



**Extraordinary General Meeting Koninklijke Ten Cate N.V. ("Royal Ten Cate"), having its
registered office in Almelo**

Shareholders of Royal Ten Cate and other persons entitled to vote are invited to attend the
Extraordinary General Meeting ("**EGM**") of Koninklijke Ten Cate N.V. (the "**Company**")
which shall be held on 7 December 2015 at 14.00 CET in the Polman Stadium, Stadionlaan
1, Almelo, the Netherlands

Agenda

1. **Opening of the meeting**
2. **Announcements**
3. **Explanation on the recommended public offer (for discussion)**
4. **Conditional discharge members of the Executive Board (for decision)**

Conditional discharge, as per the Settlement Date and conditional upon Settlement (as defined in the Offer Memorandum), of Mr L. de Vries and Mr E.J.F. Bos with respect to their duties and obligations performed and incurred as members of the Executive Board up to the EGM.
5. **Conditional discharge members of the Supervisory Board (for decision)**

Conditional discharge, as per the Settlement Date and conditional upon Settlement (as defined in the Offer Memorandum), of Mr E. ten Cate, Mr J.C.M. Hovers, Mr P.F. Hartman and Ms M.J. Oudeman with respect to their duties and obligations performed and incurred as members of the Supervisory Board up to the EGM.
6. **Conditional composition of the Supervisory Board**
 - 6.1. Conditional resignation, as per the Settlement Date and conditional upon Settlement (as defined in the Offer Memorandum), of Mr P.F. Hartman and Ms M.J. Oudeman as members of the Supervisory Board **(for discussion)**.
 - 6.2. Conditional appointment as per the Settlement Date and conditional upon Settlement (as defined in the Offer Memorandum), of Mr E.J. Westerink as member of the Supervisory Board:
 - a. Notification of a vacancy within the Supervisory Board **(for discussion)**;
 - b. Opportunity to recommend a person for nomination to the Supervisory Board **(for discussion)**;
 - c. Notification by the Supervisory Board of the person nominated for appointment **(for discussion)**;
 - d. Proposal to appoint the person nominated by the Supervisory Board **(for decision)**.
 - 6.3. Conditional appointment as per the Settlement Date and conditional upon Settlement (as defined in the Offer Memorandum), of Mr J.H.L. Albers as member of the Supervisory Board:
 - a. Notification of a vacancy within the Supervisory Board **(for discussion)**;
 - b. Opportunity to recommend a person for nomination to the Supervisory Board **(for discussion)**;
 - c. Notification by the Supervisory Board of the person nominated for appointment **(for discussion)**;
 - d. Proposal to appoint the person nominated by the Supervisory Board **(for decision)**.
 - 6.4. Conditional appointment as per the Settlement Date and conditional upon Settlement (as defined in the Offer Memorandum), of Mr B.T. Molenaar as member of the Supervisory Board:
 - a. Notification of a vacancy within the Supervisory Board **(for discussion)**;

- b. Opportunity to recommend a person for nomination to the Supervisory Board (**for discussion**);
- c. Notification by the Supervisory Board of the person nominated for appointment (**for discussion**);
- d. Proposal to appoint the person nominated by the Supervisory Board (**for decision**).

7. Any other business

8. Close of the meeting

The full text of the agenda with explanatory notes, together with the information in accordance with section 2:142 paragraph 3 Dutch Civil Code of the proposed members of the Supervisory Board, and the Offer Memorandum are available for inspection by shareholders at the Company's offices at Wierdensestraat 40, Almelo, the Netherlands, where a copy may be obtained free of charge, and at the offices of ABN AMRO Bank N.V. ('**ABN AMRO**'), Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands (telephone +31 (0)20 344 2000; e-mail: corporate.broking@nl.abnamro.com). The aforementioned documents may also be consulted on the website www.tencate.com and via www.abnamro.com/evoting.

On 21 October 2015 the total number of Royal Ten Cate shares issued was 27,454,241 ordinary shares and the number of associated exercisable voting rights was 27,454,241.

Registration Date

The persons entitled to attend and vote at this meeting are those (i) whose names appear on one of the following registers on 9 November 2015 after completion of all the additions and deletions effective on that date (the "**Registration Date**") and (ii) have given notice as set forth below.

Registration and Notification

In the case of holders of shares, the records held by intermediaries, as defined in the Securities Giro Transfer Act, showing who is entitled to such shares on the Registration Date, are deemed to constitute registers or partial registers.

Shareholders, usufructuaries and pledgees of shares are authorized to attend the EGM in person or by proxy, to speak at the meeting and, insofar as they are entitled to vote, to exercise their voting right. To that end they must notify the company no later than 30 November 2015 of their intention to attend the meeting and give written notification between 9 November 2015 and 30 November 2015 (before 5.00 pm) to the intermediaries administering their shares. Intermediaries must issue an electronic declaration to ABN AMRO no later than on 1 December 2015 (before 12.00 pm) via www.abnamro.com/intermediary, stating the number of shares held by the respective holder and notified for registration on the Registration Date. Intermediaries are requested to include the full addresses of the holders in the notification to allow efficient verification of share ownership on the Registration Date. ABN AMRO will send an admission ticket to these holders via the respective intermediary.

Any shareholder who wishes to be represented at the meeting must, in addition to the aforementioned notification, send the Company a legally valid proxy form bearing his signature, to arrive no later than 30 November 2015. Shareholders who are unable to attend the meeting may also give a voting instruction to the company, without prejudice to the foregoing provisions concerning notification. A voting

instruction may be submitted electronically up to 5.00 pm on 30 November 2015 via www.abnamro.com/evoting.

Attendees may be requested to show a valid identification.

Executive Board

Almelo, 21 October 2015