

Invitation



Invitation to attend the Annual General Meeting of Shareholders of TKH Group N.V. on Wednesday 3 May 2017

The holders of shares and depositary receipts of shares in TKH Group N.V. (the 'Company') are invited to attend the Annual General Meeting of shareholders, to be held at Restaurant 't Hagen, Scholtenhagenweg 36, Haaksbergen, the Netherlands, on Wednesday 3 May 2017, at 2:30 p.m.

Condensed agenda

1. Opening
2. Annual report 2016, annual financial statements 2016, dividend and discharge
3. Supervisory Board vacancies
4. Appointment of the external auditor to audit the annual financial statements for 2018
5. Authorization of the Executive Board to acquire shares in the company
6. Reappointment of the Executive Board as the competent authority to decide on:
 - a.(1) issue of ordinary shares and (2) cumulative financing preference shares.
 - b.restriction or exclusion of shareholders' pre-emptive rights with respect to the (1) ordinary shares and (2) cumulative financing preference shares.
7. Any other business and close

The complete agenda with notes, the annual report 2016 including the report of the Executive Board and the financial statements for the 2016 financial year, the notification of vacancies arising on the Supervisory Board, and announcement of, and information on, the people being nominated for appointment or re-appointment to the Supervisory Board, as referred to in Section 2:142 (3) of the Dutch Civil Code, will be available for inspection at the Company's offices at Spinnerstraat 15 in Haaksbergen, the Netherlands as of today until the end of the meeting. These documents can be requested free of charge from the company (telephone: +31 53 573 2903; e-mail: info@tkhgroup.com) and from ABN AMRO Bank NV ('ABN AMRO') (telephone: +31 20 344 2000; e-mail: corporate.broking@nl.abnamro.com). They can also be downloaded from the Company website: www.tkhgroup.com.

Instructions for attendance

In accordance with Dutch law, those people who have expressed a desire to attend this meeting and signed up by Wednesday 5 April 2017, after all the additions and deletions as per that date have been incorporated, –the 'date of registration'– in one of the

registers designated for this purpose by the Executive Board, will be entitled to do so and to vote in it. The TKH Group N.V. shareholders register has been designated as the register for shareholders. The registers designated for holders of depositary receipts are the administrative records of the intermediaries, as defined in the Wet giraal effectenverkeer (Securities (Bank Giro Transactions) Act), that show who are holders of depositary receipts at the date of registration.

Shareholders

Any shareholders who wish to attend this meeting or have themselves represented by proxy are requested to notify the Company's Executive Board in writing of their intention to do so, in accordance with the provisions of Section 24 (4) and (6), of the Company's articles of association. Said notification must be received by the Executive Board no earlier than 6 April 2017 and no later than 5:30 p.m. on 26 April 2017.

Holders of depositary receipts of shares

Any holders of depositary receipts who wish to attend this meeting or have themselves represented by proxy are required, in accordance with the provisions of Section 24 (4) and (6), of the company's articles of association, to register with ABN AMRO either online at www.abnamro.com/evoting or through the bank or broker that administers their depositary receipts no earlier than 6 April 2017 and no later than 5:30 p.m. on 26 April 2017. The intermediaries, as defined in the Wet Giraal Effectenverkeer, are required to provide ABN AMRO, no later than 12:00 a.m. on 27 April 2017, with an electronic notification at www.abnamro.com/intermediary containing the number of depositary receipts held by the holder in question at the date of registration that are being submitted for registration. The intermediaries are requested to provide the complete addresses of the relevant holders in their notification, so that the holdership at the date of registration can be efficiently verified. Upon registration, ABN AMRO will issue a certificate of registration through the notifying intermediary that will grant access to the meeting.

Depositary receipt holder voting authority

Depositary receipt holders who attend the meeting in person or are represented by a third party are authorized by the Stichting Administratiekantoor TKH Group -the 'Foundation'- to cast their vote in respect of the number of depositary receipts registered for the purposes of the meeting, subject to the provisions of the Company's articles of association and the Foundation's administrative terms and conditions.

Voting instructions to the Foundation

Depository receipt holders and holders of shares who cannot attend the meeting in person can instruct the Foundation on how to vote on their behalf, provided that they have registered for the meeting on time in the manner set out above. Depository receipt holders have until 5:30 p.m. on 26 April 2017 to issue their voting instructions electronically at www.abnamro.com/evoting.

Appointment of proxies

Without prejudice to that which is stipulated above concerning voting authority and voting instructions to the Foundation, holders of depository receipts and holders of shares can authorize one or more third parties to attend the meeting and vote on their

behalf, provided that they have registered for the meeting on time in the manner set out above. A proxy form can be downloaded from the Company's website (www.tkhgroup.com). The proxy must be received by the Company no later than 5:30 p.m. on 26 April 2017 (e-mail: info@tkhgroup.com).

Depository receipt holders, shareholders and their proxies are asked to be prepared to present a valid form of identity upon request.

Haaksbergen, 22 March 2017

Executive Board