

Voting results Annual General Meeting of Shareholders TKH Group N.V. 3 May 2017 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: 41,862,140.
- b. Percentage of the issued capital represented by the shares referred to under a.: 99.6%
- c. Total number of valid votes cast: 41,862,140.

Agenda item 2c – Adoption of the annual financial statements for the 2016 financial year

- number of votes in favour of the resolution: 41,850,630.
- number of votes against the resolution: 0.
- abstentions: 11,510.

The proposal is passed with 99.7% of the valid casted votes.

Agenda item 2e – Adoption of the dividend for 2016 and the time at which the dividend will be made available for payment.

- number of votes in favour of the resolution: 41,862,140.
- number of votes against the resolution: 0.
- abstentions: 0.

The proposal is passed unanimously.

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

- number of votes in favour of the resolution: 41,829,082.
- number of votes against the resolution: 21,598.
- abstentions: 11,460.

The proposal is passed with 99.92% 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: 41,829,082.
- number of votes against the resolution: 21,598.
- abstentions: 11,460.

The proposal is passed with 99.92% of the valid casted votes.

Agenda item 3d - Reappointment of Mr. P.P.F.C. Houben as member of the Supervisory Board.

- number of votes in favour of the resolution: 41,576,063.
- number of votes against the resolution: 0.
- abstentions: 286,077.

The proposal is passed with 99.32% of the valid casted votes.

Agenda item 3f - Appointment of Mr. J.M. Kroon MBA as member of the Supervisory Board.

- number of votes in favour of the resolution: 41,496,063.
- number of votes against the resolution: 80,000.
- abstentions: 286,077.

The proposal is passed with 99.13% of the valid casted votes.

Agenda item 3h - Appointment of Mrs. C.W. Gorter as member of the Supervisory Board.

- number of votes in favour of the resolution: 41,576,063.
- number of votes against the resolution: 0.
- abstentions: 286,077.

The proposal is passed with 99.32% of the valid casted votes.

Agenda item 4 - Appointment of the external auditor to audit the annual financial statements for 2018.

- number of votes in favour of the resolution: 41,862,140.
- number of votes against the resolution: 0.
- abstentions: 0.

The proposal is passed unanimously.

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

- number of votes in favour of the resolution: 41,716,200.
- number of votes against the resolution: 125,938.
- abstentions: 20,002.

The proposal is passed with 99.65% of the valid casted votes.

Agenda item 6a1 - 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: 38,570,833.
- number of votes against the resolution: 3,291,307.
- abstentions: 0.

The proposal is passed with 92.14% of the valid casted votes.

Agenda item 6a2 - 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 6a1.

- number of votes in favour of the resolution: 38,296,554.
- number of votes against the resolution: 3,565,586.
- abstentions: 0.

The proposal is passed with 91.48% of the valid casted votes.

Agenda item 6b1 - 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: 36,708,956.
- number of votes against the resolution: 5,153,182.
- abstentions: 2.

The proposal is passed with 87.69% of the valid casted votes.

Agenda item 6b2 - 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 6b1.

- number of votes in favour of the resolution: 37,086,584.
- number of votes against the resolution: 4,775,556.
- abstentions: 0.

The proposal is passed with 88.59% of the valid casted votes.

Haaksbergen, 12 May 2017