

Voting results Annual General Meeting of Shareholders TKH Group N.V. 7 May 2015 at 14.30 hrs. Location: 't Hagen, Scholtenhagenweg 36, in Haaksbergen (the Netherlands)

For each item for voting on the agenda counts:

- a. Number of shares for which valid votes were cast: 41,201,065.
- b. Percentage of the issued capital represented by the shares referred to under a.: 98.0%.
- c. Total number of valid votes cast: 41,201,065.

Agenda item 2c – Proposal to adopt the annual financial statements for the 2014 financial year

- number of votes in favour of the resolution: 41,172,440.
- number of votes against the resolution: 0.
- abstentions: 28,625.

The proposal is passed with 99.93% of the valid casted votes.

Agenda item 2e - Proposal to adopt the dividend for 2014 and the time at which the dividend will be made available for payment

- number of votes in favour of the resolution: 41,201,065.
- 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

- number of votes in favour of the resolution: 41,172,440.
- number of votes against the resolution: 0.
- abstentions: 28,625.

The proposal is passed with 99.93% of the valid casted votes.

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

- number of votes in favour of the resolution: 41,172,440.
- number of votes against the resolution: 0.
- abstentions: 28,625.

The proposal is passed with 99.93% of the valid casted votes.

Agenda item 3 - Reappointment of Mr A.E. Dehn as member of the Executive Board

- number of votes in favour of the resolution: 41,192,084.
- number of votes against the resolution: 8,981.
- abstentions: 0.

The proposal is passed with 99.98% of the valid casted votes.

Agenda item 4 - Remuneration of the Supervisory Board

- number of votes in favour of the resolution: 41,201,065.
- 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

- number of votes in favour of the resolution: 41,201,065.
- number of votes against the resolution: 0.
- abstentions: 0.

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

- number of votes in favour of the resolution: 40,399,219.
- number of votes against the resolution: 801,846.
- abstentions: 0.

The proposal is passed with 98.05% 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

- number of votes in favour of the resolution: 39,777,809.
- number of votes against the resolution: 1,423,256.
- abstentions: 0.

The proposal is passed with 96.55% 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

- number of votes in favour of the resolution: 39,609,244.
- number of votes against the resolution: 1,591,821.
- abstentions: 0.

The proposal is passed with 96.14% 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.

- number of votes in favour of the resolution: 38,987,834.
- number of votes against the resolution: 2,213,231.
- abstentions: 0.

The proposal is passed with 94.63% of the valid casted votes.

Haaksbergen, 12 May 2015