



INVITATION

Invitation to attend the Annual General Meeting of Shareholders of TKH Group N.V. on
Thursday, 7 May 2020

Shareholders and holders of depositary receipts of shares in TKH Group N.V. ('TKH') are hereby invited to attend the Annual General Meeting ('AGM') of Shareholders to be held on Thursday, May 7, 2020 at 1:00 p.m. at the offices of TKH Group N.V., Spinnerstraat 15, Haaksbergen (the Netherlands), whereby TKH makes an urgent request to not attend the AGM in person due to the COVID-19 situation. TKH offers, in that context, the opportunity to submit questions in advance, that will be answered in groups and according to relevance in the AGM. The AGM will be webcasted. We request that you regularly check our website for more information about the AGM.

CONDENSED AGENDA

1. Opening
2. Report of the Executive Board, annual financial statements, dividend and discharge
3. Remuneration policy
4. Composition of the Supervisory Board
5. Proposal to commission the external auditor to audit the annual financial statements for the 2021 financial year
6. Authorization of the Executive Board to acquire shares in the company
7. Extension of the designation of the Executive Board as the body authorized to decide to issue ordinary shares and cumulative financing preference shares, as well as to restrict or exclude shareholders' pre-emptive rights with respect to the issuance of said shares.
8. Any other business and close

The agenda with explanatory notes, the report of the Executive Board and the financial statements for the 2019 financial year, as well as other documents relating to the meeting, are available for inspection at the offices of TKH, Spinnerstraat 15 in Haaksbergen, from today until the end of the meeting. These documents can be requested free of charge from TKH (telephone: + 31 (0)53- 573 29 03; email: info@tkhgroup.com) and are available from ABN AMRO Bank N.V. ("ABN AMRO") by email: ava@nl.abnamro.com) and www.abnamro.com/evoting. They can also be downloaded from the TKH website: www.tkhgroup.com. In view of the COVID-19 situation, we reserve the right to make changes to the agenda, to postpone the AGM or to take other appropriate measures in the event of new government guidelines or new insights into the situation.

INSTRUCTIONS FOR ATTENDANCE

In accordance with Dutch law, those people who, on Thursday, April 9, 2020 (after all the additions and deletions as per that date have been incorporated) – the 'date of registration' – are registered in one of the registers designated for this purpose by the Executive Board, will be entitled to attend this meeting and to vote in it. The TKH Group N.V. shareholders register has been designated as the register for shareholders. The registers designated for holders of depositary receipts are the administrative records of the intermediaries, as defined in the Wet giraal effectenverkeer (Securities (Bank Giro Transactions) Act), that show who are holders of depositary receipts at the date of registration.

PARTICIPATION IN THE AGM IN CONNECTION WITH COVID-19

In view of the COVID-19 outbreak and in order to avoid health risks, TKH makes the unusual request to its holders of depositary receipts and shareholders not to attend the AGM in person. Granting a proxy to an individual who intends to attend the AGM in person also discourages TKH for that reason. Instead, TKH makes an urgent request to use the option to exercise voting rights electronically (www.abnamro.com/evoting) or to grant Stichting Administratiekantoor TKH Group - the “Stichting” - voting instructions. More information about the exercise of voting rights and the issuing of voting instructions follows below.

SHAREHOLDERS

Any shareholders who wish to attend the AGM personally or have themselves represented by proxy are requested to notify the TKH Executive Board in writing of their intention to do so, in accordance with the provisions of Section 24 (4) and (6) of TKH’s articles of incorporation. Said notification must be received by the Executive Board no earlier than April 10, 2020 and no later than 5:30 p.m. on April 30, 2020.

HOLDERS OF DEPOSITARY RECEIPTS OF SHARES

Any holders of depositary receipts who wish to attend the AGM personally or have themselves represented by proxy are required, in accordance with the provisions of Section 24 (4) and (6) of the articles of incorporation of TKH, to register with ABN AMRO either online at www.abnamro.com/evoting, or through the bank or broker that administers their depositary receipts, no earlier than April 10, 2020 and no later than 5:30 p.m. on April 30, 2020. The intermediaries, as defined in the Wet Giraal Effectenverkeer, are required to provide ABN AMRO, no later than 12:00 midday on May 1, 2020, with an electronic notification at www.abnamro.com/intermediary containing the number of depositary receipts held by the holder in question at the date of registration that are being submitted for registration. The intermediaries are requested to provide the complete addresses of the relevant ultimate holders in their notification, so that the holdership at the date of registration can be efficiently verified. Upon registration, ABN AMRO will issue a certificate of registration through the notifying intermediary that will grant access to the meeting.

Depositary receipt holders, shareholders and their proxies who wish to attend the AGM personally are asked to be prepared to present a valid form of identity upon request.

DEPOSITARY RECEIPT HOLDER VOTING AUTHORITY

Depositary receipt holders who wish to attend the AGM personally or have themselves represented by proxy are authorized by the Stichting Administratiekantoor TKH Group - the “Stichting” - to cast their vote in respect of the number of depositary receipts registered for the purposes of the meeting, subject to the provisions of the Company’s articles of association and the administrative terms and conditions of the “Stichting”.

VOTING INSTRUCTIONS TO THE “STICHTING”

Depositary receipt holders and holders of shares can instruct the “Stichting” on how to vote on their behalf, provided that they have registered for the meeting on time in the manner set out above. Depositary receipt holders have until 5:30 p.m. on April 30, 2020 to issue their voting instructions electronically at www.abnamro.com/evoting.

APPOINTMENT OF PROXIES

Without prejudice to that which is stipulated above concerning voting authority and voting instructions to the “Stichting”, holders of depositary receipts and shareholders can authorize one or more third parties to attend the AGM and vote on their behalf. A proxy form can be downloaded from the TKH website (www.tkhgroup.com). The proxy forms must have been received by TKH no later than 5:30 p.m. on April 30, 2020 (email: info@tkhgroup.com).

In order to give the holders of depositary receipts and shareholders the opportunity to follow the AGM, it will be broadcast via webcasting on the TKH website (www.tkhgroup.com).

In view of the measures taken and instructions given by the Dutch government, only a limited number of members of the Supervisory Board and Executive Board will be physically present at the meeting. The members of the Supervisory Board and the Executive Board present at the meeting are not available for social interaction outside the meeting itself.

In order to further reduce potential health risks, TKH will not organize any social activities around the meeting. This means that no reception with refreshments will be held before or after the meeting.

TKH will continue to monitor developments around the COVID-19 situation closely, and is bound by any further measures announced by the Dutch government.

SHAREHOLDER QUESTIONS

We invite holders of depositary receipts and shareholders to ask any questions about the agenda items prior to the meeting. These questions will be answered as much as possible in groups and according to relevance in the AGM. Shareholders are invited to submit their questions to the Company Secretary of TKH, Mrs. Renate Dieperink, by email at r.dieperink@tkhgroup.com, no later than 9:00 a.m. on Monday May 4, 2020.

Haaksbergen, 26 March 2020

Executive Board