

General Meeting of Shareholders **Brunel International N.V.**

Shareholders and other persons entitled to attend the meetings of Brunel International N.V. are invited to attend the General Meeting of Shareholders that will take place on Thursday 3 May, 2012 at 2.30 pm at the offices of Brunel International N.V. at John M. Keynesplein 33, 1066 EP Amsterdam.

Agenda

1. Opening
2. Report of the Board of Directors for the financial year 2011
3. Discussion and adoption of the annual accounts for the financial year 2011 (voting item)
4. Approval of the policy pursued by the Board of Directors in 2011 (discharge of Managing Directors) (voting item)
5. Approval of the supervision executed by the Supervisory Board in 2011 (discharge of the Supervisory Directors) (voting item)
6. Reserves and dividend policy (for discussion)
7. Approval of the profit appropriation and proposal for the payment of dividend (voting item)
- 8^a. Designation of the Board of Directors as the body authorised to issue shares (voting item)
- 8^b. Designation of the Board of Directors as the body authorised to limit or exclude the pre-emption right in the issue of shares (voting item)
9. Authorisation of the Board of Directors to purchase own shares in the company's capital (voting item)
10. Corporate Governance (for discussion)
11. Proposal to reappoint the external auditor (voting item)
12. Any other business
13. Close

The agenda with notes, the annual report and the explanation to the annual accounts are available for inspection and can be obtained free of charge from Brunel International N.V., John M. Keynesplein 33, Amsterdam, as well as from The Royal Bank of Scotland N.V. ("RBS", telephone +31 (0)20- 4643707, e-mail: corporate.actions@rbs.com), and can be viewed on the website of Brunel International N.V. (www.brunel.net).

Persons who are in possession of shares of Brunel International N.V. on Thursday 5 April 2012, after processing of all subscriptions and withdrawals per this date (the "Registration Date"), and have notified their intention to attend the meeting will have access to the meeting.

Notification

Shareholders, usufructuaries and holders of a right of pledge on shares, insofar as they are entitled to attend the General Meeting of Shareholders, who wish to attend the meeting in person or by means of a proxy are requested to instruct the bank or broker through which their shares are held to send a confirmation to RBS that their shares were registered in their name on the Registration Date.

This confirmation can be sent to RBS via www.rbs.com/admitted-institutions from 6 April until 17.00 hours on Friday 27 April 2012.

With the registration banks and brokers are requested to include the full address details of the relevant holders in order to be able to verify the shareholding on the registration date in an efficient manner.

Access to the meeting will be granted by showing the proof registration ('the Registration Note').

The voting and meeting rights can be also exercised by a proxy. A proxy and voting instructions can be given from 6 April until Friday 27 April 2012 via www.rbs.com/evoting. Shareholders or other persons entitled to attend the meeting who are not in position to give their proxy and voting instructions in electronic form must have filed a written proxy at the offices of the company not later than Tuesday 1 May 2012 at 12.00 hours. The person exercising the proxy should present the Registration Note and a copy of the proxy at the registration desk prior to the meeting.

Attendees to the meeting may be requested to show a valid identification.

Amsterdam, 21 March 2012

[Board of Directors](#)

Brunel International N.V.