



**ENVIPCO HOLDING N.V.**  
**ARNHEMSEWEG 10, 3817 CH AMERSFOORT, THE NETHERLANDS**

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

The management board of the Company hereby invites its shareholders to attend an extraordinary meeting of shareholders of the Company (the “EMS”) to be held on 20 December 2019 at 10:00 hours (CET) at the Company’s offices at Arnhemseweg 10, 3817 CH Amersfoort, The Netherlands.

The sole agenda for the EMS is as follows:

1. The Company requests shareholder approval for the Chairman’s, Gregory S. Garvey, directorship role to change classification from non-executive to executive. This change is consistent with the Chairman taking on executive responsibilities for the Company
2. Any other businesses, announcements, questions, etcetera
3. Closing of the meeting

## **Shareholder's Rights, Participations and Voting**

As of the date of this notice of the Extraordinary Meeting of the Shareholders of Envipco Holding N.V. to be held on 20 December 2019, the Company has 4,097,607 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 EMS in person or by proxy. Shareholders will only be admitted to the EMS upon submission of satisfactory evidence to the Company before the opening of the EMS that they are holders of shares on 22 November 2019 (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 EMS and who wish to attend the EMS 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 12 December 2019. Please send your attendance confirmation to [rajc@envipco.com](mailto:rajc@envipco.com).

The agenda of the EMS is 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) and can also be downloaded from the Company's website ([www.envipco.com](http://www.envipco.com) – Extraordinary Meeting of Shareholders). The completed form, duly completed by the shareholder, must be received by 12 December 2019.

All shareholders are requested to attend the Extraordinary Meeting.

Envipco Holding N.V.

The Board of Directors, Amersfoort, 7 November 2019

***Envipco Holding N.V., Arnhemseweg 10, 3817 CH Amersfoort, The Netherlands.***  
*T: +31.(0)33.285.1773 Email – [rajc@envipco.com](mailto:rajc@envipco.com) [www.envipco.com](http://www.envipco.com)*

**EXPLANATORY NOTES TO THE AGENDA  
of the Extraordinary Meeting of Shareholders of Envipco Holding N.V.  
to be held on 20 December 2019**

The following agenda item 1 will be put to a vote at the EMS. The definitions used in the notice and agenda are also used in these explanatory notes.

**1. Proposal to appoint Gregory S. Garvey, as executive director**

The Company requests shareholder approval for the Chairman's, Gregory S. Garvey, directorship role to change classification from non-executive to executive. This change is consistent with the Chairman taking on executive responsibilities for the Company:

**Gregory S. Garvey** as Executive Director, 63

A citizen of the United States of America, is currently the Chairman of Virtual Hold Technology LLC, a privately held software company based in Ohio, USA. He has served as Vice Chairman of Tomra Systems ASA and CEO and President of Tomra North America Inc. He also serves on the Board of Wise Metals Group LLC and was previously Vice Chairman of Tandberg ASA, a publicly traded video conferencing company based in Norway. In both companies, Mr. Garvey has been a principal investor. Mr. Garvey is a graduate of the University of New Haven, holding a BS in Financial Accounting and is also a Certified Public Accountant.



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**EXTRAORDINARY 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 capacity as holder of \_\_\_\_\_ Shares in Envipco Holding N.V., having its  
address at Arnhemseweg 10, 3817 CH Amersfoort, The Netherlands (the “Company”).

**Hereby grants full proxy and power of attorney to:**

- Dick Stalenhoef, Member of the Board of Directors

Each member of the Management Board of the Company to represent the undersigned, with the right of substitution, in the Extraordinary Meeting of Shareholders of the Company, which will be held at the Company’s offices at Arnhemseweg 10, 3817 CH Amersfoort, The Netherlands, on 20 December 2019 at 10:00 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 matter:</b>	<b>In favour</b>	<b>Against</b>	<b>Abstain</b>
1. Change of directorship role of Mr Gregory S. Garvey from non-executive to executive (agenda item 1)	[ ]	[ ]	[ ]

Signed in: \_\_\_\_\_ on: \_\_\_\_\_ 2019

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