

St Denijs Westrem April 12, 2016

Dear Shareholder,

The shareholders of JENSEN-GROUP NV, a publicly listed company with registered office at Bijenstraat 6 in 9051 St.-Denijs-Westrem, Belgium, (the "Company") are hereby invited to attend the Annual Meeting of Shareholders followed by the Special Meeting of Shareholders that will be held on Thursday, May 12, 2016, at 10.00 AM at the registered office of the Company. The agenda of the meetings is set forth below. Please note that (only the comprehensive Dutch language version is valid and legally binding.

The holders of securities or their proxy-holders are requested, if possible, to register no later than half an hour before the opening of the meeting in order to allow for the preparation of the attendance list.

Pursuant to the Articles of Association, shareholders must comply with the following **registration formalities** in order to be admitted and to attend the meeting:

- Registration date: Only the persons that are a shareholder on the registration date can participate in the shareholders' meeting. The registration date is 14 days prior to the shareholders' meeting, i.e. April 28, 2016 at 12.00 PM (Belgian time). For the holders of registered shares, the registration entry in the shareholders' register of the Company is applicable. Holders of de-materialized shares can deposit their shares with KBC Bank, either at its branch offices or at the principal office of KBC at Havenlaan 2, in 1080 Brussels, Belgium no later than April 28, 2016.
- Confirm intention to participate: In addition, shareholders must confirm their intention to attend the shareholders' meeting before May 6, 2016. Shareholders that want to

participate, have to present their certificate of deposition of shares on the above mentioned registration date. The formal confirmation can be sent by mail (investor@jensen-group.com), by fax (+32 9 333 83 39) or by letter to JENSEN-GROUP NV, Bijenstraat 6, BE 9051 Sint-Denijs-Westrem, Belgium.

- The holders of (convertible) bonds and warrants issued by the Company may attend the meeting in an advisory capacity as provided by the Belgian Company Code (i.e. right of attendance without the power to vote). They are subject to the same attendance requirements as those applicable to shareholders.

Shareholder(s) that together hold at least 3% of the share capital can **add an item to the agenda**. The shareholder(s) need(s) to be registered in accordance with the procedure as described above. The Company must be in receipt of the suggested agenda items no later than on April 20, 2016.

Each shareholder that has completed the registration formalities can **raise a question** either during the shareholders' meeting or before the meeting. The Company must be in receipt of the questions in written form no later than May 6, 2016. The questions can be sent by mail (investor@jensen-group.com) or by letter to JENSEN-GROUP NV, Bijenstraat 6, BE 9051 Sint-Denijs-Westrem, Belgium.

Each shareholder that has completed the registration formalities can **opt for absentee voting**. The original absentee voting forms, duly completed and signed, together with a copy of the identity card, must be deposited or received at the Company's principal office no later than on May 6, 2016.

Each shareholder that wants to be represented by **proxy** has to do so in written form and in the format set forth by the Board of Directors. The original proxy, duly signed and completed, must be deposited or received at the Company's principal office no later than on May 6, 2016.

The templates of the absentee voting form as well as the proxy form are available at the Company's principal office or can be downloaded at the website of JENSEN-GROUP NV (www.Jensen-group.com under the heading "investor relations"). Holders of registered shares receive a template of proxy enclosed with their convocation letter.

The annual report, including the statutory and consolidated financial statements, the statutory and consolidated report of the Board of Directors, the auditors' reports and corporate governance chapter as well as the special report of the Board of Directors on authorized capital are available to all shareholders at the Company's principal office as of April 12, 2016. These reports will also be available at the website of JENSEN-GROUP NV (www.Jensen-group.com under the heading "investor relations").

The holders of registered shares, bonds (convertible or not) and warrants, as well as Directors and the statutory auditor(s) can, from now on, receive their invitation by e-mail instead of by service mail, provided that they have individually and explicitly indicated their consent in writing by sending or depositing their agreement at the Company's principal office no later than twenty days before the shareholders meetings. This consent must be given for all future meetings, unless the holder of these securities withdraws consent under the same form and within the same term. In the affirmative, the invitation will be sent again by service mail as from that date. The prescribed template for a request of change in convocation is available at the Company's principal office or at the website of JENSEN-GROUP NV (www.Jensen-group.com under the heading "investor relations")

Any further questions should be addressed to the Investor Relations manager by e-mail on investor@Jensen-group.com, or by phone on +32(0)9 333 83 30.

The Board of Directors.



JENSEN-GROUP NV

a corporation listed on Euronext Brussels
(KBO) 0440.449.284 – Rechtspersonenregister (RPR) in Ghent
Registered address 9051 St.-Denijs-Westrem, Bijenstraat 6

This agenda is a summary, only the comprehensive Dutch language version, which includes the proposed resolutions, is valid and legally binding.

Agenda Annual Shareholders Meeting of May 12, 2016

1. Opening of the meeting by the Chairman and possible remarks.
2. Presentation and review of the Company's consolidated financial statements and annual report for the accounting year ended as at December 31, 2015.
3. Presentation remuneration policy and remuneration report by Remuneration Committee; Approval remuneration report; Review and discussion of the statutory financial statements, the annual report of the Board of Directors and the report of the statutory auditor on the Company's statutory financial statements for the accounting year ended as at December 31, 2015.
4. Approval of the Company's statutory financial statements for the accounting year ended as at December 31, 2015.
5. Review and approval of the appropriation of results as proposed by the Board of Directors including dividend payment of 0.40 euro per share.
6. Discharge to the statutory auditor.
7. Discharge to the Directors.
8. Re-appointment Gobes gcv, represented by Mr. Raf Decaluwé; acknowledgement of the resignation of Mr. Jobst Wagner and appointment of Pubal Consult LLP represented by Mr. Jobst Wagner.
9. Allocation Board of Directors fees and explanation.
10. Acknowledgement legal representative of the statutory audit firm.
11. Update on the application of Corporate Governance Code (Code version 2009).
12. Proxy publication decisions of the Annual Shareholders Meeting and other formalities.
13. Questions and Answers (miscellaneous).

Agenda of the Special Shareholders Meeting of May 12, 2006

1. Renewal authorization for the Board of Directors to increase capital under the provisions of authorized capital.
2. Renewal of the authorization for the Board of Directors to buy back shares.
3. Cancellation of 183.969 treasury shares
4. Proxy publication decisions of the Special Shareholders Meeting and other formalities.

PROXY – to be used by shareholders only*

* Only the Dutch language copy is valid and legally binding – Belgian law is exclusively applicable -

I, the undersigned, hereby acting as grantor of a proxy,

(Name, first name, and address of the shareholder *Or* Company, principal office and first name, name, and address of the legal representatives)

Owner of _____ shares of JENSEN-GROUP NV a company having its registered office at Bijenstraat 6 in 9051 St.-Denijs-Westrem, Belgium (the "Company");

Appoints as his/her proxy holder

(First name, name, and address of the proxy holder)

To whom:

he/she gives power of attorney to attend and to vote at the Annual Shareholders Meeting and at the Special Meeting of Shareholders of JENSEN-GROUP NV to be held on May 12, 2016 at 10:00 am local time (Brussels) at the Company's registered office , as well as at any other shareholders' meeting with the same agenda which may be called subsequently as a result of delay or adjournment, for the purpose of considering the agenda set forth below, to take part in all proceedings, to vote or abstain, to sign any minutes and other documents, to elect domicile, to sub-delegate authority, and in general to do what is useful or necessary.

Should one or more voting instructions not be completed , the proxy holder is deemed to vote in favour of the item of the agenda.

It is recommended for the proxy-holder to register its votes cast during the meeting in real-time with respect to all of the items of the agenda and to make a note to that effect in the column to the right.

Item of the agenda (see resolution included in the agenda)	column for shareholder	column for proxy-holder
Agenda Annual Shareholders meeting		
1. Opening of the meeting: no vote required		
2. Consolidated financial statements: no vote required		
3.a. Presentation remuneration policy: no vote required		
3.b. Approval remuneration report	In Favor Rejection Abstention	
3.c. Review statutory financial statements: needs not vote		
3.d Review annual report Board of Directors and statutory auditor: no vote required		
4. Approval statutory financial statements	In Favor Rejection Abstention	
5. Appropriation of result	In Favor Rejection Abstention	
6. Discharge statutory auditor	In Favor Rejection Abstention	
7. Discharge directors	In Favor Rejection Abstention	
8.a. Re-appointment Gobes gcv, represented by Mr Raf Decaluwé	In Favor Rejection Abstention	
8.b. Acknowledgement resignation and appointment director: no vote required		

9. Allocation Board of Directors' fee

In Favor
Rejection
Abstention

10. Acknowledgement legal representative
statutory audit firm: no vote required

11 Update Corporate Governance Code: no
vote required

12. Proxy publication decisions
Shareholders Meeting

In Favor
Rejection
Abstention

13 Questions and Answers: no vote
required

Agenda Special Shareholders Meeting

1. a. Special report authorized capital: no
vote required

1.b. Renewal authorization Board of
Directors authorized capital

In Favor
Rejection
Abstention

1.c. Renewal authorization Board of
Directors authorized capital – changes of
bylaws

In Favor
Rejection
Abstention

2.a. Renewal authorization Board of
Directors to buy back shares to avoid
serious and imminent threat

In Favor
Rejection
Abstention

2.b. Renewal authorization Board of
Directors to buy back shares to avoid
serious and imminent threat – changes of
bylaws

In Favor
Rejection
Abstention

2.c. Renewal authorization Board of
Directors to buy back shares

In Favor
Rejection
Abstention

2.d. Renewal authorization Board of
Directors to buy back shares – changes of
bylaws

In Favor
Rejection
Abstention

2.e. Renewal authorization Board of
Directors to buy back shares by subsidiary
companies

In Favor
Rejection
Abstention

2.f. Renewal authorization Board of Directors to buy back shares by subsidiary companies – changes of bylaws	In Favor Rejection Abstention	
2.g. Renewal authorization Board of Directors to buy back shares within share option plan or employee participation scheme	In Favor Rejection Abstention	
2.h. Renewal authorization Board of Directors to buy back shares within share option plan or employee participation scheme – changes of bylaws	In Favor Rejection Abstention	
3.a. Cancellation of treasury shares – acknowledgement: no vote required		
3.b. Cancellation of treasury shares	In Favor Rejection Abstention	
3.c. Adjustment number of outstanding shares in bylaws	In Favor Rejection Abstention	
3.d. Proxy to the Board of Directors or daily manager	In Favor Rejection Abstention	
4.a. Proxy publication decisions	In Favor Rejection Abstention	
4.b. Proxy other formalities	In Favor Rejection Abstention	

Place: _____

Date: _____

Signature with the handwritten notice "**Good for Proxy**" on top

A copy of this proxy must to be kept by the proxy-holder for at least a year in order to serve as evidence of the voting instructions given by the shareholder and as proof of the votes cast during the meeting and to constitute a register for such votes cast.

Form for Absentee Voting *

*Only the Dutch language copy is valid and legally binding – Belgian law is exclusively applicable -

I, the undersigned,

(Name, first name and address of the shareholder)

Owner of _____ shares of JENSEN-GROUP NV a company having its registered office at Bijenstraat 6 in 9051 St.-Denijs-Westrem, Belgium (the "Company"):

declares to exercise his/her/its voting rights at the Annual Meeting of Shareholders and at the Special Meeting of Shareholders of JENSEN-GROUP NV referred to below, as well as at any other shareholders' meeting with the same agenda which may be called subsequently as a result of delay or adjournment for whatever reason, for the purpose of considering the agenda set forth below, to take part in all proceedings, to vote or abstain, to sign any minutes and other documents, to elect domicile, to sub-delegate authority, and in general to do what is useful or necessary.

The shareholder casts his votes for the Annual Meeting of Shareholders and Special Meeting of Shareholders of May 12, 2016 as follows:

Item of the agenda	Nature of Vote
Agenda Annual Shareholders' meeting	
1. Opening of the meeting: no vote required	
2. Consolidated financial statements: no vote required	
3.a. Presentation remuneration policy: no vote required	
3.b. Approval remuneration report	In Favor Rejection Abstention
3.c. Review statutory financial statements: no vote required	
3.d. Review annual report Board of Directors and statutory auditor: no vote required	

4. Approval statutory financial statements	In Favor Rejection Abstention
5. Appropriation of result	In Favor Rejection Abstention
6. Discharge statutory auditor	In Favor Rejection Abstention
7. Discharge directors	In Favor Rejection Abstention
8.a.Re-appointment Gobes gcv, represented by Mr Raf Decaluwé	In Favor Rejection Abstention
8.b. Acknowledgement resignation and appointment director: no vote required	
9.Allocation Board of Directors' fee	In Favor Rejection Abstention
10. Acknowledgement legal representative statutory audit firm: no vote required	
11 Update Corporate Governance Code: no vote required	
12. Proxy publication decisions Shareholders Meeting	In Favor Rejection Abstention
13 Questions and Answers: no vote required	
Agenda Special Shareholders Meeting	
1. a. Special report authorized capital: no vote required	
1.b. Renewal authorization Board of Directors authorized capital	In Favor Rejection Abstention
1.c. Renewal authorization Board of Directors authorized capital – changes of bylaws	In Favor Rejection Abstention

2.a. Renewal authorization Board of Directors to buy back shares to avoid serious and imminent threat

In Favor
Rejection
Abstention

2.b. Renewal authorization Board of Directors to buy back shares to avoid serious and imminent threat – changes of bylaws

In Favor
Rejection
Abstention

2.c. Renewal authorization Board of Directors to buy back shares

In Favor
Rejection
Abstention

2.d. Renewal authorization Board of Directors to buy back shares – changes of bylaws

In Favor
Rejection
Abstention

2.e. Renewal authorization Board of Directors to buy back shares by subsidiary companies

In Favor
Rejection
Abstention

2.f. Renewal authorization Board of Directors to buy back shares by subsidiary companies – changes of bylaws

In Favor
Rejection
Abstention

2.g. Renewal authorization Board of Directors to buy back shares within share option plan or employee participation scheme

In Favor
Rejection
Abstention

2.h. Renewal authorization Board of Directors to buy back shares within share option plan or employee participation scheme – changes of bylaws

In Favor
Rejection
Abstention

3.a. Cancellation of treasury shares – acknowledgement: no vote required

3.b. Cancellation of treasury shares

In Favor
Rejection
Abstention

3.c. Adjustment number of outstanding shares in bylaws

In Favor
Rejection
Abstention

3.d. Proxy to the Board of Directors or daily manager

In Favor
Rejection
Abstention

4.a. Proxy publication decisions

In Favor
Rejection
Abstention

4.b. Proxy other formalities

In Favor
Rejection
Abstention

The shareholder must attach **a copy of his/her identity card** to this form.

Place: _____

Date: _____

Signature:
