

Voting results Annual General Meeting of Shareholders TKH Group N.V. 26 April 2016 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: 41,634,699
- b. Percentage of the issued capital represented by the shares referred to under a.: 98.1%.
- c. Total number of valid votes cast: 41,634,699.

Agenda item 2c – Adoption of the annual financial statements for the 2015 financial year

- number of votes in favour of the resolution: 41,634,699.
- number of votes against the resolution: 0.
- abstentions: 0.

The proposal is passed unanimously.

Agenda item 2e – Adoption of the dividend for 2015 and the time at which the dividend will be made available for payment

- number of votes in favour of the resolution: 41,625,738.
- number of votes against the resolution: 8,961.
- abstentions: 0.

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

Agenda item 2f - Discharge the members of the Executive Board for their management responsibilities

- number of votes in favour of the resolution: 41,625,738.
- number of votes against the resolution: 8,961.
- abstentions: 0.

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

Agenda item 2g - Discharge the members of the Supervisory Board for their supervisory responsibilities

- number of votes in favour of the resolution: 41,625,738.
- number of votes against the resolution: 8,961.
- abstentions: 0.

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

Agenda item 3 - Reappointment of Mr R.L. van Iperen as member of the Supervisory Board

- number of votes in favour of the resolution: 41,625,738.
- number of votes against the resolution: 8,961.
- abstentions: 0.

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

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

- number of votes in favour of the resolution: 41,606,711.
- number of votes against the resolution: 27,988.
- abstentions: 0.

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

Agenda item 5a1 - Extension of the designation of the Executive Board as the body authorized to decide to issue ordinary shares

- number of votes in favour of the resolution: 41,024,383.
- number of votes against the resolution: 610.316.
- abstentions: 0.

The proposal is passed with 98.53% of the valid casted votes.

Agenda item 5a2 - Extension of the designation of the Executive Board as the body authorized to decide to restrict or exclude the right of pre-emption of shareholders with respect to the issue of shares referred to under 5a1

- number of votes in favour of the resolution: 40,021,982.
- number of votes against the resolution: 1,612,717.
- abstentions: 0.

The proposal is passed with 96.13% of the valid casted votes.

Agenda item 5b1 - Extension of the designation of the Executive Board as the body authorized to decide to issue cumulative financing preference shares

- number of votes in favour of the resolution: 39,016,982.
- number of votes against the resolution: 2,617,717.
- abstentions: 0.

The proposal is passed with 93.71% of the valid casted votes.



Agenda item 5b2 - Extension of the designation of the Executive Board as the body authorized to decide to restrict or exclude the right of pre-emption of shareholders with respect to the issue of shares referred to under 5b1.

- number of votes in favour of the resolution: 39,153,288.
- number of votes against the resolution: 2,481,411.
- abstentions: 0.

The proposal is passed with 94.04% of the valid casted votes.

Haaksbergen, 10 May 2016