



NOTICE & INFORMATION

Invitation to attend the Annual General Meeting of Shareholders of TKH Group N.V. on Tuesday, April 25, 2023.

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 April 25, 2023, at 2:30 p.m. (CEST).

This AGM will be conducted in the English language.

CONDENSED AGENDA

1. Opening
2. Report of the Executive Board, annual financial statements, dividend, and discharge
3. Proposal to appoint an external auditor to audit the annual financial statements
4. Designation of the Executive Board as the body authorized to decide on the issue ordinary shares and cumulative financing preference shares, as well as to restrict or exclude shareholders’ preemptive rights regarding the issuance of said shares
5. Authorization of the Executive Board to acquire shares in the company
6. Any other business and close

The agenda with explanatory notes, the report of the Executive Board, the financial statements for the 2022 financial year, and other documents relating to the meeting are available at the TKH offices at Spinnerstraat 15, Haaksbergen, the Netherlands, from today until the close of the meeting. 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 expressed a desire to attend this meeting and is registered by **Tuesday March 28, 2023** (after all the additions and deletions on that date have been incorporated) 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 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 Securities Bank Giro Transaction Act (“Wet giraal effectenverkeer”), which show who the holders of depositary receipts are at the date of registration.

HOLDERS OF DEPOSITARY RECEIPTS OF SHARES

Any holders of depositary receipts who wish to attend this meeting, 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 depositary receipts, no earlier than March 29, 2023, and no later than 5:30 p.m. (CEST) on April 18, 2023. 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 April 19, 2023. Intermediaries must provide the complete address of any relevant holders in their notification, so that the shareholders at the date of registration can easily be verified. Upon registration, ABN AMRO will issue a certificate of registration through the notifying intermediary that will provide access to the meeting.



DEPOSITARY RECEIPT HOLDER VOTING AUTHORITY

Depositary receipt holders who attend the meeting in person, or are represented by a third party, are authorized by the Stichting Administratiekantoor TKH Group (the “Foundation”) 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 Foundation’s articles of association and the Foundation’s administrative terms and conditions.

SHAREHOLDERS

Any shareholders who wish to attend this meeting, 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 **March 29, 2023**, and no later than 5:30 p.m. (CEST) on **April 18, 2023**.

VOTING INSTRUCTIONS TO THE FOUNDATION

Depositary receipt holders and holders of shares who cannot attend the meeting in person can instruct the Foundation on how to vote on their behalf, provided that they have registered for the meeting on time and in the manner set out above. Depositary receipt holders have until 5:00 p.m. (CEST) on **April 18, 2023** to issue their voting instructions electronically at www.abnamro.com/evoting. A proxy of a holder of depositary 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 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 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 depositary 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.

APPOINTMENT OF PROXIES

Holders of depositary receipts and of shares can authorize one or more third parties to attend the meeting and vote on their behalf, provided that they have registered for the meeting 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 5:30 p.m. (CEST) on **April 18, 2023** (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 2023 of TKH Group N.V., please contact Derk Postma, Company Secretary (tel. +31(0)535732900 or e-mail: d.postma@tkhgroup.com).

Haaksbergen, March 13, 2023

TKH Group N.V.
The Executive Board