

General Meeting of Shareholders

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 Annual General Meeting of Shareholders to be held from **2pm on Thursday 9 April 2015, in the**

Polman Stadium, Stadionlaan 1, Almelo.

The full text of the agenda with explanatory notes, together with the 2014 annual report, which includes the annual financial statements, are available for inspection by shareholders at the company's offices at Stationsstraat 11, 7607 GX Almelo, where a copy may be obtained free of charge, and at The ABN AMRO Bank N.V., Gustav Mahlerlaan 10, 1082 PP Amsterdam ('ABN AMRO') (telephone: +31 (0)20 344 2000, email: 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 25 February 2015 the total number of Royal Ten Cate shares in issue was 27,088,778 ordinary shares and the number of admissible exercisable voting rights was 26,606,091.

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 12 March 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 general meeting 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 2 April 2015 of their intention to attend the meeting and give written notification between 12 March 2015 and 5pm on 2 April 2015 to the intermediaries administering their shares. Intermediaries must issue an electronic declaration to ABN AMRO no later than 12 noon on 3 April 2015 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 2 April 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 5pm on 2 April 2015 via www.abnamro.com/evoting.

Executive Board
Almelo, 26 February 2015

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THE SUMMARY AGENDA FOR THE MEETING IS AS FOLLOWS:

1. Opening of the meeting
2. Announcements
3. 2014 Annual report
 - 3.a Discussion of the 2014 annual report (for discussion)
 - 3.b Remuneration in the financial year 2014 (for discussion)
 - 3.c Update on new remuneration policy (for discussion)
4. 2014 Financial statements and appropriation of result
 - 4.a Adoption of the 2014 financial statements (for decision)
 - 4.b Adoption of the appropriation of result and distribution (for decision)
5. Granting of discharge to members of the Executive Board and of the Supervisory Board
 - 5.a Discharge of members of the Executive Board (for decision)
 - 5.b Discharge of members of the Supervisory Board (for decision)
6. Authorization to repurchase own shares (for decision)
7. Delegation of authority to issue shares and to restrict or exclude pre-emptive right
 - 7.a Extension of designation of authority to issue shares (for decision)
 - 7.b Extension of designation to restrict or exclude pre-emptive right (for decision)
8. Appointment/reappointment of the auditor (for decision)
9. Any other business
10. Close of the meeting