
GENERAL MEETING

Tessengerlo Chemie NV

June 2nd 2015

EVERY
MOLECULE
COUNTS



2014 KEY EVENTS

- Finalization divestment process with the sale of the Aliphos phosphates activity in 1Q14. The group now operates within three operating segments: Agro, Bio-valorization and Industrial solutions.

Agro








Bio-valorization







Industrial solutions









2014 KEY EVENTS

- Implementation of commercial and operational improvement programs, including cost reduction programs on corporate level as well as in the business units.

**Do better what we are good at -
Do more of what we are good at**

- Tessenderlo Chemie NV will build a new calcium chloride production plant in Ham, Belgium, which will enable the group to strengthen its position in Sulfates (announced in September 2014).



2014 KEY EVENTS

- Tessenderlo Kerley Inc. ("TKI") will build a new ammonium thiosulfates plant (Thio-Sul®) in East-Dubuque (Illinois). This new plant will allow TKI to maintain its market position in Thio-Sul® in the US and is expected to become operational in the second half of 2016 (announced in October 2014).



- Within the Industrial solutions segment, the THIO-GOLD®-300 plant at Barrick's Goldstrike site (Nevada) has been commissioned at the end of September 2014 to supply chemicals for the gold leaching process.



2014 KEY EVENTS

- The capital increase, approved by the extraordinary shareholders' meeting on November 18, 2014 was successfully completed on December 16, 2014 for an amount of 174.8 million EUR, increasing the number of shares by 10 592 265 to 42 396 563.



2015 KEY EVENTS

- On April 24, 2015, Tessenderlo Group announced it will invest € 50 million at its PC Loos (Produits Chimiques de Loos) site, part of the business unit Water Treatment, to build a new membrane technology based production plant, replacing the existing mercury electrolysis.



- On April 28, 2015, Tessenderlo Group announced a strategic investment in liquid fertilizers in Europe. The business unit Tessenderlo Kerley International will construct a Thio-Sul® production plant in Rouen, France.

OUTLOOK

The 1Q15 results reflect a strong start of 2015, over performing versus expectations. Based on current assumptions, Tessenderlo Group anticipates that the growth of the 2015 REBITDA, compared to the 2014 REBITDA, will be in a range between 15% and 20%.

On April 23, 2015, the Board of Directors of Tessenderlo Chemie NV decided to consider the issuance of fixed interest rate debt instruments to refinance the existing 150 million EUR bond coming at maturity in October 2015 or to finance other general corporate purposes. Full details will be released shortly.

Disclaimer: This announcement does not constitute, or form part of, an offer or invitation to sell or issue, or any solicitation of an offer to purchase or subscribe for securities. This announcement is not a prospectus and investors should not purchase any securities referred to in this announcement except on the basis of information in the prospectus to be published in due course by Tessenderlo Chemie NV when approved by the Belgian Financial Services and Markets Authority in connection with the offering.

AGENDA

- 1. Examination of the statutory annual accounts and the consolidated annual accounts for the financial year closed on December 31st, 2014, 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 31st, 2014 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. (Re)Appointment of directors**
- 6. Variable remuneration of the executive directors**

1. Examination of the statutory annual accounts and the consolidated annual accounts for the financial year closed on December 31st, 2014, of the annual report of the board of directors and of the report of the statutory auditor with respect to said annual accounts



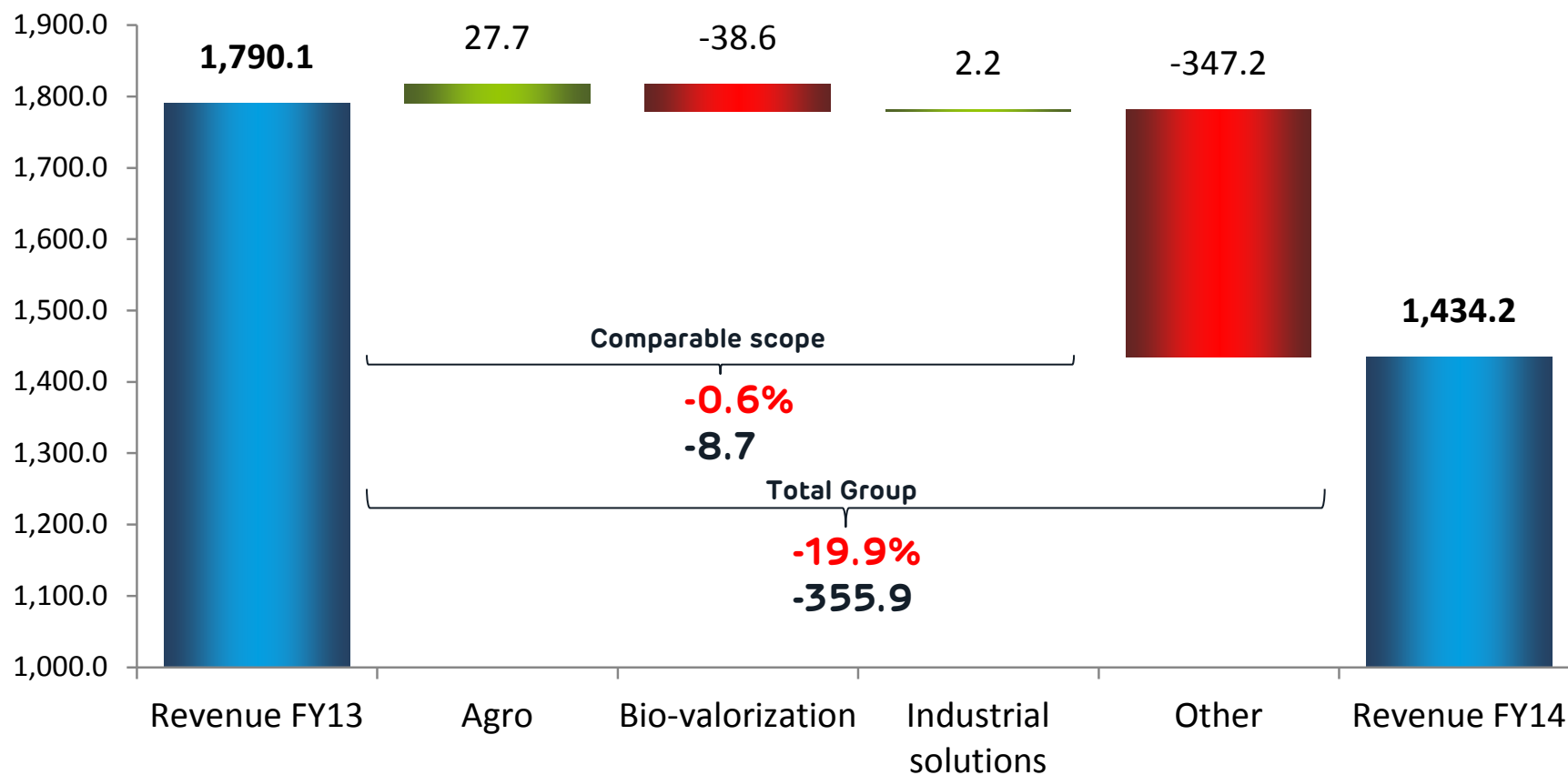
2014 OPERATING PERFORMANCE

- The 2014 revenue at comparable scope decreased by 0.6% or by 0.1% when excluding the foreign exchange effect.
- REBITDA in 2014 increased by 32.6% at comparable scope or by 34.4% when excluding the foreign exchange effect.
- The 2014 profit amounts to 52.8 million EUR (leading to an EPS of 1.67 EUR) compared to a loss of -65.1 million EUR last year.
- At the end of 2014, group net financial debt stood at 57.1 million EUR, versus 258.9 million EUR at the end of December 2013, resulting in a leverage of 0.4x at year end.
- Notional net debt at the end of 2014 amounts to 155.3 million EUR, versus 340.8 million EUR at year end 2013.

OPERATIONAL HIGHLIGHTS

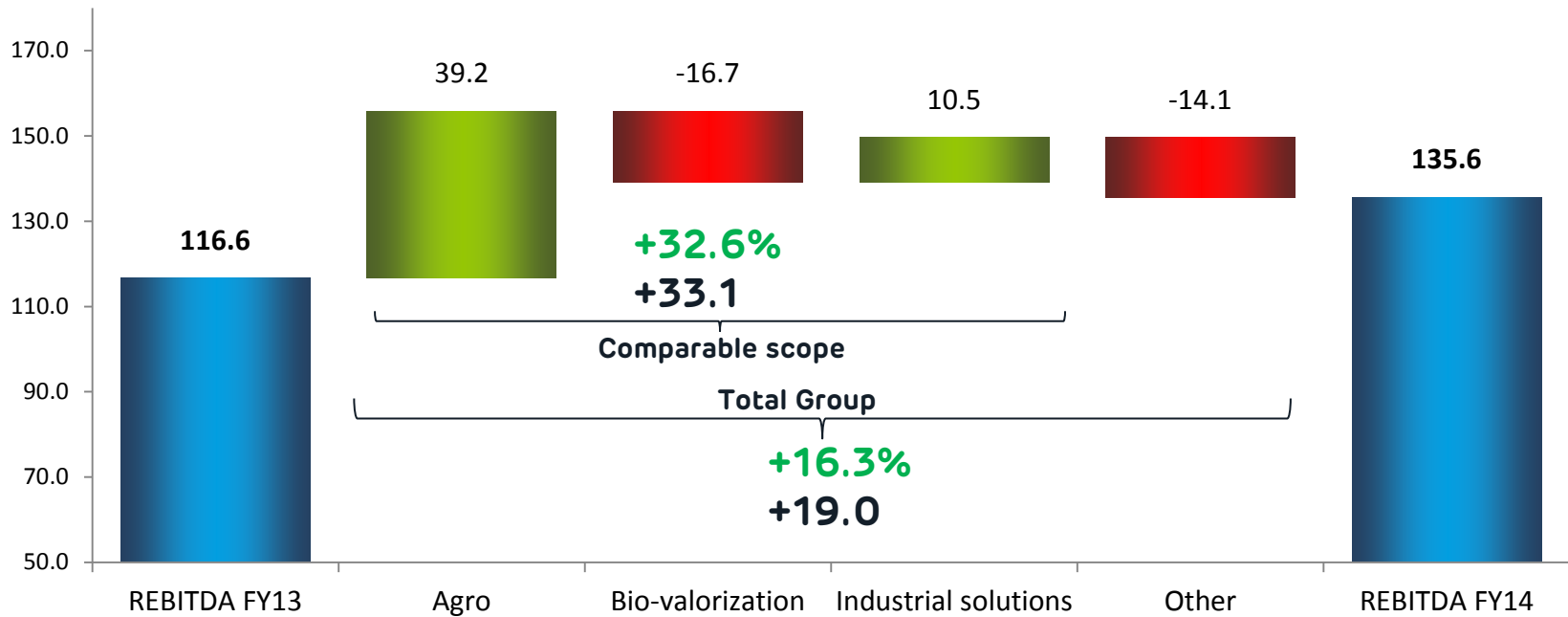
GROUP KEY FIGURES in Million EUR			
Million EUR	FY14	FY13	% Change at comparable scope
Revenue	1,434.2	1,790.1	-0.6%
REBITDA	135.6	116.6	32.6%
<i>REBITDA margin</i>	9.5%	6.5%	
REBIT	66.9	45.8	81.3%
<i>REBIT margin</i>	4.7%	2.6%	
Non-recurring items	-15.7	-64.4	nm
EBIT	51.2	-18.7	nm
Profit (+)/loss (-) for the period	52.8	-65.1	nm
Total comprehensive income for the period	23.7	-80.0	nm
Cash flow from operating activities minus capital expenditure	23.8	10.6	

FY14 REVENUE BY OPERATING SEGMENT (Million EUR and % increase versus FY13)



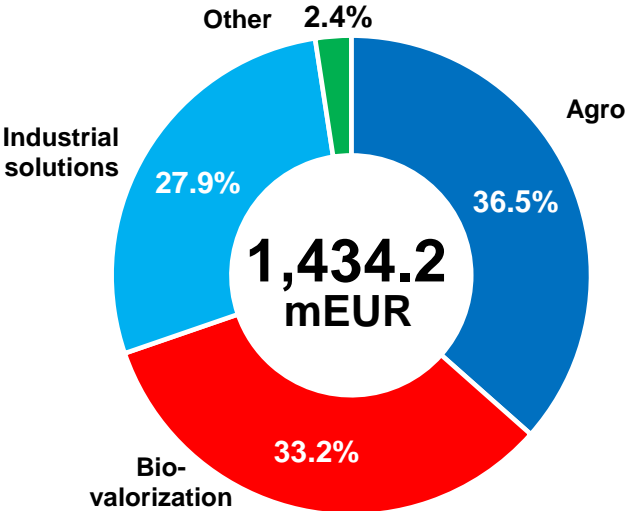
FY14 REBITDA BY OPERATING SEGMENT

Million EUR and % increase versus FY13

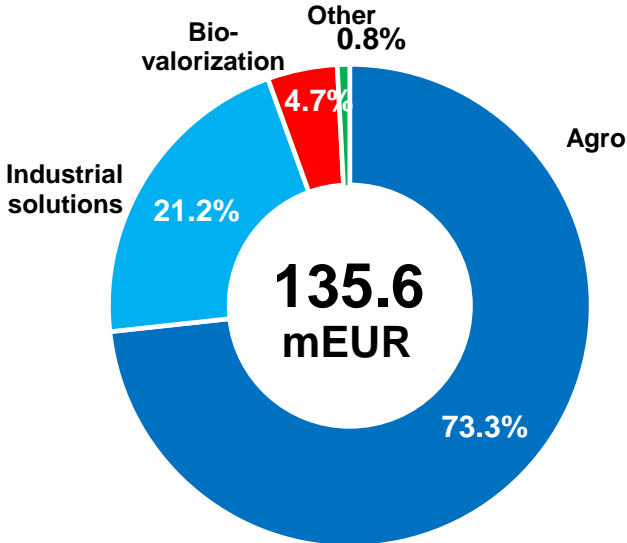


FY14 GROUP REVENUE AND REBITDA PER SEGMENT

Revenue (% of total)

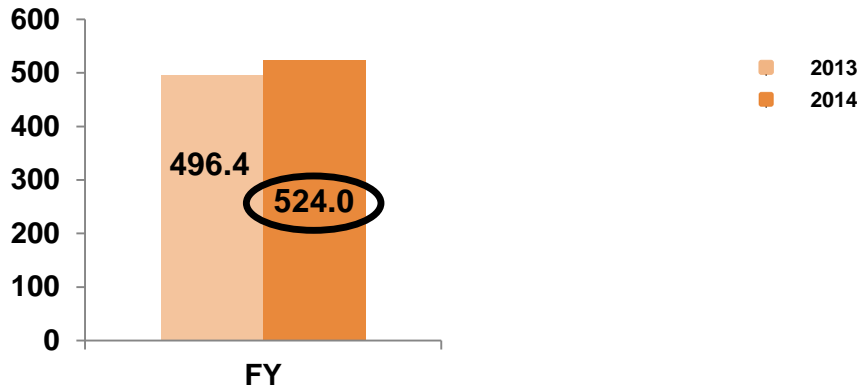


REBITDA (% of total)



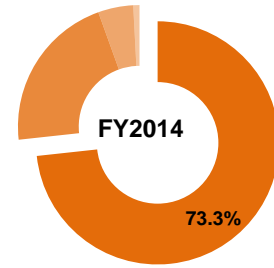
AGRO

Revenue (Million EUR)

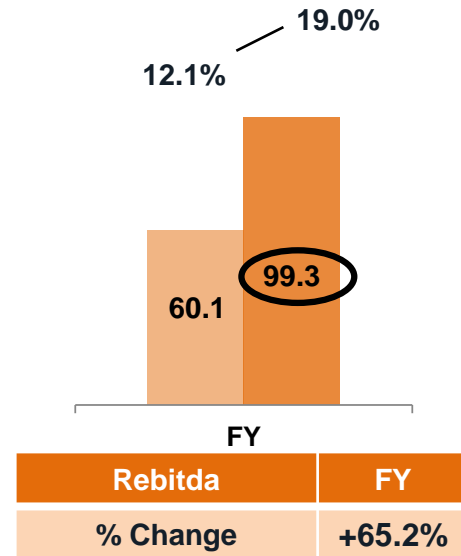


Revenue	FY
% Change	+5.6%

REBITDA (% of total)



REBITDA (Million EUR) & REBITDA margin (%)

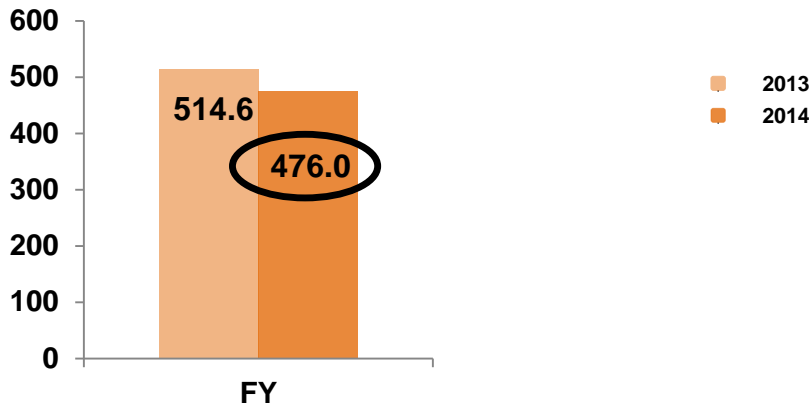


Rebitda	FY
% Change	+65.2%

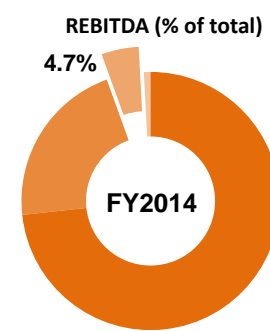
- The 2014 revenue increased by 5.6% (same increase when excluding the foreign exchange effect). Revenue grew in the Kerley agro businesses, as well as in Sulfates. The lower volumes sold in Sulfates, mostly linked to the transition at the production facility in Ham (Belgium) following the stop of the phosphates production at the end of 2013, were offset by the higher selling prices.
- All businesses contributed to the rebitda growth of the segment (+65.2% or +65.3% when excluding the foreign exchange effect). The Group experienced a good product demand and the investments in infrastructure & logistics positively impacted the Group's ability to serve the customers.

BIO-VALORIZATION

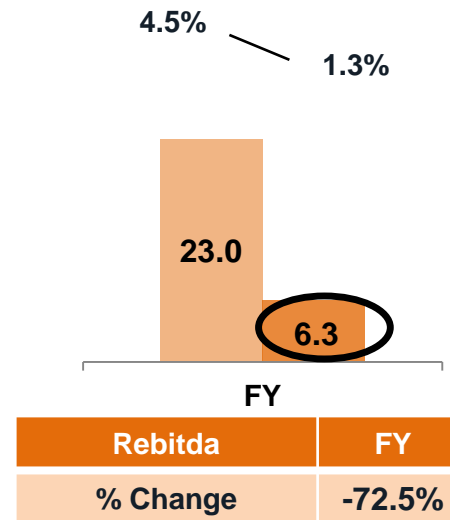
Revenue (Million EUR)



Revenue	FY
% Change	-7.5%



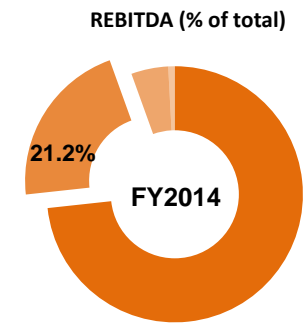
REBITDA (Million EUR) & REBITDA margin (%)



Rebitda	FY
% Change	-72.5%

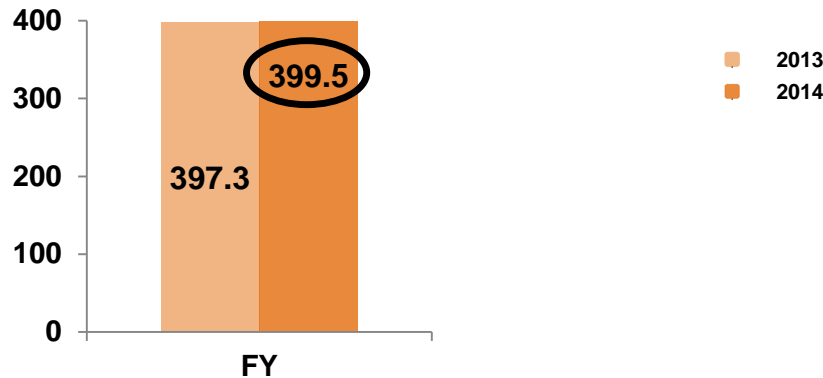
- The revenue decreased by 7.5% in 2014 or by 5.6% when excluding the foreign exchange effect. The main reason for the revenue decrease was the negative price evolution.
- Important programs are ongoing to reduce operating costs in the segment Bio-valorization, however, the margin pressure was still more impactful in 2014, leading to the lower segment profitability in 2014.

INDUSTRIAL SOLUTIONS

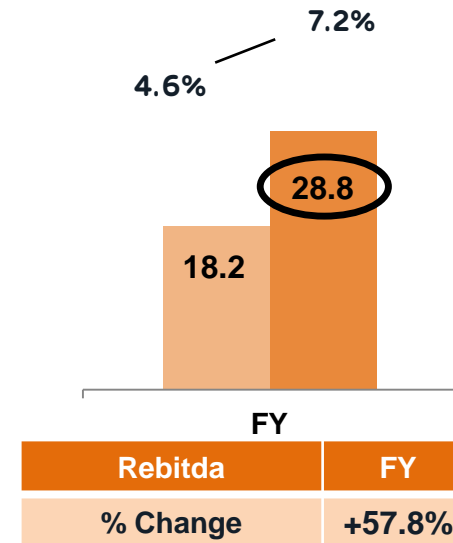


REBITDA (Million EUR) & REBITDA margin (%)

Revenue (Million EUR)



Revenue	FY
% Change	+0.6%

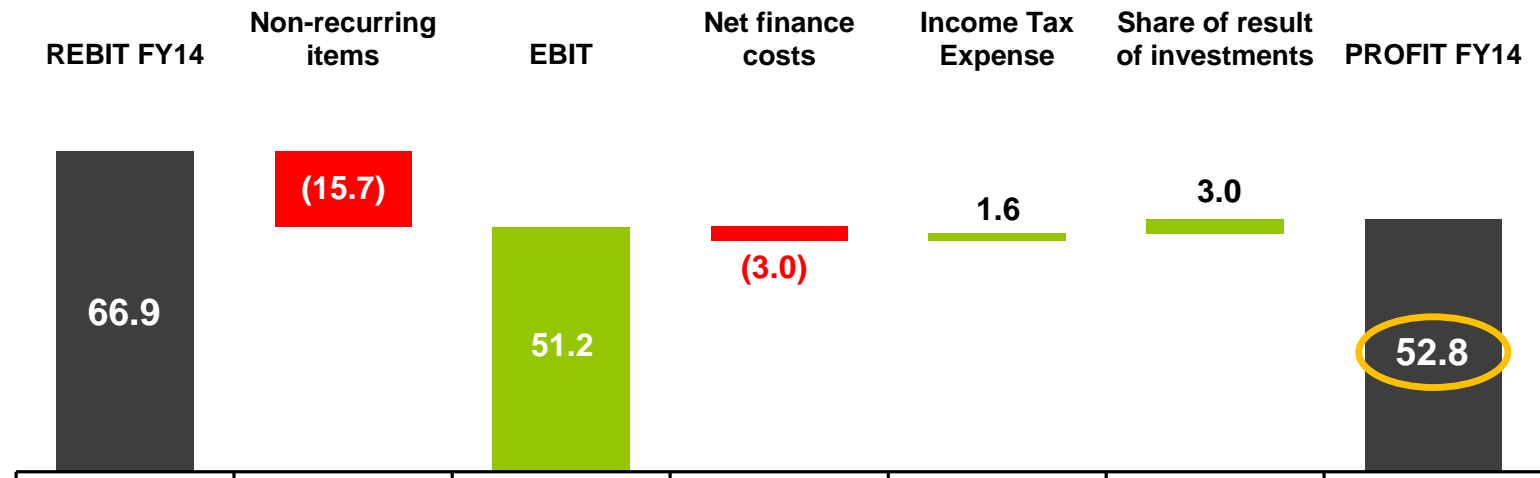


Rebitda	FY
% Change	+57.8%

- The 2014 revenue of the segment Industrial solutions increased by 0.6% (or decreased by -0.2% when excluding the foreign exchange effect). The higher sales in the Plastic Pipes business in the first half of 2014, as a result of the milder winter conditions during the first months of the year, were offset by lower sales in the second half of 2014 due to the continuing difficult market circumstances in continental Europe.
- All businesses contributed to the strong profitability improvement in 2014. Solid margins and cost management supported the rebitda evolution.

REBIT TO PROFIT DETAILS

FOR FY14 (Million EUR)



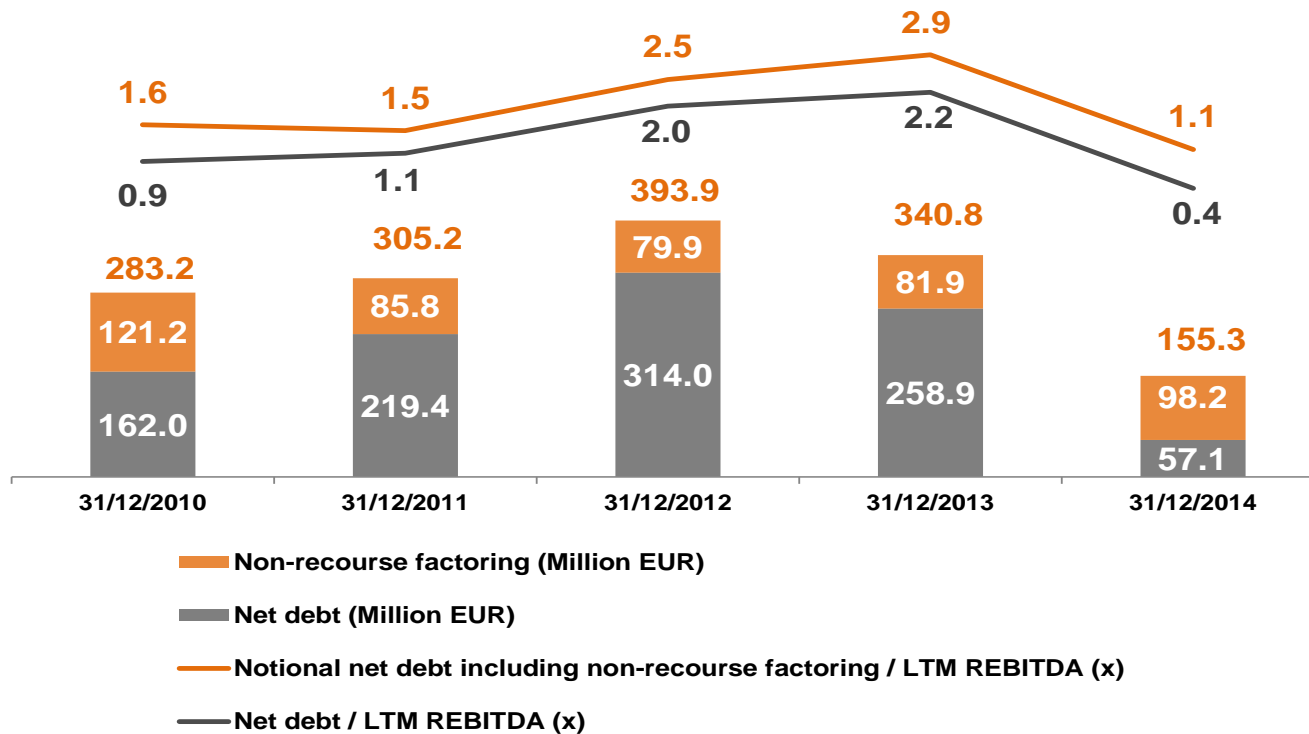
FINANCE COST & INCOME TAX EXPENSE

M EUR	2014	2013
Total net finance cost	-3.0	-27.3
Exchange gain on 200 M non-hedged intercompany USD receivable	19.7	-
“Regular finance cost”	-22.7	-27.3

M EUR	2014	2013
Total Income tax expense	1.6	-23.4
Recognition of deferred tax assets in Belgium & US tax refunds on prior periods	21.9	5.6
“Regular income tax expense”	-20.3	-29.0

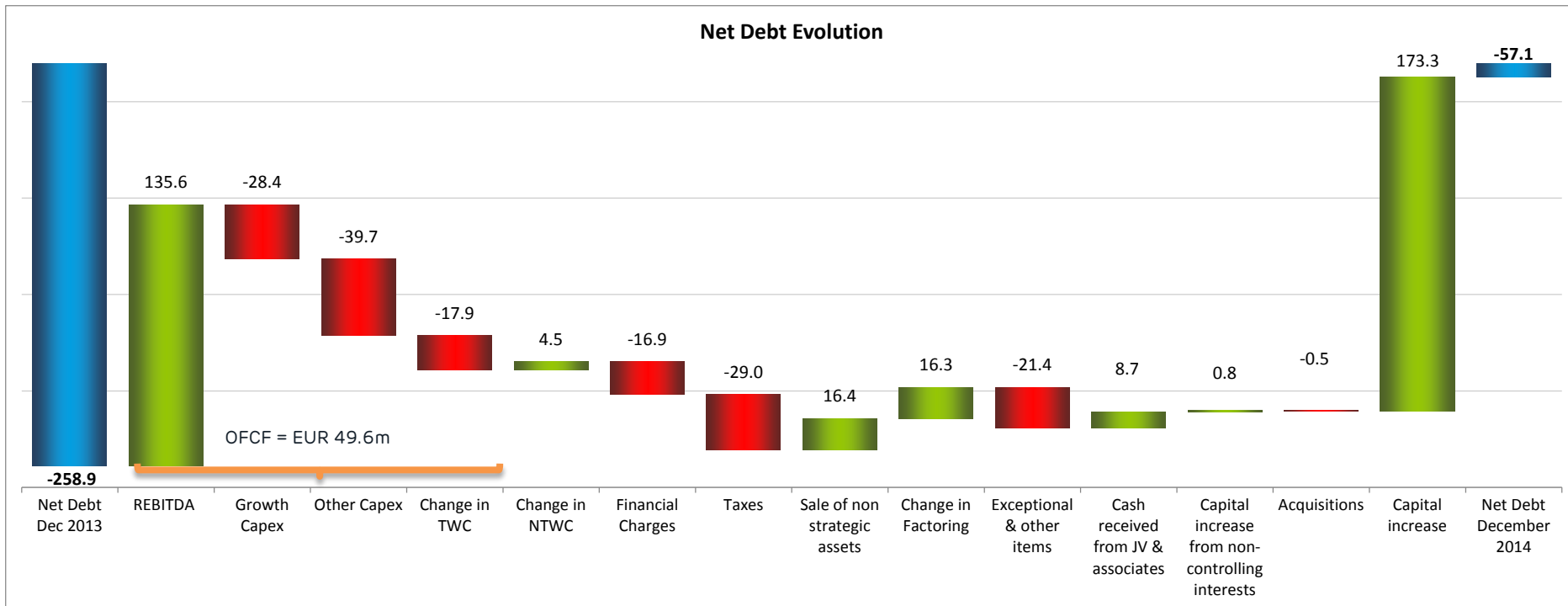
NET DEBT POSITION

Million EUR



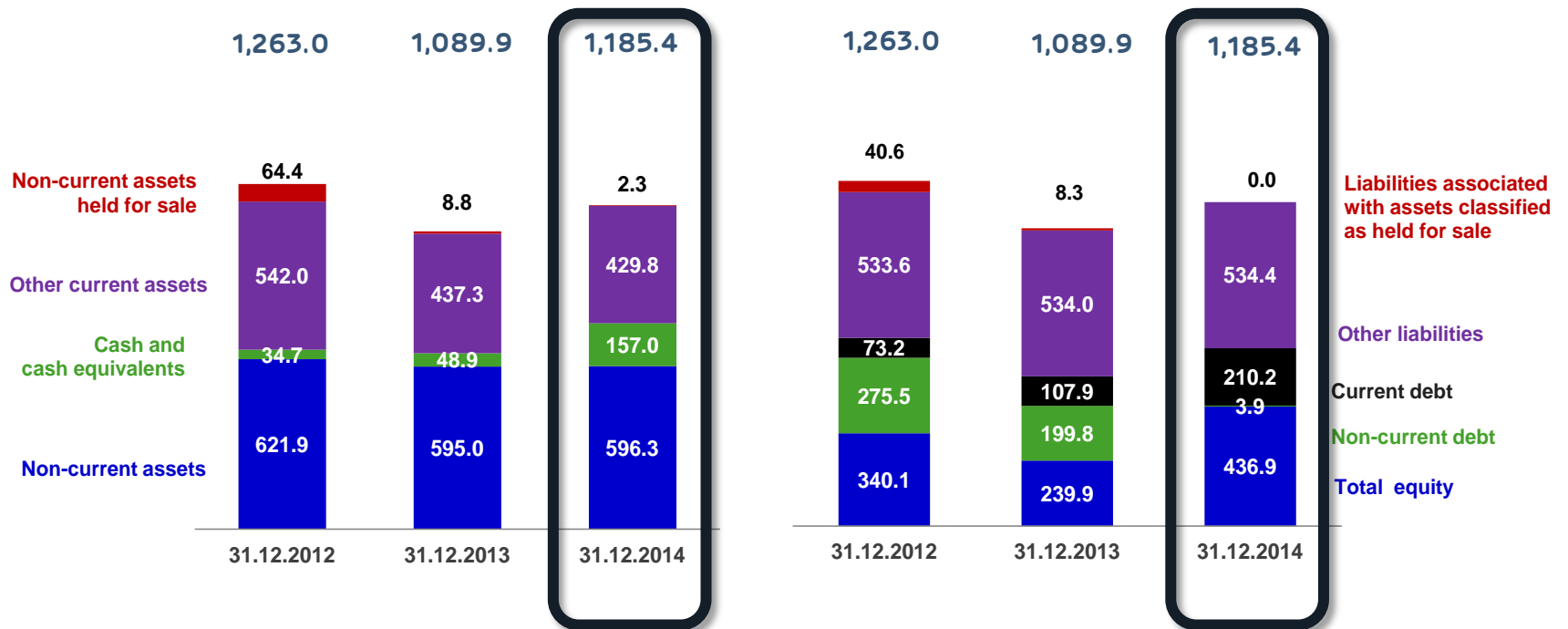
NET DEBT EVOLUTION FY14

Million EUR



BALANCE SHEET

Million EUR



STATUTORY ANNUAL ACCOUNTS

The result of the year amounted to EUR 48,610,567.29 in 2014 compared to EUR 70,026,104.10 last year.

Proposal for appropriation of the result.

The board proposes to appropriate:

- the result of 2014, being	EUR 48,610,567.29
- increased by a transfer from untaxed reserve	208,540.17
- increased by the result brought forward from previous year	
225,023,900.02	

being a total of: 273,843,007.48
as follows:

- legal reserves	2,440,957.63
- profit to be carried forward	
271,402,049.85	

Questions?



2. Approval of the statutory annual accounts for the financial year closed on December 31st, 2014 and allocation of the result



PROPOSED RESOLUTION

The shareholders' meeting approves the statutory annual accounts for the financial year closed on December 31st, 2014, as well as the allocation of the result, as proposed by the board of directors.

In view of the financial results of the company and taking into account the financial situation of Tessenderlo Group, the shareholders' meeting approves the proposal of the board of directors not to distribute any dividends over the year 2014.

3. Corporate governance – approval of the remuneration report



INFORMATION

REMUNERATION REPORT

- **Non-Executive Board members:**
 - Temporary reduction (2014-2015) of the fees for non-Executive Board members towards 20,000 €/year (with exception for the audit committee members – a surplus of 5,000 €/year) and the Chairman of the Board (executive) with a fee of 50,000 €/year.
 - The ad hoc committee Board members for the capital increase received a one-off fee of 4,000 € (paid in 2015)

INFORMATION

REMUNERATION REPORT

- **Group Management Committee, inclusive CEO's ("GMC")**
 - No changes in composition during 2014 (except for Rudi Nerinckx who left the company 16/1/2014).
 - Mel de Vogue appointed independent Executive Director as of 01/4/2014.
 - Changes after 31/12/2014:
 - Cancellation of the Group Management Committee
 - New Executive Committee (Excom) replacing 'GMC' with following members: CEO('s)-CFO (Luc Tack – Mel de Vogue) / Findar BVBA (Executive Director Business Transformation represented by S. Haspeslagh)
 - Voluntary departure Mel de Vogue – function CFO taken by Findar BVBA – current Excom members: CEO (Luc Tack) / CFO (Findar BVBA).
 - Executive Functions are as follows, upon board decision of 24/04/2015
 - Luc Tack - CEO
 - Findar BVBA, represented by Stefaan Haspeslagh - CFO

INFORMATION

REMUNERATION REPORT

- **Remuneration policy GMC/Excom:**
 - **Base salary:** no adjustment based on market practice versus peer group. Co-CEO Luc Tack is remunerated as of 01/01/2014.
 - **Variable remuneration:**
 - **Short term incentive**
 - CEO's/GMC: 0-70% of the base salary (0-100% for the US member of the GMC)
 - Group financial objectives: ROCE, EBIT
 - Personal modifier per member of the GMC linked directly to the progress in strategy execution and the transformation of the Group.
 - **Long term incentive**
 - No additional plan in 2014
 - Long term cash bonus, with deferred payment in 2016
 - No change
 - **Other allowances : no changes**

INFORMATION REMUNERATION REPORT

- **Early Termination:**

- The management agreement with each member of the Excom contains a protection against early termination equal to a fee of 8 months in case the management agreement is stopped by Tessengerlo Group.
- For the current CEO (Luc Tack) and the previous co-CEO (Mel De Vogue) this management agreement contains(ed) a clause which brings (brought) the protection to a fee of 12 months as of 2021.

APPROVAL REMUNERATION REPORT

The shareholder's meeting approves the remuneration report of the company for the financial year 2014.

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 company code, the shareholders' meeting gives discharge to the members of the board of directors for the execution of their mandate during the financial year ended on December 31st, 2014. Unofficial English translation of the official Dutch version

- b) By separate vote and in accordance with article 554 of the Belgian company code, the shareholders' meeting gives discharge to the statutory auditor for the execution of his mandate during the financial year ended on December 31st, 2014.

5. (Re)Appointment of directors



(RE)APPOINTMENT OF DIRECTORS

Acknowledgement of the end of the mandate of director of Mr Thierry Piessevaux on November 5th, 2014, acknowledgement of the end of the mandate of director of Mr Baudouin Michiels at the end of the shareholders' meeting of June 2nd, 2015, acknowledgement of the end of mandate of director of Mr Melchior de Vogue on April 30th, 2015 and acknowledgement of the end of the mandate of director of Mr Antoine Gendry on May 11th, 2015.

Proposed resolution:

- a) The shareholders' meeting renews the mandate of Mr Luc Tack as executive director for a period of four years. His mandate will end after the shareholders' meeting approving the annual accounts for the financial year closed on December 31st, 2018.

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- b) The shareholders' meeting renews the mandate of Mr Karel Vinck as non-executive director for a period of four years. His mandate will end after the shareholders' meeting approving the annual accounts for the financial year closed on December 31st, 2018.
 - c) The shareholders' meeting appoints Philiem BVBA represented by its permanent representative Philippe Coens as independent, non-executive director for a period of four years. His mandate will end after the shareholders' meeting approving the annual accounts for the financial year closed on December 31st, 2018.
 - d) The shareholders' meeting renews the mandate of Ms Dominique Zakovitch-Damon as independent, non-executive director for a period of four years. Her mandate will end after the shareholders' meeting approving the annual accounts for the financial year closed on December 31st, 2018.

BOARD OF DIRECTORS

Composition

As of June 2nd, 2015, the composition of the Board of Directors of Tessenderlo Chemie NV is the following :

Function	Name	Mandate Until
Chairman	Stefaan Haspeslagh	June 2018
Executive Director	Luc Tack	June 2019
Non-executive Director	Karel Vinck	June 2019
Independent non-executive Directors	Véronique Bolland	June 2017
	Philium BVBA represented by its permanent representative Philippe Coens	June 2019
	Dominique Zakovitch-Damon (Mrs)	June 2019

6. Variable remuneration of the executive directors



PROPOSED RESOLUTION

In accordance with article 520ter of the Companies Code, the shareholders' meeting explicitly approves that for the financial year 2015, the variable part of the remuneration of the executive directors will be based on performance criteria that will be calculated over a period of one year.

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- 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/investors



GENERAL MEETING

Tessengerlo Chemie NV

June 2nd 2015

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