

TESSENDERLO GROUP
Public Limited Company
Troonstraat 130, 1050 Brussels
0412.101.728 RPR Brussels, Dutch speaking section

(the 'Company')

**CONVENING NOTICE FOR THE ORDINARY GENERAL SHAREHOLDERS' MEETING
OF MAY 13, 2025**

The Board of Directors of the Company is honoured to invite its shareholders to the ordinary general shareholders' meeting of the Company, scheduled on

May 13, May 2025 as of 10.00 a.m.

Please note that the general meeting will, irrespective of the number of shares represented, validly deliberate and decide on the agenda and resolution proposals.

We enclose herewith a proxy for the general meeting, to be used in case you wish to be represented at the meeting by a proxy holder, and all other documentation with regard to this meeting.

The meeting will take place at the **registered office of the Company at 1050 Brussels, Rue du Trône 130.**

AGENDA ORDINARY GENERAL MEETING

- 1. Examination of the statutory annual accounts and the consolidated annual accounts for the financial year closed on December 31, 2024, of the annual reports of the Board of Directors and of the reports of the statutory auditor with respect to said annual accounts**
- 2. Approval of the statutory annual accounts for the financial year closed on December 31, 2024 and allocation of the result**

Proposed resolution:

The general meeting approves the statutory annual accounts for the financial year closed on December 31 2024, as well as the allocation of the result, as proposed by the Board of Directors, including the payment of a gross dividend of EUR 0.75 per share, payable on June 6, 2025.

- 3. Approval of the remuneration report for the financial year closed on December 31, 2024**

The Code of Companies and Associations requires the general meeting to approve the remuneration report each year by separate vote. This report includes a description of the remuneration policy that was applicable in 2024 and information on the remuneration of the members of the Board of Directors and of the Executive Committee.

Proposed resolution:

The general meeting approves the remuneration report of the Company as included in the annual report on the financial year closed on December 31, 2024.

- 4. Approval of the remuneration policy**

The Code of Companies and Associations requires the Company to establish a remuneration policy and to submit such policy to the approval of the general meeting.

Proposed resolution:

The general meeting approves the remuneration policy of the Company.

5. Discharge to the members of the Board of Directors, of the resigning directors and of the statutory auditor

Proposed resolutions:

5.1 Discharge of the Board of Directors

By separate vote and in accordance with article 7:149 of the Code of Companies and Associations, the general meeting grants discharge to the members of the Board of Directors for the execution of their mandate during the financial year ended on December 31, 2024.

5.2 Discharge of the resigning Directors

By separate vote and in accordance with article 7:149 of the Code of Companies and Associations, the general meeting grants discharge to Mr. Stefaan Haspeslagh, resigning director as of May 6, 2024 and to Mrs. Laurie Tack, resigning director as of August 20, 2024, for the execution of their mandate that they exercised until that term.

5.3 Discharge of the statutory auditor

By separate vote and in accordance with article 7:149 of the Code of Companies and Associations, the general meeting grants discharge to the statutory auditor for the execution of its mandate during the financial year ended on December 31, 2024.

6. Appointment of Directors

6.1 Acknowledgement of resignation and confirmation of co-optation of West Linde BV, with permanent representative Mrs. Laurie Tack, as non-executive director

The Board of Directors of August 20, 2024 took note of the resignation of Mrs. Laurie Tack and co-opted the company West Linde BV, with Mrs. Laurie Tack as its permanent representative, as director of the Company for the remaining term of office of the director being replaced.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors proposes to confirm the co-optation of West Linde BV, with Mrs. Laurie Tack as its permanent representative, for the remaining term of office of the director being replaced.

The curriculum vitae of Mrs. Laurie Tack is available on the website of Tessenderlo Group: [Curriculum vitae | Tessenderlo](#)

Proposed resolution:

The general meeting takes note of the resignation of Mrs. Laurie Tack and confirms the co-optation of West Linde BV, with Mrs. Laurie Tack as permanent representative, as non-executive director, for the remaining term of office of the director being replaced, in particular until after the general meeting approving the annual accounts for the financial year ending on December 31, 2026.

6.2 Appointment of Mrs. Roseline Braet as non-executive director

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors proposes to nominate Mrs. Roseline Braet as non-executive director for a statutory period of four years given the professional skills of the aforementioned as demonstrated by the curriculum vitae.

Mrs. 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 optimisation. By translating data-driven insights into strategic actions, she helps strengthen commercial performance. Mrs. Braet has been working as a Margin Analyst at Van Marcke since 2020.

Proposed resolution:

The general meeting nominates Mrs. Roseline Braet as non-executive director for a statutory period of four years. The mandate will end after the general meeting approving the annual accounts for the financial year closed on December 31, 2028..

6.3 Appointment of Mr. Sebastià Pons as independent non-executive director

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors proposes to nominate Mr. Sebastià Pons as independent non-executive director for a statutory period of four years given the professional skills of the aforementioned as demonstrated by the curriculum vitae.

Mr. 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, Mr. 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.

Mr. Pons is currently a member of the Board of Directors of Crop Life Europe and of various FMC entities.

Mr. Pons 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.

Mr. Pons complies with the functional, family and financial criteria of independence as provided for in article 7:87 of the Code of Companies and Associations and in the corporate governance charter of the Company.

Proposed resolution:

6.3 a. The general meeting appoints Mr. Sebastià Pons as non-executive director for the statutory term of four years. The mandate will end after the general meeting approving the annual accounts for the financial year closed on December 31, 2028.

6.3 b. The general meeting acknowledges that, from the information made available to the Company, Mr. Pons qualifies as an independent director according to the independence criteria provided for by article 7:87 of the Code of Companies and Associations and by provision 3.5 of the 2020 Belgian Corporate Governance Code and appoints him as independent director.

7. Reappointment of the auditor and appointment of the auditor with the “assurance assignment” of the sustainability report

The general meeting takes note of the end of the mandate of KPMG Bedrijfsrevisoren/Réviseurs d'Entreprises BV/SRL (hereinafter “KPMG”), on the date of the general meeting of May 13, 2025.

Proposed resolutions:

The general meeting reappoints KPMG Bedrijfsrevisoren/Réviseurs d'Entreprises BV/SRL (hereinafter "KPMG") (B00001), Luchthaven Brussel Nationaal 1K in 1930 Zaventem as auditor for a term of 3 years for the audit of the annual accounts of TESSENDERLO GROUP NV for the financial years ending on December 31, 2025, December 31, 2026 and December 31, 2027.

The mandate will expire after the general meeting held to deliberate on the accounts for the financial year ending December 31, 2027.

KPMG has appointed Mr. Joachim Hoebeeck (IBR No. A02262), auditor, as permanent representative.

The remuneration of the auditor for the audit of the annual accounts is set at EUR 91,148, excluding costs and VAT for the financial year ending on December 31, **2025**.

Directive (EU) 2022/2464 of the European Parliament and of the Council of December 14, 2022 amending Regulation (EU) No 537/2014, Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU on the corporate sustainability reporting by companies (the "CSRD Directive") requires TESSENDERLO GROUP NV to have its sustainability information included in the annual report certified.

The general meeting also appoints KPMG for this complementary assurance assignment with regard to sustainability reporting by companies for the financial years ending on December 31, 2025, December 31, 2026 and December 31, 2027. The appointment will expire after the general meeting held to deliberate on the accounts for the financial year ending December 31, 2027. KPMG has appointed Mr. Joachim Hoebeeck (IBR No. A02262), auditor, as permanent representative for this complementary assurance assignment with regard to sustainability reporting by companies .

The remuneration of the auditor for the complementary assurance assignment with regard to sustainability reporting by companies is set at EUR 120,000, excluding costs and VAT for the financial year ending on December 31, **2025**.

These fees are adjusted each year in line with the evolution of the health index. All direct costs specifically contracted with third parties that are necessary for the performance of KPMG's services are not included in the fees and will be invoiced additionally, including the variable contributions on turnover (including contribution per mandate) that KPMG owes to the Institute of Company Auditors.

The general meeting reconfirms the appointment of KPMG for the complementary assurance assignment with regard to sustainability reporting by companies (the "CSRD Directive") for the financial year ended December 31, **2024**.

KPMG has appointed Mr. Tanguy Legein (IBR No. A02651), auditor, and Mr. Joachim Hoebeeck (IBR No. A02262), auditor, as permanent representatives for this complementary assurance assignment. The remuneration of the auditor for the complementary assurance assignment with regard to sustainability reporting by companies is set at EUR 132,000, excluding costs and VAT for the financial year ended December 31, **2024**.

8. Approval in accordance with article 7:151 of the Code of Companies and Associations of the provisions regarding change of control in connection with the credit agreements with KBC Bank, Crédit Lyonnais

Proposal of resolution:

In accordance with Article 7:151 of the Code of Companies and Associations, the general meeting approves each clause of all bilateral credit agreements concluded in 2024 between the Company as borrower and, KBC Bank NV and Crédit Lyonnais SA as lender, that can grant rights to those banks that may affect the Company's assets or that may give rise to a debt or an obligation for the Company, when the exercise of these rights depends on the issuing of a public takeover bid for the Company's shares or a change in control of the Company.

ADMISSION PROCEDURE:

In order to be admitted to the general meeting as a shareholder and to vote in person or by proxy, the shareholders need to comply with article 7:134, §2 of the Belgian Code of Companies and Associations and article 25 of the articles of association of the Company.

To fulfil these conditions, the shareholders must adhere to the following instructions:

For the holders of registered shares:

- The holders of registered shares must be registered in the Company's shareholders' register on April 29, 2025 at midnight (Belgian time) (the Registration Date), for at least the number of shares for which they wish to be registered on the Registration Date and with which they wish to participate in the general meeting ; and
- They must confirm to the Company no later than May 7, 2025 at midnight (Belgian time) that they wish to participate in the general meeting by sending an email to GM-Admin@tessengerlo.com
- By decision of the extraordinary shareholders' meeting of July 10, 2019, it was decided to introduce a loyalty voting right. As a result, each fully paid-up share that has been registered in the name of the same shareholder in the register of registered shares for at least two years without interruption entitles it to a double vote in accordance with the Code of Companies and Associations. The right to double voting rights is determined on the Record Date, namely on April 29, 2025 at midnight, Belgian time.

For the holders of dematerialised shares:

- Holders of dematerialised shares must be registered on the accounts of a recognised account holder or a settlement institution for the number of shares for which they wish to be registered with a view to participate in the general meeting on April 29, 2025 at midnight (Belgian time) (the Registration Date).
- These shareholders must also:
 - o Request the recognised account holder or the settlement institution (Bank Degroof, Belfius Bank, BNP Paribas Fortis, ING and KBC Bank) to deliver a certificate stating the number of dematerialised shares that they held with this financial institution on April 29, 2025 at midnight (Belgian time) (the Registration Date) and for which they wish to be registered for the general meeting; and
 - o Provide this certificate to the Company by e-mail to GM-Admin@tessengerlo.com no later than May 7, 2025 at midnight (Belgian time).
- In addition, these shareholders must confirm to the Company by midnight (Belgian time) on May 7, 2025 at the latest that they wish to participate in the general meeting by sending an email to GM-Admin@tessengerlo.com.
They can also have the confirmation of their participation carried out by the financial institution at the same time as the confirmation of their registration.

PROXY

In accordance with article 7:143 of the Code of Companies and Associations and article 26 of the articles of association of the Company, the holders of securities may be represented at the general meeting by a proxy holder. The holders of securities are requested to use the proxy form drawn up by the Company when appointing a proxy holder, available on the website of the Company (www.tessengerlo.com) and at the registered office of the Company.

The appointment of a proxy holder is done in writing or electronically and must be signed by the shareholder, if applicable with an electronic signature in accordance with the applicable Belgian legislation.

The appointment of a proxy holder is done in accordance with the applicable Belgian legislation, in particular on conflicts of interest.

The signed proxies must reach the Company by e-mail as well as the original by post, no later than May 7, 2025 at midnight (Belgian time) (for contact details, see below).

Holders of securities who wish to be represented must in any event comply with the registration and confirmation procedure set out above.

RIGHT TO HAVE ITEMS PUT ON THE AGENDA AND TO SUBMIT RESOLUTION PROPOSALS

In accordance with article 7:130 of the Code of Companies and Associations, shareholders who alone or together hold at least 3% of the capital of the Company may have new items placed on the agenda of the general meeting and submit proposals for resolutions with respect to existing or new agenda items of this meeting.

The proposals to add agenda items and the proposals for resolutions must (i) be accompanied by the text of the items to be discussed and the associated proposals for resolutions, or by the text of the proposals for resolutions to be placed on the agenda; (ii) prove possession of the aforementioned required share in the capital on the date of the request; and (iii) indicate the postal or e-mail address to which the Company will send proof of receipt of this request within 48 hours of such receipt.

The proposals must reach the Company (for contact details, see below) at the latest on April 21, 2025 at midnight (Belgian time). The Company will publish an amended agenda no later than April 28, 2025 if it has received one or more valid proposals to add items to the agenda or proposals for resolutions within the above-mentioned period.

RIGHT TO ASK QUESTIONS

In accordance with article 7:139 of the Code of Companies and Associations, all shareholders have the right to submit written questions to the directors and the auditor prior to the general meeting, as well as to ask oral questions during the general meeting.

Written questions must be submitted in advance. Written questions will only be answered if the shareholder has complied with the admission conditions described above in accordance with article 7:134 of the Code of Companies and Associations and if the written questions have been received by the Company no later than midnight (Belgian time) on May 7, 2025 (for contact details, see below).

Further explanation of these rights and their conditions of application can be found on the website of Tessengerlo Group www.tessengerlo.com

AVAILABILITY OF DOCUMENTS

In accordance with article 7:129 of the Code of Companies and Associations, all documents relating to this general meeting can be consulted on the Company's website www.tessengerlo.com

Also from the date of publication on the Company's website, shareholders can consult these documents and/or request a copy free of charge at the Company's registered office, Troonstraat 130, 1050 Brussels, on working days and during normal office hours.

CONTACT DETAILS OF THE COMPANY

All communications, confirmations, proposals or requests from a holder of shares to the Company in connection with this convening notice should be addressed to:

Tessenderlo Group NV
For the attention of the legal department
Troonstraat 130,
B - 1050 Brussels
With a copy by e-mail to GM-Admin@tessenderlo.com.

MISCELLANEOUS

In order to attend the general meeting, the holders of securities or the proxy holders must be able to prove their identity (identity card/passport). The representatives of legal entities must present a copy of the documents proving their identity and their powers to represent these legal entities. Shareholders are requested to register, if possible, 45 minutes before the general meeting in order to facilitate the drawing up of the attendance list.

Limited parking is available in our underground car park at Waversesteenweg 212.

DATA PROTECTION

The Company is responsible for the processing of the personal data it receives from shareholders, holders of other securities issued by the Company (such as bonds) and proxy holders in the context of the general meetings in accordance with the applicable data protection legislation. The Company will process personal data lawfully in order to comply with legal obligations, for the pursuit of a legitimate interest or on the basis of consent.

The processing of such personal data will take place in particular for the analysis and management of the attendance and voting procedure with regard to the general meeting as well as for the management of the nominative shareholders' register, and this in accordance with the applicable legislation. The personal data will not be kept longer than necessary in light of the aforementioned purposes. The rights that shareholders, holders of other securities issued by the Company and proxy holders can exercise against the Company in accordance with the applicable data protection legislation are set out on <https://www.tessenderlo.com/en/privacy-policy>.

Please note that in case of any inconsistencies between the different language versions, the Dutch version will prevail.

The Board of Directors