Agenda for the Extraordinary General Meeting ("EGM") of TKH Group N.V. ("TKH"),
to be held at 't Hagen, Scholtenhagenweg 36, Haaksbergen, the Netherlands
on Thursday 3 September 2026 at 10:00 a.m. (CEST)

This EGM will be conducted in English

Agenda

1. Opening

2. Proposal to appoint Mr. G. Grandi as member of the Executive Board (vote)

3. Proposal to approve the separation of the Electrification business from the TKH Group, on conditions to be determined by the Executive Board with the prior approval of the Supervisory Board (vote)

4. Any other business and close

EXPLANATORY NOTES

Item 2
In accordance with the Articles of Association of TKH, the Supervisory Board has made a binding nomination for the appointment of Mr. Guido Grandi as member of the Executive Board with effect from 3 September 2026 until the end of the Annual General Meeting to be held in 2030. Per 1 January 2027, or such earlier date as the separation of the Electrification business is executed, Mr. Grandi will be designated as Chairman of the Executive Board and Chief Executive Officer ("CEO") of TKH. The EGM may reject the binding nature of a nomination with an absolute majority of votes cast, constituting at least one-third of the issued capital. If the EGM rejects the binding character of the nomination, a new binding nomination will be made by the Supervisory Board, which will be submitted at a new general meeting.

The Supervisory Board has conducted an extensive search and selection process and unanimously nominates Mr. Grandi as the new Chair of the Executive Board and CEO of TKH. In September 2025, TKH announced the intended carve-out of the Electrification business from the TKH Group. With this separation, TKH has entered the next phase of its development, enabling a dedicated focus, increased opportunities and a healthy outlook for both the Automation activities and the Electrification business, based on the strong foundations that have been created over the past period. The Supervisory Board considers Mr. Grandi to be the right match to lead TKH's Automation activities into its next stage as a more focused and integrated company.

Mr. Grandi (55) most recently served as CEO of Norma Group SE, an international market leader in joining technologies, offering innovative solutions for key markets (€1.2bn turnover, 8,500 employees). Prior to joining the Norma Group, Mr. Grandi was CEO of WKW Group. Mr. Grandi is a German national who graduated in Mechanical Engineering, with a focus on aerospace engineering, and completed an MBA at Arizona State University. Mr. Grandi has broad international experience in managing transformational and re-alignment processes across the industrial sector, having also held senior management positions at industrial groups thyssenkrupp, Ford and United Technologies Corporation. Mr. Grandi currently holds a supervisory position at KUKA SE & Co KG Aa, an international Robotics Group.

The proposed appointment was submitted to the Central Works Council for advice, and the Central Works Council has advised positively.

The remuneration of Mr. Grandi will be in line with the remuneration policy of TKH as applicable to the Executive Board.

The curriculum vitae (CV) of Mr. Grandi and a summary of the management services agreement with Mr. Grandi forms part of these explanatory notes and can be downloaded from TKH's website (www.tkhgroup.com), and are also available at TKH's offices at Spinnerstraat 15, 7481 KJ Haaksbergen, the Netherlands.

As of 3 September 2026, subject to the appointment of Guido Grandi at the EGM, TKH's Executive Board will consist of four members up until the separation: Alexander van der Lof (CEO until 1 January 2027, or such earlier date as the separation of the Electrification business is executed), Elling de Lange (CFO), Harm Voortman (COO) and Guido Grandi (CEO from 1 January 2027 onwards, or from such earlier date as the separation of the Electrification business is executed). Following the separation of the Electrification business, Alexander van der Lof will resign from TKH's Executive Board and continue as CEO of TKH Electrification.

Item 3
On 25 September 2025, TKH announced its accelerated transition towards becoming a leading Automation company and the intended separation of its Electrification business as part of its Capitalize & Execute 2028 strategy.

It is proposed that the General Meeting approves the separation of the Electrification business from the TKH Group on conditions to be determined by the Executive Board with the prior approval of the Supervisory Board.

For a further specification and explanation of the proposed separation and General Meeting approval requested, reference is made to the Shareholders Circular published on the Company's website (www.tkhgroup.com), which forms part of these explanatory notes. The Shareholders Circular is also available at TKH's offices at Spinnerstraat 15, 7481 KJ Haaksbergen, the Netherlands.