

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 Annual Meeting of Shareholders that will take place on Thursday 1 May, 2014 at 2.30 p.m. at the Artemis Hotel Amsterdam at John M. Keynesplein 2, 1066 EP Amsterdam.

Agenda

1. Opening
2. Report of the Board of Directors for the financial year 2013 (for information)
3. Consideration of the implementation of the remuneration policy (for information)
4. Discussion and adoption of the annual accounts for the financial year 2013 (voting item)
5. Approval of the Board of Directors' management in 2013 and discharge from liability of the members of the Board of Directors (voting item)
6. Approval of the Supervisory Board's supervision in 2013 and discharge from liability of the members of the Supervisory Board (voting item)
7. Reserves and dividend policy (for discussion)
8. Approval of the profit appropriation and proposal for the payment of dividend (voting item)
- 9^a. Designation of the Board of Directors as the body authorised to issue shares (voting item)
- 9^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)
10. Authorisation of the Board of Directors to purchase own shares in the company's capital (voting item)
11. Corporate Governance (for discussion)
- 12^a. Proposal to appoint Mr J.M. Ekkel as member of the Board of Directors (voting item)
- 12^b. Proposal to appoint Mr P.A. de Laat as member of the Board of Directors (voting item)
- 12^c. Proposal to appoint Mr J.A. de Vries as member of the Board of Directors (voting item)
13. Proposal to reappoint Mr D. van Doorn as member of the Supervisory Board (voting item)
14. Proposal to adjust the remuneration of the Supervisory Board (voting item)
- 15^a. Proposal to amend the Articles of Association and to authorise every managing director of the Company, and each and every civil-law notary and junior civil-law notary and other notarial staff employed at the offices of NautaDutilh N.V. to execute the notarial deed amending the Articles of Association (voting item)
- 15^b. Proposal to pay up one eurocent per ordinary share issued at the time of execution of the deed of amendment, each share currently having a nominal value of five eurocents, which share will - pursuant to the proposed amendment to the Articles of Association - be split into two ordinary shares, having a nominal value of three eurocents each, and which payment shall be charged against the share premium reserves attached to the ordinary shares (voting item)
16. Proposal to reappoint the external auditor (voting item)
17. Any other business
18. Close

The agenda with notes, the annual report and the explanation to the annual accounts as well as the motion for amendment of the Articles of Association and the explanation thereto 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 ABN AMRO Bank N.V. ("ABN AMRO", telephone +31(0)20-344 2000, e-mail: corporate.broking@nl.abnamro.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 April 3, 2014, 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 register via www.abnamro.com/evoting or instruct via the bank or broker through which their shares are held to send a confirmation to ABNAMRO that their shares were registered in their name on the Registration Date. This confirmation can be sent to ABN AMRO via www.abnamro.com/intermediary from April 4, 2014 until 5 p.m. on April 25, 2014.

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 resignation date in an efficient manner. Access to the meeting will be granted by showing the proof of registration ('the Registration Note').

The voting and meeting rights can be also exercised by a proxy. Proxy and voting instructions can be given from April 4, 2014 until 5 p.m. on April 25, 2014 via www.abnamro.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 April 25 at 5 p.m. 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, March 20, 2014

The Board of Directors
Brunel International N.V.