



ENVIPCO HOLDING N.V.
HERENGRACHT 458, 1017 CA AMSTERDAM , THE NETHERLANDS

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

The management board of the Company hereby invites its shareholders and holders of depositary receipts to attend a general meeting of shareholders of the Company (the “GMS”) to be held on 27 June 2012 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 and registration of shareholders in attendance
2. Annual accounts 2011
 - a. Presentation annual accounts 2011
 - b. Adoption of annual accounts 2011 (*resolution*)
3. Discharge of the members of the management board of the Company for 2011 (*resolution*)
4. Adoption of remuneration of the management board as published in the 2011 annual report (*resolution*)
5. Appointment of auditor of the Company for the financial year 2012 (*resolution*)
6. Designation of the management board as authorised body to issue shares and to grant rights to subscribe for shares (*resolution*)
7. Designation of the management board as authorised body to exclude or limit the pre-emption rights upon the issue of shares (*resolution*)
8. Any other businesses, announcements, questions, etcetera
9. Closing of the meeting

Shareholder’s Rights, Participations and Voting

As of the date of this notice of the General Meeting of the Shareholders of Envipco Holding N.V. to be held on June 27, 2012, the Company has 2,712,607 issued and outstanding shares. The Company By-Laws do not have any restrictions on voting rights, each share having the right for one vote at this meeting. Voting rights may not be used for shares held by itself or its subsidiaries or other shares deemed to be treasury shares.

Unless Dutch law provides otherwise and with due observance of Article 12 of the Articles of Association of the Company, all resolutions shall be passed by a majority of 75% of the votes cast.

The shareholders are invited to attend the GMS in person or by proxy. Shareholders 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 shares on 30 May 2012 (the **Registration Date**). Shareholders need to have a confirmation from their bank setting out the number of shares held and registered in the name of the shareholder concerned on the Registration Date.

Holders of registered shares that have not been represented in book-entry form 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 no later than 25 June 2012. Please send your attendance confirmation to rajc@envipco.com.

The agenda of the GMS, the explanatory notes thereto, the annual accounts 2011 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 (www.envipco.com – General Meeting of Shareholders). The completed form, duly completed by the shareholder, must be received by 25 June 2012.

All shareholders are requested to attend the Annual General Meeting.

Envipco Holding N.V.

The Board of Directors, Amsterdam, 14 May 2012

*Envipco Holding N.V. Herengracht 458 1017 CA Amsterdam The Netherlands
T: +31 20 521 6344, Fax: + 31 20 521 6349 www.envipco.com
Email :rajc@envipco.com*

EXPLANATORY NOTES TO THE AGENDA
of the Annual General Meeting of Shareholders of Envipco Holding N.V.
to be held on 27 June 2012

The following agenda items will be put to a vote at the GMS: 2b and 3 through 7. The definitions used in the notice and agenda are also used in these explanatory notes.

2. Annual accounts 2011

- b. Adoption of annual accounts and annual report for the 2011 financial year for the Company and the group.

It is proposed to adopt the annual accounts and annual report for 2011 of the Company and the group which is available at the website of the Company.

In accordance with article 15.4 of the Company's Articles of Association, €507,000 of the losses for the 2011 financial year will be set off against the Company's dividend reserve.

3. Discharge of the members of the management board for the management in the financial year 2011

It is proposed to grant discharge to the members of the management board for the financial year 2011.

4. Adoption of the remuneration policy and remuneration of the management board

Reference is made to the remuneration policy and remuneration as set out in Note 9 on page 36 of the 2011 Annual Report available on www.envipco.com.

5. Appointment of BDO Audit & Assurance B.V. as auditor for the financial year 2012

It is proposed to appoint BDO Audit & Assurance B.V. as auditor of the Company for the financial year 2012. BDO Audit & Assurance B.V. has also been the auditor for the financial years 2006 – 2011.

6. Designation of the management board as authorised body to issue shares and to grant rights to subscribe for shares

It is proposed that the Company's management board be designated as authorised body to issue ordinary shares and to grant rights to subscribe for ordinary shares

for a period of 13 months from the date of the Annual General Meeting of Shareholders, that is until 27 July 2013. The authority of the Company's management board regarding the issue of ordinary shares shall be limited to a maximum of 10% of the issued capital at the time of issue. The terms and conditions of the issue of shares shall be decided by the Company's management board. The main purpose of this proposal is that the Company shall have flexibility to issue shares through private placement and/or to a foundation which may transfer the shares to investors in the Company for the purpose of creating liquidity in the market of the Company shares.

7. Designation of the management board as authorised body to exclude or limit the pre-emption rights upon the issue of shares

The proposal to designate the Company's management board as authorised body regarding the exclusion or limitation of pre-emption right is linked to the proposal under agenda item 7. It is proposed to designate the management board as the authorised body to limit or exclude the pre-emption right to the issuance of ordinary shares, including the granting of rights to subscribe for ordinary shares, for a period of 13 months from the date of the Annual General Meeting of Shareholders, that is until 27 July 2013. The authority of the management board shall be limited to a maximum of 10% of the issued capital at the time of issue.



ENVIPCO HOLDING NV
HERENGRACHT 458, 1017 CA AMSTERDAM , THE NETHERLANDS

GENERAL MEETING OF SHAREHOLDERS OF ENVIPCO HOLDING N.V.
(THE “COMPANY”).

Proxy / Voting Instruction

The undersigned:

_____, a company / private person residing at _____,
acting in his / its capacity as holder of _____ Shares in Envipco Holding
N.V., having its address at Herengracht 458 1017 CA Amsterdam, The Netherlands (the
“Company”).

Hereby grants full proxy and power of attorney to (Please check as appropriate)

- _____ (Name of person representing the Company)
- _____ (The Chairman of the Board of Directors)
- _____ (Name of Proxy)

Each member of the Management Board of the Company / _____
to represent the undersigned, with the right of substitution, in the Annual General Meeting of
Shareholders of the Company, which will be held at the Hilton Amsterdam Airport Hotel,
Schiphol Boulevard 701, Schiphol, Amsterdam, The Netherlands on 27 June 2012 at 14:30 hours
(CET) and vote on behalf of the undersigned in any and all matters that will be proposed to the
shareholders of the Company, with all powers which the undersigned would possess and would
be able to execute if personally present at said meeting, and to resolve on any and all matters
which the proxy holder may deem necessary and appropriate, subject to and in accordance with
the instructions below.

Direction of vote on the following matters: In favour Against Abstain

- | | | | | |
|----|---|-----|-----|-----|
| 1. | Adoption annual accounts 2011 (agenda item 2b) | [] | [] | [] |
| 2. | Discharge members of the Management Board for the financial year 2011 (agenda item 3) | [] | [] | [] |

| | In favour | Against | Abstain |
|---|------------------|----------------|----------------|
| 3. Adoption of remuneration of the Management Board as published in the 2011 Annual Report (agenda item 4) | [] | [] | [] |
| 4. Appointment of auditor of the Company for 2012 (agenda item 5) | [] | [] | [] |
| 5. Designation of the management board as authorised body to issue shares and to grant rights to subscribe shares (agenda item 6) | [] | [] | [] |
| 6. Designation of the management board as authorised body to exclude or limit the pre-emption rights upon the issue of shares (agenda item 7) | [] | [] | [] |

Signed in: _____ on: _____ 2012.

By:

Title: