

## **ADDITIONAL INFORMATION ON CERTAIN SHAREHOLDER RIGHTS OF PARTICULAR RELEVANCE IN THE CONTEXT OF GENERAL MEETINGS**

*Disclaimer: This information is provided for general information purposes only. In the event of contradiction between this document and the rules provided in the Belgian Code of Companies and Associations or the articles of association, the latter will prevail. This summary should not be relied upon as legal advice. Shareholders faced with specific queries or concerns in relation to these rights are welcome to contact the legal department of the company (attn. legal department, Tessenderlo Group NV/SA, rue du Trône 130, 1050 Brussels, GM-Admin@tessenderlo.com) or their personal legal advisor.*

### **Right to add items to the agenda and to propose resolutions**

Shareholders who, alone or jointly, hold at least 3% of the capital of the company may add items to the agenda of shareholders' meetings and file resolution proposals in relation to items put or to be put on the agenda of such meetings.

This right does not apply to shareholders' meetings convened following a first shareholders' meeting which could not validly deliberate because the required attendance quorum was not reached.

Shareholders who wish to exercise this right must notify the company in writing. The notification should be sent as indicated in the convening notice, and must reach the company at the latest on the 22<sup>nd</sup> calendar day before the shareholders' meeting concerned.

The notification should include :

- the text of the items to be added to the agenda as well as the corresponding resolutions and/or the text of the newly proposed resolutions concerning items that were already on the agenda;
- proof that the requesting shareholder(s) (jointly) hold(s) at least 3% of the capital on the date of the notification; the ownership on the date of the notification will be evidenced (i) for registered shares, by their entry in the shareholders' register of the company and (ii) for dematerialized shares, by a certificate delivered by an authorized account holder or the clearing institution testifying the registration of the shares in one or more accounts held by such authorized account holder or clearing institution;
- a postal address, fax number or e-mail address to which the company can send the receipt confirmation.

The company will confirm receipt of the requests within 48 hours and publish a revised agenda at the latest on the 15th calendar day before the shareholders' meeting concerned. It will also publish revised proxy forms on its website. Notwithstanding the above, all previously submitted proxies shall remain valid for the agenda items they cover. The proxy holder may however deviate from the instructions given by the shareholder in previously given proxies for items on the agenda for which new resolution proposals are added, if carrying-out these instructions could be detrimental to the shareholder he/she represents. The proxy holder must in any event inform the shareholder (proxy giver) hereof. The proxy should also indicate whether, in case new items are added to the agenda by shareholders, the proxy holder is entitled to vote on the new items or whether he/she should abstain.

The agenda items and proposed resolutions to be added will be discussed by the general meeting only if:

- the above conditions are met;
- the legal quorum (if any) is met; and
- at the record date, at least 3% of the capital is registered in the name of the requesting shareholder(s).

### **Right to ask questions**

Each shareholder is entitled to ask questions to the directors and the statutory auditor with respect to their reports or, only with respect to the directors, the agenda items of the shareholders' meeting. The directors and the statutory auditor must answer these questions to the extent this does not prejudice the commercial interests of the company or the confidentiality commitments undertaken by the company, its directors or its statutory auditor. Questions relating to the same subject may be grouped and answered together.

The questions can be formulated before the shareholders' meeting (in writing by letter or by electronic means to the address indicated in the convening notice) or (orally) during the shareholders' meeting. Questions formulated in writing or by electronic means must reach the company at the latest on the 6th calendar day before the shareholders' meeting; they will only be answered if the shareholder has complied with the admission formalities (registration and confirmation procedure) for the shareholders' meeting concerned.

### **Proxy voting**

Shareholders may also be represented by a proxy holder at shareholders' meetings. A shareholder may appoint only one person as proxy holder, except in circumstances where the Belgian Code of Companies and Associations allows the appointment of multiple proxy holders. A proxy given for a certain shareholders' meeting remains valid for all subsequent meetings with the same agenda. Shareholders are invited to appoint a proxy holder using the form prepared by the company. The appointment of a proxy holder by a shareholder is made in writing or by electronic means and must be signed by the shareholder, as the case may be with an electronic signature in accordance with the

applicable legal requirements. The notification of the appointment must be made in writing or by electronic means and must reach the company at the latest on the 6th calendar day before the shareholders' meeting concerned. Shareholders who want to be represented by a proxy holder must comply with the admission formalities (registration and confirmation procedure) for the shareholders' meeting concerned; otherwise, their proxy form will not be taken into account.

In case of a potential conflict of interests between the proxy holder and the shareholder, the proxy holder (i) must disclose the specific facts which may be relevant for the shareholder in assessing any risk that the proxy holder might pursue any interest other than the interest of the shareholder and (ii) may exercise the voting right only where he/she has received specific voting instructions for each item of the agenda.

A conflict of interests exists, for example, when shareholders appoint as a proxy holder: (i) the company itself, an entity controlled by it, a shareholder controlling the company or any other entity controlled by such shareholder; (ii) a member of the board of directors or the executive committee of the company, a management body of a shareholder controlling the company or of any other controlling entity referred to under (i); (iii) an employee or a (statutory) auditor of the company, of the shareholder controlling the company or of any other controlling entity referred to under (i); (iv) a person who has a parental tie with a natural person referred to under (i) to (iii) or who is the spouse or the legal cohabitant of such person or of a relative of such person. Proxy forms which fail to indicate to whom they are addressed will be considered to be addressed to the chairman of the meeting, thereby creating a potential conflict of interests.

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