

AGENDA

2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF KENDRION N.V.

1. **Opening and notifications**
2. **Report by the Executive Board and the Supervisory Board**
 - a. Report by the Executive Board and report of the Supervisory Board for the financial year 2025
(for discussion)
 - b. Main items corporate governance structure and compliance with the corporate governance code in 2025
(for discussion)
3. **2025 financial statements and dividend**
 - a. Adoption of the 2025 financial statements
(for resolution)
 - b. Dividend over financial year 2025
(for resolution)
4. **Discharge**
 - a. Discharge of the members of the Executive Board
(for resolution)
 - b. Discharge of the members of the Supervisory Board
(for resolution)
5. **Remuneration report 2025** (for advice)
6. **Authorisation to issue Kendrion N.V. shares and to restrict or exclude pre-emptive rights**
 - a. Authorisation to issue shares
(for resolution)
 - b. Authorisation to restrict or exclude pre-emptive rights
(for resolution)
7. **Authorisation to repurchase Kendrion N.V. shares** (for resolution)
8. **Cancellation of Kendrion N.V. shares held or acquired by the Company** (for resolution)
9. **Any other business**
10. **Closing**

To be held on:
Monday, 13 April 2026
14.00 CET
Novotel Amsterdam City
Europaboulevard 10
1083 AD Amsterdam
The Netherlands

Record date:
Monday, 16 March 2026

Applications:
No later than Monday, 6 April 2026
17.00 CET

Explanatory notes to the agenda of the 2026 annual General Meeting of Shareholders

For information about the annual General Meeting of Shareholders of Kendrion N.V. (the 'Company'), please visit the corporate website at www.kendrion.com

Note to agenda item 2.a – Report by the Executive Board and report of the Supervisory Board for the financial year 2025

The Executive Board and the Supervisory Board report on their respective activities during financial year 2025.

Note to agenda item 2.b – Main items corporate governance structure and compliance with the corporate governance code in 2025

In accordance with the Dutch Corporate Governance Code 2025, the main items of Kendrion's corporate governance structure and its compliance with the Dutch Corporate Governance Code in 2025 will be discussed and accounted for. Please refer to pages 38 through 42 of the 2025 Integrated Annual Report.

Note to agenda item 3.a – Adoption of the 2025 financial statements

Pursuant to section 2:101 sub 3 of the Dutch Civil Code, financial statements are adopted by the General Meeting of Shareholders. It is proposed to adopt the 2025 financial statements.

Note to agenda item 3.b – Dividend over financial year 2025

It is proposed that for the financial year 2025 a dividend of EUR 0.70 per share be distributed to holders of Kendrion N.V. shares. In light of the current share buyback program of the Company, it is proposed to distribute the dividend in the form of cash. In total this distribution represents 61% of the normalised net profit before amortisation for 2025. The proposed dividend distribution is in accordance with the applicable provisions of the articles of association and, with due observance of the above, with the dividend policy, which aims for a pay-out of at least 50% of net profit. The remaining portion of the profit will be added to the reserves.

The ex-dividend date is 15 April 2026 (i.e. the date on which trading in the share starts at the beginning of the business day excluding dividend), and the record date is 16 April 2026 (i.e. the date on which dividend entitlement is determined).

The cash dividend will be made payable on 22 April 2026.

Note to agenda item 4.a – Discharge of the members of the Executive Board

It is proposed that the members of the Executive Board who were in function during the financial year 2025 be discharged from liability for their management of the Company and its activities during such year, as far as evidenced by the Executive Board report, the annual financial statements, announcements during the annual General Meeting of Shareholders and/or (other) publicly available information and without prejudice to the provisions of section 2:138 of the Dutch Civil Code.

Note to agenda item 4.b – Discharge of the members of the Supervisory Board

It is proposed that the members of the Supervisory Board who were in function during the financial year 2025 be discharged from liability for their supervision during such year, as far as evidenced by the Executive Board report, the Supervisory Board report, the annual financial statements, announcements during the annual General Meeting of Shareholders and/or (other) publicly available information and without prejudice to the provisions of sections 2:138 and 2:149 of the Dutch Civil Code.

Note to agenda item 5 – Remuneration report 2025

In line with section 2:135b sub 2 of the Dutch Civil Code, the remuneration report is submitted to the General Meeting for an advisory vote. For the report on the remuneration of the Executive Board and the Supervisory Board in 2025 reference is made to the Company's website at www.kendrion.com, which is also included in the 2025 Integrated Annual Report on pages 109 through 124. The shareholders are asked to give their view on how the Company implemented the Remuneration Policy for the Executive Board and the Supervisory Board in 2025.

In line with section 2:135b sub 2 of the Dutch Civil Code, the remuneration report with respect to the financial year 2026 will mention how the Company has taken account of the advisory vote of the shareholders cast during this annual General Meeting of Shareholders.

Note to agenda item 6.a – Authorisation to issue shares

It is proposed to authorize the Executive Board for a period of 18 months from the date of this annual General Meeting of Shareholders, i.e. until 13 October 2027, to issue shares or grant rights to acquire shares, subject to the approval

of the Supervisory Board. This authority relates to a maximum of 10% of the Company's issued share capital as at 13 April 2026, increased by the number of performance shares to be issued pursuant to share based incentive plans for senior management and the Executive Board long-term incentive plan.

Note to agenda item 6.b – Authorisation to restrict or exclude pre-emptive rights

It is proposed to authorise the Executive Board for a period of 18 months from the date of this annual General Meeting of Shareholders, i.e. until 13 October 2027, to restrict or exclude, subject to the approval of the Supervisory Board, pre-emptive rights in relation to the issue of shares or the granting of rights to acquire shares.

The Executive Board will only exercise the authorisations as referred to under 7.a and 7.b in those instances in which this is of material importance to preserve the continuity of Kendrion or in case such is conducive to Kendrion's strategic enhancement. These authorisations allow Kendrion to respond promptly to developments. When these authorisations shall be approved, the current authorisations that expire on 14 October 2026 shall no longer be utilised.

Note to agenda item 7 – Authorisation to repurchase Kendrion N.V. shares

It is proposed to authorise the Executive Board for a period of 18 months from the date of this annual General Meeting of Shareholders, i.e. until 13 October 2027, to acquire shares in the Company, subject to the approval of the Supervisory Board and within the limits prescribed by the Company's articles of association and the applicable statutory provisions, up to a maximum of 10% of the issued share capital at the date of this annual General Meeting of Shareholders, either by purchase on the stock exchange or otherwise, at a price that does not exceed 110% of the opening price quoted on Euronext's Amsterdam market on the day of the purchase of the shares or, in the absence of an opening price, the most recent price quoted on the stock exchange. When this authorisation shall be approved, the current authorisation that expires on 14 October 2026 shall no longer be utilised.

Note to agenda item 8 – Cancellation of Kendrion N.V. shares held or acquired by the Company

It is proposed by the Executive Board, with the approval of the Supervisory Board, to cancel any or all shares in the issued share capital of the Company held by the Company or acquired by the Company under the authorisation referred to under agenda item 7 and the authorisation that expires on 14 October 2026. The cancellation is proposed in furtherance of the Company's current share buyback program and aims to enhance the earnings per share and mitigate shareholder dilution.

The number of shares that will be cancelled shall be determined by the Executive Board, with the approval of the Supervisory Board, but shall not exceed 10% of the issued share capital as per 13 April 2026. Pursuant to the relevant statutory provisions, the cancellation may not be effected until two months after the resolution to cancel shares is adopted by the Executive Board and publicly announced.

Record date

The persons who are entitled to vote and attend the annual General Meeting of Shareholders are those persons who are entitled to shares in Kendrion on Monday, 16 March 2026, as registered in the sub-registers formed by the intermediaries as defined in the Securities Giro Act.

Attendance of the meeting

Holders of shares who wish to attend the meeting may apply in writing by Monday, 6 April 2026, 17.00 CET at the latest via www.abnamro.com/evoting or direct to the intermediaries at which their shares are administered. The intermediaries are to provide ABN AMRO no later than Tuesday, 7 April 2026, 13.00 CET via www.abnamro.com/intermediary with an electronic statement that includes the number of shares held on the record date by the shareholder concerned and which have been applied for registration whereupon the holder will receive a proof of registration which will also serve as an admission ticket for the meeting. With the application intermediaries are requested to include the full address details of the relevant shareholders in order to be able to verify the shareholding on the record date in an efficient manner.

Proxies and e-voting prior to the meeting

Shareholders unable to attend the meeting in person can grant a proxy, either in writing or by electronic means, to a third party to vote on the shareholder's behalf at the meeting. Shareholders granting proxy will need to have registered their shares before the meeting. The standard proxy form is made available on the Company's website and can also be obtained from the intermediary. Issued proxies must be in the possession of the proxy holder and a copy must be received by the Company for the attention of Mr. N. de Kort (Company Secretary), Vesta Building – 5th floor, Herikerbergweg 213, 1101 CN Amsterdam, the Netherlands, no later than Monday, 6 April 2026, 17.00 CET. Voting instructions can also be issued prior to the meeting via e-voting on the designated website of ABN AMRO at www.abnamro.com/evoting up to Monday, 6 April 2026, 17.00 CET. In all circumstances, the intermediary will need to issue a statement via www.abnamro.com/intermediary, no later than on Tuesday, 7 April 2026, 13.00 CET stating that the shares were registered in the name of the holder thereof on the record date.

Online webcast

Shareholders wishing to follow the meeting through the online webcast can apply through the intermediary that administers their shares or directly via www.abnamro.com/evoting for a registration certificate that contains a link to login to the webcast and further details on how to join the webcast.

Shareholders have the possibility to ask questions through the online webcast. However, voting rights cannot be exercised through the online webcast. Shareholders wishing to follow the meeting through the online webcast will be able to exercise their voting rights either through a proxy (power of attorney) with voting instructions to a third party or via e-voting prior to the meeting on the designated website of ABN AMRO at www.abnamro.com/evoting. Shareholders are requested to submit their application to follow the meeting through the online webcast by Monday, 6 April 2026, 17.00 CET at the latest.

Questions

Shareholders that follow the meeting through the online webcast are invited to submit questions about the items on the agenda prior to the meeting by email to Mr. N. de Kort (niek.dekort@kendrion.com). Questions should be submitted by Thursday 9 April 2026, 17.00 CET at the latest. Questions received will be answered either before or at the meeting. Questions answered before the meeting will be posted on the Company's website. When submitting questions, shareholders must indicate in their email the following details (i.e. needed to confirm their eligibility to submit questions as a shareholder): name, registration number of the registration certificate and the number of shares.

During the meeting there will be possibility for (follow-up) questions by both shareholders attending the meeting in person and shareholders following the online webcast. To ask (follow-up) questions via the online webcast, it is necessary that a shareholder is registered to follow the online webcast. Further instructions on how such (follow-up) questions can be asked will be given by the Chairman during the meeting. The Chairman may set conditions on asking (follow-up) questions and deviate from conditions if he considers that to be reasonable to ensure an orderly meeting and discussion.

KENDRION N.V.

Vesta Building – 5th floor

Herikerbergweg 213

1101 CN Amsterdam

The Netherlands

Tel: +31 (0)85 073 15 00

Email: info@kendrion.com

www.kendrion.com

Registered office: Amsterdam, Netherlands

Chamber of Commerce: 30113646