

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 12, 2026**

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

May 12, May 2026 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, Troonstraat 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, 2025, 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, 2025 and allocation of the result**

The general meeting takes note of the proposal of the Board of Directors to distribute an amount to the shareholders from the available share premiums, recorded in a separate equity account.

Proposed resolution:

The general meeting approves the statutory annual accounts for the financial year closed on December 31, 2025, as well as the allocation of the result, as proposed by the Board of Directors, including the payment of a gross amount of EUR 0.75 per share from the available share premiums, payable on June 5, 2026.

- 3. Approval of the remuneration report for the financial year closed on December 31, 2025**

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 2025 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, 2025.

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, 2025.

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. Karel Vinck, resigning director as of August 25, 2025 and to Mrs. Roseline Braet, resigning director as of November 6, 2025, 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, 2025.

6. Appointment of directors

6.1 Confirmation of co-optation of Rocco BV, with permanent representative Mrs. Roseline Braet, as non-executive director

The Board of Directors of November 6, 2025 took note of the resignation of Mrs. Roseline Braet and co-opted the company Rocco BV, with Mrs. Roseline Braet 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 Rocco BV, with Mrs. Roseline Braet as its permanent representative, for the remaining term of office of the director being replaced.

The curriculum vitae of Mrs. Roseline Braet is available on the website of Tessengerlo Group: www.tessengerlo.com/en/curriculum-vitae.

Proposed resolution:

The general meeting confirms the co-optation of Rocco BV, with Mrs. Roseline Braet as permanent representative, as non-executive director, for the remaining term of office of the director being replaced, until after the general meeting approving the annual accounts for the financial year ending on December 31, 2028, i.e. at the general meeting of May 8, 2029.

6.2 Confirmation of co-optation of Mrs. Béatrice Bruey, as independent non-executive director

The Board of Directors of November 6, 2025 took note of the resignation of Mr. Karel Vinck and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of March 25, 2026 co-opted Mrs. Béatrice Bruey as independent non-executive director of Tessengerlo Group NV for the remaining term of office of Mr. Karel Vinck which would end on May 11, 2027, given the professional skills of the aforementioned as demonstrated by the curriculum vitae.

The curriculum vitae of Mrs. Béatrice Bruey is available on the website of Tessengerlo Group: www.tessengerlo.com/en/curriculum-vitae.

Mrs. Bruey is a French national and has 33 years of senior leadership experience within GEA Group AG, an industrial global engineering group.

Mrs. Bruey holds a Chemical Engineering degree (UTC), one EMBA (HEC Paris) and one MBA (EM Lyon). Her career spans over three decades across multiple industrial sectors, including machinery, food and beverage, pharmaceuticals, energy, industrial refrigeration, and turnkey process solutions, with extensive international exposure across Europe, Latin America, and the Asia Pacific region.

Since 2020 until early 2026, Mrs. Bruey has served as CEO for the Asia Pacific Region and has been a member of the Group Executive Committee of the GEA Group. She brings cross functional experience in sales, service, engineering, global operations, and regional leadership across five divisions. Recognised for a strong track record in international expansion, organisational transformation, M&A integration, and governance, Mrs. Bruey is also known for her ability to lead large scale matrix and multicultural organisations in complex and volatile environments.

Mrs. Bruey 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:

The general meeting confirms the co-optation of Mrs. Béatrice Bruey as independent non-executive director, for the remaining term of office of the director being replaced, until after the general meeting approving the annual accounts for the financial year ending on December 31, 2026, i.e. at the general meeting of May 11, 2027.

The general meeting acknowledges that, from the information made available to the Company, Mrs. Bruey 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 her as independent director.

7. Approval of the remuneration of the auditor

Proposed resolution:

The general meeting decides to set the remuneration of the auditor for the audit of the annual accounts for the financial year ending on December 31, 2026 at EUR 64,762, excluding costs and VAT and for the complementary assurance assignment with regard to sustainability

reporting by companies the remuneration is set at EUR 123,000, excluding costs and VAT for the financial year ending on December 31, 2026.

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 BNP Paribas Fortis, ING Bank NV, KBC Bank NV and Belfius Bank NV

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 2025 between the Company as borrower and, BNP Paribas Fortis, ING Bank NV, KBC Bank NV and Belfius Bank NV 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 28, 2026** 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 6, 2026** 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 28, 2026** at midnight, Belgian time.

For the holders of dematerialised shares:

- Holders of dematerialized shares must be registered on the accounts of a recognized 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 28, 2026** at midnight (Belgian time) (the Registration Date).
- These shareholders must also:
 - o Request the recognized 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 dematerialized shares that they held with this financial institution on **April 28, 2026** 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 6, 2026** at midnight (Belgian time).
- In addition, these shareholders must confirm to the Company by midnight (Belgian time) on **May 6, 2026** 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 6, 2026** 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 20, 2026** at midnight (Belgian time). The Company will publish an amended agenda no later than **April 27, 2026** 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 6, 2026** (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:

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