

ANNUAL GENERAL MEETING OF TCM GROUP A/S

The annual general meeting of TCM Group A/S will be held on 9 April 2026 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 that the base remuneration be increased from DKK 250,000 to DKK 275,000 for the financial year 2026. This represents the first adjustment of the base remuneration since 2018.

In accordance with the Remuneration Policy, it is proposed that the ordinary annual remuneration for members of the Board of Directors for the financial year 2026 be finally approved at DKK 275,000, while the remuneration of the Chair shall be fixed at 2.5 times the ordinary board remuneration.

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

The Board of Directors proposes an ordinary dividend of DKK 4,50 per share, excluding dividend on the company's treasury shares. This corresponds to a total distribution of DKK 46,493,000, representing 60% of the net profit for 2025 and is within the company's dividend policy.

7. Election of members to the Board of Directors.

Anders Tormod Skole-Sørensen, 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.

In addition, Rodolfo Zeidler, is proposed for election. CV of Rodolfo Zeidler is attached as appendix 1.

Søren Mygind Eriksen resign from the Board of Directors.

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.

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) The Board of Directors proposes introducing the option of holding a fully electronic general meeting

The Board of Directors proposes introducing the option for the Board of Directors to decide that a specific general meeting may be held as a fully electronic general meeting instead of with physical attendance. The proposal entails an update of section 7.3 of the Articles of Association, as set out in [appendix 2](#).

In this connection, certain amendments of a purely editorial nature to the company's Articles of Association are also proposed.

11. Any other business.

Agenda etc.

No later than 18 March 2026, 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 2025, and the remuneration report for 2025.
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 2026 (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 1 April 2026 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 1 April 2026 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 2026 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) (The Board of Directors proposes introducing the option of holding a fully electronic general meeting) 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:



Rodolfo Zeidler

- a. MBA Columbia Business School, M.Sc. Economics, CFA
- b. Born 1987, Brazilian and German citizen
- c. Independent of the company but not of its major shareholders

Key positions of trust and work experience:

Mr. Zeidler has been a Senior Research Analyst at Paradigm Capital AG since 2020. Prior to that, he worked in the investment team at Votorantim, one of Latin America's largest investment groups. He also worked with T. Rowe Price and served as a consultant in M&A transactions across multiple sectors, in addition to holding corporate finance management roles.

Mr. Zeidler currently serves as a member of the Board of Sitowise Group Oyj

Appendix 2:

The text in bold constitutes the proposed addition to section 7.3 of the company's Articles of Association:

*"7.3 General meetings shall be held at the Company's registered office or in the Greater Copenhagen area. **The board of directors may decide that general meetings are held as a fully electronic general meeting in accordance with applicable legislation. Participation in an electronic general meeting shall take place via conference call, video conference, the company's website or another media with similar functionalities. Further information on the procedures for general meeting and participation, including technical requirements and requirements for identification purposes, will be made available on the company's website and/or in the notice convening the specific general meeting.**"*

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Tvis, 16 March 2026