

Invitation



Invitation to attend the Annual General Meeting of Shareholders of TKH Group N.V. on Tuesday, 26 April 2016

The holders of shares and depositary receipts of shares in TKH Group N.V. (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 Tuesday, 26 April 2016, at 2:30 p.m

Condensed agenda

1. Opening
2. Annual report, annual financial statements, dividend and discharge
 - a. Presentation of the annual report and annual financial statements for the 2015 financial year
 - b. Discussion of the remuneration policy in 2015
 - c. Adoption of the annual financial statements for the 2015 financial year
 - d. Explanation of the policy concerning reserves and dividends
 - e. Declaration of the dividend for 2015 and the timing of its payment
 - f. Discharge of the members of the Executive Board for their management duties
 - g. Discharge of the members of the Supervisory Board for their supervisory duties
3. Supervisory Board vacancy
4. Authorisation of the Executive Board to acquire shares in the company
5. 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.
6. Any other business and closing

The complete agenda with notes, annual report for 2015, the financial statements for the 2015 financial year and the notification of the vacancy arising on the Supervisory Board, announcement of, and information on the person being nominated for re-appointment to the Supervisory Board, as referred to in Section 2:142 (3) of the Dutch Civil Code will be available for inspection at the Company's offices at Spinnerstraat 15 in Haaksbergen, the Netherlands as of today until the end of the meeting. These documents can be requested free of charge from the company (telephone: +31(0)53-5732903; e-mail: info@tkhgroup.com) and from ABN AMRO Bank NV ('ABN AMRO') (telephone: +31(0)20-3442000; 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 Tuesday, 29 March 2016 (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 N.V. 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 30 March 2016 and no later than 5:30 p.m. on 19 April 2016.

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 no earlier than 30 March 2016 and no later than 5:30 p.m. on 19 April 2016. The intermediaries, as defined in the Wet Giraal Effectenverkeer, are required to provide ABN AMRO, no later than 12:00 a.m. on 20 April 2016, 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 holder-ship 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

Depository 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. Depository receipt holders have until 5:30 p.m. on 19 April 2016 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 depository 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 19 April 2016 (fax no. +31(0)5305732180; e-mail: info@tkhgroup.com).

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

Haaksbergen, 15 March 2016

Executive Board