



# Agenda

The Annual General Meeting (“AGM”) of TKH Group N.V. (“TKH” or the “Company”), to be held at 't Hagen, Scholtenhagenweg 36, Haaksbergen, the Netherlands, on Wednesday May 13, 2026, at 1:30 p.m. (CEST).

This AGM will be conducted in the Dutch language.

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## Agenda

### 1. Opening

### 2. Report of the Executive Board, annual financial statements, dividend, and discharge

- a. Presentation of the report of the Executive Board, including compliance with the Dutch Corporate Governance Code, and the annual financial statements for the 2025 financial year
- b. Remuneration report for the 2025 financial year (advisory vote)
- c. Proposal to adopt the annual financial statements for the 2025 financial year (vote)
- d. Explanation of the policy concerning reserves and dividends
- e. Proposal to declare the 2025 dividend and make it payable (vote)
- f. Discharge of the members of the Executive Board for their management duties in the financial year 2025 (vote)
- g. Discharge of the members of the Supervisory Board for their supervisory duties in the financial year 2025 (vote)

### 3. Proposal to re-appoint Mr. H.J. Voortman Msc as a member of the Executive Board (vote)

### 4. Proposal to re-appoint Mr. P.W.B. Oosterveer as a member of the Supervisory Board (vote)

### 5. Proposal to appoint the Executive Board as the competent authority to decide on:

- a. the issue of ordinary shares and cumulative financing preference shares (vote)
- b. the restriction or exclusion of shareholders’ pre-emptive rights regarding the issue of shares referred to under a (vote)

### 6. Proposal to authorize the Executive Board to acquire shares in the Company (vote)

### 7. Proposal to authorize the Executive Board to reduce issued capital by cancelling ordinary shares (vote)

### 8. Any other business and close

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# Explanatory Notes

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## Item 2

- a. The Dutch Corporate Governance Code (the "**Code**") provides guidance on the governance of Dutch listed companies. A revised Code came into force as of the financial year starting on 1 January 2025 (the "**2025 Code**"). The Company's annual report for the financial year 2025 (the "**Annual Report 2025**") contains a chapter outlining the Company's corporate governance structure and compliance with the 2025 Code. The Corporate Governance chapter can be found in the Annual Report 2025 on pages 60-61.
- b. In accordance with Dutch law, the 2025 remuneration report will be discussed with and submitted to the general meeting for an advisory vote. It is proposed to approve the 2025 remuneration report. TKH has drawn up the 2025 remuneration report, including an overview of the remuneration of individual members of the Executive Board and of the Supervisory Board, in accordance with statutory requirements. The 2025 remuneration report is included in the Annual Report 2025 on pages 50-59, and is published on the TKH website: [www.tkhgroup.com](http://www.tkhgroup.com).
- c. It is proposed to adopt the 2025 annual financial statements. The 2025 annual financial statements are included in the Annual Report 2025 on pages 155-207 and are published on the TKH website: [www.tkhgroup.com](http://www.tkhgroup.com).
- d. TKH aims for an attractive return for its shareholders, which is reflected in an appropriate dividend policy. Healthy balance sheet ratios are very important for the Company's continuity. When determining distributable dividends, TKH balances profit retention for medium- to long-term growth - including capex programs and acquisitions - with a commitment to maintaining a solvency ratio of at least 35%.  
  
TKH targets a pay-out ratio of 40% to 70% of normalized net profit (before amortization and one-off items), while aiming for a dividend yield of 3% (between 2.5% and 4.5%).
- e. It is proposed to the general meeting to authorize the payment of a dividend of €1.35 per (depository receipt for an) ordinary share for the financial year 2025 (2024: €1.50). Based on the number of ordinary shares outstanding at year-end 2025, the payout ratio amounts to 58.7% of the net profit before amortization and one-off income and expenses attributable to shareholders and 57.1% of the net profit attributable to shareholders, respectively. It is proposed that the dividend be paid out in cash and charged to the reserves. The dividend will be payable on June 2, 2026, with a dividend record date of May 18, 2026, and an ex-dividend date of May 15, 2026.
- f. It is proposed to discharge the members of the Executive Board in office during 2025 from all liability in relation to the exercise of their duties in the financial year 2025, to the extent that such exercise is apparent from the annual financial statements, the announcements during a general meeting or other public disclosures prior to the adoption of the 2025 annual financial statements.
- g. It is proposed to discharge the members of the Supervisory Board in office during 2025 from all liability in relation to the exercise of their duties in the financial year 2025, to the extent that such exercise is apparent from the annual financial statements, the announcements during a general meeting or other public disclosures prior to the adoption of the 2025 annual financial statements.

## Item 3

Mr. H.J. Voortman MSc (1966) was appointed as a member of the Executive Board on April 26, 2022, for a period of four years, with the understanding his term would end after the annual general meeting held four years following his appointment. As announced, the Supervisory Board proposes the reappointment of Mr. Voortman. Mr. Voortman has indicated that he is prepared to serve another term. Based on his excellent performance, as well as his background and experience, the Supervisory Board recommends the reappointment of Mr. Voortman as a member of the Executive Board. This appointment is for a period of four years from the close of this AGM, until the end of the annual general meeting in 2030.

In accordance with the rules concerning the nomination of candidates for the Executive Board, as included in the articles of association of the Company, the nomination of Mr. Voortman is binding. The AGM 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 AGM 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 proposed reappointment has been submitted to the Central Works Council for advice, and the Central Works Council has advised positively.

Mr. Voortman is of Dutch nationality and graduated from Utrecht University, the Netherlands, as an atomic physicist. The curriculum vitae (CV) of Mr. Voortman can be downloaded from TKH's website: [www.tkhgroup.com](http://www.tkhgroup.com), and is, at the request of holders of (depository receipts of) shares, freely available at the TKH offices.

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Over the past four years, Mr. Voortman has made a clear and positive contribution to the activities of TKH, particularly in the business segment Smart Manufacturing systems. Through this contribution and his broad international management experience and knowledge, Mr. Voortman has been a valuable member of the Executive Board. Mr. Voortman has been employed by TKH since 2004. The terms and conditions of Mr. Voortman's agreement are in line with the remuneration policy applicable to the members of TKH's Executive Board, presented in the remuneration report of the Annual Report 2025 (pages 51-57). The basic salary (TRI) and the performance bonus (Short Term Incentive: STI) are both subject to the remuneration policy adopted at the 2024 annual general

meeting, and are as stated in the remuneration report. Regarding the share purchase scheme (Long Term Incentive: LTI), the applications set out in the remuneration report also apply. There is no "change of control" clause in the agreement. A clawback clause applies. Mr. Voortman participates in the pension plan of the Executive Board. Mr. Voortman holds 64,428 (depository receipts of) ordinary shares at the time of convocation of this meeting.

As of May 13, 2026, with the approval of the AGM, the Executive Board will continue to consist of J.M.A. (Alexander) van der Lof MBA (CEO), E.D.H. (Elling) de Lange MBA (CFO), and H.J. (Harm) Voortman MSc (member).

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## Item 4

At the close of the AGM, the term of Mr. P.W.B. Oosterveer as member of the Supervisory Board will end, in accordance with the applicable schedule of retirement. Under the regulations of the Supervisory Board and the articles of association of the Company, Mr. P.W.B. Oosterveer may be re-appointed for a further period of four years. Mr. P.W.B. Oosterveer has indicated that he is available for re-appointment.

The so-called "telescope system" for (re-)appointing members to the Supervisory Board will be used, so that the entire procedure can be completed in a single meeting.

In the notice for the AGM, the Supervisory Board has notified the general meeting of the vacancy within the Supervisory Board as per the end of the AGM, due to the current term of Mr. P.W.B. Oosterveer ending, and the profile of the Supervisory Board as published on the TKH website: [www.tkhgroup.com](http://www.tkhgroup.com). At the AGM, prior to the vote on the re-appointment of Mr. P.W.B. Oosterveer, the general meeting will be offered the opportunity to make recommendations for the filling of this vacancy, with due regard to the profile of the Supervisory Board. Subject to the general meeting and Central Works Council not invoking their right of recommendation, the Supervisory Board announced its recommendation to re-appoint Mr. P.W.B. Oosterveer as a member of the Supervisory Board and the general meeting will be requested to resolve upon the re-appointment of Mr. P.W.B. Oosterveer as a member of the Supervisory Board at the AGM.

The Supervisory Board has discussed the re-appointment of Mr. Oosterveer, and its members unanimously agree that his knowledge and experience bring great value to the Company, and match the expertise required in the Supervisory Board's profile. The members of the Supervisory Board consider the re-appointment of Mr. Oosterveer to be in the best interests of TKH, given his extensive knowledge of the Company and his excellent performance as a Supervisory Board member.

Mr. Oosterveer is 68 years old and studied Electronics at the HTS Leeuwarden, the Netherlands. He started his career at Alpha Engineering, as an engineer. At Fluor Corporation, he held various management positions, serving latterly as the Chief Operating Officer. Mr. Oosterveer previously also served as CEO and chairman of the Executive Board at Arcadis N.V. He currently serves as chairman of the Supervisory Board of [kanker.nl](http://kanker.nl) and advisor of Goldman Sachs Asset Management International. Furthermore, Mr. Oosterveer holds non-executive board positions at Treysta (as chairman of the Board), Statera (as member of the Board) and Van Oord (as chairman of the Board). For the purpose of Mr. Oosterveer's nomination, these existing positions and related term limits were taken into consideration. This nomination is in compliance with the legal limitations on the number of supervisory board functions a person may hold under the Dutch Management and Supervision Act ('Wet bestuur en toezicht') and the independence criteria of the Code. Mr. Oosterveer is of Dutch nationality, and he does not own any shares in TKH.

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## Item 5

- a. This concerns a proposal to designate the Executive Board, for a period of 18 months following May 13, 2026 and ending November 13, 2027, as the body that is authorized – subject to the approval of the Supervisory Board – to issue ordinary shares and cumulative financing preference shares, including the granting of rights to subscribe to such shares.
- b. This concerns a proposal to designate the Executive Board, for a period of 18 months following May 13, 2026 and ending November 13, 2027, as the body that is authorized – subject

to the approval of the Supervisory Board – to restrict or exclude pre-emptive rights in that regard.

These designations will apply to the ordinary shares and cumulative financing preference shares taken together, up to a total of 10% of the total nominal value of the issued shares as per the date of the AGM. If granted, this authorization will replace the issue authorization and exclusion of pre-emptive rights authorization granted at the 2025 annual general meeting.

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## Item 6

This concerns a proposal to authorize the Executive Board, for a period of 18 months following May 13, 2026 and ending November 13, 2027 – and within the limits of the law and the articles of association – to repurchase for valuable consideration, on the stock market or otherwise, (depository receipts of) shares of TKH up to a maximum of 10% of the issued capital of TKH at the time of repurchase. TKH shall not hold, through the repurchase of (depository receipts of) shares, more than 10% of the issued capital at the time of repurchase.

The price of the (depository receipts of) ordinary shares being repurchased shall be between the amount equal to the par value they represent, and the amount equal to 110% of the market price.

Market price is defined as the average of the highest trading price on each of the five trading days preceding the date of acquisition of (a depository receipt for) an ordinary share in TKH,

as shown in the Official Price List of Euronext Amsterdam N.V. In case of a self-tender offer, an accelerated repurchase program or any other repurchase program deemed similar by the Executive Board, the Executive Board may decide that the market price is defined as the arithmetic average of the daily VWAP (volume-weighted average price) of (depository receipts of) ordinary shares on Euronext Amsterdam over a period of at least one trading day.

The price for priority shares shall be equal to their par value. The price for cumulative financing preference shares and cumulative protection preference shares shall be equal to the sum that TKH would have to pay, by virtue of the provisions of the TKH articles of association, if the shares were being withdrawn.

If granted, this authorization will replace the repurchase authorization granted at the 2025 annual general meeting.

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## Item 7

This concerns a proposal to authorize the Executive Board, for a period of 18 months following May 13, 2026 and ending November 13, 2027 – and within the limits of the law and the articles of association – to reduce the issued capital with due observance of the provisions of article 2:99 of the Dutch Civil Code and the articles of association, by cancellation of ordinary shares that the Company holds itself or of which it holds the depository receipts of shares. The purpose of the capital reduction is to cancel repurchased (depository receipts of) shares because there is currently no intention to re-issue those (depository receipts of) shares.

This concerns a number of (depository receipts of) shares to be determined by the Executive Board, with the approval of the Supervisory Board, on the understanding that this number will not exceed the number of (depository receipts of) shares that have been repurchased.

The resolution to reduce the issued capital can be implemented after a two-month objection period for creditors has been observed in accordance with article 2:100 of the Dutch Civil Code.