



NOTICE & INFORMATION

Notice and information on the virtual Annual General Meeting of Shareholders of TKH Group N.V.

The Annual General Meeting of Shareholders ('AGM') of TKH Group N.V. ('TKH') will be held on Thursday 6 May 2021, at 1:00 p.m. (CEST). In view of the COVID-19 pandemic, TKH has decided that the AGM will be held virtually. Shareholders and holders of depositary receipts of shares can follow the AGM only via a webcast.

CONDENSED AGENDA

1. Opening
2. Report of the Executive Board, annual financial statements, dividend and discharge
3. Composition of the Supervisory Board
4. Proposal to appoint the external auditor to audit the annual financial statements for the 2022 financial year
5. Authorization of the Executive Board to acquire shares in the company
6. Proposal to reduce issued capital by cancelling ordinary shares
7. 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 2020 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 00; 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.

INFORMATION ON THE VIRTUAL AGM

RECORD DATE

In accordance with Dutch law, those people who, on Thursday, **April 8, 2021** (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 vote. 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.

VIDEO WEBCAST - COVID-19

In view of the COVID-19 pandemic, the AGM will be held virtually. Holders of shares and holders of depositary receipts of shares shall not be able to attend the AGM in person. The AGM can be followed via a video-webcast that will be available via the website of TKH: <https://www.tkhgroup.com/en/>.

TKH also makes an urgent request 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.

PROXY HOLDERS OF DEPOSITARY RECEIPTS OF SHARES

Holders of depositary receipts of shares wishing to grant an electronic proxy with voting instruction are authorized by Stichting Administratiekantoor TKH Group - the 'Stichting' - to cast their vote on the number of shares corresponding to the number of depositary receipts of shares for which a proxy with voting instruction has been granted by or on behalf of the holder of depositary receipts of shares, subject to the provisions of the articles of association and the administrative terms and conditions of the Stichting and this convocation.

VOTING THROUGH THE E-VOTING PLATFORM

Holders of depositary receipts of shares and shareholders can exercise the voting right electronically or can issue voting instructions to the Stichting to vote on his / her behalf. In accordance with the provisions of Section 24 (4) and (6) of the articles of association of TKH, holders of depositary receipts of shares and shareholders can exercise the voting right electronically or can issue a proxy with voting instructions with ABN AMRO either online at www.abnamro.com/evoting, or through the bank or broker that administers their depositary receipts, not earlier than **April 9, 2021** and no later than 5:30 p.m. on **April 29, 2021**. The intermediaries, as defined in the Wet Giraal Effectenverkeer, are required to provide ABN AMRO, no later than 13:30 p.m. on **April 30, 2021**, 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 holder-ship at the date of registration can be efficiently verified.

APPOINTMENT OF PROXIES

Without prejudice to that which is stipulated above concerning voting authority and voting instructions to the Stichting, holders of depositary receipts of shares and of (register)shares can authorize one or more third parties to 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 29, 2021** (email: info@tkhgroup.com).

VOTING INSTRUCTIONS TO THE STICHTING

A proxy of a holder of depositary receipts of shares will be treated as a request to Stichting Administratiekantoor TKH Group to grant a proxy to vote in respect of the number of (underlying) shares for which depositary receipts of shares have been issued to the holder. Such holders of depositary receipts of shares may exercise their voting rights provided that they grant a proxy in accordance with the above and taking into account the provisions of section 2:118a of the Dutch Civil Code. The Board of Stichting Administratiekantoor TKH Group has the intention to vote on the shares for which it carries out the administration, insofar as holders of depositary receipts of shares (or their proxies) do not use the aforementioned proxy to vote or insofar as section 2:118a paragraph 2 of the Dutch Civil Code is applied. In view of the AGM being held virtually, voting by the Stichting Administratiekantoor TKH Group shall take place ahead of the AGM in writing by means of a letter or e-mail.

QUESTIONS SHAREHOLDER AND HOLDERS OF DEPOSITARY RECEIPTS OF SHARES

We invite holders of depositary receipts of shares and of shares to ask any questions about the agenda items prior to the meeting. Subsequently, the submitted questions will be answered no later than at the AGM and the answers will be published on the TKH website. Holders of depositary receipts of shares and of shares are invited to submit their questions to the Company Secretary of TKH, Mr. Derk Postma, by email at d.postma@tkhgroup.com, no later than 1:00 p.m. on Monday May 3, 2021.

Holders of depositary receipts of shares and holders of shares who have submitted questions in writing in advance can ask follow-up questions during the AGM via the e-mail address mentioned above. These follow-up questions will be answered during the AGM, unless this cannot reasonably be asked in view of the circumstances. The chairman of the meeting can determine this further in the interest of the order of the AGM. Follow-up questions that have not been answered during the AGM will be answered in writing and will be published on the website of TKH.

For further information about the AGM 2021 of TKH Group N.V., please contact Derk Postma, Company Secretary (tel. +31 (0)53 573 2903 or via e-mail: d.postma@tkhgroup.com).

Haaksbergen, 25 March 2021

Executive Board