

AGENDA GENERAL MEETING **AALBERTS INDUSTRIES N.V.**



Scheduled for:

Tuesday 19 April 2016

Start 11.00 am (CET)

Hilton Hotel Amsterdam
Apollolaan 138
1077 BG Amsterdam
The Netherlands

AGENDA

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1. Opening
2. Discussion of the annual report on the financial year 2015 (*discussion*)
3. Financial statements 2015
 - a. Accountability concerning the execution of the remuneration policy in the financial year 2015 (*discussion*)
 - b. Adoption of the separate and consolidated financial statements 2015 (*vote*)
4. Dividend
 - a. Discussion of the policy on additions to reserves and dividends (*discussion*)
 - b. Adoption of the dividend for the financial year 2015 (*vote*)
5. Granting of discharge to the members of the Management Board in office in 2015 for the policy pursued in the financial year 2015 (*vote*)
6. Granting of discharge to the members of the Supervisory Board in office in 2015 for the supervision exercised on the policy pursued in the financial year 2015 (*vote*)
7. Appointment of Mr. P. Veenema as member of the Supervisory Board (*vote*)
8. Designation of the Management Board as body authorised to issue ordinary shares and to grant rights to subscribe for ordinary shares (*vote*)
9. Designation of the Management Board as body authorised to restrict or exclude pre-emptive rights when issuing ordinary shares (*vote*)
10. Authorisation to repurchase shares (*vote*)
11. Announcements and any other business
12. Closing

EXPLANATORY NOTES

AGENDA ITEM 2

Discussion of the annual report on the financial year 2015 (*discussion*)

In accordance with the Dutch Corporate Governance Code the compliance with this code is part of the accountability on the annual report. The external auditor will be present at the meeting in accordance with best practice provision V.2.1 of the Dutch Corporate Governance Code. The shareholders can address questions to the external auditor with regard to his statement on the accuracy of the financial statements.

AGENDA ITEM 3

Financial statements 2015

- Accountability concerning the execution of the remuneration policy in the financial year 2015 (*discussion*)
- Adoption of the separate and consolidated financial statements 2015 (*vote*)

Pursuant to the provisions of Section 2:135 paragraph 5a of the Dutch Civil Code (*Burgerlijk Wetboek*), accountability will be provided concerning the implementation of the remuneration policy during the financial year 2015, on the basis of the specifications made by Aalberts Industries in the notes to the financial statements (page 94) that are included on the basis of Section 2:383c up to and including 2:383e of the Dutch Civil Code.

AGENDA ITEM 4

Dividend

- Discussion of the policy on additions to reserves and dividends (*discussion*)
- Adoption of the dividend for the financial year 2015 (*vote*)

Aalberts Industries has the intention to continue the policy on additions to reserves and dividends of the financial year 2015 and to allocate approximately 70% of the net profit realised before amortisation for further growth and strengthening of the financial position and to distribute approximately 30% to shareholders by means of dividend entirely in cash.

The Management Board, after the prior approval of the Supervisory Board, in accordance with the policy on additions to reserves and dividends, has decided to reserve 70% of the net profit achieved before amortisation for further growth and strengthening of the financial position. The number of shares issued at the end of 2015 was approximately 110.6 million. It is proposed that the dividend for 2015 be set at EUR 0.52 in cash per share with a nominal value of EUR 0.25. This means that Aalberts Industries continues its policy to pay approximately 30% of the realised net profit before amortisation as dividend. This represents an increase of 13% compared to 2014 (EUR 0.46).

AGENDA ITEM 7

Appointment of Mr. P. Veenema as member of the Supervisory Board (*vote*)

The Stichting Prioriteit "Aalberts Industries N.V." has indicated to put up Mr. P. (Piet) Veenema for appointment for a period ending after the annual General Meeting in 2020. The knowledge and experience of Mr. Veenema are a welcome complement to the Supervisory Board. Mr. Veenema has many years of management experience in Kendrion, a developer and manufacturer of electro-magnetic and mechatronic solutions for industrial and automotive applications. From 2003 until 2015

he acted as CEO of Kendrion.

Reference is made to the end of this page for the personal details of the person nominated for appointment as Supervisory Board member.

AGENDA ITEM 8

Designation of the Management Board as body authorised to issue ordinary shares and to grant rights to subscribe for ordinary shares (*vote*)

It is proposed that the Management Board be designated as the body that, after approval of the Stichting Prioriteit "Aalberts Industries N.V.", is authorised to issue ordinary shares, including the granting of rights to subscribe for ordinary shares. This authorisation has been granted until 21 October 2016 and will be extended until 19 October 2017. The authorisation and its extension are valid for a maximum of ten percent (10%) of the issued share capital at the time of issuing.

AGENDA ITEM 9

Designation of the Management Board as body authorised to restrict or exclude pre-emptive rights when issuing shares (*vote*)

It is proposed that the Management Board be designated as the body that, after approval of Stichting Prioriteit "Aalberts Industries N.V.", is authorised to restrict or exclude pre-emptive rights of existing shareholders in the case of issuing ordinary shares, including the granting of rights to subscribe for ordinary shares. This authorisation has been granted until 21 October 2016 and will be extended until 19 October 2017.

AGENDA ITEM 10

Authorisation to repurchase shares (*vote*)

In accordance with the provisions of article 7.3 of the articles of association, it is proposed that the Management Board, on behalf of the company, be authorised to repurchase the company's own ordinary shares up to a maximum of ten percent (10%) of the issued share capital, other than for no consideration. This authorisation has been granted until 21 October 2016 and will be extended until 19 October 2017. Pursuant to the authorisation, the company will be able to acquire ordinary shares via any agreement, including stock market and private transactions, for a price not exceeding 110% of the average price at which the shares are traded on the market during the five trading days prior to the day of acquisition according to the Euronext Amsterdam Official Pricelist (Euronext Amsterdam Officiële Prijscourant).

REGISTRATION DATE

Persons registered on 22 March 2016 (the "Registration Date") in one of the registers designated for this purpose by the Supervisory Board and Management Board, after all additions and deletions as at this date have been processed, as well as those who are registered in the manner described below, are entitled to vote and attend the meeting.

Shareholders who are intended to attend the meeting can, with effect from 23 March 2016 until 12 April 2016, request a depositary receipt via www.abnamro.com/evoting, or from the financial institution at which their shares are administered. This receipt will serve as attendance card for the meeting. No later than 13 April 2016, the financial institutions must provide ABN AMRO in Amsterdam via www.abnamro.com/intermediary with

a statement listing the number of shares that, for each shareholder concerned, are being notified for the meeting and held on the Registration Date. In their notifications, the financial institutions are requested to state the full address details of the relevant shareholders in order to enable efficient checking of the shareholding on the Registration Date.

Shareholders can also grant a proxy and issue their voting instruction online until 13 April 2016 via www.abnamro.com/evoting.

The agenda with explanatory notes, the annual report and financial statements for 2015 and the information regarding the persons to be appointed, are available for inspection at the offices of the Company and are available on request free of charge from the Company (e-mail: info@aalberts.com), as well as from

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e-mail: corporate.broking@nl.abnamro.com.

These documents are also available on the internet at www.aalberts.com and www.abnamro.com/evoting.

PERSONAL DETAILS OF THE PERSON NOMINATED FOR APPOINTMENT AS SUPERVISORY BOARD MEMBER

APPOINTMENT

Mr. P. (Piet) Veenema (1955)

Relevant previous functions

CEO Kendrion N.V.

Current relevant (additional) functions:

- Chairman Supervisory Board N.V. Holding Westland Infra
- Member of the Supervisory Board Van Wijnen Holding N.V.
- Member of the Supervisory Board M & G Holding B.V.

Nationality

Dutch

Reason appointment

- Broad management experience in an international stock market listed company
- Broad operational experience
- Knowledge of industrial markets
- Good fit with Profile Supervisory Board

Number of shares held in the capital of Aalberts Industries N.V. 0



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