

**AGENDA INCLUDING NOTICE  
of the Extraordinary General Meeting of Shareholders of**

**HOLLAND COLOURS NV**

**to be held on Monday August 22, 2016 at 10.00 am  
at the office of the Company, Halvemaanweg 1 in Apeldoorn**

1. Opening
2. Amendment of the Articles of Association (voting item)
3. Closure

The proposal for the amendment of the Articles of Association 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](mailto: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](http://www.hollandcolours.com) and [www.securitiesinfo.com](http://www.securitiesinfo.com).

**Explanation**

to the agenda of the Extraordinary General Meeting of Shareholders of  
Holland Colours NV (also referred to as "the Company")  
to be held on August 22, 2016

**Notes to item 2**

**Amendment of the Articles of Association**

In conformance with article 28 of the Articles of Association, it is proposed to amend the Articles of Association. In accordance to the best practice regulation IV.3.9 of the Code, the proposed amendment of the Articles of Association which are available for inspection (only in Dutch), will be presented as separate voting points. A decision to adopt one or several of the proposed amendments of the Articles of Association involves that the General Meeting of Shareholders authorizes every member of the Statutory Board of the Company as well as every (candidate) notary of the notary office Wille in Apeldoorn to sign a proxy for the signing of the deed for the amendment of the Articles of Association as well as all other actions which the proxy deems necessary or useful.

-----  
**Registration date**

Persons who are registered as shareholders of the Company on July 25, 2016 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 August 15, 2016 at 5:00 pm. The Intermediaries must submit a statement via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary) to ABN AMRO no later than on August 16, 2016 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 August 15, 2016 in writing or electronically via [ir@hollandcolours.com](mailto: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 August 15, 2016. Persons who are entitled to attend the meeting can also submit voting instructions up to and including August 15, 2016: electronically via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) or by means of a voting instructions proxy which can be downloaded from the websites [www.hollandcolours.com](http://www.hollandcolours.com) or [www.securitiesinfo.com](http://www.securitiesinfo.com) and can be completed and sent to the Company to the attention of Mrs G. Jansen, PO Box 720, NL-7300 AS Apeldoorn or by fax: +31 (0)55 366 29 81 or via [ir@hollandcolours.com](mailto:ir@hollandcolours.com).

-----