



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

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