

ANNUAL GENERAL MEETING OF TCM GROUP A/S

The annual general meeting of TCM Group A/S will be held on 9 April 2025 at 5:00 PM. The annual general meeting will be held at TCM Group, Skautrupvej 22b, Tvis, 7500 Holstebro with the following agenda:

1. Report of the Board of Directors on the company's activities in the past year.
2. Adoption of the audited Annual Report.
3. Presentation and approval of the remuneration report.
4. Adoption of remuneration policy.

In accordance with the recommendation from the Remuneration committee, the Board of Directors proposes that the company's current remuneration policy shall continue without any changes. The remuneration policy is available on the company's website: [Corporate Governance | TCM Group A/S](#)

5. Adoption of the remuneration for the Board of Directors and Board committees.

The Board of Directors proposes unchanged fees as per the financial year 2024.

In accordance with the remuneration policy, the Board of Directors proposes that the annual ordinary director's fee is fixed at DKK 250,000 for the financial year 2025, and that the chairman's fee is fixed at 2.5 times the ordinary annual fee.

6. Appropriation of profit or loss as recorded in the adopted annual report.

The Board of Directors proposes an ordinary dividend of DKK 3.00 per share, excluding dividend on the company's treasury shares. This corresponds to a total distribution of DKK 31,322,000, representing 54% of the net profit for 2024 and is within the company's dividend policy.

7. Election of members to the Board of Directors.

Anders Tormod Skole-Sørensen, Søren Mygind Eskildsen, Björn Olsson Lissner, Pernille Wendel Mehl, Erika Hummel and Jan Amtoft are proposed for re-election.

With regard to the competences of the Board of Directors, including other managerial offices, please see "Board of Directors and Executive Management" in the Annual Report.

8. Election of auditor.

It is proposed to re-elect PricewaterhouseCoopers (PwC), Statsautoriseret Revisionspartnerselskab in accordance with the nomination from the Audit Committee. The Audit Committee of the Board of Directors is not affected by any third party and is not bound by any agreement with any third party limiting the election of certain auditors or audit firms.

9. Election of sustainability auditor.

It is proposed to re-elect PricewaterhouseCoopers (PwC), Statsautoriseret Revisionspartnerselskab to provide a statement on the sustainability reporting in the management report in the annual report (if applicable) in accordance with the nomination from the Audit Committee. The Audit Committee of the Board of Directors is not affected by any third party and is not bound by any agreement with any third party limiting the election of certain auditors or audit firms.

The proposal is to be viewed in light of the fact that, at the time of this notice, it is unclear whether the EU Commission's proposal for simplified sustainability reporting (Omnibus proposal) will be implemented and whether it will enter into force with effect from the financial year 2025. In case this simplification is implemented, it is expected that TCM Group A/S will be exempt from the requirement to provide auditor certified sustainability reporting for the financial year 2025, making the election of a sustainability auditor irrelevant.

10. Any proposals from the Board of Directors or shareholders.

The Board of Directors proposes the following:

a) The Board of Directors proposes that the Board of Directors is authorised to acquire treasury shares.

The Board of Directors proposes that the Board of Directors is authorised for the period until the next annual general meeting to acquire treasury shares of up to 5% of the nominal share capital of the company at any time, provided that the company's total holding of treasury shares does not at any time exceed 5% of the company's nominal share capital. The purchase price paid for such treasury shares must not deviate by more than 10% from the listed price on Nasdaq Copenhagen at the time of the acquisition.

b) Changes to Articles of Association

Based on updates of the Danish Companies Act, certain editorial changes to the company's Articles of Association are proposed. For specific wording, we refer to [appendix 1](#).

11. Any other business.

Agenda etc.

No later than 18 March 2025, the following information will be available for the shareholders on the company's website <http://investor-en.tcmgroup.dk/annual-general-meeting>:

1. Notice to the annual general meeting including the agenda and complete proposed resolutions.
2. The total number of shares and voting rights at the date of the notice.
3. The documents to be presented on the annual general meeting, including the annual report for 2024, and the remuneration report.
4. The forms to be used for voting by proxy or voting by post.

Registration date

The right of a shareholder to attend and vote at the annual general meeting is determined by the shares held by the shareholder on 2 April 2025 (the registration date). The amount of shares held by the shareholder is calculated on the registration date based on the shareholders ownership as registered in the company's register of shareholders as well as any notification of ownership received by the company no later than the registration date for the purpose of registration in the company's register of shareholders, but which has not yet been registered.

Deadline for notice of attendance

Shareholders who wish to attend the general meeting must request an admission card no later than Friday 4 April 2025 at 11:59 PM. Admission cards can be requested electronically through Euronext Securities A/S' website, www.euronext.com/cph-agm. Admission cards may furthermore be requested by contacting Euronext Securities A/S by phone on +45 43 58 88 66, by e-mail to CPH-investor@euronext.com or by completing and returning the notice of attendance by letter to Euronext Securities A/S, Nicolai Eigtveds Gade 8, 1402 Copenhagen K.

If a shareholder may wish so, the company will send out admission card electronically via e-mail. Such service requires registration of the shareholder's email address in the company's register of shareholders, see www.tcmgroup.dk, and if this is not already the case, it is possible to indicate the e-mail address on the notice of attendance. After having requested admission, the shareholder will receive an admission card and voting form in PDF. Upon request, the admission card must be presented at the annual general meeting.

If a shareholder does not have an e-mail address, it is still possible to have the admission card sent by post.

Proxy

Proxies must be received by Euronext Securities A/S no later than Friday 4 April 2025 at 11:59 PM. Proxies may be granted electronically through Euronext Securities A/S' website, www.euronext.com/cph-agm. Alternatively, a proxy form may be downloaded from <http://investor-en.tcmgroup.dk/> and sent by e-mail to CPH-investor@euronext.com or by post to Euronext Securities A/S, Nicolai Eigtveds Gade 8, 1402 Copenhagen K.

Postal vote

Votes by post must be received by Euronext Securities A/S no later than Monday 7 April 2025 at 11:59 PM. Votes by post may be submitted electronically through Euronext Securities A/S' website, www.euronext.com/cph-agm. Alternatively, a voting form may be downloaded from <http://investor-en.tcmgroup.dk/> and sent by e-mail to CPH-investor@euronext.com or by post to Euronext Securities A/S, Nicolai Eigtveds Gade 8, 1402 Copenhagen K.

Questions from the shareholders

At the annual general meeting the Board of Directors and the management will answer questions raised by the shareholders on all matters of importance to the assessment of the annual report and the company's general position or to any proposed resolution to be passed by the general meeting. In consideration for management to provide best possible reply on possible questions, shareholders are encouraged to send any such questions to ir@tcmgroup.dk in due time prior to the hosting of the annual general meeting.

Language

The general meeting will be held in Danish, cf. the Articles of Association clause 9.7.

Share capital and voting rights

The Company's share capital is DKK 1,051,363.80, divided into shares of DKK 0.1 each or multiples thereof. Each share of the nominal value of DKK 0.1 carries one vote at the general meeting cf. the Articles of Association clause 9.1. Treasury shares have no voting rights.

All resolutions can be adopted with a simple majority; however item 10.b) (Changes to Articles of Association) requires 2/3 majority of the votes and of the capital represented at the general meeting, see section 106 of the Danish Companies Act.

Webcast

The annual general meeting may be followed as webcast, a link will be made available on the Company's website, <http://investor-en.tcmgroup.dk/>

The Board of Directors of TCM Group A/S

Appendix 1:

According to section 149 a of the Danish Companies Act, a limited liability company must, if required to under the Financial Statements Act, elect one or more approved auditors to provide an assurance opinion on sustainability reporting in its sustainability report. It is proposed to amend the Articles of Association accordingly.

8. GENERALFORSAMLINGEN, DAGSORDEN

8.1 Selskabet skal i en sammenhængende periode på 3 uger begyndende senest 3 uger før generalforsamlingen (inkl. dagen for dennes afholdelse) gøre følgende oplysninger tilgængelige for aktionærerne på selskabets hjemmeside:

1. Indkaldelsen.
2. Det samlede antal aktier og stemmerettigheder på datoen for indkaldelsen.
3. De dokumenter, der skal fremlægges på generalforsamlingen, herunder for den ordinære generalforsamlings vedkommende den reviderede årsrapport.
4. Dagsordenen og de fuldstændige forslag.
5. Eventuelle formularer, der skal anvendes ved stemmeafgivelse ved fuldmagt og ved stemmeafgivelse per brev, medmindre disse formularer sendes direkte til aktionærerne

På den ordinære generalforsamling skal dagsordenen indeholde følgende punkter:

1. Bestyrelsens beretning om selskabets virksomhed i det forløbne regnskabsår.
2. Godkendelse af den reviderede årsrapport.
3. Fremlæggelse og godkendelse vederlagsrapporten.
4. Godkendelse af bestyrelsens og bestyrelsesudvalgenes honorar.

GENERAL MEETING; AGENDA

For a continuous period of three weeks beginning no later than three weeks before the date of any general meeting (including the date of the meeting), the company shall make the following information available to the shareholders on the company's website:

1. The notice convening the general meeting.
2. The aggregate number of shares and voting rights at the date of the notice.
3. The documents to be submitted to the general meeting, including, in the case of the annual general meeting, the audited annual report.
4. The agenda of the general meeting and the full text of any proposal to be submitted to the general meeting.
5. Proxy and postal voting forms, if applicable, unless such forms are sent directly to the shareholders

The agenda of the annual general meeting shall include the following items:

1. The report of the Board of Directors on the Company's activities during the past financial year.
2. Adoption of the audited annual report.
3. Presentation and approval of Corporate Governance Report.
4. Adoption of the remuneration for the board of directors and any board committees.

5. Anvendelse af overskud eller dækning af underskud i henhold til den godkendte årsrapport.
6. Valg af bestyrelsesmedlemmer.
7. Valg af revisor.
- 7-8. Valg af bæredygtighedsrevisor (hvis relevant)
- 8-9. Eventuelle forslag fra bestyrelsen og/eller aktionærerne.

5. Appropriation of profit or loss as recorded in the adopted annual report.
6. Election of directors.
7. Election of auditor.
- 7-8. Election of sustainability auditor (if relevant).
- 8-9. Any proposals by the Board of Directors and/or the shareholders.

17. REVISION

- 17.1 Selskabets årsregnskab revideres af én eller to statsautoriserede revisorer valgt af generalforsamlingen for tiden indtil næste ordinære generalforsamling.

17.2 Hvis og i det omfang årsregnskabsloven eller anden lovgivning foreskriver det, forsynes Selskabets årsrapport med en erklæring om bæredygtighedsrapportering, der udarbejdes af én eller flere godkendte revisorer eller uafhængige erklæringsudbydere, som vælges af generalforsamlingen, jf. selskabslovens § 149 a.

- 17.3 Selskabets årsrapporter og delårsrapporter skal udarbejdes og aflægges på engelsk. Bestyrelsen kan beslutte, at årsrapporten tillige kan udarbejdes på dansk.

AUDITING

The company's financial statement shall be audited by one or two state-authorized public accountants elected by the general meeting to hold office until the next annual general meeting.

If and to the extent that the Danish Financial Statements Act or other applicable law requires the company's financial statement shall include a statement on the sustainability reporting in the management report prepared by one or more auditors elected by the general meeting, cf. section 149 a of the Danish Companies Act.

The company's annual reports and interim financial reports are prepared and presented in English. The board of directors may resolve that the annual report shall also be prepared in Danish.

As the general meeting has approved a remuneration policy, it is proposed to amend section 13 of the company's Articles of Association, cf. section 139, subsection 6, of the Danish Companies Act.

13. ~~INCITAMENTS AFLØNNING~~ VEDERLAGSPOLITIK

- 13.1 Der er vedtaget vederlagspolitik for selskabets ledelse, inklusiv retningslinjer for incitamentsaflønning, jf. selskabslovens § 139. Vederlagspolitikken kan ses på selskabets hjemmeside. Selskabet har vedtaget retningslinjer for incitamentsaflønning af ledelsen, jf. selskabslovens § 139, stk. 2. Retningslinjerne, der er godkendt af generalforsamlingen, er tilgængelig på selskabets hjemmeside, www.tcmgroup.dk.

~~INCENTIVE~~ REMUNERATION POLICY

A remuneration policy for the Company's management has been adopted, including guidelines for incentive-based remuneration, cf. section 139 of the Danish Companies Act. The remuneration policy is available on the Company's website. Guidelines have been adopted for incentive remuneration for the members of the management, cf. sec-

~~tion 139(2) of the Danish Companies Act. The remuneration policy is available on the Company's website, www.temgroup.dk.~~

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Tvis, 14 March 2025