

Invitation



Invitation to attend the Annual General Meeting of Shareholders of TKH Group NV on Thursday, 7 May 2015

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, Haaksbergen, the Netherlands, on Thursday, 7 May 2015, at 2:30 p.m.

Agenda

1. Opening
2. Annual report for 2014, annual financial statements for 2014, dividend and discharge
 - a. Presentation of the report of the Executive Board and the annual financial statements for the 2014 financial year
 - b. Discussion of the remuneration policy implemented in 2014
 - c. Proposal to adopt the annual financial statements prepared by the Executive Board for the 2014 financial year
 - d. Explanation of the policy concerning reserves and dividends
 - e. Declaration of the dividend for 2014 and the timing for paying it out
 - f. Proposal to discharge the members of the Executive Board of their management duties
 - g. Proposal to discharge the members of the Supervisory Board of their supervisory duties
3. Reappointment of Mr A.E. Dehn as member of the Executive Board
4. Remuneration of the Supervisory Board
5. Authorisation of the Executive Board to acquire shares in the company
6. Reappointment of the Executive Board as the competent authority to decide on:
 - a. 1) the issuance of ordinary shares and 2) cumulative financing preference shares; and
 - b. restriction or exclusion of shareholders' pre-emptive rights with respect to the issuance of shares referred to 1) ordinary shares and 2) cumulative financing preference shares.
7. Any other business and close

The complete agenda with notes, annual report for 2014, financial statements for the 2014 financial year will be available for inspection at the Company's offices at Spinnerstraat 15 in Haaksbergen, as well as at the office of ABN AMRO Bank NV ('ABN AMRO') at Gustav Mahlerlaan 10 in Amsterdam, as of today until the end of the meeting. These documents can also be obtained free of charge from the Company (telephone no. +31-(0)53 573 29 03; e-mail info@tkhgroup.com) or ABN AMRO (telephone no. +31-(0)20-344 2000; e-mail corporate.broking@nl.abnamro.com). They can also be downloaded from the Company website (www.tkhgroup.com).

Instructions for attendance

In accordance with Dutch law, those people who have expressed a desire to attend this meeting and signed up by Thursday, 9 April 2015 (after all the additions and deletions as per that date have been incorporated) -the 'date of registration'- in one of

the registers designated for this purpose by the Executive Board, 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, as defined 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 proxy are requested to notify the Company's Executive Board in writing of their intention to do so, in accordance with the provisions of Section 24 (4) and (6), of the Company's articles of association. Said notification must be received by the Executive Board no earlier than 10 April 2015 and no later than 5:30 p.m. on 1 May 2015.

Holders of depositary receipts of shares

Any holders of depositary receipts who wish to attend this meeting or have themselves represented by proxy are required, in accordance with the provisions of Section 24 (4) and (6), of the company's articles of association, to register with ABN AMRO either online at www.abnamro.com/evoting or through the bank or broker that administers their depositary receipts. The intermediaries, as defined in the Wet giraal effectenverkeer, are required to provide ABN AMRO, no earlier than 10 April 2015 and no later than 5:30 p.m. on 1 May 2015, with an electronic notification at www.abnamro.com/intermediary containing the number of depositary receipts held by the holder in question at the date of registration that are being submitted for registration. The intermediaries are requested to provide the complete addresses of the relevant holders in their notification, so that the holdership at the date of registration can be efficiently verified. Upon registration, ABN AMRO will issue a certificate of registration through the notifying intermediary that will grant access to the meeting.

Depositary receipt holder voting authority

Depositary receipt holders who attend the meeting in person or are represented by a third party are authorised by the Stichting Administratiekantoor TKH Group -the 'Foundation'- to cast their vote in respect of the number of depositary receipts registered 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 to the Foundation

Depositary receipt holders and holders of shares who cannot attend the meeting in person can instruct the Foundation on how to vote on their behalf, provided that they have registered for the meeting on time in the manner set out above. Depositary receipt holders have until 5:30 p.m. on 1 May 2015 to issue their voting instructions electronically at www.abnamro.com/evoting.

Appointment of proxies

Without prejudice to that which is stipulated above concerning voting authority and voting instructions to the Foundation, holders of depositary receipts and of shares can authorise one or more third parties to attend the meeting and vote on their behalf, provided that they have registered for the meeting on time in the manner set out above. A proxy form can be downloaded from the Company's website (www.tkhgroup.com).

The proxy must be received by the Company no later than 5:30 p.m. on 1 May 2015 (fax no. +31-(0)53-573 21 80; e-mail info@tkhgroup.com).

Depositary receipt holders, shareholders and their proxies are asked to be prepared to present a valid form of identity upon request.

Haaksbergen, 25 March 2015

Executive Board