

ENVIPCO HOLDING N.V.

HERENGRACHT 458 1017 CA AMSTERDAM

NOTICE OF GENERAL MEETING OF SHAREHOLDERS AND DEPOSITARY RECEIPT HOLDERS OF ENVIPCO HOLDING N.V. (THE “COMPANY”).

The management board of the Company hereby invites its shareholders and depositary receipt holders to attend a general meeting of shareholders of the Company (the “GMS”) to be held on 27 June 2011 at 14:30 hours (CET) at the Hilton Amsterdam Airport Hotel, Schiphol Boulevard 701, Schiphol, Amsterdam, The Netherlands.

The agenda for the GMS is as follows:

1. Opening
2. Election of the chairperson of the meeting
3. Election of one person to sign the minutes of the general meeting together with the chairperson of the meeting
4. Approval of the notice of the meeting and the agenda
5. Annual accounts 2010
 - a. Presentation annual accounts 2010
 - b. Adoption of annual accounts 2010 (*resolution*)
 - c. Appropriation of profits (*resolution*)
6. Corporate governance
7. Discharge of the members of the management board of the Company for 2010 (*resolution*)
8. Adoption of the remuneration policy of the management board (*resolution*)
9. Appointment of auditor of the Company for the year 2011 (*resolution*)
10. Approval of admission of ordinary shares to trading on Euronext Brussels S.A./N.V. (*resolution*)
11. Authorisation and appointment of each managing director to represent the Company, pursuant to Article 2:146 of the Netherlands Civil Code (*resolution*).
12. Proposal to amend the Articles of Association (*resolution*)
13. Any other businesses, announcements, questions, etcetera
14. Closing of the meeting

The depositary receipt holders are invited to attend the GMS in person or by proxy. Holders of depositary receipts will only be admitted to the GMS upon submission of satisfactory evidence to the Company before the opening of the GMS that they are holders of depositary receipts on 30 May 2011 (the **Record Date**). Depositary receipt holders which are listed at Euronext Brussels need to have a confirmation from their bank setting out the number of depositary receipts held and registered in the name of the depositary receipt holder concerned on the Record Date.



Holders of registered shares who are entitled to take part in and to vote at the GMS and who wish to attend the GMS in person or by proxy must notify the management board of this in writing. The notification must be received by the management board by not later than June 24, 2011.

The agenda of the GMS, the explanatory notes thereto, the annual accounts 2010 and the draft of the amendments of the Articles of Association and explanation thereto are available at the office of the Company and on the website of the Company and can be obtained free of charge.

Proxy and Instruction to Vote

A shareholder who chooses to have himself represented at the meeting by a third party must provide the Company with a proxy to that effect as per enclosed document "PROXY." For the granting of a proxy, shareholders are required to use a form, which can be obtained via email at rajc@envipco.com or from the Company (T: +31 20 521 6344; F: +31 20 521 6349) and can also be downloaded from the Company's website <http://www.envipco.com/investors-media/investor-relations.php> (General Meeting of Shareholders). The completed form, duly completed by the shareholder, must have been received by Envipco Holding NV or by the Company by June 24, 2011 ultimately.

The Board of Directors, Amsterdam, 14 May, 2011

Envipco Holding N.V. – Herengracht 458 1017 CA Amsterdam– The Netherlands –

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