

Voting results Annual General Meeting of Shareholders TKH Group N.V. 3 May 2018 at 14.30 hrs. Location: 't Hagen, Scholtenhagenweg 36, in Haaksbergen (the Netherlands)

For each item for voting on the agenda counts:

- a. Number of shares for which valid votes were cast: 41,855,821
- b. Percentage of the issued capital represented by the shares referred to under a.: 99.7%
- c. Total number of valid votes cast: 41,855,821

Agenda item 2d – Adoption of the annual financial statements for the 2017 financial year

- number of votes in favour of the resolution: 41,855,609.
- number of votes against the resolution: 0.
- abstentions: 212.

The proposal is passed with 99.99% of the valid casted votes.

Agenda item 2f – Declaration of the dividend for 2017 and the time at which the dividend will be made available for payment.

- number of votes in favour of the resolution: 41,855,821.
- number of votes against the resolution: 0.
- abstentions: 0.

The proposal is passed unanimously.

Agenda item 2g - Discharge the members of the Executive Board for their management responsibilities.

- number of votes in favour of the resolution: 41,834,011.
- number of votes against the resolution: 21,598.
- abstentions: 212.

The proposal is passed with 99.95% of the valid casted votes.

Agenda item 2h - Discharge the members of the Supervisory Board for their supervisory responsibilities.

- number of votes in favour of the resolution: 41,834,011.
- number of votes against the resolution: 21,598.
- abstentions: 212.

The proposal is passed with 99.95% of the valid casted votes.

Agenda item 3d - Reappointment of Mr A.J.P. De Proft MSc as member of the Supervisory Board.

- number of votes in favour of the resolution: 40,356,160.
- number of votes against the resolution: 1,405,784.
- abstentions: 93,877.

The proposal is passed with 96.42% of the valid casted votes.

Agenda item 4 - Reappointment of Mr H.J. Voortman MSc as member of the Executive Board.

- number of votes in favour of the resolution: 41,789,974.
- number of votes against the resolution: 45,490.
- abstentions: 20,357.

The proposal is passed with 99.84% of the valid casted votes.

Agenda item 5 - Engagement of the external auditor to audit the annual financial statements for 2019.

- number of votes in favour of the resolution: 41,855,821.
- number of votes against the resolution: 0.
- abstentions: 0.

The proposal is passed unanimously.

Agenda item 6 – Proposal to amend the articles of association

- number of votes in favour of the resolution: 41,810,331.
- number of votes against the resolution: 45,490.
- abstentions: 0.

The proposal is passed with 99.89% of the valid casted votes.

Agenda item 7 - Authorization of the Executive Board to acquire shares in the company.

- number of votes in favour of the resolution: 41,731,798.
- number of votes against the resolution: 118,988.
- abstentions: 5,035.

The proposal is passed with 99.70% of the valid casted votes.

Agenda item 8a1 - Extension of the designation of the Executive Board as the body authorized to decide to issue ordinary shares.

- number of votes in favour of the resolution: 35,569,135.
- number of votes against the resolution: 6,286,686.
- abstentions: 0.

The proposal is passed with 84.98% of the valid casted votes.

Agenda item 8a2 - Extension of the designation of the Executive Board as the body authorized to decide to restrict or exclude the right of pre-emption of shareholders with respect to the issue of shares referred to under 8a1.

- number of votes in favour of the resolution: 35,240,868.
- number of votes against the resolution: 6,614,953.
- abstentions: 0.

The proposal is passed with 84.20% of the valid casted votes.

Agenda item 8b1 - Extension of the designation of the Executive Board as the body authorized to decide to issue cumulative financing preference shares.

- number of votes in favour of the resolution: 34,249,878.
- number of votes against the resolution: 7,605,943.
- abstentions: 0.

The proposal is passed with 81.83% of the valid casted votes.

Agenda item 8b2 - Extension of the designation of the Executive Board as the body authorized to decide to restrict or exclude the right of pre-emption of shareholders with respect to the issue of shares referred to under 8b1.

- number of votes in favour of the resolution: 33,440,533.
- number of votes against the resolution: 8,415,288.
- abstentions: 0

The proposal is passed with 79.89% of the valid casted votes.

Haaksbergen, 14 May 2018