimizations and energy efficiency improvements. The carrying amount of emission allowances included in intangible assets amounts to 8.7 million EUR as per December 31, 2025 (2024: 8.1 million EUR).

29. RELATED PARTIES

The company has a related party relationship with its subsidiaries, joint ventures and with its controlling shareholders (Oostiep Group bv, controlled by Mr. Luc Tack, and Manuco International nv, controlled by Mr. Patrick Steverlynck), directors and its Executive Committee. The Belgian pension fund "OFP Pensioenfonds", which covers the post-employment benefit obligation of the employees of Tessenderlo Group nv and Tessenderlo Chemie International nv, is also considered to be a related party.

In accordance with article 7:53 of the Belgian Code of Companies and Associations, the extraordinary meeting of shareholders of July 10, 2019 has decided to introduce a loyalty voting right for each fully paid-up share that has continuously been registered in the share register on the name of the same shareholder for at least two years.

The total number of voting rights amounts to 98,985,610 as per December 31, 2025. Out of these 98,985,610 voting rights the exercise of the 69,614 voting rights attached to the treasury shares of Tessenderlo Group nv is suspended in accordance with article 7:217, §1, second paragraph of the Belgian Companies and associations code.

As per December 31, 2025, Oostiep Group bv and Mr. Luc Tack were holding 71,009,458 voting rights (71.74% of the total voting rights), while Manuco International nv and Mr. Patrick Steverlynck were holding 8,821,763 voting rights (8.91% of the total voting rights).

The group purchased and sold goods and services to various related parties in which the group holds a 50% equity interest (investment in joint ventures). Such transactions were conducted at terms comparable to transactions with third parties.

Premiums for an amount of 2.2 million EUR were paid to the Belgian pension fund, "OFP Pensioenfonds" (2024: 2.3 million EUR). Liabilities related to employee benefits schemes as per December 31, 2025 include 2.8 million EUR related to the "OFP Pensioenfonds" (2024: 6.7 million EUR).

TRANSACTIONS WITH JOINT VENTURES[7]:

(Million EUR)	note	2025	2024
Transactions with joint ventures - Sales		-	-
Transactions with joint ventures - Purchases		-63.1	-39.5
Non-current assets	14	-	2.4
Current assets	16	0.6	0.4
Current liabilities	25	5.9	4.7

[7] *We refer to note 14 - Investments accounted for using the equity method, other investments and guarantees for more information on the group's joint ventures.*

The higher amount of purchases with joint ventures (63.1 million EUR in 2025 compared to 39.5 million EUR in 2024) can be explained by an increase of the purchase prices.

Both the joint venture partner and Tessenderlo Kerley Inc. each granted a 11.0 million USD loan to the joint venture Jupiter Sulphur LLC, which was fully drawn in the period over 2017 and 2018, and fully reimbursed in 2025 (2.5 million USD or 2.4 million EUR was still outstanding as per year-end 2024). The loan was interest bearing (3.0%) and was included in "Other investments" in the group's consolidated statement of financial position. The related interest income is considered to be insignificant and is not eliminated.

TRANSACTIONS WITH THE MEMBERS OF THE EXECUTIVE COMMITTEE:

(Million EUR)	2025	2024
Short term benefits	2.8	2.4
Long term benefits	0.2	0.9
Post-employment benefits	-	-
Total	**3.0**	**3.3**

Short term employee benefits include base compensation, accrued variable short term compensation over 2025, and additional compensation which allows the members of the Executive Committee to foresee for pension contributions, transportation and insurances at their discretion through their own management company. The short term employee benefits include fix and short term variable employee benefits for respectively 1.9 million EUR and 0.9 million EUR. The variable short term employee benefits are related to the performance of the year 2025 and are payable within 12 months after the end of the year 2025.

The long term benefits are related to the long term incentive plans applicable for the senior management levels. The amount included in 2025 covers the final settlement of the 2023-2025 long term incentive plan which will be paid out in April 2026.

The Executive Committee in 2025 was composed by the Chief Executive Officer, Mr. Luc Tack, the Chief Financial Officer, Mr. Miguel de Potter and the Chief Transformation Officer, Mrs. Sandra Hoeylaerts, as well as any other member appointed by the Board of Directors (no one at this stage).

In 2025, the members of the Executive Committee did not receive any shares from Tessenderlo Group nv.

There was no new emission of warrants in 2025 and no warrants were exercised by members of the Executive Committee during 2025.

Some related party transactions took place in 2025 with other companies owned by Mr. Luc Tack, however these are considered to be insignificant. Moreover several family members of Mr. Luc Tack are employed by the group or have an advisory role within the group. All agreements were concluded at arm's length conditions and were approved by the Board of Directors.

No transactions, except for those mentioned above, have occurred with the members of the Executive Committee.

TRANSACTIONS WITH THE MEMBERS OF THE BOARD OF DIRECTORS:

The mandates of Deprez Management BV, with permanent representative Mrs. Veerle Deprez and ANBA BV, with permanent representative Mrs. Annemie Baeyaert ended on May 13, 2025. The General Shareholders' Meeting of May 13, 2025 appointed Mrs. Roseline Braet as non-executive director (as from November 6, 2025 Rocco bv, represented by its permanent representative Mrs. Roseline Braet) and Mr. Sebastià Pons as independent non-executive director. Their mandates will end after a period of four years, i.e. until the end of the shareholders' meeting approving the annual accounts for the financial year closed on December 31, 2028.

As from Augustus 25, 2025, the mandate of Mr. Karel Vinck ended after his resignation from his position as director.

The remuneration of the members of the Board of Directors amounts to 0.5 million EUR in 2025 (2024: 0.5 million EUR). More detailed information on the remuneration of the members of Board of Directors is disclosed in the remuneration report.

30. AUDITOR'S FEES

KPMG Réviseurs d'Entreprises / Bedrijfsrevisoren BV/SRL, represented by Mr. Joachim Hoebeeck, was reappointed as group statutory auditor by the shareholders meeting of the company on May 13, 2025.

The fees paid by the group to its auditor amounted to:

(Million EUR)	2025			
	Audit	Audit related	Other	Total
KPMG (Belgium)	0.6	0.1	0.0	0.7
KPMG (Outside Belgium)	0.7	0.0	0.1	0.8
Total	**1.3**	**0.1**	**0.1**	**1.6**

(Million EUR)	2024			
	Audit	Audit related	Other	Total
KPMG (Belgium)	0.6	0.2	0.5	1.2
KPMG (Outside Belgium)	0.7	0.0	0.1	0.9
Total	**1.3**	**0.2**	**0.6**	**2.1**

31. SUBSEQUENT EVENTS

On December 11, 2025, the group announced the signing of definitive agreements with Darling Ingredients Inc. to combine the collagen and gelatin segments of their companies into a new company, requiring no cash or initial investment from either party. This strategic partnership aims to create a top-tier, collagen-based health, wellness and nutrition products company positioned to capitalize on global collagen growth. In the new joint venture, Darling Ingredients will be holding a majority, 85% ownership stake and the group will be holding the remaining 15%. The joint venture will combine Darling Ingredients' collagen and gelatin business, branded as Rousselot, with the PB Leiner activity. The gelatin plant located in Vilvoorde (Belgium) will not be part of the partnership. This strategic partnership is expected to unlock significant value and create new opportunities for growth, while expanding options to enhance shareholder value. The transaction is expected to close in 2026, but still depends on regulatory approvals. Consequently the assets and liabilities were not classified as held for sale as per December 31, 2025 as not all criteria were met. Until regulatory approvals are obtained and certain other closing conditions are fulfilled, neither control nor any of the associated rights and obligations of ownership are transferred to the new joint venture.

On March 20, 2026, the group signed an Asset Transfer Agreement to acquire a production plant previously owned by Cinis Fertilizer AB (Sweden). The production plant, located in Sweden, produces sulphate of potassium (SOP) and was built with the aim of producing an environmentally friendly mineral fertilizer for sustainable agriculture. The acquisition will be integrated within Tessenderlo Kerley International (operating segment Agro). The transaction is still subject to local regulatory approvals and is expected to close in the second quarter of 2026. The transaction is not expected to have a material impact on the results of the group.

32. GROUP COMPANIES

Listed below are all the group companies.

The total number of consolidated companies is 83[8].

List of the consolidated companies on December 31, 2025, accounted for by the full consolidation method:

	Entity	Address	Belgian company number	Ownership
Europe				
Belgium	DYKA Plastics nv	3900 Pelt	0414467340	100%
Belgium	Tessenderlo Chemie International nv	1050 Brussels	0407247372	100%
Belgium	Tessenderlo Group nv	1050 Brussels	0412101728	parent company
Belgium	Tessenderlo Development Services nv	1050 Brussels	0724619989	100%
Belgium	T-Power Energy Services bv	1050 Brussels	0838489378	100%
Belgium	T-Power nv	1050 Brussels	0875650771	100%
Belgium	Picanol nv	8900 Ieper	0405502362	100%
Belgium	Tessenderlo Investment nv	1050 Brussels	0643795829	100%
Belgium	Melotte nv	3520 Zonhoven	0407155421	100%
Belgium	Proferro nv	8900 Ieper	0438243426	100%
Belgium	Psicontrol nv	8900 Ieper	0437446145	100%
Czech Republic	DYKA s.r.o.	27361 Velka Dobra		100%
France	Akiolis Group SAS	72100 Le Mans		100%
France	Atemax France SAS	72100 Le Mans		100%
France	Burcklé SAS	68290 Bourbach-le-Bas		100%
France	DYKA SAS	62140 Sainte Austreberthe		100%
France	DYKA Tube SAS	18570 La Chapelle-Saint-Ursin		100%
France	DYKA Réseaux SAS	27600 Gaillon		100%
France	Etablissements Violleau SAS	79380 La Forêt sur Sèvre		100%
France	Kuhlmann France SAS	59120 Loos		100%
France	Tefipar SAS	59120 Loos		100%
France	Tessenderlo Kerley France SAS	59120 Loos		100%
France	Tessenderlo Services SARL	59120 Loos		100%
France	Soleval France SAS	72100 Le Mans		100%
Germany	BT Nyloplast GmbH	86551 Aichach		100%
Germany	PB Gelatins GmbH	31582 Nienburg		100%
Hungary	BT Nyloplast Kft	3636 Vadna		100%
Luxembourg	Terelux SA	2163 Luxembourg		100%
Poland	DYKA Sp.z.o.o.	55-221 Jelcz-Laskowice		100%
Romania	DYKA Plastic Pipe Systems S.R.L.	Cluj Napoca Municipalith - Cluj County		100%
Romania	Psicontrol SRL	505400 Rasnov		100%
Slovakia	DYKA SK s.r.o.	82109 Bratislava		100%
Spain	Akiolis Iberia S.L.	25213 Ribera D'Ondara		100%
Switzerland	Kuhlmann Switzerland AG	5332 Rekingen		100%
Switzerland	Osterwalder Technology AG	3250 Lyss		100%
The Netherlands	BT Nyloplast B.V.	3295 KG 's Gravendeel		100%
The Netherlands	DYKA B.V.	8331 LJ Steenwijk		100%
The Netherlands	Tessenderlo Kerley Netherlands B.V.	4825 AV Breda		100%
The Netherlands	Tessenderlo NL Holding B.V.	4825 AV Breda		100%
United Kingdom	John Davidson Pipes Ltd.	Edinburgh EH3 8UL		100%
United Kingdom	PB Gelatins UK Ltd.	Pontypridd CF 375 SQ		100%
United Kingdom	Tessenderlo Holding UK Ltd.	Pontypridd CF 375 SQ		100%

[8] *Osterwalder Technology AG was created in 2025 and acquired the subsidiaries Osterwalder, Inc., Osterwalder (Shanghai) Technology Co and Osterwalder Japan KK.*

United States			
US	Environmentally Clean Systems LLC	Dover, DE 19904	69.01%
US	ECS Myton, LLC	Dover, DE 19904	51.00%
US	Kerley Trading Inc.	Wilmington, DE 19801	100%
US	MPR Services Inc.	Wilmington, DE 19801	100%
US	Osterwalder, Inc.	Northampton, PA 18067	100%
US	PB Leiner USA Corporation	Davenport, Iowa 52806	100%
US	Picanol of America	Greenville, SC 29605	100%
US	Tessenderlo Kerley, Inc.	Dover, DE 19904	100%
US	Tessenderlo USA Inc.	Dover, DE 19904	100%
US	Tiger-Sul Holdings, LLC	Wilmington, DE 19801	100%
US	Tiger-Sul Marketing, LLC	Wilmington, DE 19801	100%
US	Tiger-Sul Products, LLC	Shelton, Connecticut 06484	100%

Rest of the world			
Argentina	PB Leiner Argentina SA	Ciudad Autónoma de Buenos Aires	100%
Australia	Tessenderlo Group Australia Pty Ltd.	Melbourne, Victoria 3000	100%
Belarus	Tessenderlo Kerley Bela LLC	220036 Minsk	100%
Brazil	PB Brasil Industria e Comercio de Gelatinas Ltda	Acorizal, Mato Grosso CEP 78480-000	60%
Brazil	Picanol do Brazil	Americana, SP CEP 13471-030	100%
Brazil	Tessenderlo Kerley Brasil Ltda.	13091-611 Campinas - SP	100%
Canada	Tiger-Sul (Canada) Co.	Irricana, Alberta CAN T0M 1B0	100%
Chile	Kerley Latinoamericana Comercializadora Limitada	9358 Santiago	100%
China	Osterwalder (Shanghai) Technology Co	201703 Shanghai	100%
China	PB Gelatins (Heilongjiang) Co. Ltd.	Xinyi Village, Kongguo County, Nehe City, Qiqihaer City, Heilongjiang Province	100%
China	PB Leiner (Hainan) Biotechnology Co. Ltd.	Chengmai County - Hainan Province	97.92%
China	Picanol (Suzhou Industrial Park) Textile Machinery Co.,Ltd.	Suzhou – Jiangsu Province	100%
China	Picanol (Suzhou) Trading Co.,Ltd	Suzhou – Jiangsu Province	100%
Costa Rica	Tessenderlo Kerley Costa Rica SA	La Union Tres Rios - Cartago	100%
India	Picanol India	New Delhi, India, 110 015	100%
India	Tessenderlo Kerley India Private Ltd.	Gurgaon, Haryana, 122018,	100%
Indonesia	PT. Picanol Indonesia	Bandung 40261, West Java	100%
Japan	Osterwalder Japan KK	Tokyo, Minato-ku	100%
Japan	TKI Japan KK	Tokyo - Chiyoda-ku	100%
Mexico	Picanol de Mexico	08400, Mexico D.F.	100%
Mexico	Tessenderlo Kerley Mexico SA de CV	Ciudad Obregon, Estado de Sonora	100%
Paraguay	Maramba S.R.L.	Chacoi Villa Hayes - Asuncion del Paraguay	100%
Peru	TKP Peru S.A.C.	Ciudad de Lima - Provincia de Lima	100%
Philippines	Tessenderlo Kerley Philippines Inc.	Alabang, Muntinlupa City 1781	100%
Singapore	Tessenderlo Singapore Pte. Ltd.	338729 Singapore	100%
Turkey	Picanol Tekstil Makinalari	34149 Yesilkoy, Istanbul	100%
Turkey	Tessenderlo Kerley Turkey Tarim Ve Kimya Sanayi Ve. Tic. Ltd. STI	35730 Kemalpasa - Izmir	100%

List of the consolidated companies on December 31, 2025 accounted for by the equity method:

Europe			
France	Établissements Michel SAS	31800 Villeneuve de Rivière	50.00%

United States			
US	Jupiter Sulphur LLC	Wilmington, DE 19801	50.00%

List of the non-consolidated companies on December 31, 2025 due to their insignificant impact on the consolidated figures:

Europe			
Belgium	SYMATEX cv	1030 Schaarbeek	36.29%

33. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the financial statements in conformity with IFRS as adopted for use by the European Union requires management to make judgments, estimates and assumptions that affect the application of the accounting policies, the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Management bases its estimates on historical experience and various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making the reported amounts of revenue and expenses that may not be readily apparent from other sources. Actual results could differ from those estimates.

Estimates and assumptions are reviewed periodically and the effects of revisions, if needed, are reflected prospectively in the financial statements.

The areas of judgments, estimates and assumptions used in preparing the consolidated financial statements as per December 31, 2025 are the same as those applied and disclosed in the consolidated financial statements at December 31, 2024.

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next year are addressed below:

- Impairments. Goodwill is tested at least annually for impairment as well as whenever there is an indicator that the cash-generating unit to which the goodwill has been allocated may be impaired (note 12 - Goodwill). The carrying amount of property, plant and equipment and intangible assets is reviewed at each balance sheet date to determine whether an indication of impairment exists (note 11 - Property, plant and equipment and note 13 - Intangible assets). The determination of whether an indication of impairment exists is based on the past and forecasted performance of the cash generating unit. If any such indication exists, the asset's recoverable amount is estimated. Actual results may differ from these estimates.
- Leases. The company leases various items of property, plant and equipment, mainly including real estate and vehicles. Some leases contain extension options, allowing operational flexibility, exercisable by the group. The group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The group has applied judgement in evaluating whether it is reasonably certain to exercise the option to renew. That is, the group considered all relevant factors that create an economic incentive for it to exercise the renewal (note 11 - Property, plant and equipment).
- Inventory obsolescence and lower of cost or net realizable value adjustments. These are determined based on experience and the assessment of market circumstances (note 17 – Inventories).
- Employee benefits. The calculation of defined benefit obligations is based on actuarial assumptions such as future salary increases, inflation, turnover rates and life expectancy and through the use of a discount rate (note 23 - Employee benefits).

- Deferred taxes. Deferred tax assets are recognized only to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences, unused tax losses and credits can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized. In making its judgment, management takes into account the long term business strategy (note 15 - Deferred tax assets and liabilities). The estimated future taxable profits of Tessenderlo Group nv were mainly impacted by the expected profitability of its activities, as well as the expected foreign exchange results on intercompany loans and cash and cash equivalents (mainly in USD), which are not hedged. The estimated future taxable profits within the fiscal consolidation in the United Kingdom were mainly impacted by the closure of the Treforest plant and the expected future profitability of the remaining activities (i.e. John Davidson Pipes Ltd.).
- Provisions and contingencies. The amounts recognized reflect management's best estimate of the expected expenditures required to settle the present obligation at balance sheet date. If the effect is material, provisions are determined by discounting the expected future cash flows. Provisions can change substantially due to the emergence of additional information on the nature or extent of the contamination, a change in legislation, a change in best practices for sanitation, a change in timing of cash outflows, a change in agreement with authorities on the treatment of the polluted site or other factors of a similar nature (note 24 - Provisions).
- Financial instruments (note 26 - Financial instruments). These are measured at fair value in the statement of financial position based on:
  - » inputs other than quoted prices that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived from prices) or
  - » inputs for the asset or liability that are not based on observable market data.

STATEMENT ON THE TRUE AND FAIR VIEW OF THE CONSOLIDATED FINANCIAL STATEMENTS AND THE FAIR OVERVIEW OF THE MANAGEMENT REPORT

Mr. Luc Tack (CEO) and Mr. Miguel de Potter (CFO), certify, on behalf and for the account of the company, that, to his/their knowledge,

a. the consolidated financial statements which have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union, give a true and fair view of the assets, liabilities, financial position, the income statement of the company, the statement of comprehensive income, the statement of changes in equity and the statement of cash flows, and the entities included in the consolidation as a whole,

b. the consolidated management report includes a fair overview of the development and performance of the business and the position of the company, and the entities included in the consolidation, together with a description of the principal risks and uncertainties to which they are exposed.

Statutory auditor's report to the general meeting of Tessenderlo Group NV on the consolidated financial statements as of and for the year ended December 31, 2025

In the context of the statutory audit of the consolidated financial statements of Tessenderlo Group NV ("the Company") and its subsidiaries (jointly "the Group"), we provide you with our statutory auditor's report. This includes our report on the consolidated financial statements and the other legal and regulatory requirements. Our report is one and indivisible.

We were appointed as statutory auditor by the general meeting of May 13, 2025, in accordance with the proposal of the board of directors issued on the recommendation of the audit committee and as presented by the workers' council. Our mandate will expire on the date of the general meeting deliberating on the annual accounts for the year ended December 31, 2027. We have performed the statutory audit of the consolidated financial statements of the Group for 7 consecutive financial years.

Report on the consolidated financial statements

Unqualified opinion

We have audited the consolidated financial statements of the Group as of and for the year ended December 31, 2025, prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board, as adopted by the European Union, and with the legal and regulatory requirements applicable in Belgium. These consolidated financial statements comprise the consolidated statement of financial position as at December 31, 2025, the consolidated income statement and consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended and notes, comprising material accounting policies and other explanatory information. The total of the consolidated statement of financial position amounts to EUR 2.643,0 million and the consolidated income statement shows a loss for the year of EUR 80,2 million.

In our opinion, the consolidated financial statements give a true and fair view of the Group's equity and financial position as at December, 31 2025 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board, as adopted by the European Union, and with the legal and regulatory requirements applicable in Belgium.

KPMG Bedrijfsrevisoren - KPMG Réviseurs d'Entreprises, a Belgian BV/SRL and a member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee. All rights reserved.

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Ondernemingsnummer / Numéro d'entreprise 0419.122.548
BTW - TVA BE 0419.122.548
RPR Brussel - RPM Bruxelles
IBAN : BE 95 0018 4771 0358

Basis for our unqualified opinion

We conducted our audit in accordance with International Standards on Auditing ("ISAs") as adopted in Belgium. In addition, we have applied the ISAs as issued by the IAASB and applicable for the current accounting year while these have not been adopted in Belgium yet. Our responsibilities under those standards are further described in the "Statutory auditors' responsibility for the audit of the consolidated financial statements" section of our report. We have complied with the ethical requirements that are relevant to our audit of the consolidated financial statements in Belgium, including the independence requirements.

We have obtained from the board of directors and the Company's officials the explanations and information necessary for performing our audit.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matter

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Impairment of property, plant and equipment, goodwill and intangible assets

We refer to Notes 11, 12 and 13 being respectively 'Property, plant and equipment', 'Goodwill' and 'Intangible assets' of the consolidated financial statements.

- *Description*

  Property plant and equipment, goodwill and intangible assets amount to EUR 1.410,0 million as at December 31, 2025 and represent 53,3 % of the Group's total assets as at December 31, 2025.

  The Group performs a yearly impairment test for goodwill as well as for Property, Plant & Equipment ("PPE") and intangible assets when there are indications that the carrying value of PPE and intangible assets may be impaired. The Group estimates the recoverable amount as of December 31, 2025 for each of the smallest groups of assets that generate largely independent cash flows (the cash-generating units or "CGUs") for goodwill and for PPE and intangible assets when impairment indicators have been identified. Management prepares a recoverable amount assessment by discounting future cash flow projections to determine whether these assets have to be impaired at the reporting date and the amount of the impairment.

  Impairment of PPE, goodwill and intangible assets is identified as a key audit matter due its significance to the balance sheet total (53,3%) and the level of judgement required by Management, which is principally related to the inputs used in both forecasting and discounting future cash flows to determine the recoverable amount.

- *Our audit procedures included, with the assistance of our valuation specialists:*
  - Challenging Management's assessment of potential indicators of impairment based on our own expectations developed from our knowledge of the Group and our understanding of internal and external factors relevant to the Group;
  - Challenging Management's identification of CGUs with reference to our understanding of the Group's business and the requirements of the prevailing accounting standards;
  - Evaluating the process by which Management's cash flow forecasts were prepared, including testing the underlying calculations and reconciling them to the latest board of directors approved financial targets;
  - Analyzing the Group's ability to forecast cash flows accurately by performing a retrospective review on such cash flows through comparing key assumptions to historical results. We also challenged key inputs and data used to develop the forecasted cash flows based on our knowledge of the business;
  - Assessing the appropriateness of the CGU's valuation methodology and its determination of discount rates and other key assumptions;
  - Testing the mathematical accuracy of the impairment models;
  - Performing sensitivity analyses around the key assumptions used for the determination and discounting of cash flow forecasts, in particular EBIT, weighted average cost of capital and growth rates used by the Group;
  - Verifying the appropriateness of the Group's disclosures in respect of impairment of goodwill, PPE and intangible assets as included in respectively Note 11, 12 and 13 to the consolidated financial statements.

Board of directors' responsibilities for the preparation of the consolidated financial statements

The board of directors is responsible for the preparation of these consolidated financial statements that give a true and fair view in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board, as adopted by the European Union, and with the legal and regulatory requirements applicable in Belgium, and for such internal control as board of directors determines, is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the board of directors is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the board of directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Statutory auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance as to whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of the users taken on the basis of these consolidated financial statements.

When performing our audit, we comply with the legal, regulatory and professional requirements applicable to audits of the consolidated financial statements in Belgium. The scope of the statutory audit of the consolidated financial statements does not extend to providing assurance on the future viability of the Group nor on the efficiency or effectivity of how the board of directors has conducted or will conduct the business of the Group. Our responsibilities regarding the going concern basis of accounting applied by the board of directors are described below.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also perform the following procedures:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control;
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by board of directors;
- Conclude on the appropriateness of board of directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern;

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation;
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the audit committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the audit committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

For the matters communicated with the audit committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter.

Other legal and regulatory requirements

Responsibilities of the Board of directors

The board of directors is responsible for the preparation and the content of the board of directors' annual report on the consolidated financial statements including the sustainability information and the other information included in the annual report on the consolidated financial statements.

Statutory auditor's responsibilities

In the context of our engagement and in accordance with the Belgian additional standard which is complementary to the International Standards on Auditing as applicable in Belgium, our responsibility is to verify, in all material respects, the board of directors' annual report on the consolidated financial statements, and the other information included in the annual report, and to report on these matters.

Aspects concerning the board of directors' annual report on the consolidated financial statements and other information included in the annual report on the consolidated financial statements

The annual report on the consolidated financial statements contains the consolidated sustainability information that is the subject of our separate report on the limited assurance with respect to this sustainability information. This section does not cover the assurance on the consolidated sustainability information included in the annual report on the consolidated financial statements. For this part of the annual report on the consolidated financial statements, we refer to our separate report on this matter.

Based on specific work performed on the board of directors' annual report on the consolidated financial statements, we are of the opinion that this annual report is consistent with the consolidated financial statements for the same period and has been prepared in accordance with article 3:32 of the Companies' and Associations' Code.

In the context of our audit of the consolidated financial statements, we are also responsible for considering, in particular based on the knowledge gained throughout the audit, whether the board of directors' annual report on the consolidated financial statements and other information included in the annual report on the consolidated financial statements, being:

- Year 2025 in review
- Our organization and strategy
- Report of the board of directors 2025

contain material misstatements, or information that is incorrectly stated or misleading. In the context of the procedures carried out, we did not identify any material misstatements that we have to report to you.

Information about the independence

- Our audit firm and our network have not performed any engagement which is incompatible with the statutory audit of the consolidated accounts and our audit firm remained independent of the Group during the term of our mandate.
- The fees for the additional engagements which are compatible with the statutory audit referred to in article 3:65 of the Companies' and Associations' Code were correctly stated and disclosed in the notes to the consolidated financial statements.

European Single Electronic Format (ESEF)

In accordance with the standard on the audit of compliance of the annual report with the European Single Electronic Format (hereafter "ESEF"), we have also audited whether the ESEF-format is in accordance with the regulatory technical standards as laid down in the EU Delegated Regulation nr. 2019/815 of 17 December 2018 (hereafter "Delegated Regulation") and the Royal Decree of 14 November 2007 on the obligations of issuers of financial instruments admitted to trading on a regulated market (hereafter the "Royal Decree of 14 November 2007").

The Board of Directors is responsible for the preparation of an annual report, in accordance with the ESEF requirements, including the consolidated financial statements in the form of an electronic file in ESEF format (hereafter "digital consolidated financial statements").

It is our responsibility to obtain sufficient and appropriate information to conclude whether the format of the annual report and the XBRL tagging of the digital consolidated financial statements comply, in all material respects, with the ESEF requirements under the Delegated Regulation and the Royal Decree of 14 November 2007.

In our opinion, based on our work performed, the digital format of the annual report and the tagging of information in the official Dutch version of the consolidated financial statements as per December 31, 2025, included in the annual report of Tessenderlo Group NV and which will be available in the Belgian official mechanism for the storage of regulated information (STORI) of the FSMA, are, in all material respects, in compliance with the ESEF requirements under the Delegated Regulation and the Royal Decree of 14 November 2007.

Other aspects

- This report is consistent with our additional report to the audit committee on the basis of Article 11 of Regulation (EU) No 537/2014.

Ghent, March 26, 2026

KPMG Bedrijfsrevisoren - Réviseurs d'Entreprises
Statutory Auditor
represented by

Joachim Hoebeeck
Bedrijfsrevisor / Réviseur d'Entreprises

STATUTORY FINANCIAL REPORT

BALANCE SHEET OF TESSENDERLO GROUP NV

(Million EUR)	2025	2024
Total assets		
Non-current assets	**2,003.6**	**2,089.9**
Intangible assets	0.7	1.0
Property, plant and equipment	67.4	113.5
Financial assets	1,935.5	1,975.4
Current assets	**505.0**	**739.1**
Non-current trade and other receivables	4.9	11.6
Inventories	85.8	94.5
Current trade and other receivables	388.9	497.0
Other investments	14.6	113.5
Cash and cash equivalents	2.4	12.4
Prepaid expenses and accrued income	8.3	10.0
Total assets	**2,508.6**	**2,828.9**
Total liabilities		
Shareholders' equity	**2,028.2**	**2,243.2**
Issued capital	428.3	428.3
Share premium	1,680.9	1,743.6
Reserves	38.4	52.4
Retained earnings	-119.7	18.6
Capital grants	0.3	0.4
Provisions and deferred taxes	**109.2**	**126.0**
Provisions	109.2	126.0
Deferred taxes	-	-
Liabilities	**371.2**	**459.7**
Liabilities due in more than one year	66.1	86.0
Liabilities due within one year	297.3	355.1
Accrued expenses and deferred income	7.8	18.6
Total liabilities	**2,508.6**	**2,828.9**

PROFIT AND LOSS STATEMENT OF TESSENDERLO GROUP NV

(Million EUR)	2025	2024
Total operating income	**603.7**	**615.1**
Sales	513.9	530.4
Change in work in progress, finished goods and orders in progress (increase+/decrease-)	-16.7	-3.8
Production capitalized	0.8	1.1
Other operating income	104.1	81.7
Non-recurring operating income	1.5	5.8
Total operating charges	**-672.0**	**-644.0**
Raw materials and goods purchased for resale	-266.3	-287.0
Services and other goods	-228.5	-229.0
Wages, salaries, social charges and pensions	-98.9	-85.0
Depreciations and amortizations on formation expenses, tangible and intangible assets	-14.0	-13.0
Amounts written-off stocks and trade receivable (charges (-) / write-back (+))	-4.5	0.0
Provision for liabilities and charges (utilizations and write-backs less charges)	17.1	-9.8
Other operating charges	-27.5	-10.5
Non-recurring operating charges	-49.4	-9.7
Operating result	**-68.4**	**-28.9**
Finance income	73.9	943.1
Finance costs	-126.0	-909.1
Profit before taxes	**-120.4**	**5.0**
Income taxes	-0.2	-2.9
Deferred taxes	-	-
Profit (+) / losses (-)	**-120.6**	**2.2**
Untaxed reserves	-	-
Profit (+) / losses (-) for the year to be allocated	**-120.6**	**2.2**

ALLOCATIONS AND DISTRIBUTIONS

(Million EUR)	2025	2024
The Tessenderlo Group nv Board of Directors proposes to allocate the		
- Profits, being	-120.6	2.2
- Increased by prior years' retained earnings	18.6	362.1
Totaling	**-102.0**	**364.3**
In the following manner:		
- Reserves	17.7	299.9
- Dividends	-	45.9
- Retained earnings	-119.7	18.6
Totaling	**-102.0**	**364.3**

EXTRACT FROM THE TESSENDERLO GROUP NV SEPARATE (NON-CONSOLIDATED) FINANCIAL STATEMENTS PREPARED IN ACCORDANCE WITH BELGIAN GAAP

The preceding information is extracted from the separate Belgian GAAP financial statements of Tessenderlo Group nv. These separate financial statements, together with the management report of the Board of Directors to the general assembly of shareholders as well as the auditors' report, will be filed with the National Bank of Belgium within the legally foreseen time limits. These documents are also available on request at Tessenderlo Group nv, Troonstraat 130, 1050 Brussel.

It should be noted that only the consolidated financial statements present a true and fair view of the financial position and performance of the group.

Since Tessenderlo Group nv is also a holding company, which recognizes its investments at cost in its non-consolidated financial statements, these separate financial statements present no more than a limited view of the financial position of Tessenderlo Group nv. For this reason, the Board of Directors deemed it appropriate to publish only an abbreviated version of the non-consolidated balance sheet and income statement prepared in accordance with Belgian GAAP as at, and for the year ended December 31, 2025.

The statutory auditor's report is unqualified and certifies that the non-consolidated financial statements of Tessenderlo Group nv prepared in accordance with Belgian GAAP give a true and fair view of the financial position as per December 31, 2025 and results of Tessenderlo Group nv for the year ended December 31, 2025, in accordance with all legal and regulatory dispositions.

FINANCIAL GLOSSARY

Adjusted EBIT
Earnings before interests, taxes and EBIT adjusting items.

Adjusted EBITDA
Earnings before interests, taxes and EBIT adjusting items plus depreciation and amortization.

Basic earnings per share (Basic EPS)
Profit (+) / loss (-) for the period attributable to equity holders of the company divided by the weighted average number of shares outstanding during the period.

Capital employed (CE)
The carrying amount of property, plant and equipment (PP&E), intangible assets and goodwill together with trade working capital.

Capital expenditure
Amount of money spent to upgrade, acquire or maintain property, plant and equipment (PP&E) and intangible assets.

Dividend per share (gross)
Total amount paid as dividend divided by the number of shares.

Diluted earnings per share (Diluted EPS)
Profit (+) / loss (-) for the period attributable to equity holders of the company divided by the fully diluted weighted average number of shares outstanding during the period.

Diluted weighted average number of shares
Weighted average number of shares, adjusted by the effect of warrants on issue.

EBIT
Profit (+) / loss (-) from operations.

EBIT adjusting items
EBIT adjusting items are those items that in management's judgment need to be disclosed by virtue of their size or incidence. Such items are disclosed in the notes to the financial statements. Transactions which may be recognized as EBIT adjusting items are principally related to restructuring, impairment losses, provisions, gains or losses on significant disposals of assets or subsidiaries and the effect of the electricity purchase and sale agreement.

Gearing
Net financial debt / net cash position divided by the sum of net financial debt / net cash position and equity attributable to equity holders of the company.

Leverage
Net financial debt / (net cash position) divided by Adjusted EBITDA over the last 12 months.

Market capitalization
Number of shares issued (at the end of the period) multiplied by the market price per share (at the end of the period).

Net financial debt / (net cash position)
Non-current and current loans and borrowings and bank overdrafts, minus cash and cash equivalents, short term investments and long term investments.

Other operating income and expenses
Other operating income and expenses include items which cannot be directly allocated to a line item of the consolidated income statement based on their function and that in management's judgement do not need to be disclosed separately by virtue of their size or incidence. Transactions which may be recognized as other operating income and expenses are mainly costs arising from research and development projects, tax charges other than income taxes, such as withholding taxes and regional taxes, the recognition or reversal of impairment losses on trade receivables, and several individually insignificant items within several subsidiaries of the group.

Return on capital employed (ROCE)
Adjusted EBIT (last 12 months) divided by the average capital employed (last 12 months).

Theoretical aggregated weighted tax rate
Calculated by applying the statutory tax rate of each country on the profit before tax of each entity and by dividing the resulting tax charge by the total profit before tax of the group.

Trade working capital
The sum of inventories and trade receivables minus trade payables and advance payments received.

Weighted average number of shares
Number of shares outstanding at the beginning of the period, adjusted by the number of shares cancelled, repurchased or issued during the period multiplied by a time-weighting factor.

Working capital
The sum of inventories and trade and other receivables minus trade and other payables and advance payments received.

ALTERNATIVE PERFORMANCE MEASURES

The following alternative performance measures are considered to be relevant in order to compare the results over the period 2024 - 2025 and can be reconciled to the consolidated financial statements as follows:

RECONCILIATION FROM ADJUSTED EBIT TO EBIT

(Million EUR)	Note	2025	2024
Adjusted EBIT	**3**	**77.9**	**63.8**
Gains and losses on disposals	6	2.2	-0.0
Restructuring	6	-6.0	-19.7
Impairment losses on tangible and intangible assets	6	-59.0	-9.8
Inventory write-offs	6	-0.3	-11.0
Provisions and claims	6	-14.9	-4.7
Electricity purchase and sale agreement	6	0.6	0.1
Other income and expenses	6	-0.7	-2.1
EBIT (Profit (+) / loss (-) from operations)		**-0.4**	**16.5**

RECONCILIATION FROM ADJUSTED EBITDA TO EBIT

(Million EUR)	Note	2025	2024
Adjusted EBITDA	**3**	**288.1**	**265.6**
Gains and losses on disposals	6	2.2	-0.0
Restructuring	6	-6.0	-19.7
Inventory write-offs	6	-0.3	-11.0
Provisions and claims	6	-14.9	-4.7
Electricity purchase agreement	6	0.6	0.1
Other income and expenses	6	-0.7	-2.1
EBITDA		**268.9**	**228.0**
Depreciation and amortization	8	-210.2	-201.8
Impairment losses on tangible and intangible assets	6/8	-59.0	-9.8
EBIT (Profit (+) / loss (-) from operations)		**-0.4**	**16.5**

RECONCILIATION GEARING

(Million EUR)	Note	2025	2024
Non-current loans and borrowings	22	107.2	134.1
Bank overdrafts	22	0.0	0.0
Current loans and borrowings	22	92.1	123.3
Cash and cash equivalents	18/22	-158.0	-182.4
Short term investments	18/22	-	-70.0
Net financial debt or (net cash position)	**22**	**41.3**	**5.0**
Equity attributable to equity holders of the company		1,689.9	1,896.0
Gearing (net financial debt or (net cash position) / (equity + net financial debt or net cash position))	**19**	**2.4%**	**0.3%**

RECONCILIATION LEVERAGE

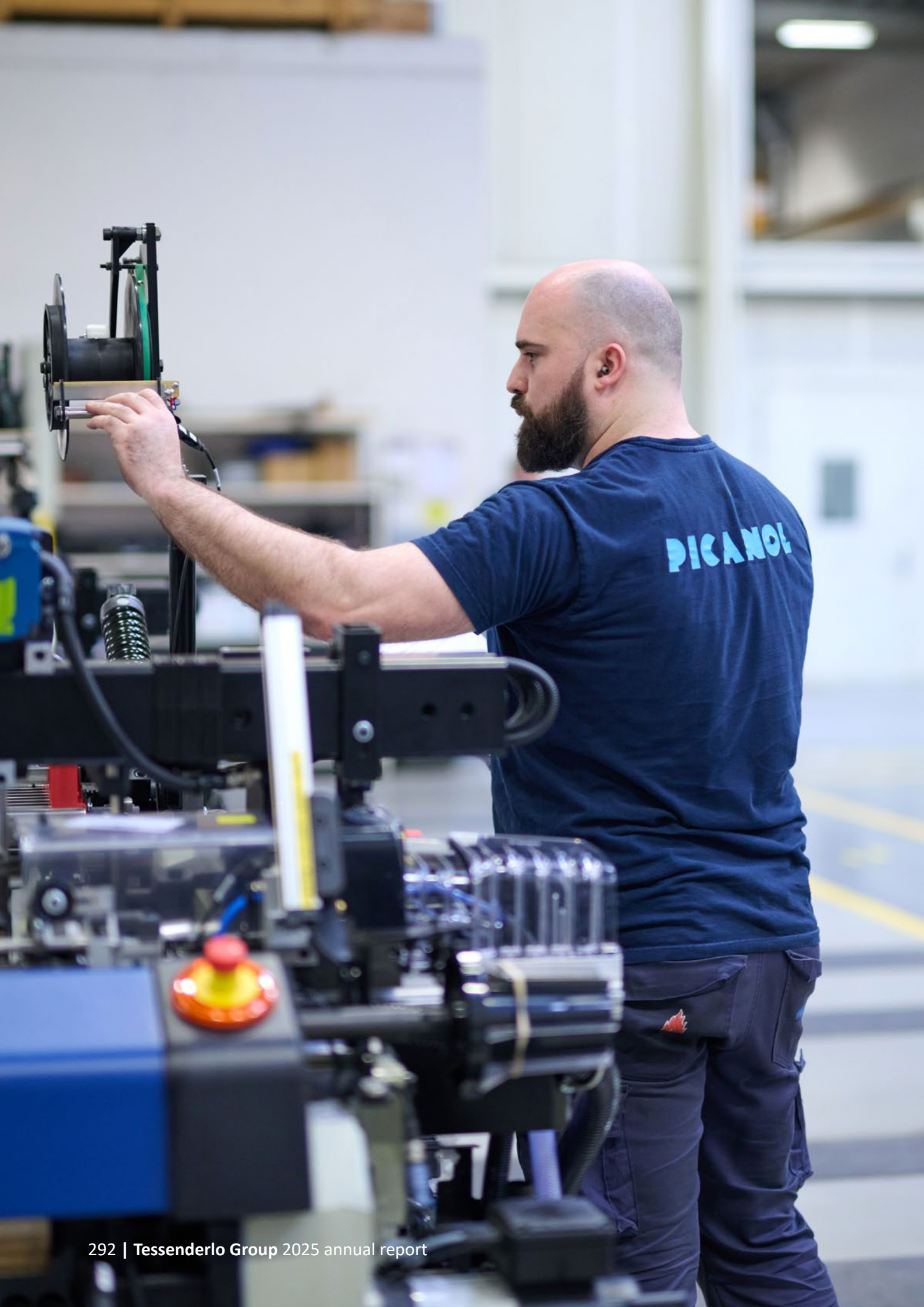
(Million EUR)	Note	For the year ended December 31 2025	2024
Non-current loans and borrowings	22	107.2	134.1
Bank overdrafts	22	0.0	0.0
Current loans and borrowings	22	92.1	123.3
Cash and cash equivalents	18/22	-158.0	-182.4
Short term investments	18/22	-	-70.0
Net financial debt or (net cash position)	**22**	**41.3**	**5.0**
Adjusted EBITDA	3	288.1	265.6
Leverage (net financial debt or (net cash position) / Adjusted EBITDA last 12 months)	**22**	**0.1**	**0.0**

RECONCILIATION CAPITAL EMPLOYED

(Million EUR)	Note	As per December 31 2025	2024
Inventories	17	530.9	560.3
Trade receivables - 1 year	16	373.7	376.2
Trade receivables - 1 year: amounts written off	16	-7.0	-4.0
Trade receivables from related parties	16	0.6	0.4
Trade payables - 1 year	25	-275.4	-274.8
Trade payables from related parties	25	-5.9	-4.7
Advance payments received	25	-21.2	-24.4
Trade working capital		**595.8**	**628.9**
Property, plant and equipment	11	1,199.1	1,233.1
Goodwill	12	34.7	74.8
Intangible assets	13	176.2	244.2
Net assets	**3**	**1,410.0**	**1,552.1**
Capital employed		**2,005.8**	**2,181.1**

RECONCILIATION RETURN ON CAPITAL EMPLOYED (ROCE)

(Million EUR)	2025	2024
EBIT last 12 months	-0.4	16.5
Average capital employed last 12 months	2,106.4	2,159.1
ROCE (return on capital employed)	**-0.0%**	**0.8%**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APPENDIX

APPENDIX 1 – PROTOCOL FOR MEASURING TESSENDERLO GROUP'S CARBON FOOTPRINT

SCOPE AND BOUNDARIES ESG DATA

This document describes the approach of Tessenderlo Group's 2025 Corporate Carbon Footprint study.

As part of Tessenderlo Group's ongoing commitment to enhancing its environmental impact and improving the accuracy of its Corporate Carbon Footprint, an ESG reporting tool has been being implemented within the organization since mid-2024. This reporting tool enhances data auditability and reliability while facilitating the measurement and communication of the company's sustainability performance.

The Tennaxia system collects Scope 1 and scope 2 and environmental data through questionnaires and scope 3 data by uploading excel files. Consolidation, verification and calculations are done in the system.

REPORTING SCOPE

Tessenderlo Group's Corporate Carbon Footprint for 2025 is aligned with the financial year ending on December 31, 2025. Consequently, the data collected for this calculation correspond to that reporting period. All nine business units - Tessenderlo Kerley Inc, Tessenderlo Kerley International, Violleau, PB Leiner, Akiolis, Kuhlmann Europe, DYKA Group, Picanol Group, and T-Power - are included in the scope for the 2025 reporting year. All production plants of the nine business units are included in the scope for 2025,ncluding the production plants of Tiger Sul, the new opened plant in Defiance, Ohio and the in 2025 acquired Osterwalder AG.

Tessenderlo Group has adopted an operational approach for its Corporate Carbon Footprint, meaning the focus is on emissions generated by the company's activities and operations. As a result, all operations managed by Tessenderlo Group are accounted for in scopes 1, 2, and 3. Consequently, Jupiter Sulphur (50% Joint Venture) and T-Power are fully included.

METHODOLOGY

To perform this carbon footprint study, Tessenderlo Group is adhering to the guidelines provided in the Corporate Standard and the Corporate Value Chain Standard, which can be found on the Greenhouse Gas (GHG) Protocol website.

The GHG Protocol is a set of standardized guidelines developed by the World Resources Institute (WRI) and the World Business Council for Sustainable Development (WBCSD) for calculating and reporting greenhouse gas emissions. It provides a common language and methodology for organizations to enable them to measure and manage their carbon footprints. The GHG Protocol is widely recognized as being the most comprehensive and authoritative standard for corporate carbon footprint reporting.

Calculating GHG emissions typically involves multiplying activity data with the appropriate emission factors. The resulting value is commonly expressed in tonnes of CO2 equivalent, which serves as a standard unit based on the global warming potential (GWP) of the different greenhouse gas emitted. The accuracy of the carbon footprint is highly dependent on the quality of the data and the emission factors used.

Not all Scope 3 categories of the GHG Protocol are included in the calculation for all entities. The Use of Sold Products category (3.11) is considered only for relevant product lines (weaving machines, electronic appliances, and fertilizers) where the use phase is well understood and can be influenced. The Processing of Sold Products category (3.10) has not been calculated, as Tessenderlo Group has no influence over the wide variety of applications and processes in which its products may be used and does not have a clear overview of subsequent processing steps. As a result, this category is not included in Tessenderlo Group's calculations. The other categories not applying to Tessenderlo Group and hence excluded from the scope are Upstream and Downstream Leased Assets (3.8 and 3.13), Franchises (3.14), and Investments (3.15).

For the calculation of the 2025 carbon footprint, a part of the GHG Protocol's Scope 3 categories have been extrapolated from the 2022 carbon footprint. The extrapolated categories had a low impact and accounted for less than 5% of the total carbon emissions in 2022. These are Upstream and Downstream Transportation and Distribution (3.4 and 3.9), Waste Generated in Operation (3.5), Business Travel (3.6) and Employee Commuting (3.7).

These extrapolations were supported by sanity check questionnaires completed by each business unit to confirm that extrapolation does not introduce large uncertainty. Extrapolations were based on production volume, the number of FTEs, or net revenue depending on the categories and business units. Meanwhile, for the GHG Protocol categories that impact the remaining 95%, new data have been collected for 2025 in Tennaxia.

All emission factors are sourced from reputable databases, such as Ecoinvent, DEFRA, ADEME and audited supplier-provided datasets. Their selection depends on the region, the units of the corresponding activity data, and the level of uncertainty. Emission factors based on estimations tend to have higher uncertainty compared to those derived from direct measurements. The use for estimated or calculated emission factors is justified each time.

In the Tennaxia tool, emission factors are applied through automatic mapping whenever possible. For more specific data points, manual selection is required. Emission factors from suppliers, recalculated emission factors, specific Ecoinvent factors, and computed electricity emission factors (based on AIB, EPA and IEA) are imported manually to ensure alignment with Tessenderlo Group's reporting requirements and activity data.

Since the reporting of 2025 data, the emission factors chosen for electricity (Purchase, Production and T&D losses) were improved. Before the 2025 reporting, no distinction was made between Location-based and Market-based reporting, and the emission factors were sourced from Ecoinvent without considering a yearly update.

The source databases chosen for reporting electricity data in 2025 are the following:

- AIB: the electricity certificates regulator of Europe. Their consolidated data is used for the emission factors and the percentage of nuclear and fossil energy in the electricity consumption mix in Europe.
- EPA: the United States Environmental Protection Agency. Their consolidated data is used for the emission factors and the percentage of nuclear and fossil energy in the electricity consumption mix in the United States.
- IEA: the International Energy Agency. They deliver emission factors and production and consumption energy mixes yearly. Their emission factors and percentages of nuclear and fossil energy in the electricity consumption mix is used for other regions than Europe and the United States.

The accuracy of Tessenderlo Group's Scope 2 footprint improved between 2023 and 2024 by selecting more relevant databases for electricity emission factors. Another consequence of this change is the overall Scope 2 decrease in 2024 compared to 2023.

DATA INTEGRITY AND ASSURANCE

Throughout Tennaxia, any data modifications by contributors or validators are recorded, ensuring traceability. Contributors are required to link evidence to data points, which are stored in Tennaxia and SharePoint.

Internal checks and audit trails are fundamental to ensuring the accuracy, reliability, and transparency of ESG reporting. These controls safeguard data integrity by minimizing errors, providing traceability, and enabling effective validation at every stage of the reporting process. The use of dedicated reporting tools like Tennaxia further enhances this process by automating consistency checks, facilitating evidence storage and maintaining an auditable record of all data entries and modifications. On top of automated and integrated validation steps, Climact supported in validating the reported data, as an independent third party.

Together, these measures build trust in the reported data, ensuring it meets regulatory requirements and supports informed decision-making on sustainability performance.

The information and data were gathered by the following Tessenderlo Group departments: Finance, Energy, Operations, Human Resources, Logistics, and Procurement. The information used for reporting on GHG emissions in this report has been monitored by the CSR team, which reports directly to the Executive Committee.

The report has been reviewed by senior management from Tessenderlo Group's nine business units and was approved by the Tessenderlo Group Executive Committee and Board of Directors in March 2026.

Tessenderlo Group's Corporate Carbon Footprints for 2025 was subject to limited assurance from KPMG. Please refer to the KPMG limited assurance report for 2025 in our Appendix on page 176.

APPENDIX 2: METHODOLOGY ON DISCLOSURE REQUIREMENT ESRS E1-5: ENERGY CONSUMPTION AND ENERGY MIX

Within the ESG reporting tool (Tennaxia), additional categories were introduced to reconcile differences between existing energy classifications and ensure consistent normalization of key indicators, in particular E1-5_01. These adjustments address discrepancies between market-based reporting of renewable electricity and location-based electricity mix data (e.g., IEA sources).

These additional categories capture specific energy flows that were not previously reflected in consumption metrics, including

- the proportion of non-renewable electricity from non-fossil sources,
- consumption of self-generated non-renewable steam,
- and consumption of self-generated non-renewably produced electricity.

Energy indicators are then calculated through aggregated components:

- E1-5_14 captures purchased non-renewable electricity,
- E1-5_13 reflects electricity purchased from location-based fossil sources.
- E1-5_02 aggregates relevant energy components, including the consumption of self-generated non-renewable steam while adjusting for purchased non-renewable electricity to avoid double counting.
- E1-5_01 is subsequently derived by combining E1-5_02, E1-5_05 and the consumption of self-generated non-renewable produced electricity and the proportion of non-renewable electricity from non-fossil sources.

This structured approach streamlines the calculation of E1-5_01 while also providing a validation mechanism to ensure internal consistency of reported energy values.

Erratum Proposal:

We would like to issue the following improvements to the previously published energy data in the 2024 Annual Report:

- The total consumption from nuclear sources has been corrected from 26,159.07 MWh to 150,083.44 MWh.
- The share of energy from nuclear sources has been revised from 1% to 5.54%.
- The share of renewable energy has been adjusted from 5% to 2.24%.
- The percentage of energy from fossil sources has been corrected from 84% to 92.7%.

These updates reflect more accurate calculations and improved data verification procedures. We apologize for any inconvenience this may have caused and are committed to ensuring the accuracy and transparency of our reporting.

APPENDIX 3: GHG EMISSIONS RETROSPECTIVE TABLE

		Retrospective			
		2020	**2024**	**2025**	**% 2025 / 2024**
Scope 1 GHG emissions					
Gross Scope 1 GHG emissions (tCO2eq)		1,280,517.64	461,939.78	584,894.03	127%
Percentage of Scope 1 GHG emissions from regulated emission trading schemes (%)		-	47%	61%	129%
Scope 2 GHG emissions					
Gross location-based Scope 2 GHG emissions (tCO2eq)		-	95,710.13	96,487.10	101%
Gross market-based Scope 2 GHG emissions (tCO2eq)		155,788.89	99,364.64	84,288.78	85%
Significant scope 3 GHG emissions					
Total Gross indirect (Scope 3) GHG emissions (tCO2eq)		Not Calculated	5,631,483.40	5,863,949.59	104%
1	Purchased goods and services	Not Calculated	3,491,828.74	3,435,874.16	98%
2	Capital goods	Not Calculated	76,405.00	38,644.18	51%
3	Fuel and energy-related Activities (not included in Scope1 or Scope 2) location-based	Not Calculated	102,150.76	123,983.18	121%
3	Fuel and energy-related Activities (not included in Scope1 or Scope 2) market-based	Not Calculated	101,791.00	122,517.45	120%
4	Upstream transportation and distribution	Not Calculated	113,798.50	77,036.22	68%
9	Downstream transportation	Not Calculated	146,255.08	90,679.69	62%
11	Use of sold products	Not Calculated	1,495,302.35	1,887,245.07	126%
12	End-of-life treatment of sold products	Not Calculated	149,591.64	151,418.24	101%
Total GHG emissions					
Total GHG emissions (location-based) (tCO2eq)		Not Calculated	6,189,133.31	6,643,381.62	107%
Total GHG emissions (market-based) (tCO2eq)		Not Calculated	6,192,428.41	6,533,132.40	106%

GHG INTENSITY PER NET REVENUE COMPARATIVE

GHG intensity per net revenue	2023	2024	2025	% 2025 / 2024
Total GHG emissions (location-based) per net revenue (tCO2eq/Monetary unit)	-	0.002338	0.00240	103%
Total GHG emissions (market-based) per net revenue (tCO2eq/Monetary unit)	0.00259	0.002339	0.00236	101%

Our 2024 and 2025 Scope 1 and 2 emissions are below the 2030 target, mainly due to strong reduced capacity from the economic situation. Under normal production, particularly in our T-Power Unit, we aim to structurally reduce emissions to stay below target even when we are under normal economic production capacities.

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Tessenderlo Group
EVERY MOLECULE COUNTS