

AGENDA

of the Annual General Meeting of Shareholders of

HOLLAND COLOURS NV

**to be held on Thursday July 9, 2015 at 01:30 pm
at the office of the Company, Halvemaanweg 1 in Apeldoorn**

1. Opening
2. Report of the Board of Management on the financial year 2014/2015
3. Financial Statements 2014/2015
 - a. Implementation of the remuneration policy in the financial year 2014/2015
 - b. Adoption of the financial statements 2014/2015 (voting item)
4. Reserves and dividend policy
5. Profit appropriation and dividend
 - a. Adoption of the appropriation of the profit (voting item);
 - b. Adoption of the dividend for the financial year 2014/2015 (voting item)
It is proposed to pay out a dividend of € 2.00 in cash per ordinary share with a nominal value of € 2.27
6. Discharge to the Statutory Board (voting item)
7. Discharge to the Supervisory Board (voting item)
8. The Statutory Board
 - a. Increase number of Statutory Board Members (voting item)
 - b. (Re)appointment of Mr R. Harmsen as Statutory Board Member (voting item)
 - c. Appointment of Mrs M.G. Kleinsman as Statutory Board Member (voting item)
9. Supervisory Board
 - a. Temporary increase number of Supervisory Board Members (voting item);
 - b. Appointment of Mr R. Zoomers as a Member of the Supervisory Board (voting item);
 - c. Appointment of Mrs A.R. Doombos as a Member of the Supervisory Board (voting item).
10. Authorisation to the Statutory Board, subject to to the approval of the Supervisory Board, to acquire ordinary shares in the Company on behalf of the Company (voting item).
11. Any other business
12. Closure

The Annual Report 2014/2015, including the financial statements, resumes of the nominated Statutory Board Members as well as the details of the nominated Supervisory Board Members as referred to in Section 2:142 subsection 3 of the Dutch Civil Code are available for inspection at the offices of the Company, Halvemaanweg 1, NL-7323 RW Apeldoorn, +31(0)55 368 07 00 and at the offices of ABN AMRO Bank NV, Gustav Mahlerlaan 10, NL-1082 PP Amsterdam, +31(0)20 344 20 00, corporate.broking@nl.abnamro.com and made available free of charge for shareholders and other parties who are entitled to attend the meeting. This information is also available on www.hollandcolours.com and www.securitiesinfo.com.

Explanation

on the agenda of the Annual General Meeting of Shareholders of
Holland Colours NV (also referred to as "the Company")
to be held on July 9, 2015

Notes to item 2

Report of the Board of Management on the financial year 2014/2015;

Besides the report of the Board of Management over the financial year 2014/2015, the Board of Management will comment on the business of the Company.

Notes to item 3: financial statements 2014/2015

a. Implementation of the remuneration policy in the financial year 2014/2015;

In accordance with article 2:135 sub 5a of the Civil Code, information is given regarding the implementation of the remuneration policy in the financial year 2014/2015, as stated in the notes to the financial statements based on the articles 2:383c through e of the Civil Code.

b. Adoption of the financial statements 2014/2015;

The financial statements 2014/2015, as included in the Annual Report 2014/2015, are provided with a unqualified auditor's report by PricewaterhouseCoopers Accountants NV. The Supervisory Board and the Board of Management of Holland Colours NV propose the General Meeting of Shareholders to adopt the financial statements 2014/2015.

Notes to item 4

Reserves and dividend policy;

In accordance to the Dutch Corporate Governance Code, explanation will be given at the General Meeting on the reserves and dividend policy of the Company.

Notes to item 5: profit appropriation and dividend

a. Adoption of the appropriation of the profit;

b. Adoption of the dividend on the financial year 2014/2015;

In accordance to its policy for the financial year 2014/2015, it is proposed to adopt the dividend at € 2.00 in cash per ordinary share with a nominal value of € 2.27. Upon adoption of the dividend proposal by the General Meeting of Shareholders, the dividend will be payable on July 17, 2015.

Notes to item 6

Discharge to the Statutory Board;

It is proposed to grant discharge to the Members of the Statutory Board for their management in the financial year 2014/2015, on the basis of the Annual Report 2014/2015 and the information that will be provided to shareholders at the General Meeting of Shareholders.

Notes to item 7

Discharge to the Supervisory Board;

It is proposed to grant discharge to the Supervisory Board Members for the supervision carried out in the financial year 2014/2015, on the basis of the Annual Report 2014/2015 and the information that will be provided to the shareholders during the General Meeting of Shareholders.

Notes to item 8: the Statutory Board

a. Increase number of Statutory Board Member;

In order to have a Statutory Board in which all disciplines are represented, under reference to Article 11 paragraph 2 of the Articles of Association, it is proposed to increase the number of Statutory Board Members to three persons.

b. Reappointment of Mr R. Harmsen as Statutory Board Member;

It is proposed to reappoint Mr R. Harmsen as Statutory Board Member, being CEO of Holland Colours NV in view of his contribution to the company during his first term of appointment. The current contract with Mr Harmsen expires on December 31, 2015. It is proposed to reappoint Mr Harmsen as per January 1, 2016 for a period of four years.

c. Appointment of Mrs M.G. Kleinsman as Statutory Board Member;

In order to have a Statutory Board in which all disciplines are represented, it is proposed, in view of her general knowledge, financial expertise and relevant experience in controlling and management, to appoint Mrs M.G. Kleinsman, CFO, as a Statutory Board Member.

Notes to item 9: Supervisory Board

a. Temporary increase number of Supervisory Board Members

In order to have a Supervisory Board in which all disciplines are represented and to ensure a good transition, under reference to Article 11 paragraph 2 of the Articles of Association, it is proposed to increase the number of Supervisory Board Members temporarily to five persons.

b. Appointment of Mr R. Zoomers as a Member of the Supervisory Board;

It is proposed to appoint Mr R. Zoomers (July 2019) as a Member of the Supervisory Board, in view of his management experience, international experience and his broad (business) economic and financial knowledge.

c. Appointment of Mrs A.R. Doornbos as a Member of the Supervisory Board;

It is also proposed to appoint Mrs A.R. Doornbos as a Member of the Supervisory Board (July 2019), in view of her international experience in the field of amongst others innovation and technology.

Notes to item 10

Authorisation to the Board of Management, subject to the approval of the Supervisory Board, to acquire ordinary shares in the Company on behalf of the Company;

It is proposed, for a period of 18 months, up to January 9, 2017, to authorise the Board of Management to acquire ordinary shares in the Company on behalf of the Company, other than for no consideration and subject to the approval of the Supervisory Board, pursuant to Article 7 of the Articles of Association. The acquisition price must range between the amount equal to the nominal value of the shares and the amount equal to 110% of the share price, in which the share price will be: the average of the highest share price of each of the five trading days prior to the acquisition date, in accordance to the 'Daily Official List' of Euronext Amsterdam.

Registration date

Persons who are registered as shareholders of the Company on June 11, 2015 after the processing of all credit and debit entries on that date (the "Registration Date") in a (sub-)register and who have also been registered in the described manner below are deemed to be entitled to vote and/or attend the meeting with regard to ordinary shares. For holders of bearer shares, the records of intermediaries as defined in the "Wet giraal effectenverkeer" (the "Intermediary") are designated as (sub-) registers.

Registration

Holders of ordinary bearer shares or their proxy holders, who wish to attend the meeting, have to inform ABN AMRO through the Intermediary where their shares are administrated no later than on July 2, 2015 at 5:00 pm. The Intermediaries must submit a statement via www.abnamro.com/intermediary to ABN AMRO no later than on July 3, 2015 at 12:00 am stating the number of shares held by the shareholder on the Registration Date and registered for registration. The Intermediaries are requested to provide the complete address details of the relevant shareholders upon registration in order to be able to perform an efficient verification of the shareholding on the Registration Date. ABN AMRO will send a proof of registration to the shareholders via the Intermediary which shall serve as an admission ticket to the meeting.

Holders or beneficial owners of registered shares, who are entitled to the voting right, or their proxy holders, who wish to attend the meeting, must have informed the Company no later than on July 2, 2015 in writing or electronically via ir@hollandcolours.com.

Proxy and voting instructions

A shareholder who wishes to be represented, must also submit a duly signed legally valid proxy to the Company no later than on July 2, 2015. Persons who are entitled to attend the meeting can also submit voting instructions up to and including July 2, 2015: electronically via www.abnamro.com/evoting or by means of a voting instructions proxy which can be downloaded from the websites www.hollandcolours.com or www.securitiesinfo.com and can be completed and sent to the Company to the attention of Mrs A. Snijders, PO Box 720, NL-7300 AS Apeldoorn or by fax: +31 (0)55 366 29 81 or via ir@hollandcolours.com.
