

Voting results Annual General Meeting of Shareholders TKH Group N.V. 7 May 2013 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 2012 financial year

- a. Number of shares for which valid votes were cast: 37,548,781
- b. Percentage of the issued capital represented by the shares referred to under a.: 97.99%
- c. Total number of valid votes cast: 37,548,781
- d. Number of votes cast in favour of and against the resolution, and number of abstentions:
 - number of votes in favour of the resolution: 37,531,059
 - number of votes against the resolution: 17,722
 - abstentions: 0

The proposal is passed with 99.95% of the valid casted votes.

Agenda item 2d - Proposal to adopt the dividend for 2012 and the time at which the dividend will be made available for payment

- a. Number of shares for which valid votes were cast: 37,548,781
- b. Percentage of the issued capital represented by the shares referred to under a.: 97.99%
- c. Total number of valid votes cast: 37,548,781
- d. Number of votes cast in favour of and against the resolution, and number of abstentions:
 - number of votes in favour of the resolution: 37,548,781
 - 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: 37,548,781
- b. Percentage of the issued capital represented by the shares referred to under a.: 97.99%
- c. Total number of valid votes cast: 37,548,781
- d. Number of votes cast in favour of and against the resolution, and number of abstentions:
 - number of votes in favour of the resolution: 37,531,059
 - number of votes against the resolution: 17,722
 - abstentions: 0

The proposal is passed with 99.95% of the valid casted 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: 37,548,781
- b. Percentage of the issued capital represented by the shares referred to under a.: 97.99%
- c. Total number of valid votes cast: 37,548,781
- d. Number of votes cast in favour of and against the resolution, and number of abstentions:
 - number of votes in favour of the resolution: 37,531,059
 - number of votes against the resolution: 17,722
 - abstentions: 0

The proposal is passed with 99.95% of the valid casted votes.

Agenda item 3d - Proposal to the General Meeting to re-appoint Mr H.J. Hazewinkel as member of the Supervisory Board, in the position of chairman

- a. Number of shares for which valid votes were cast: 37,548,781
- b. Percentage of the issued capital represented by the shares referred to under a.: 97.99%
- c. Total number of valid votes cast: 37,548,303
- d. Number of votes cast in favour of and against the resolution, and number of abstentions:
 - number of votes in favour of the resolution: 37,270,146
 - number of votes against the resolution: 278,157
 - abstentions: 478

The proposal is passed with 99.26% of the valid casted votes.

Agenda item 3f - Proposal to the General Meeting to re-appoint Mr P.P.F.C. Houben as member of the Supervisory Board

- a. Number of shares for which valid votes were cast: 37,548,781
- b. Percentage of the issued capital represented by the shares referred to under a.: 97.99%
- c. Total number of valid votes cast: 37,548,781
- d. Number of votes cast in favour of and against the resolution, and number of abstentions:
 - number of votes in favour of the resolution: 37,531,059
 - number of votes against the resolution: 17,722
 - abstentions: 0

The proposal is passed with 99.95% of the valid casted votes.

Agenda item 4 - Appointment of the auditor

- a. Number of shares for which valid votes were cast: 37,548,781
- b. Percentage of the issued capital represented by the shares referred to under a.: 97.99%
- c. Total number of valid votes cast: 37,548,781
- d. Number of votes cast in favour of and against the resolution, and number of abstentions:
 - number of votes in favour of the resolution: 37,531,059
 - number of votes against the resolution: 17,722
 - abstentions: 0

The proposal is passed with 99.95% of the valid casted votes.

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

- a. Number of shares for which valid votes were cast: 37,548,781
- b. Percentage of the issued capital represented by the shares referred to under a.: 97.99%
- c. Total number of valid votes cast: 37,483,101
- d. Number of votes cast in favour of and against the resolution, and number of abstentions:
 - number of votes in favour of the resolution: 37,483,101
 - number of votes against the resolution: 0
 - abstentions: 65,680

The proposal is passed unanimously.

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: 37,548,781
- b. Percentage of the issued capital represented by the shares referred to under a.: 97.99%
- c. Total number of valid votes cast: 37,548,781
- d. Number of votes cast in favour of and against the resolution, and number of abstentions:
 - number of votes in favour of the resolution: 36,700,556
 - number of votes against the resolution: 848,225
 - abstentions: 0

The proposal is passed with 97.74% 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: 37,548,781
- b. Percentage of the issued capital represented by the shares referred to under a.: 97.99%
- c. Total number of valid votes cast: 37,548,781
- d. Number of votes cast in favour of and against the resolution, and number of abstentions:
 - number of votes in favour of the resolution: 36,490,124
 - number of votes against the resolution: 1,058,657
 - abstentions: 0

The proposal is passed with 97.18% 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: 37,548,781
- b. Percentage of the issued capital represented by the shares referred to under a.: 97.99%
- c. Total number of valid votes cast: 37,548,781
- d. Number of votes cast in favour of and against the resolution, and number of abstentions:
 - number of votes in favour of the resolution: 36,438,019
 - number of votes against the resolution: 1,110,762
 - abstentions: 0

The proposal is passed with 97,04% 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: 37,548,781
- b. Percentage of the issued capital represented by the shares referred to under a.: 97.99%
- c. Total number of valid votes cast: 37,548,781
- d. Number of votes cast in favour of and against the resolution, and number of abstentions:
 - number of votes in favour of the resolution: 36,253,632
 - number of votes against the resolution: 1,295,149
 - abstentions: 0

The proposal is passed with 96.55% of the valid casted votes.

Agenda item 7 – Large two tier structure

- a. Number of shares for which valid votes were cast: 37,548,781
- b. Percentage of the issued capital represented by the shares referred to under a.: 97.99%
- c. Total number of valid votes cast: 37,548,781
- d. Number of votes cast in favour of and against the resolution, and number of abstentions:
 - number of votes in favour of the resolution: 37,548,781
 - number of votes against the resolution: 0
 - abstentions: 0

The proposal is passed unanimously.

Agenda item 8 – Proposal to amend the articles of association**a. amendment due to the introduction of the mitigated two tier structure**

- a. Number of shares for which valid votes were cast: 37,548,781
- b. Percentage of the issued capital represented by the shares referred to under a.: 97.99%
- c. Total number of valid votes cast: 37,548,781
- d. Number of votes cast in favour of and against the resolution, and number of abstentions:
 - number of votes in favour of the resolution: 37,548,781
 - number of votes against the resolution: 0
 - abstentions: 0

The proposal is passed unanimously.

Agenda item 8 – Proposal to amend the articles of association**b. amendment due to changes in Dutch legislation**

- a. Number of shares for which valid votes were cast: 37,548,781
- b. Percentage of the issued capital represented by the shares referred to under a.: 97.99%
- c. Total number of valid votes cast: 37,548,781
- d. Number of votes cast in favour of and against the resolution, and number of abstentions:
 - number of votes in favour of the resolution: 37,525,394
 - number of votes against the resolution: 23,387
 - abstentions: 0

The proposal is passed with 99.94% of the valid casted votes.

Haaksbergen, May 14th, 2013