

Annual General meeting

Brussels, June 6, 2017



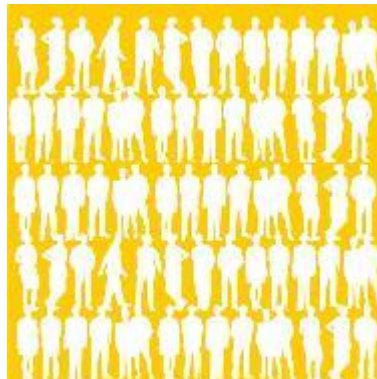
Tessenderlo Group
EVERY MOLECULE COUNTS

About Tessenderlo Group



+100

locations
across 21
countries



+4,900

employees



+1.6

billion EUR
revenue in 2016



About Tessenderlo Group

3 operating segments



Agro



Bio-Valorization



Industrial Solutions

Segment Agro

2016 key events



In June 2016, Tessenderlo Group acquired a research, development and innovation farm in Dinuba, California (US). The facility will further strengthen our commitment to developing innovative crop nutrients that help growers to meet the needs of modern crop production in both a reliable and sustainable manner.



Construction works on the new Thio-Sul[®] plant in East Dubuque (US) remain on schedule. The completion date for the construction of the plant is expected to be in the second half of 2017.



In 2016, Tessenderlo Group commenced the supply of calcium chloride (CaCl_2) from its Ham plant (Belgium). This is used for a variety of purposes in the food industry as well as technical applications.



Segment Agro

2016 key events



In September 2016, Tessenderlo Group held a ceremony to mark the construction work that is ongoing for its new liquid fertilizer plant in France. Its Business Unit Tessenderlo Kerley International is constructing a Thio-Sul[®] (ammonium thiosulfate/ATS) manufacturing plant that will be used as a fertilizer for broad-acre crops as well as arboricultural and vegetable crop cultivation.



Segment Bio-Valorization

2016 key events



In order to take full advantage of the opportunities of the collagen protein markets, PB Gelatins/PB Leiner carried out several projects in 2016, which included the expansion of the collagen peptides production unit in Santa Fe (Argentina). The new facility in Santa Fe was up and running in Q1 2017.



In 2016, Violleau became a 100% part of Akiolis Group. Violleau develops organic soil amendment and fertilizer formulations from biomass and co-products (composting and pellets). Furthermore, in 2016, Akiolis Group withdrew from the co-products based on the cereals business and sold its APEVAL shares to Promic.



The new organization Prossential will commercialize high-end proteins from Akiolis and PB Gelatins/PB Leiner to a select group of end-customers worldwide active in the aquafeed, higher-end pet food and food (functional proteins) markets.



EVERY MOLECULE COUNTS

Segment Industrial Solutions

2016 key events



During the first half of 2016, Tessenderlo Kerley, Inc. (TKI) announced the startup of its newly installed Sodium Hydrosulfide (NaHS) plant at the Billings (US) facility (a facility within our joint venture Jupiter Sulphur LLC). The Billings NaHS plant is strategically located close to a reliable sulfur raw material supply and it is well-positioned from a logistical perspective to serve the west coast of the US.



In August 2016, BT Bautechnik from the business unit PPS presented its new injection molding machine at its plant in Aichach (Germany). The machine has a clamping force of 2,100 tons and is therefore the largest injection molding machine within the business unit PPS.



In March 2015, the Board of Directors approved a 50 million EUR investment at the site in Loos (France). A new membrane electrolysis plant is currently being constructed in Loos. The construction works are scheduled for completion in the second half of 2017.



Segment Industrial Solutions

2016 key events



In September 2016, Tessenderlo Group put a new tank barge into operation to facilitate the transport of ferric chloride from the French production site of Produits Chimiques de Loos to Paris. The new ship is being used by the Performance Chemicals business unit for its water treatment activities.

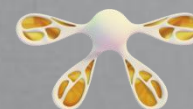


Agenda

1. Examination of the statutory annual accounts and the consolidated annual accounts for the financial year closed on December 31, 2016, of the annual report of the board of directors and of the report 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, 2016, and allocation of the result
3. Corporate governance – approval of the remuneration report
4. Discharge to the members of the board of directors and the statutory auditor
5. Appointment of the directors
6. Approval in accordance with article 556 of the Belgian company code of the change of control provisions



1. Examination of the statutory annual accounts and the consolidated annual accounts for the financial year closed on December 31, 2016, of the annual report of the board of directors and of the report of the statutory auditor with respect to said annual accounts



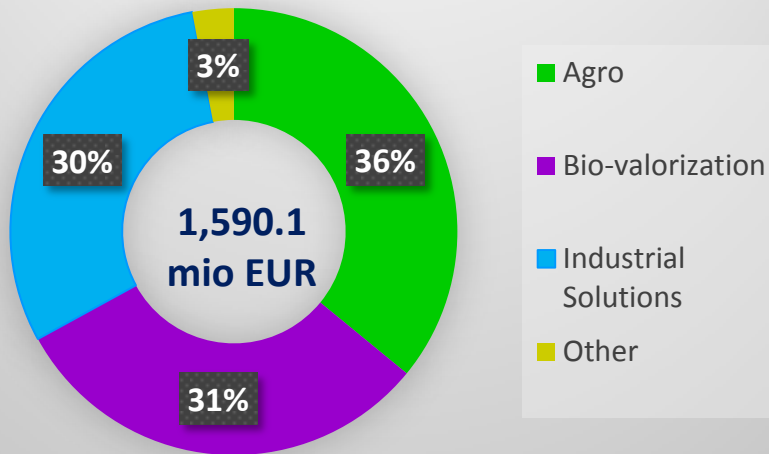
Operational key figures

Million EUR	12M16	12M15	% Change
Revenue Group	1,590.1	1,589.0	0.1%
- Other revenue included in revenue Group	-47.6	-18.9	
Revenue	1,542.5	1,570.1	-1.8%
REBITDA Group	198.0	180.4	9.8%
- Other REBITDA included in REBITDA Group	-2.5	1.9	
REBITDA	195.5	182.3	7.2%
REBIT Group	124.1	104.4	18.8%
- Other REBIT included in REBIT Group	-2.3	2.1	
REBIT	121.8	106.5	14.4%
Profit (+) / loss (-) for the period	98.2	81.9	19.8%
Total comprehensive income	85.3	69.5	22.7%
Capital expenditure	94.0	61.1	53.7%
Cash flow from operating activities	109.4	138.4	-20.9%

Group revenue per segment

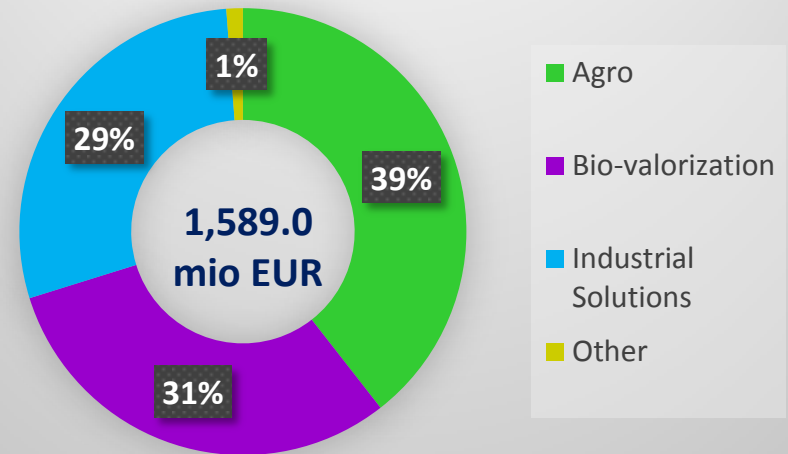
FY16 revenue

(% of total)



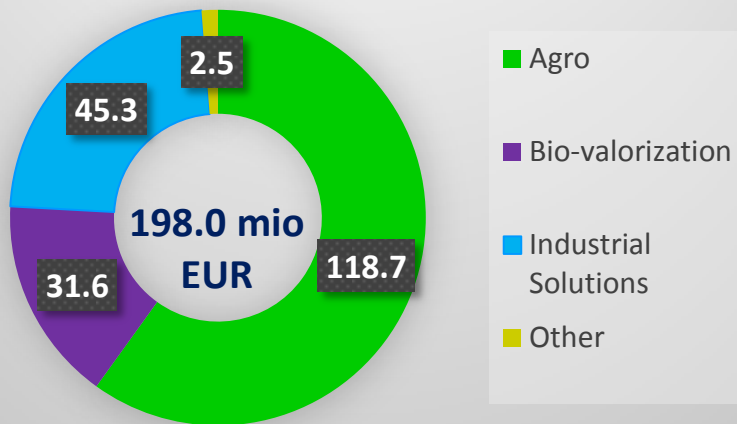
FY15 revenue

(% of total)

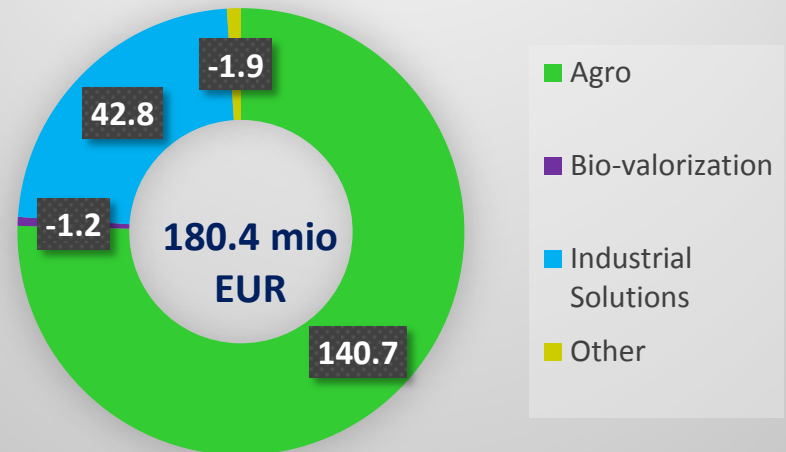


Group REBITDA per segment

FY16 REBITDA (Million EUR)



FY15 REBITDA (Million EUR)



Agro segment

AGRO			
Million EUR	12M16	12M15	% Change
Revenue	571.4	626.8	-8.8%
REBITDA	118.7	140.7	-15.7%
REBITDA margin	20.8%	22.5%	
REBIT	94.8	117.7	-19.4%
REBIT margin	16.6%	18.8%	

- Agro revenue decreased in 2016 by -8.8% or by -9.0% when excluding the foreign exchange effect.
- The segment REBITDA decreased by -15.7% or by -15.8% when excluding the foreign exchange effect.
- The worldwide Agro market is currently under pressure, which led in 2016 to lower volumes and lower prices (especially within the activity SOP Plant Nutrition).
- The results of the crop protection activity NovaSource were positively influenced by the product lines which were acquired in the course of 2015.



Bio-valorization segment

BIO-VALORIZATION

Million EUR	12M16	12M15	% Change
Revenue	494.4	488.5	1.2%
REBITDA	31.6	-1.2	nm
REBITDA margin	6.4%	-0.2%	
REBIT	1.6	-29.9	nm
REBIT margin	0.3%	-6.1%	

- The revenue increased by 1.2% in 2016 or increased by 4.4% when excluding the foreign exchange effect.
- The REBITDA increased from -1.2 million EUR in 2015 to 31.6 million EUR in 2016. The 2015 result was negatively influenced by write-offs for inventory obsolescence following changed accounting estimates.
- Decreasing sales prices and more expensive raw materials continue to impact negatively the Gelatin results, although this impact could be compensated by efficiency improvements and increasing volumes.
- Improving supplier and end markets, the impact of cost saving measures and efficiency improvements positively impacted the Akiolis profitability.



Industrial Solutions segment

INDUSTRIAL SOLUTIONS

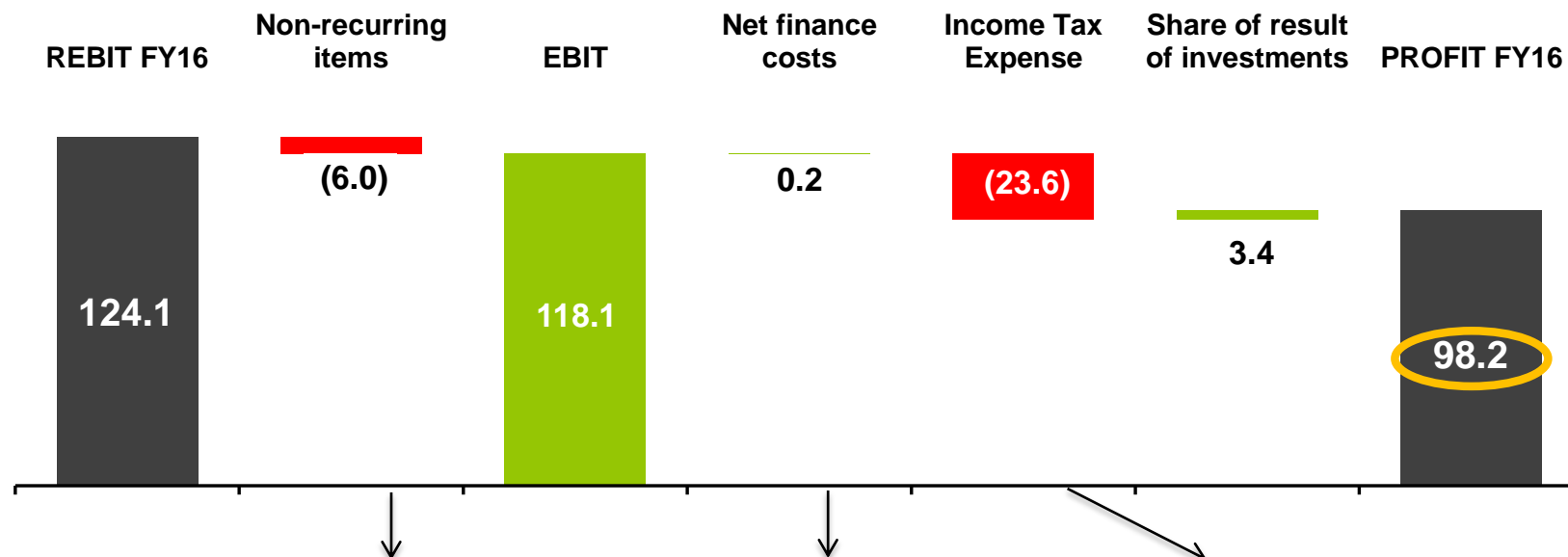
Million EUR	12M16	12M15	% Change
Revenue	476.8	454.8	4.8%
REBITDA	45.3	42.8	5.8%
REBITDA margin	9.5%	9.4%	
REBIT	25.5	18.7	36.3%
REBIT margin	5.3%	4.1%	

- The 2016 revenue of the Industrial Solutions segment increased by 4.8% (or by 6.9% when excluding the foreign exchange effect).
- The 2016 REBITDA increased by 5.8% or by 6.8% when excluding the foreign exchange effect.
- The positive impact of the revenue increase within Plastic Pipe Systems was partially offset by the expenses made to stimulate the further growth of this activity (new products, strengthening of the sales teams, ...).
- The impact of the revenue increase within Performance Chemicals (mainly a consequence of the re-entry in the KOH market) was offset by an increase of expenses (mainly maintenance expenses).
- The Mining and Industrial activities further strengthened, also thanks to the good performance of the Barrick Goldstrike plant.



FY16 REBIT to profit details

Million EUR



The non-recurring items mainly include:

- Impairment losses (-2.3 million EUR) on several assets which are no longer considered to have an economic value as they are no longer in use or for which the carrying amount of the assets exceeded the recoverable amount.
- Provisions and claims for -2.3 million EUR which mainly relate to environmental provision adjustments.
- Other income and expenses (-2.3 million EUR) which mainly concern the impact of an electricity purchase agreement, for which the own-use exemption under IAS 39 is not applicable anymore, and several other individually insignificant items.

Net finance costs include net foreign exchange gains (on intercompany loans which are no longer hedged) for +9.3 million EUR. Regular finance cost amounts to -9.1 million EUR (compared to a regular finance cost of -17.0 million EUR in 2015).

Tax expenses amount to -23.6 million EUR in 2016 compared to -7.2 million EUR in 2015. The income tax expenses mainly relate to the operations in the US within the operating segment Agro.



Outlook

- In 2017 Tessenderlo Group will continue to execute maintenance, cost reduction and debottlenecking programs, while capital expenditure is expected to amount to 90 million EUR. The completion of the three previously announced new plants (in the second half of 2017) is included in this amount.
- The group expects a single digit growth of the 2017 REBITDA compared to the REBITDA of 198.0 million EUR in 2016, despite the current lack of visibility in the different end markets.
- The group wishes to emphasize that it currently operates in a volatile political, economic and financial environment.



Statutory annual accounts

Tessengerlo Chemie nv recorded a net profit of 75,842,005 EUR in 2016 compared to a net loss of -20,735,125 EUR in 2015.

Proposal for appropriation of the result

The board proposes to appropriate:

- the profit of 2016, being 75,842,006 EUR
- increased by a transfer from untaxed reserve 208,540 EUR
- increased by the result brought forward from previous year 250,875,465 EUR

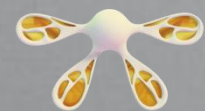
being a total of: 326,926,011 EUR

as follows:

- legal reserves 3,219,090 EUR
- profit to be carried forward 323,706,921 EUR



2. Approval of the statutory annual accounts for the financial year closed on December 31, 2016, and allocation of the result

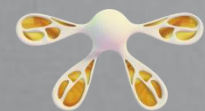


Proposed resolution

- The shareholders' meeting approves the statutory annual accounts for the financial year closed on December 31, 2016, as well as the allocation of the result, as proposed by the board of directors.
- The shareholders' meeting approves the proposal of the board of directors not to distribute any dividends over the year 2016.



3. Corporate governance – approval of the remuneration report



Information remuneration report

Executive Committee, (“EXCOM”):

- **Mr. Luc Tack (CEO)**
- **FINDAR BVBA, represented by Mr. Stefaan Haspeslagh (COO-CFO)**

Base salary/service fee

Benchmarked against a peer group of companies of comparable size , taking into account the position of the Company and amended accordingly.

Variable remuneration

Short Term incentive

- 0-90% of the base salary/service fee;
- For 2016, the Group financial objectives were set at Total Comprehensive income and EBIT;
- Personal modifier per member of the ExCom linked directly to the progress in strategy execution and business transformation of the Group.

Long Term incentive

- New Long Term performance cash plan (16-18) implemented with deferred payment in 2019.



Information remuneration report

Other compensation items:

- The CEO participates in the extra-legal pension plan (DC), a hospitalization plan, a life insurance plan, etc., which are also available to senior management.
- The CEO also benefits from a company car & representation allowance
- The COO-CFO does not receive any other compensation for his activities as COO-CFO.

Early termination:

- As from 2016 the management agreement with the COO-CFO provides for a notice period of maximum 12 months (i.e. an increase from the 8 months in 2015).
- As from 2016 the management agreement with the CEO does no longer provide for a notice period (i.e. a decrease from the 8 months in 2015). The CEO will therefore no longer be entitled to termination protection.



Information remuneration report

Annual gross compensation earned by the ExCom¹ in 2016:

Component	Amount CEO	Amount COO-CFO
Fixed compensation (excluding Director fees) ^{2/5}	398,000 EUR	425,300 EUR
Variable compensation ^{2/6}	232,830 EUR	221,156 EUR
Pension ³	26,215 EUR	0 EUR
Other benefits ⁴	36,074 EUR	0 EUR
TOTAL (cost to the company)	693,119 EUR	646,456 EUR

(1) The ExCom is composed of the CEO (Luc Tack) and one executive Director (the COO-CFO), Findar BVBA, represented by Stefaan Haspeslagh.

(2) Excluding social security contributions.

(3) Pension Plan: annual service cost for 2016, as calculated by an actuary.

(4) Other benefits include coverage for death, disability, work accident insurance, taxes (4.40%), meal vouchers, company car - all under the same conditions applicable to other members of senior management and the ruling approved by the Belgian tax authorities for representation allowance.

(5) Exchange rate used: 1.00 EUR = 1.1069 USD (for all conversions related to the US package).

(6) Short term incentive realization as determined by Nomination and Remuneration Committee of February 27, 2017

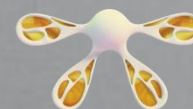


Proposed resolution

- The shareholders' meeting approves the remuneration report of the Company regarding the financial year 2016.



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



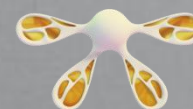
Proposed resolution

- a) By separate vote and in accordance with article 554 of the Belgian Companies Code, 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, 2016.

- b) By separate vote and in accordance with article 554 of the Belgian Companies Code, the shareholders' meeting grants discharge to the statutory auditor for the execution of his mandate during the financial year ended on December 31, 2016.



5. Appointment of the directors



Appointment of directors

- a) Appointment of Management Deprez BVBA with permanent representative Ms. Veerle Deprez as independent, non-executive director



Proposed resolution:

The shareholders' meeting appoints Management Deprez BVBA represented by its permanent representative Ms. Veerle Deprez as independent, non-executive director for a period of four years. The mandate will end after the shareholders' meeting approving the annual accounts for the financial year closed on December 31, 2020.

Appointment of directors

- b) Appointment of ANBA BVBA with permanent representative Ms. Anne Marie Baeyaert, as independent, non-executive director



Proposed resolution:

The shareholders' meeting appoints ANBA BVBA represented by its permanent representative Ms. Anne Marie Baeyaert as independent, non-executive director for a period of four years. The mandate will end after the shareholders' meeting approving the annual accounts for the financial year closed on December 31, 2020.

Board of directors

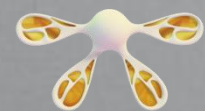
Composition

The composition of the Board of Directors is as follows:

Function	Name	End of term
Chairman	Stefaan Haspeslagh	June 2018
Executive Director	Luc Tack	June 2019
Non-executive Director	Karel Vinck	June 2019
Independent non-executive Directors	Philiium BVBA represented by its permanent representative Philippe Coens	June 2019
	Management Deprez BVBA, represented by its permanent representative Ms. Veerle Deprez	June 2021
	ANBA BVBA represented by its permanent representative Ms. Anne Marie Baeyaert	June 2021



6. Approval in accordance with article 556 of the Belgian company code of the change of control provisions



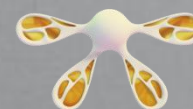
Proposed resolution

- In accordance with article 556 of the Belgian Companies Code, the general shareholders' meeting approves Article 17.3 (2) of the purchase and supply agreement with Fujifilm Manufacturing Europe BV and Fujifilm Manufacturing USA that provides that the agreement can be terminated with immediate effect if a third party competing with Fujifilm acquires a stake in the Company.



- Alle documenten inzake de algemene vergadering kunnen worden geraadpleegd op onze website
- All documents related to the general meeting of today are available on the group website
- Tous les documents relatifs à l'assemblée générale d'aujourd'hui sont disponibles sur notre site internet

www.tessengerlo.com





Annual General meeting

Brussels, June 6, 2017



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