



**ENVIPCO HOLDING N.V.**  
**UTRECHTSEWEG 102, 3818 EP AMERSFOORT, 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 to attend a general meeting of shareholders of the Company (the “GMS”) to be held on 23 June 2015 at 11:30 hours (CET) at the Hilton Amsterdam Airport Hotel, Schiphol Boulevard 701, 1118 BN Schiphol, The Netherlands.

The agenda for the GMS is as follows:

1. Opening and registration of shareholders in attendance
2. Annual accounts 2014
  - a. Presentation annual accounts 2014
  - b. Adoption of annual accounts 2014 (*resolution*)
3. Discharge of the members of the management board of the Company for 2014 (*resolution*)
4. Adoption of remuneration of the management board as published in the 2014 annual report (*resolution*)
5. Appointment of auditor of the Company for the financial year 2015 (*resolution*)
6. Any other businesses, announcements, questions, etcetera
7. 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 23 June 2015, the Company has 3,837,607 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 the Company 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 26 May 2015 (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 17:00 hours (CET) on 19 June 2015. Please send your attendance confirmation to [rajc@envipco.com](mailto:rajc@envipco.com).

The agenda of the GMS, the explanatory notes thereto, the annual accounts 2014, and the 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](mailto:rajc@envipco.com) or from the Company (T: +31(0)33 285 1773 F: +31 (0)33 285 1774) and can also be downloaded from the Company's website ([www.envipco.com](http://www.envipco.com) – General Meeting of Shareholders). The completed form, duly completed by the shareholder, must be received by 17:00 hours (CET) on 19 June 2015.

All shareholders are requested to attend the Annual General Meeting.

Envipco Holding N.V.

The Board of Directors, Amsterdam, 9 May 2015

*Envipco Holding N.V, Utrechtseweg 102, 3818 EP Amersfoort, The Netherlands.*

*T: +31.(0)33.285.1773 F: +31.(0)33.285.1774 Email – [rajc@envipco.com](mailto:rajc@envipco.com) [www.envipco.com](http://www.envipco.com)*

**EXPLANATORY NOTES TO THE AGENDA**  
**of the Annual General Meeting of Shareholders of Envipco Holding N.V.**  
**to be held on 23 June 2015**  
**Hilton Amsterdam Airport Hotel**  
Schiphol Boulevard 701, 1118 BN, Schiphol, The Netherlands.

The following agenda items will be put to a vote at the GMS: 2b through 5. The definitions used in the notice and agenda are also used in these explanatory notes.

**2. Annual accounts 2014**

- b. Adoption of annual accounts and annual report for the 2014 financial year for the Company and the group.

It is proposed to adopt the annual accounts and annual report for 2014 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, €4,627,000 of the profit for the 2014 financial year will be taken to the Company's retained earnings.

**3. Discharge of the members of the management board for the management in the financial year 2014.**

It is proposed to grant discharge to the members of the management board for the financial year 2014.

**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 37 of the 2014 Annual Report available on [www.envipco.com](http://www.envipco.com).

**5. Appointment of BDO Audit & Assurance B.V. as auditor for the financial year 2015**

It is proposed to appoint BDO Audit & Assurance B.V. (BDO) as auditor of the Company for the financial year 2015. BDO has also been the auditor for the financial years 2006 – 2014.



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

**Proxy / Voting Instruction**

**The undersigned:**

\_\_\_\_\_, a company / private person residing at \_\_\_\_\_,  
acting in its / his / her capacity as holder of \_\_\_\_\_ Shares in Envipco Holding N.V.,  
having its address at Utrechtseweg 102, 3818 EP Amersfoort, 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, 1118 BN, Schiphol, The Netherlands on 23 June 2015 at 11:30 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.

<b>Direction of vote on the following matters:</b>	<b>In favour</b>	<b>Against</b>	<b>Abstain</b>
1. Adoption annual accounts 2014 (agenda item 2b)	[ ]	[ ]	[ ]
2. Discharge members of the Management Board for the financial year 2014 (agenda item 3)	[ ]	[ ]	[ ]

	<b>In favour</b>	<b>Against</b>	<b>Abstain</b>
3. Adoption of remuneration of the Management Board as published in the 2014 Annual Report (agenda item 4)	[ ]	[ ]	[ ]
4. Appointment of auditor of the Company for 2015 (agenda item 5)	[ ]	[ ]	[ ]

Signed in: \_\_\_\_\_ on: \_\_\_\_\_ 2015

\_\_\_\_\_  
By:

\_\_\_\_\_  
Title: