



Notice & information

Invitation to attend the Annual General Meeting of Shareholders of TKH Group N.V. on Tuesday May 7, 2024.

The holders of shares and depositary receipts of shares in TKH Group N.V. (“TKH”) are invited to attend the Annual General Meeting of Shareholders (“AGM”), to be held at ‘t Hagen, Scholtenhagenweg 36, Haaksbergen, the Netherlands, on Tuesday May 7, 2024, at 1:30 p.m. (CEST).

This AGM will be conducted in the Dutch language.

Agenda

1. Opening

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

- a. Presentation of the report of the Executive Board and the annual financial statements for the 2023 financial year
- b. Corporate governance structure and compliance with the Dutch Corporate Governance Code (discussion)
- c. Remuneration report for the 2023 financial year (advisory vote)
- d. Proposal to adopt the annual financial statements for the 2023 financial year (vote)
- e. Explanation of the policy concerning reserves and dividends
- f. Proposal to declare the 2023 dividend and make it payable (vote)
- g. Discharge of the members of the Executive Board for their management duties in the financial year 2023 (vote)
- h. Discharge of the members of the Supervisory Board for their supervisory duties in the financial year 2023 (vote)

3. Composition of the Supervisory Board

- a. Notification of Supervisory Board vacancies and board position profiles to the general meeting
- b. Opportunity for the general meeting to make recommendations, with due regard to the position profiles
- c. Announcement to the general meeting of the Supervisory Board’s recommendation to re-appoint Mrs. M. Schöningh to the Supervisory Board, if the general meeting does not invoke its right of recommendation
- d. Proposal to the general meeting to re-appoint Mrs. M. Schöningh as a member of the Supervisory Board, if the general meeting does not invoke its right of recommendation (vote)
- e. Announcement to the general meeting of the Supervisory Board’s recommendation to appoint Mrs. J. Peek to the Supervisory Board, if the general meeting does not invoke its right of recommendation
- f. Proposal to the general meeting to appoint Mrs. J. Peek as a member of the Supervisory Board, if the general meeting does not invoke its right of recommendation (vote)

4. Remuneration Policies

- a. Adoption of the renewed Remuneration Policy for the Executive Board (vote)
- b. Adoption of the renewed Remuneration Policy for 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

The agenda with explanatory notes, the report of the Executive Board, the financial statements for the 2023 financial year, the proposed Remuneration Policy for the Executive Board, the proposed Remuneration Policy for the Supervisory Board and other documents relating to the AGM are available at the TKH offices at Spinnerstraat 15, Haaksbergen, the Netherlands, from today until the close of the AGM. These documents can also be requested free of charge from TKH (telephone: +31 (0)535732900; email: info@tkhgroup.com) and are available from ABN AMRO Bank N.V. ("ABN AMRO") via www.abnamro.com/evoting. They can also be downloaded from the TKH website: www.tkhgroup.com.

Instructions for attendance

In accordance with Dutch law, anyone who has (i) timely registered for the AGM and (ii) is registered as a holder of (depository receipts for) shares by **Tuesday April 9, 2024** (after all the additions and deletions on that date have been incorporated) (the "**Record Date**") in one of the registers designated for this purpose by the Executive Board, will be entitled to attend and to vote at the AGM. The TKH shareholders register has been designated as the register for shareholders. The registers designated for holders of depository receipts of ordinary shares are the administrative records of the intermediaries, as defined in the Securities Bank Giro Transaction Act ("Wet giraal effectenverkeer"), which show who the holders of depository receipts are at the Record Date.

Holders of depository receipts of shares

Any holders of depository receipts or ordinary shares who wish to attend this AGM, or have themselves represented by proxy, are required in accordance with the provisions of section 24 (4) and (6) of the articles of association of TKH to register with ABN AMRO either online at www.abnamro.com/evoting, or through the bank or broker that administers their depository receipts, no earlier than **April 10, 2024**, and no later than 5:00 p.m. (CEST) on **April 30, 2024**. The intermediaries, as defined in the Securities Bank Giro Transaction Act ("Wet giraal effectenverkeer"), are required to provide ABN AMRO with an electronic notification containing the number of depository shares held at on the Record Date at www.abnamro.com/intermediary, no later than 1:00 p.m. (CEST) on **May 2, 2024**. Intermediaries must provide the complete address of any relevant holders in their notification, so that the depository receipt holders at the Record Date can easily be verified. Upon registration, ABN AMRO will issue a certificate of registration through the notifying intermediary that will provide access to the AGM.

Shareholders

Any direct shareholders who wish to attend this AGM, or be represented by proxy, are requested to notify the Executive Board of their intention to do so in writing, in accordance with the provisions of section 24 (4) and (6) of TKH's articles of association. Such notification must be received by the Executive Board no earlier than **April 10, 2024**, and no later than 5:00 p.m. (CEST) on **April 30, 2024** at info@tkhgroup.com.

Depository receipt holder voting authority

Depository receipt holders who attend the AGM in person, or are represented by a third party, are authorized by the Stichting Administratiekantoor TKH Group (the "**Foundation**") to cast their vote on such number of shares equal to the number of depository receipts held by them on the Record Date and registered for the purposes of the AGM, subject to the provisions of the Foundation's articles of association and the Foundation's administrative terms and conditions.

A proxy of a holder of depository receipts of shares will be treated as a request to the Foundation to grant a proxy to vote, in accordance with the number of (underlying) shares for which depository receipts of shares have been issued to the holder. Such holders of depository receipts of shares may exercise their voting rights, provided that they grant a proxy in accordance with the above and take into account the provisions of section 2:118a of the Dutch Civil Code. The board of the Foundation intends to vote on the shares which it carries out the administration for, to the extent that holders of depository receipts of shares (or their proxies) do not use a proxy to vote, or insofar as section 2:118a paragraph 2 of the Dutch Civil Code is applied.

Voting instructions to the Foundation

Depository receipt holders who cannot attend the AGM in person can instruct the Foundation on how to vote on the underlying shares of their depository receipts on their behalf, provided that they have registered for the AGM on time and in the manner set out above. Depository receipt holders have until 5:00 p.m. (CEST) on **April 30, 2024** to issue their voting instructions electronically at www.abnamro.com/evoting, or through the bank or broker that administers their depository receipts. The intermediaries, as defined in the Securities Bank

Giro Transaction Act (“Wet giraal effectenverkeer”), are required to provide ABN AMRO with an electronic notification containing the number of depositary shares held at the date of registration at www.abnamro.com/ intermediary, no later than 1:00 p.m. (CEST) on **May 2, 2024**. The board of the Foundation intends to vote on such shares in accordance with the voting instructions to the extent none of the scenarios included in article 3.2.5 of the terms and conditions of administration are applicable.

Appointment of proxies

Holders of depositary receipts of shares and of shares can authorize one or more third parties to attend the AGM and vote on their behalf, provided that they have registered for the AGM on time and in the manner set out above. A proxy form can be downloaded from TKH's website (www.tkhgroup.com). The proxy must be received by TKH no later than 5:00 p.m. (CEST) on **April 30, 2024** (e-mail: d.postma@tkhgroup.com).

Other

Depositary receipt holders, shareholders, and their proxies should be prepared to present a valid form of identity upon request.

For further information about the AGM 2024 of TKH Group N.V., please contact Derk Postma, Company Secretary (tel. +31(0)535732900 or e-mail: d.postma@tkhgroup.com).

Haaksbergen, March 25, 2024

TKH Group N.V.
The Executive Board