

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 17 April 2014, in the**

Polman Stadium, Stadionlaan 1, Almelo.

The full text of the agenda with explanatory notes, together with the 2013 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 5 March 2014 the total number of Royal Ten Cate shares in issue was 26,791,367 ordinary shares and the number of associated exercisable voting rights was 26,273,580.

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 20 March 2014 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 10 April 2014 of their intention to attend the meeting and give written notification between 20 March 2014 and 5pm on 10 April 2014 to the intermediaries administering their shares. Intermediaries must issue an electronic declaration to ABN AMRO no later than 12 noon on 11 April 2014 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 10 April 2014. 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 10 April 2014 via www.abnamro.com/evoting.

**Executive Board
Almelo, 6 March 2014**

 **TENCATE**
materials that make a difference

THE SUMMARY AGENDA FOR THE MEETING IS AS FOLLOWS:

1. Opening of the meeting
 2. Announcements
 3. 2013 Annual report
 - 3.a Discussion of the 2013 annual report (for discussion)
 - 3.b Implementation of remuneration policy (for discussion)
 4. 2013 Financial statements and appropriation of profit
 - 4.a Adoption of the 2013 financial statements (for decision)
 - 4.b Adoption of the appropriation of profit (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. Composition of the Executive Board
 - 6.a Notification by the Supervisory Board of the person nominated for appointment (for discussion)
 - 6.b Proposal to appoint the person nominated by the Supervisory Board (for decision)
 7. Composition of the Supervisory Board (for discussion)
 - 7.a Notification of vacancies within the Supervisory Board (for discussion)
 - 7.b Opportunity to make recommendations by the General Meeting (for decision)
 - 7.c Notification by the Supervisory Board of the person nominated for appointment (for discussion)
 - 7.d Proposal to appoint the person nominated by the Supervisory Board (for decision)
 8. Change to the profile of the Supervisory Board (for discussion)
 9. Authorization to repurchase own shares (for decision)
 10. Delegation of authority to issue shares and to restrict or exclude pre-emptive right
 - 10.a Extension of designation of authority to issue shares (for decision)
 - 10.b Extension of designation to restrict or exclude pre-emptive right (for decision)
 11. Appointment/reappointment of the auditor (for decision)
 12. Any other business
- Close of the meeting