

St.-Denijs-Westrem, April 16, 2021

Dear Shareholder,

The shareholders of JENSEN-GROUP NV (the "Shareholders"), a publicly listed company with principal office at Bijenstraat 6 in 9051 St.-Denijs-Westrem, Belgium (the "Company"), are hereby invited to attend the Annual Shareholders Meeting and the Extraordinary Shareholders Meeting that will be held on **Tuesday, May 18, 2021, at 10.00 AM** (hereinafter "the Meetings"). The agendas of the Meetings are set forth below. Please note that only the comprehensive Dutch language versions of the agendas are valid and legally binding.

In view of the continuing special circumstances resulting from the COVID-19 pandemic, the Company will not organise a physical meeting and all Shareholders are invited to use proxy voting or absentee voting in accordance with the applicable electronic procedures set forth below. The Company is monitoring the COVID-19 situation and shall inform the Shareholders of any further attendance arrangements by way of press communications and of postings on the Company website www.jensen-group.com.

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

- **Registration date:** only persons that are a Shareholder on the registration date can participate in the Meetings. The registration date is 14 days prior to the Meetings, *i.e.* May 4, 2021 at 12.00 PM (Belgian time). For the holders of registered shares, the registration entry in the shareholders' register of the Company is applicable. Holders of dematerialized shares can register their shares online at www.lumiagm.com no later than May 4, 2021.

- Confirmation of intention to participate: all Shareholders must confirm their intention to attend the Meetings before May 12, 2021. Shareholders who wish to participate must thereby present their certificate of deposition of shares on the abovementioned registration date. The formal confirmation of the intention to participate can be sent by electronic mail to investor@jensen-group.com or by letter to the Company's principal office.
- Holders of (convertible) bonds and warrants issued by the Company may attend the Meetings in an advisory capacity as provided by the Belgian Code of Companies and Associations (*i.e.* right of attendance without the power to vote), and are subject to the same attendance requirements as the Shareholders.

Shareholders who alone or together hold at least 3% of the share capital can **add an item to the agenda**. Such Shareholder(s) need(s) to be registered in accordance with the procedure as described above. The Company must receive the suggested agenda items no later than April 26, 2021.

Each Shareholder who has completed the registration formalities can **submit a question** prior to or during the Meetings. The Company must receive the questions in written form no later than May 12, 2021. The questions can be sent by electronic mail to investor@jensen-group.com or by letter to the Company's principal office.

Each Shareholder who has completed the registration formalities can **opt for absentee voting**. The original absentee voting forms, duly completed and signed and together with a copy of the identity card, must be filed with or received at the Company's principal office no later than May 12, 2021.

Each Shareholder who wants to be represented by **proxy** has to do so in written form and in the format set forth by the Board of Directors. The original proxy, duly signed and completed, must be filed with or received at the Company's principal office no later than May 12, 2021.

The **templates of both the absentee voting form and the proxy form** are available at the Company's principal office or can be downloaded at the Company's website at www.jensen-group.com under the heading "Investor Relations". Holders of registered shares receive a template of proxy enclosed with their convocation letter.

The **Annual Report** including the statutory and consolidated financial statements, the statutory and consolidated report of the Board of Directors, the auditors' reports and the corporate governance chapter are available to all Shareholders at the Company's principal office as of April 16, 2021. In addition, these reports will be available at the Company's website at www.jensen-group.com under the heading "Investor Relations".

The holders of registered shares, bonds (convertible or not) and warrants, as well as the Directors and the statutory auditor(s) can, from now on, receive their **invitation to the Meetings by e-mail** instead of by service mail provided that they have individually and explicitly indicated their consent in writing by sending or filing their agreement with the Company's principal office no later than twenty (20) days before the Meetings. This consent must be given for all future Meetings unless the holder of the securities withdraws consent under the same form and within the same term. In the affirmative, the invitation will be sent again by service mail as from that date. The prescribed template for a request of change in convocation is available at the Company's principal office or at the Company's website at www.jensen-group.com under the heading "Investor Relations".

Data protection: the Company, JENSEN-GROUP NV, is the data controller with respect to the processing of personal data received from shareholders and proxy holders in the context of the Meetings. The Company processes certain personal data including first name, surname, residence, identity card, and signature. The Company processes such data for the management of the attendance and voting procedure for the Meetings, in order to comply with applicable legal obligations and in accordance with its legitimate interest. The shareholder and, if applicable, the proxy holder are required to provide the Company with this data. In the event that this data is not provided, there can be no valid participation in these Meetings, nor valid voting.

The Company may share this data with affiliated entities and with service providers that assist the Company with the aforementioned purposes. The data shall not be kept longer than necessary for the aforementioned purposes and for the time required to comply with applicable legal obligations. In particular, proxies, postal votes, confirmations of attendance and attendance lists are stored for as long as the minutes of the Meetings must be kept to comply with Belgian law.

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

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

The Board of Directors.



JENSEN-GROUP NV

A corporation listed on Euronext Brussels
(KBO) 0440.449.284 – Company Registry (RPR) in Ghent
Registered address at Bijenstraat 6 in 9051 St.-Denijs-Westrem, Belgium

These agendas are a summary. Please note that only the comprehensive Dutch language versions of the agendas, which include the proposed resolutions, are valid and legally binding.

Agenda Annual Shareholders Meeting of May 18, 2021

1. Opening of the meeting by the Chairman and possible remarks.
2. Presentation and review of the Company's consolidated financial statements and Annual Report for the accounting year ended as at December 31, 2020.
3. Presentation of the Company's Remuneration Policy and remuneration Report by the Nomination and Remuneration Committee; approval of the Remuneration Policy and Remuneration Report; review and discussion of the statutory financial statements, the Annual Report of the Board of Directors and the report of the statutory auditor on the Company's statutory financial statements for the accounting year ended as at December 31, 2020.
4. Approval of the Company's statutory financial statements for the accounting year ended as at December 31, 2020.
5. Review and approval of the appropriation of results as proposed by the Board of Directors including dividend payment of 0,25 euro per share.
6. Discharge to the statutory auditor.
7. Discharge to the Directors.
8. Re-appointment of SWID AG, represented by Mr. Jesper Munch Jensen, as executive, non-independent director and of TTP bv, represented by Mr. Erik Vanderhaegen, as non-executive, non-independent director.
9. Allocation and explanation of the fees of the Board of Directors.
10. Update on the application of the Corporate Governance Code (Code version 2020).
11. Proxy publication decisions of the Annual Shareholders Meeting and other formalities.
12. Questions and answers (miscellaneous).

Agenda Special Shareholders Meeting of May 18, 2021

1. Re-instatement of the authorization for the Board of Directors to increase capital under the provisions of authorized capital.
2. Re-instatement of the authorization for the Board of Directors to buy back shares.
3. Change of bylaws in accordance with the new Belgian Company Code.
4. Proxy publication decisions of the Special Shareholders Meeting and other formalities.

PROXY – to be used by Shareholders only*

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

I, the undersigned, hereby acting as grantor of a proxy,

(Name, first name, and address of the shareholder *or* company, principal office and first name, name, and address of the legal representatives)

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

Appoints as his/her proxy holder

(First name, name, and address of the proxy holder)

To whom:

He/she gives power of attorney to attend and to vote at the Annual Shareholders Meeting and the Special Shareholders Meeting of JENSEN-GROUP NV to be held on May 18, 2021 at 10:00 AM local time (Brussels), as well as at any other Shareholders meetings with the same agenda that may be called subsequently as a result of delay or adjournment, for the purpose of considering the agendas set forth below, to take part in all proceedings, to vote or abstain, to sign any minutes and other documents, to elect domicile, to sub-delegate authority, and in general to do what is useful or necessary.

Should one or more voting instructions not be completed, the proxy holder is deemed to vote in favour of the item of the agenda.

It is recommended for the proxy holder to register his/her/its votes cast during the Shareholders meetings in real-time with respect to all of the items of the agendas and to make a note to that effect in the column to the right.

Agenda item (see resolution included in the agenda)	Column for shareholder	Column for proxy holder
Agenda Annual Shareholder Meeting		
1. Opening of meeting: no vote required		
2. Consolidated financial statements: no vote required		
3.a. Presentation of Remuneration policy and Remuneration Report: no vote required		
3.b. Approval of Remuneration Policy	In Favor Rejection Abstention	
3.c. Approval of Remuneration Report	In Favor Rejection Abstention	
3.d. Review of statutory financial statements: no vote required		
3.e. Review of Annual Report Board of Directors and statutory auditor: no vote required		
4. Approval of statutory financial statements	In Favor Rejection Abstention	
5. Appropriation of result	In Favor Rejection Abstention	
6. Discharge of statutory auditor	In Favor Rejection Abstention	
7. Discharge of directors	In Favor Rejection Abstention	
8.a. Re-appointment of SWID AG, represented by Mr. Jensen, as executive, non-independent director	In Favor Rejection Abstention	
8.b. Re-appointment of TTP bv, represented by Mr. Vanderhaegen, as non-executive, non-independent director	In Favor Rejection Abstention	
9. Allocation of Board of Directors' fees	In Favor Rejection Abstention	

10. Update on Corporate Governance Code: no vote required
11. Proxy publication decisions Annual Shareholder Meeting
12. Questions and answers: no vote required

In Favor Rejection Abstention	

Agenda item (see resolution included in the agenda)	Column for shareholder	Column for proxy holder
Agenda Special Shareholder Meeting		
1. Renewal authorization Board of Directors authorized capital		
1.a. Renewal authorization - decision	In Favor Rejection Abstention	
1.b. Renewal authorization- changes of bylaws	In Favor Rejection Abstention	
2. Renewal authorization Board of Directors to buy back shares to avoid serious and imminent threat		
2.a. Renewal authorization Board of Directors to buy back shares to avoid serious and imminent threat - decision	In Favor Rejection Abstention	
2.b. Renewal authorization Board of Directors to buy back shares - decision	In Favor Rejection Abstention	
2.c. Renewal authorization Board of Directors to buy back shares – changes of bylaws	In Favor Rejection Abstention	
2.d. Renewal authorization Board of Directors to buy back shares through direct subsidiaries – decision	In Favor Rejection Abstention	
2.e. Renewal authorization Board of Directors to buy back shares through direct subsidiaries – changes of bylaws	In Favor Rejection Abstention	

2.f. Renewal authorization Board of Directors to buy back shares within framework of stock options or employee participation – decision	In Favor Rejection Abstention	
2.g. Renewal authorization Board of Directors to buy back shares within framework of stock options or employee participation – changes of bylaws	In Favor Rejection Abstention	
3. Change of bylaws in accordance with new Code on Companies and Associations	In Favor Rejection Abstention	
4. Proxy publication decision and other formalities	In Favor Rejection Abstention	

Place: _____

Date: _____

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

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

Form for Absentee Voting *

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

I, the undersigned,

(Name, first name and address of the Shareholder)

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

Declares to exercise his/her/its voting rights at the Annual Shareholder Meeting and the Special Shareholder Meeting of JENSEN-GROUP NV referred to below, as well as at any other Shareholder meetings with the same agenda that may be called subsequently as a result of any delay or adjournment, for the purpose of considering the agenda set forth below, to take part in all proceedings, to vote or abstain, to sign any minutes and other documents, to elect domicile, to sub-delegate authority, and in general to do what is useful or necessary.

The Shareholder casts his votes for the Annual Shareholder Meeting and the Special Shareholder Meeting of May 18, 2021 as follows:

Agenda item (see resolution included in the agenda)	Column for shareholder	Column for proxy holder
Agenda Annual Shareholder Meeting		
1. Opening of meeting: no vote required		
2. Consolidated financial statements: no vote required		
3.a. Presentation of Remuneration Report: no vote required		
3.b. Approval of Remuneration Policy	In Favor Rejection Abstention	
3.c. Approval of Remuneration Report	In Favor Rejection Abstention	
3.d. Review of statutory financial statements: no vote required		

3.e. Review of Annual Report Board of Directors and statutory auditor: no vote required		
4. Approval of statutory financial statements	In Favor Rejection Abstention	
5. Appropriation of result	In Favor Rejection Abstention	
6. Discharge of statutory auditor	In Favor Rejection Abstention	
7. Discharge of directors	In Favor Rejection Abstention	
8.a. Re-appointment of SWID AG, represented by Mr. Jensen, executive non-independent director	In Favor Rejection Abstention	
8.b. Re-appointment of TTP bvba, represented by Mr. Vanderhaegen, non-executive, non-independent director	In Favor Rejection Abstention	
9. Allocation of Board of Directors' fees	In Favor Rejection Abstention	
10. Update on Corporate Governance Code: no vote required		
11. Proxy publication decisions Annual Shareholder Meeting	In Favor Rejection Abstention	
12. Questions and answers: no vote required		

Agenda item (see resolution included in the agenda)	Column for shareholder	Column for proxy holder
Agenda Special Shareholder Meeting		
1. Renewal authorization Board of Directors authorized capital		
1.a. Renewal authorization - decision	In Favor Rejection Abstention	

1.b. Renewal authorization– changes of bylaws	In Favor Rejection Abstention	
2. Renewal authorization Board of Directors to buy back shares to avoid serious and imminent threat		
2.a. Renewal authorization Board of Directors to buy back shares to avoid serious and imminent threat - decision	In Favor Rejection Abstention	
2.b. Renewal authorization Board of Directors to buy back shares - decision	In Favor Rejection Abstention	
2.c. Renewal authorization Board of Directors to buy back shares – changes of bylaws	In Favor Rejection Abstention	
2.d. Renewal authorization Board of Directors to buy back shares through direct subsidiaries – decision	In Favor Rejection Abstention	
2.e. Renewal authorization Board of Directors to buy back shares through direct subsidiaries – changes of bylaws	In Favor Rejection Abstention	
2.f. Renewal authorization Board of Directors to buy back shares within framework of stock options or employee participation – decision	In Favor Rejection Abstention	
2.g. Renewal authorization Board of Directors to buy back shares within framework of stock options or employee participation – changes of bylaws	In Favor Rejection Abstention	
3. Change of bylaws in accordance with new Code on Companies and Associations	In Favor Rejection Abstention	
4. Proxy publication decision and other formalities	In Favor Rejection Abstention	

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

Place: _____

Date: _____

Signature:
