

Voting results Annual General Meeting of Shareholders TKH Group N.V. 14 May 2014 at 14.30 hrs. Location: 't Hagen, Scholtenhagenweg 36, in Haaksbergen (the Netherlands)

Agenda item 2c – Proposal to adopt the annual financial statements prepared by the Executive Board for the 2013 financial year

- a. Number of shares for which valid votes were cast: 37,886,680.
- b. Percentage of the issued capital represented by the shares referred to under a.: 99.69%.
- c. Total number of valid votes cast: 37,886,680.
- d. Number of votes cast in favour of and against the resolution, and number of abstentions:
 - number of votes in favour of the resolution: 37,886,680.
 - number of votes against the resolution: 0.
 - abstentions: 0.

The proposal is passed unanimously.

Agenda item 2e - Proposal to adopt the dividend for 2013 and the time at which the dividend will be made available for payment

- a. Number of shares for which valid votes were cast: 37,886,680.
- b. Percentage of the issued capital represented by the shares referred to under a.: 99.69%.
- c. Total number of valid votes cast: 37,886,680.
- d. Number of votes cast in favour of and against the resolution, and number of abstentions:
 - number of votes in favour of the resolution: 37,886,680.
 - number of votes against the resolution: 0.
 - abstentions: 0.

The proposal is passed unanimously.

Agenda item 2f - Proposal to discharge the members of the Executive Board for their management responsibilities

- a. Number of shares for which valid votes were cast: 37,886,680.
- b. Percentage of the issued capital represented by the shares referred to under a.: 99.69%.
- c. Total number of valid votes cast: 37,886,680.
- d. Number of votes cast in favour of and against the resolution, and number of abstentions:
 - number of votes in favour of the resolution: 37,886,680.
 - number of votes against the resolution: 0.
 - abstentions: 0.

The proposal is passed unanimously.

Agenda item 2g - Proposal to discharge the members of the Supervisory Board for their supervisory responsibilities

- a. Number of shares for which valid votes were cast: 37,886,680.
- b. Percentage of the issued capital represented by the shares referred to under a.: 99,69%.
- c. Total number of valid votes cast: 37,886,680.
- d. Number of votes cast in favour of and against the resolution, and number of abstentions:
 - number of votes in favour of the resolution: 37,886,680.
 - number of votes against the resolution: 0.
 - abstentions: 0.

The proposal is passed unanimously.

Agenda item 3d - Proposal to the General Meeting to re-appoint Mrs M.E. van Lier Lels as member of the Supervisory Board, in the position of vice chair

- a. Number of shares for which valid votes were cast: 37,886,680.
- b. Percentage of the issued capital represented by the shares referred to under a.: 99.69%.
- c. Total number of valid votes cast: 37,886,680.
- d. Number of votes cast in favour of and against the resolution, and number of abstentions:
 - number of votes in favour of the resolution: 37,857,191.
 - number of votes against the resolution: 29,486.
 - abstentions: 3.

The proposal is passed with 99.9% of the valid casted votes.

Agenda item 3f - Proposal to the General Meeting to appoint Mr A. De Proft MSc. as member of the Supervisory Board

- a. Number of shares for which valid votes were cast: 37,886,680.
- b. Percentage of the issued capital represented by the shares referred to under a.: 99.69%.
- c. Total number of valid votes cast: 37,886,680.
- d. Number of votes cast in favour of and against the resolution, and number of abstentions:
 - number of votes in favour of the resolution: 37,886,680.
 - number of votes against the resolution: 0.
 - abstentions: 0.

The proposal is passed unanimously.

Agenda item 4a - Appointment of the auditor to audit the annual financial statements for 2014

- a. Number of shares for which valid votes were cast: 37,886,680.
- b. Percentage of the issued capital represented by the shares referred to under a.: 99.69%.
- c. Total number of valid votes cast: 37,886,680.
- d. Number of votes cast in favour of and against the resolution, and number of abstentions:
 - number of votes in favour of the resolution: 37,886,680.
 - number of votes against the resolution: 0.
 - abstentions: 0.

The proposal is passed unanimously.

Agenda item 4b - Appointment of the auditor to audit the annual financial statements for 2015, 2016 and 2017

- a. Number of shares for which valid votes were cast: 37,886,680.
- b. Percentage of the issued capital represented by the shares referred to under a.: 99.69%.
- c. Total number of valid votes cast: 37,886,680.
- d. Number of votes cast in favour of and against the resolution, and number of abstentions:
 - number of votes in favour of the resolution: 37,886,680.
 - number of votes against the resolution: 0.
 - abstentions: 0.

The proposal is passed unanimously.

Agenda item 5 - Authorisation of the Executive Board to acquire shares in the company

- a. Number of shares for which valid votes were cast: 37,886,680.
- b. Percentage of the issued capital represented by the shares referred to under a.: 99.69%.
- c. Total number of valid votes cast: 37,886,680.
- d. Number of votes cast in favour of and against the resolution, and number of abstentions:
 - number of votes in favour of the resolution: 37,797,858.
 - number of votes against the resolution: 41,200.
 - abstentions: 47,622.

The proposal is passed with 99.8% of the valid casted votes.

Agenda item 6a1 - Extension of the designation of the Executive Board as the body authorised to decide to issue ordinary shares

- a. Number of shares for which valid votes were cast: 37,886,680.
- b. Percentage of the issued capital represented by the shares referred to under a.: 99.69%.
- c. Total number of valid votes cast: 37,886,680.
- d. Number of votes cast in favour of and against the resolution, and number of abstentions:
 - number of votes in favour of the resolution: 36,771,279.
 - number of votes against the resolution: 1,115,401.
 - abstentions: 0.

The proposal is passed with 97.1% of the valid casted votes.

Agenda item 6a2 - Extension of the designation of the Executive Board as the body authorised to decide to restrict or exclude the right of pre-emption of shareholders with respect to the issue of shares referred to under 6a1

- a. Number of shares for which valid votes were cast: 37,886,680.
- b. Percentage of the issued capital represented by the shares referred to under a.: 99.69%.
- c. Total number of valid votes cast: 37,886,680.
- d. Number of votes cast in favour of and against the resolution, and number of abstentions:
 - number of votes in favour of the resolution: 36,384,612.
 - number of votes against the resolution: 1,502,068.
 - abstentions: 0.

The proposal is passed with 96.15% of the valid casted votes.

Agenda item 6b1 - Extension of the designation of the Executive Board as the body authorised to decide to issue cumulative financing preference shares

- a. Number of shares for which valid votes were cast: 37,886,680.
- b. Percentage of the issued capital represented by the shares referred to under a.: 99.69%.
- c. Total number of valid votes cast: 37,886,680.
- d. Number of votes cast in favour of and against the resolution, and number of abstentions:
 - number of votes in favour of the resolution: 36,450,579.
 - number of votes against the resolution: 1,436,101.
 - abstentions: 0.

The proposal is passed with 96.21% of the valid casted votes.

Agenda item 6b2 - Extension of the designation of the Executive Board as the body authorised to decide to restrict or exclude the right of pre-emption of shareholders with respect to the issue of shares referred to under 6b1.

- a. Number of shares for which valid votes were cast: 37,886,680.
- b. Percentage of the issued capital represented by the shares referred to under a.: 99.69%.
- c. Total number of valid votes cast: 37,886,680.
- d. Number of votes cast in favour of and against the resolution, and number of abstentions:
 - number of votes in favour of the resolution: 36,063,911.
 - number of votes against the resolution: 1,822,769.
 - abstentions: 0.

The proposal is passed with 95.2% of the valid casted votes.

Haaksbergen, 20 May 2014