

TESSENDERLO GROUP
Public Limited Company
Troonstraat 130, 1050 Brussels
0412.101.728 RPR Brussels, Dutch speaking section
(the **Company**)

CONVENING NOTICE OF ORDINARY SHAREHOLDERS' MEETING – MAY 14, 2024

The board of directors of the Company is honoured to invite its shareholders to the ordinary general shareholders' meeting of the Company, scheduled on May 14, 2024 as of 10.00 a.m.

Please note that the ordinary general shareholders' meeting will, irrespective of the number of shares represented, validly deliberate and decide on the agenda and resolution proposals.

We enclose herewith a participation form for the ordinary shareholders' meeting, to be used to confirm your attendance, or to nominate a proxy holder in case you wish to be represented at the meeting by a proxy holder, as well as all other documentation with regard to this ordinary shareholders' meeting.

The meetings will take place at the **registered office of the Company at 1050 Brussels, Rue du Trône 130.**

AGENDA ORDINARY GENERAL SHAREHOLDERS' MEETING

- 1. Examination of the statutory annual accounts and the consolidated annual accounts for the financial year closed on December 31, 2023, of the annual reports of the board of directors and of the reports of the statutory auditor with respect to said annual accounts**
- 2. Approval of the statutory annual accounts for the financial year closed on December 31, 2023 and allocation of the result**

Proposed resolution:

The shareholders' meeting approves the statutory annual accounts for the financial year closed on December 31, 2023, as well as the allocation of the result, as proposed by the Board of Directors, including the payment of a gross dividend of EUR 0.75 per share, payable on 7 June 2024.

- 3. Approval of the remuneration report for the financial year closed on December 31, 2023**

The Belgian Code of Companies and Associations requires the shareholders' meeting to approve the remuneration report each year by separate vote. This report includes a description of the remuneration policy that was applicable in 2023 and information on the remuneration of the members of the Board of Directors and of the Executive Committee.

Proposed resolution:

The shareholders' meeting approves the remuneration report of the Company as included in the annual report on the financial year closed on December 31, 2023.

- 4. Approval of the remuneration policy**

The Belgian Code of Companies and Associations requires the Company to establish a remuneration policy and to submit such policy to the approval of the shareholders' meeting.

Proposed resolution:

The shareholders' meeting approves the remuneration policy of the Company.

5. Remuneration of the directors

Upon recommendation of the nomination and remuneration committee, the board of directors proposes the following director's remuneration:

Proposed resolution:

On the advice of the Nomination and Remuneration Committee, the meeting decides that each director will receive an annual fixed remuneration of EUR 45,000, it being understood that this remuneration will cover activities as a member of the board of directors, the audit committee and the nomination and remuneration committee. In addition, the following additional fees will be granted :

- (a) an attendance fee of EUR 2,000 per day meeting;
- (b) an additional annual fee of EUR 45,000 for the chairman of the board of directors;
- (c) an additional annual fee of EUR 5,000 for the chairman of the audit committee.

Fees are paid in the year in which the meetings are held.

The EUR 2,000 attendance fee is also granted to all director invitees present at the meeting.

These rules apply to fees granted from 14 May 2024.

6. Discharge to the members of the board of directors and the statutory auditor

Proposed resolutions:

- a) By separate vote and in accordance with article 7:149 of the Belgian Code of Companies and Associations, the shareholders' meeting grants discharge to the members of the Board of Directors for the execution of their mandate during the financial year ended on December 31, 2023.
- b) By separate vote and in accordance with article 7:149 of the Belgian Code of Companies and Associations, the shareholders' meeting grants discharge to the statutory auditor for the execution of its mandate during the financial year ended on December 31, 2023.

7. Appointment of the statutory auditor charged with "assurance" of the sustainability report

Proposed resolution:

In accordance with the nomination by the Board of Directors and after recommendation of the Audit Committee, KPMG Bedrijfsrevisoren -Réviseurs d' Entreprises , represented by Mr. Joachim Hoebeek , is charged with the "assurance" of the CSRD's sustainability report for a period of one year.

ADMISSION PROCEDURE:

In order to be admitted to the ordinary general shareholders' meeting as a shareholder and to vote in person or by proxy, the shareholders need to comply with article 7:134, §2 of the Belgian Code of

Companies and Associations and article 25 of the articles of association of the Company. To fulfil these conditions, the shareholders must adhere to the following instructions:

Holders of registered shares must:

- be registered in the share register of the Company on April 30, 2024 at midnight (Belgian time) (the **Date of Registration**), for at least the number of shares with which they wish to be registered on the Date of Registration and with which they wish to participate in the ordinary general meeting; and
- confirm to the Company that they wish to participate in the ordinary general shareholders' meeting by returning the filled in and signed participation form at the latest on May 8, 2024 at midnight (Belgian time) (see hereafter for contact details).
- By decision of the extraordinary general meeting of shareholders of July 10, 2019 the loyalty voting right has been introduced. As a consequence, each share which has been fully paid up and which is registered in the name of the same shareholder in the register of registered shares since at least two uninterrupted years, gives right to a double vote in accordance with the Belgian Code of Companies and Associations.
The right to double vote is defined at the Registration Date, i.e. on April 30, 2024 at midnight (Belgian time).

Holders of dematerialised shares must:

- have a certificate drawn up by an authorized account holder or settlement institution (Bank Degroof, Belfius Bank, BNP Paribas Fortis, ING and KBC Bank) which:
 - o confirms the registration of the shares held by the shareholder in the accounts of the authorized account holder or settlement institution on April 30, 2024 at midnight (Belgian time) (the **Date of Registration**); and
 - o expresses the wish to participate in the ordinary general meeting and confirms the number of shares with which they want to participate in the meeting.
- deliver this certificate, along with the filled and signed participation form to the Company at the latest on May 8, 2024 at midnight (Belgian time) (see hereafter for contact details) or have this delivered by one of the aforementioned institutions.

PROXY

The holders of securities may be represented by a proxy holder at the ordinary general shareholders' meeting in accordance with article 7:143 of the Belgian Code of Companies and Associations and article 26 of the articles of association. Holders of securities are invited to designate a proxy holder using the participation form prepared by the Company, available on the Company's website: (www.tessenderlo.com) and at the Company's registered office.

The appointment of a proxy holder by a shareholder is made in writing or by electronic means and must be signed by the shareholder, as the case may be with an electronic signature in accordance with the applicable Belgian legislation.

The designation of a proxy holder will occur in accordance with the applicable Belgian legislation, in particular the applicable conflicts of interests rules.

Signed proxies must reach the Company by e-mail and the original by post at the latest on May 8, 2024 at midnight (Belgian time) (see hereafter for contact details).

Holders of securities wishing to designate a proxy must, in any case, comply with the admission procedure as set forth above.

RIGHT TO HAVE ITEMS PUT ON THE AGENDA AND TO SUBMIT RESOLUTION PROPOSALS

In accordance with article 7:130 of the Belgian Code of Companies and Associations, shareholders who, alone or jointly, hold at least 3% of the capital of the Company, are entitled to add new items to the

agenda of the ordinary general shareholders' meeting, and to file resolution proposals in relation to existing or new agenda items of this meeting.

The proposed new agenda items and resolution proposals must (i) be accompanied by the text of the topics to be discussed and the corresponding resolution proposals, or by the text of the resolution proposals to be added to the agenda; (ii) be accompanied of the proof of possession of the aforementioned percentage of the capital on the date of the request; and (iii) mention the postal or e-mail address to which the Company can send the acknowledgement of receipt of this request within 48 hours after it has been received.

The proposals must reach the Company (see hereafter for contact details) at the latest on April 22, 2024 at midnight (Belgian time). The Company will publish a revised agenda by April 29, 2024 at the latest, if it has received within the aforementioned period one or more valid requests to add new items or new resolution proposals to the agenda.

RIGHT TO ASK QUESTIONS

In accordance with article 7:139 of the Belgian Code of Companies and Associations, all holders of shares, are entitled to submit written questions to the directors and the statutory auditor prior to the ordinary general shareholders' meeting or to orally ask questions at the general meeting.

Questions in writing must be submitted beforehand and will only be answered if the shareholder involved has complied with the above criteria for admission in accordance with article 7:134 of the Belgian Code of Companies and Associations and if the written questions are received by the Company at the latest on May 8, 2024 at midnight (Belgian time) (see hereafter for contact details).

More information concerning these rights and its application conditions are provided on the website of Tessenderlo Group (www.tessenderlo.com).

AVAILABILITY OF DOCUMENTS

In accordance with article 7:129 of the Belgian Code of Companies and Associations all documents relating to this general shareholders' meeting are accessible on the website of the Company (www.tessenderlo.com).

As from the date of publication on the website of the Company, holders of shares may also take note of such documents on business days and during normal office hours, at the registered office of the Company, Troonstraat 130, 1050 Brussels, and/or obtain at no cost copies of same.

CONTACT DETAILS OF THE COMPANY

Any communication of a holder of shares to the Company pursuant to this convening notice, should be addressed to Tessenderlo Group nv, attn. legal department, Troonstraat 130, 1050 Brussels, and a copy by e-mail to GM-Admin@tessenderlo.com.

MISCELLANEOUS

In order to be able to attend the ordinary general meeting, the holders of shares or their proxies must be able to prove their identity (ID/passport). The representatives of companies must provide a copy of the documents proving their identity and their competences to represent these companies. We request the shareholders to present themselves, to the extent possible, 45 minutes before the ordinary general meeting in order to facilitate the composition of the attendance list.

Limited parking space available at our underground car park at Chaussée de Wavre 212.

DATA PROTECTION

The Company is responsible for the processing of the personal data it receives from shareholders, holders of other securities issued by the Company (as, for example, bonds) and proxy holders in the context of the general shareholders' meeting in accordance with the applicable data protection legislation. The Company will lawfully process personal data to comply with legal obligations, to fulfill a legitimate interest or based on consent.

The processing of such personal data will in particular take place for the analysis and management of the attendance and voting procedure in relation to the general shareholders' meeting and for the management of the nominative shareholders' register, in accordance with the applicable legislation. The personal data will not be stored any longer than necessary in light of the aforementioned objectives. The rights that shareholders, holders of other securities issued by the Company and proxy holders can assert towards the Company in accordance with the applicable data protection legislation are set out on <https://www.tessenderlo.com/en/privacy-policy>.

Please note that in case of any inconsistencies between the different language versions, the Dutch version will prevail.

The board of directors