



INVITATION TO ATTEND THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF TKH GROUP NV **TUESDAY 15 MAY 2012**

The holders of shares and depositary receipts of shares in TKH Group NV (the 'Company') are invited to attend the annual General Meeting of Shareholders to be held at Restaurant 't Hagen, Scholtenhagenweg 36 in Haaksbergen, the Netherlands, on Tuesday 15 May 2012 at 2:30 pm.

Agenda

1. Opening

2. 2011 annual report, 2011 financial statements, dividend and discharge

- a. Discussion of the report of the Executive Board and the financial statements for the 2011 financial year
- b. Proposal to adopt the annual financial statements prepared by the Executive Board for the 2011 financial year
- c. Explanation of the policy concerning reserves and dividend
- d. Proposal to adopt the dividend for 2011 and the time at which the dividend will be made available for payment
- e. Proposal to discharge the members of the Executive Board for their management responsibilities
- f. Proposal to discharge the members of the Supervisory Board for their supervisory responsibilities

3. Appointment of the auditor

4. Authorisation of the Executive Board to acquire shares in the company

5. Extension of the designation of the Executive Board as the body authorised to decide to:

- a1. issue ordinary shares
- a2. restrict or exclude the right of pre-emption of shareholders with respect to the issue of shares referred to under a1.
- b1. issue cumulative financing preference shares
- b2. restrict or exclude the right of pre-emption of shareholders with respect to the issue of shares referred to under b1.
- c. issue cumulative protection preference shares

6. Any other business and close

The complete agenda along with the relevant notes, and the 2011 annual report containing the financial statements for the 2011 financial year will be available for inspection at the company's office at Spinnerstraat 15 in Haaksbergen as well as at the office of The Royal Bank of Scotland NV ("RBS"), Gustav Mahlerlaan 350 in Amsterdam as of today until the end of the meeting. These documents can be obtained free of charge from the company (telephone +31 (0)53 573 2903) and from RBS (telephone +31 (0)20 464 37 07 or email: corporate.actions@rbs.com). They may also be downloaded from the company website at www.tkhgroup.com.

Instructions for attendance

The Executive Board has ruled that those people who by Tuesday 17 April 2012 are registered in one of the registers it designates for this purpose, after all of the additions and deletions as per that date have been included – the 'date of registration' – and have given notice of their desire to attend the meeting, will be entitled to do so and to vote in it. The TKH Group NV shareholders register has been designated as the register for shareholders. The registers designated for holders of depositary receipts are the administrative records of the intermediaries referred to in the Wet giraal effectenverkeer (Securities (Bank Giro Transactions) Act) that show who are holders of depositary receipts at the date of registration.

Shareholders

Any shareholders who wish to attend this meeting or have themselves represented by a proxy, are requested to notify the Executive Board in writing to this effect in accordance with the provisions of Article 24(4) and (6) of the company's articles of association. The relevant notification must be received by the Board no sooner than 18 April 2012 and no later than 5:30 pm on 10 May 2012.

Holders of depositary receipts of shares

Any holders of depositary receipts who wish to attend this meeting or have themselves represented by a proxy, are required to register via www.rbs.com/evoting or through the bank or broker that administrates their depositary receipts in accordance with the provisions of Article 24(4) and (6) of the company's articles of association.

The intermediaries referred to in the Wet giraal effectenverkeer are required to provide RBS with an electronic notification containing the number of depositary receipts held by the relevant holder at the date of registration and submitted for registration no later than 5:30 pm on 10 May 2012, through www.rbs.com/admitted-institutions. The intermediaries are requested to state the complete addresses of the relevant holders in their notification, in order to enable an efficient verification of the holdership at the date of registration. After registration, RBS will issue a certificate of registration through the notifying intermediary which will give access to the meeting.

Depositary receipt holder proxies

Any depositary receipt holder who will be attending the meeting in person or who will be represented by someone else, will be authorised by Stichting Administratiekantoor TKH Group –the ‘Foundation’– to cast his/her vote in respect of the number of depositary receipts registered by the relevant depositary receipt holder for the purposes of the meeting, subject to the provisions of the company’s articles of association and the Foundation’s administrative terms and conditions.

Voting instructions for the Foundation

Any holders of depositary receipts and any holder of shares who cannot attend the meeting in person, may instruct the Foundation to cast a vote on his/her behalf, provided that he/she registers for the meeting in time in the manner set out above. For the purposes of issuing such voting instructions a holder of depositary receipts and a holder of shares is required to give their electronic voting instructions via www.rbs.com/evoting no later than 5:30 pm on 10 May 2012.

Authorisation of proxies

Without prejudice to what is stipulated above concerning the authorisation of the Foundation and the issue of voting instructions to it, holders of depositary receipts and holders of shares may authorise other person(s) to attend and vote in the meeting on their behalf, provided that they register for the meeting in time in the manner set out above. A proxy form can be downloaded from the TKH Group website (www.tkhgroup.com). These proxies must be received by the company no later than 5:30 pm on 10 May 2012 (fax +31 (0) 53 573 21 80 or email: info@tkhgroup.com).

Holders of depositary receipts, shareholders and their proxies are asked to present a valid identity document if so requested.

Haaksbergen, 30 March 2012

Executive Board