

**Agenda for the General Meeting of Shareholders of
Royal Ten Cate to be held at 2pm on Thursday 19 April 2012
in the Polman Stadium, Stadionlaan 1, Almelo.**

1. **Opening**
2. **Announcements**
3. **Discussion of the 2011 annual report** (for discussion)
4. **2011 financial statements and appropriation of profit**
 - 4.a Adoption of the 2011 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 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. **Remuneration of the Executive Board** (for discussion)
7. **Composition of the Supervisory Board**
 - 7.a Notification of vacancies on the Supervisory Board (for discussion)
 - 7.b Opportunity for the General Meeting to make recommendations (for decision)
 - 7.c Notification by the Supervisory Board of the persons nominated for appointment/reappointment (for discussion)
 - 7.d Proposal to appoint/reappoint the persons nominated by the Supervisory Board (for decision)
8. **Authorisation to repurchase own shares** (for decision)
9. **Delegation of authority to issue shares and limit or exclude the pre-emptive right**
 - 9.a Extension of the assignment of authority to issue shares (for decision)
 - 9.b Extension of the assignment of authority to limit or exclude the pre-emptive right (for decision)
10. **Appointment/reappointment of auditor** (for decision)
11. **Any other business**
12. **Close of the meeting**

Notes to the agenda and meeting documents for the General Meeting of Shareholders of Royal Ten Cate.

3. Discussion of the 2011 annual report

Under this agenda item the meeting will discuss the report of the Executive Board which appears on pages 25 to 75 inclusive of the 2011 annual report, as well as the report of the Supervisory Board which appears on pages 20 and 21 of the 2011 annual report. Mr L. de Vries, Chief Executive Officer and Chairman of the Executive Board, will give a commentary on the performance of Royal Ten Cate during the 2011 financial year, the outlook and the strategy.

As part of the accountability with regard to the annual report, the discussion will also cover compliance with the Dutch Corporate Governance Code 2008 (the Code). The section concerning corporate governance is included in the Corporate Information section of the 2011 annual report (page 61).

The Supervisory Board and the Executive Board endorse the main principles of the Code, as set out in the Code's principles and best-practice provisions. The company therefore applies the principles and best-practice provisions of the Code to a high degree. The few divergences applicable within Royal Ten Cate relate mainly to the nature and size of the company. The Supervisory Board and the Executive Board believe that these divergences do not detract from the basic principles of sound corporate governance and integrity. Details of Royal Ten Cate's divergences from the Code can be found on the company's website (www.tencate.com).

4. 2011 financial statements and appropriation of profit

4.a Adoption of the 2011 financial statements

Under agenda item 4.a the meeting will discuss the 2011 financial statements which appear on pages 78 to 132 inclusive of the 2011 annual report, comprising a balance sheet, a profit and loss account and the accompanying notes. The financial statements have been signed by the members of the Executive Board and the Supervisory Board. KPMG Accountants N.V., the company's auditor, has issued an unqualified auditors' report, which appears on page 133 of the 2011 annual report. It is proposed to the General Meeting that the 2011 financial statements be adopted.

4.b Adoption of the appropriation of profit

It is proposed to distribute a dividend of €0.95 per ordinary €2.50 par value share in respect of the 2011 financial year, payable optionally in cash or in the form of a stock dividend. The dividend will be made payable on 16 May 2012. In the case of bearer shares, the dividend will be made payable through intermediaries.

5. Granting of discharge to members of the Executive Board and the Supervisory Board

The granting of discharge to the members of the Executive Board and the granting of discharge to the members of the Supervisory Board will be put to the vote as two separate agenda items. It is proposed that discharge be granted to the members of the Executive Board in respect of their management during the 2011 financial year and to the Supervisory Board in respect of its supervision thereof during the 2011 financial year.

6. Remuneration of the Executive Board

In 2011 a detailed analysis was carried out jointly with external specialists with the aim of bringing the current remuneration policy for the Executive Board more into line with the remuneration market for companies of a similar type and size. In the view of the

Supervisory Board, this would take proper account of the quality of the performance rendered.

The factors considered included the following:

1. Adjustment of the remuneration benchmark in line with that of companies having similar ratios of revenues and market value (composition of a peer group).
2. The peer group scope extends to all relevant components of the remuneration policy.
3. Short-term variable income.
4. Long-term variable income.

On the basis of the results of the above analysis a new remuneration policy will be drawn up. At the General Meeting the Supervisory Board will discuss the conclusions and recommendations following the analysis and put these recommendations concerning this new remuneration policy to the General Meeting. The detailed recommendations will then be placed on the agenda of the General Meeting of Shareholders in 2013 for approval.

The 2011 Report of the Royal Ten Cate Supervisory Board Remuneration Committee can be consulted on the company's website (www.tencate.com).

7. Composition of the Supervisory Board

As a result of the expiry of the third four-year term of office for which Prof. F.A. van Vught had previously been appointed as Supervisory Director, and in accordance with the recommendations of the Code, Prof. Van Vught is retiring as a member of the Supervisory Board. The Supervisory Board has decided not to nominate a replacement for Prof. Van Vught at this time. The Central Works Council has been informed accordingly.

As a result of the expiry of the term of office of Dr J.C.M. Hovers and Mr E. ten Cate, Dr Hovers (Chairman of the Supervisory Board) and Mr Ten Cate will retire as members of the company's Supervisory Board at the end of the present General Meeting of Shareholders. Both have indicated their availability for reappointment.

Proposed reappointment of Dr J.C.M. Hovers

In connection with the retirement of Dr Hovers, the Central Works Council is entitled to use the enhanced right of recommendation granted to it. The proposal to reappoint Dr Hovers results partly from the nomination by the Central Works Council, making use of the aforementioned enhanced right of recommendation.

The Supervisory Board proposes to reappoint Dr Hovers as a member of the Supervisory Board for a term expiring on the date of the first General Meeting held in the fourth year following the year of his reappointment, and to reappoint him as Chairman of the Supervisory Board.

The grounds for the nomination and the details of Dr Hovers are stated at the end of this explanatory note.

Proposed reappointment of Mr E. ten Cate

In connection with the retirement of Mr Ten Cate, the shareholders will be invited to recommend a nomination for the appointment of a new supervisory director. The nomination for the reappointment of Mr Ten Cate is not subject to the Central Works Council's enhanced right of recommendation. The Central Works Council supports Mr Ten Cate's reappointment and has made no other recommendation on the matter.

Under the condition precedent that the General Meeting of Shareholders makes no (other) recommendations, the Supervisory Board proposes to reappoint Mr Ten Cate as a member of the Supervisory Board for a term expiring on the date of the first General Meeting held in the fourth year following the year of his reappointment. The Supervisory Board has discussed the reappointment of Mr Ten Cate and is of the unanimous opinion that Mr Ten Cate's knowledge and experience accord with those specified in the Board's profile.

The grounds for the nomination and the details of Mr Ten Cate are stated at the end of this explanatory note.

If the General Meeting of Shareholders recommends to the Supervisory Board a person other than Mr Ten Cate for nomination, the Supervisory Board must adopt a resolution on the matter. In that event, discussion of agenda item 7 sections c. and d. will, to the extent that they relate to the said recommendation, be suspended and postponed until the following ordinary or extraordinary general meeting of shareholders.

8. Authorisation to repurchase own shares

It is proposed to the General Meeting that authority be granted to the Executive Board, for a period of 18 months from 19 April 2012 to 18 October 2013, to acquire fully paid own shares or depositary receipts for such shares. The number of shares or depositary receipts to be thus acquired by the company must not exceed the maximum permitted in accordance with legislation and regulations. This authorisation also applies to any method of acquisition for which the law requires the authorisation of the General Meeting. The acquisition price of the shares or depositary receipts to be thus acquired must be between one euro cent and the amount equal, as a maximum, to the stock market price plus 10%. The stock market price shall be taken to mean the average of the closing prices on the five trading days prior to the date of acquisition. A resolution by the Executive Board to acquire own shares or depositary receipts for such shares is subject to the applicable legal provisions and is also subject to approval by the Supervisory Board.

9. Delegation of authorisation to issue shares and limit or exclude the pre-emptive right

9.a Extension of the assignment of authority to issue shares

The General Meeting resolved at the annual meeting of 21 April 2011 to extend the authority of the Executive Board, subject to approval by the Supervisory Board, to resolve to issue shares and grant rights to take up shares for a period of 18 months from 21 April 2011 to 20 October 2012.

The Supervisory Board and the Executive Board now propose to extend the assignment of the Executive Board to exercise these powers, subject to approval by the Supervisory Board, for a period of 18 months from the date of the General Meeting, consequently ending on 18 October 2013. The authority to issue shares concerns 10% of the issued share capital plus a further issue up to a maximum of 10% of the issued share capital in the event that the issue takes place in the context of a merger or acquisition.

9.b Extension of the assignment of authority to limit or exclude the pre-emptive right

The General Meeting also resolved at the annual meeting of 21 April 2011 to extend the authority of the Executive Board, subject to approval by the Supervisory Board, to resolve to limit or exclude the pre-emptive right in the issuance of shares, as specified in article 6 of the articles of association, for a period of 18 months from 21 April 2011 to 20 October 2012.

The Supervisory Board and the Executive Board now propose to extend the assignment of the Executive Board to exercise the power to resolve to exclude or limit the pre-emptive right in the issuance of shares, subject to approval by the Supervisory Board, for a period of 18 months from the date of the General Meeting, consequently ending on 18 October 2013.

The assignments of the Executive Board under this agenda item are desirable in order to enable the company to respond immediately to changing developments in the capital markets if rapid action is required. In the event that the company wishes to issue new shares, the circumstances in the capital markets may be such that it is not possible to wait, or wait any longer, for a resolution by the General Meeting to issue new shares. That would, after all, first require a meeting of shareholders to be held, and to be convened at least 42 days prior to the meeting, and the changing circumstances in the capital markets may be such that the time involved would prevent the company from responding to market conditions in an optimum way.

10. Appointment/reappointment of auditor

It is proposed to the General Meeting that the designation/appointment of KPMG Accountants nv as auditor with responsibility for auditing the financial statements of Royal Ten Cate be continued.

Details as referred to in article 2:142 paragraph 3 of the Netherlands Civil Code concerning the persons nominated for reappointment as members of the Supervisory Board.

Grounds for the nomination of Dr Hovers:

Dr Hovers has very extensive industrial and international experience. He is of great value to TenCate both in international industrial production and in the conceptual, strategic field. He is very complementary to the other members of the Supervisory Board in terms of his knowledge and experience.

Details of Dr J.C.M. Hovers

Year of birth: 1943

Commenced in office: 2008

End of current term: 2012

Profession: Former CEO of Stork nv and Océ nv.

Supervisory directorships:

Listed companies:

- Randstad Groep Nederland bv (chairman of audit committee)
- C1000 BV (chairman)

Unlisted companies:

- Plieger NV (chairman)
- Teleconnect Inc (chairman)
- SMEVA BV (chairman)

Mr Ten Cate is of great value to the company as a supervisory director. In addition to his suitability and capacity to assess the main points of the company's overall policy, Mr Ten Cate has thorough knowledge and extensive experience of a broad range of financial and international subjects.

Details of Mr E. ten Cate

Year of birth: 1945

Commenced in office: 2004



End of current term: 2012

Profession: Director of Bank ten Cate & Cie N.V.

Supervisory directorships:

- Hydratec Industries N.V. (chairman)
- Rijksmuseum Twenthe (chairman)
- Medisch Spectrum Twente (member)