



INVITATION

Invitation to attend the Annual General Meeting of Shareholders of TKH Group N.V.
on Monday, 6 May 2019

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 Monday 6 May 2019, at 2:30 p.m.

CONDENSED AGENDA

1. Opening
2. Report of the Executive Board, annual financial statements, dividend and discharge
3. Remuneration Supervisory Board
4. Appointment of the external auditor to audit the annual financial statements for 2020
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 issue of ordinary shares and cumulative financing preference shares and restriction or exclusion of shareholders' pre-emptive rights with respect to the mentioned shares
7. Any other business and close

The complete agenda with notes, the report of the Executive Board and the financial statements for the 2018 financial year and other documents pertaining to the meeting 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 (0)53-5732903; email: info@tkhgroup.com and from ABN AMRO Bank N.V. ('ABN AMRO'), telephone: +31 (0)20-3442000; email: corporate.broking@nl.abnamro.com and www.abnamro.com/evoting. These documents 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 Monday 8 April 2019, 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 Company's 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 9 April 2019 and no later than 5:30 p.m. on 29 April 2019.

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 9 April 2019 and no later than 5:30 p.m. on 29 April 2019. The intermediaries, as defined in the Wet Giraal Effectenverkeer, are required to provide ABN AMRO, no later than 12:00 a.m. (noon) on 30 April 2019, 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 Foundation's articles of association and administrative terms and conditions.

VOTING INSTRUCTIONS TO THE FOUNDATION

Depositary 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. Depositary receipt holders have until 5:30 p.m. on 29 April 2019 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 depositary receipts of shares and shareholders 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 29 April 2019 (e-mail: info@tkhgroup.com).

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

Haaksbergen, 22 March 2019

Executive Board