

Voting results Annual General Meeting of Shareholders TKH Group N.V. 15 May 2012 at 14.30 hrs. Location: 't Hagen, Scholtenhagenweg 36, in Haaksbergen (the Netherlands)

Agenda item 2b – Proposal to adopt the annual financial statements prepared by the Executive Board for the 2011 financial year

- a. Number of shares for which valid votes were cast: 37,008,640
- b. Percentage of the issued capital represented by the shares referred to under a.: 98%
- c. Total number of valid votes cast: 37,018,090
- d. Number of votes cast in favour of and against the resolution, and number of abstentions:
 - number of votes in favour of the resolution: 37,000,368
 - number of votes against the resolution: 17,722
 - abstentions: 0

The proposal is passed with 99.95% of the votes.

Agenda item 2d - Proposal to adopt the dividend for 2011 and the time at which the dividend will be made available for payment

- a. Number of shares for which valid votes were cast: 37,008,640
- b. Percentage of the issued capital represented by the shares referred to under a.: 98%
- c. Total number of valid votes cast: 37,018,090
- d. Number of votes cast in favour of and against the resolution, and number of abstentions:
 - number of votes in favour of the resolution: 37,018,090
 - number of votes against the resolution: 0
 - abstentions: 0

The proposal is passed unanimously.

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

- a. Number of shares for which valid votes were cast: 37,008,640
- b. Percentage of the issued capital represented by the shares referred to under a.: 98%
- c. Total number of valid votes cast: 37,018,090
- d. Number of votes cast in favour of and against the resolution, and number of abstentions:
 - number of votes in favour of the resolution: 36,965,368
 - number of votes against the resolution: 52,722
 - abstentions: 0

The proposal is passed with 99.9% of the votes.

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

- a. Number of shares for which valid votes were cast: 37,008,640
- b. Percentage of the issued capital represented by the shares referred to under a.: 98%
- c. Total number of valid votes cast: 37,018,090
- d. Number of votes cast in favour of and against the resolution, and number of abstentions:
 - number of votes in favour of the resolution: 36,965,367
 - number of votes against the resolution: 52,722
 - abstentions: 1

The proposal is passed with 99.9% of the votes.

Agenda item 3 - Appointment of the auditor

- a. Number of shares for which valid votes were cast: 37,008,640
- b. Percentage of the issued capital represented by the shares referred to under a.: 98%
- c. Total number of valid votes cast: 37,018,090
- d. Number of votes cast in favour of and against the resolution, and number of abstentions:
 - number of votes in favour of the resolution: 37,000,368
 - number of votes against the resolution: 17,722
 - abstentions: 0

The proposal is passed with 99.95% of the votes.

Agenda item 4 - Authorisation of the Executive Board to acquire shares in the company

- a. Number of shares for which valid votes were cast: 37,008,640
- b. Percentage of the issued capital represented by the shares referred to under a.: 98%
- c. Total number of valid votes cast: 37,018,090
- d. Number of votes cast in favour of and against the resolution, and number of abstentions:
 - number of votes in favour of the resolution: 36,972,758
 - number of votes against the resolution: 0
 - abstentions: 45,332

The proposal is passed with 99.9% of the votes.

Agenda item 5a1 - 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: 37,008,640
- b. Percentage of the issued capital represented by the shares referred to under a.: 98%
- c. Total number of valid votes cast: 37,018,090
- d. Number of votes cast in favour of and against the resolution, and number of abstentions:
 - number of votes in favour of the resolution: 35,922,515
 - number of votes against the resolution: 1,095,575
 - abstentions: 0

The proposal is passed with 97.0% of the votes.

Agenda item 5a2 - 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 5a1

- a. Number of shares for which valid votes were cast: 37,008,640
- b. Percentage of the issued capital represented by the shares referred to under a.: 98%
- c. Total number of valid votes cast: 37,018,090
- d. Number of votes cast in favour of and against the resolution, and number of abstentions:
 - number of votes in favour of the resolution: 35,632,515
 - number of votes against the resolution: 1,385,575
 - abstentions: 0

The proposal is passed with 96.3% of the votes.

Agenda item 5b1 - 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: 37,008,640
- b. Percentage of the issued capital represented by the shares referred to under a.: 98%
- c. Total number of valid votes cast: 37,018,090
- d. Number of votes cast in favour of and against the resolution, and number of abstentions:
 - number of votes in favour of the resolution: 35,746,515
 - number of votes against the resolution: 1,271,575
 - abstentions: 0

The proposal is passed with 96.6% of the votes.

Agenda item 5b2 - 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 5b1.

- a. Number of shares for which valid votes were cast: 37,008,640
- b. Percentage of the issued capital represented by the shares referred to under a.: 98%
- c. Total number of valid votes cast: 37,018,090
- d. Number of votes cast in favour of and against the resolution, and number of abstentions:
 - number of votes in favour of the resolution: 35,632,515
 - number of votes against the resolution: 1,385,575
 - abstentions: 0

The proposal is passed with 96.3% of the votes.

Agenda item 5c - Extension of the designation of the Executive Board as the body authorised to decide to issue cumulative protection preference shares

- a. Number of shares for which valid votes were cast: 37,008,640
- b. Percentage of the issued capital represented by the shares referred to under a.: 98%
- c. Total number of valid votes cast: 37,018,090
- d. Number of votes cast in favour of and against the resolution, and number of abstentions:
 - number of votes in favour of the resolution: 26,531,876
 - number of votes against the resolution: 10,486,214
 - abstentions: 0

The proposal is passed with 71.7% of the votes.