

# Brunel International NV: GENERAL MEETING OF SHAREHOLDERS

## GENERAL MEETING OF SHAREHOLDERS BRUNEL INTERNATIONAL N.V.

Shareholders and other persons entitled to attend the meetings of Brunel International N.V. ('Company') are invited to attend the general meeting of shareholders that will take place on Thursday 16 May 2019 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 2018 (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 2018 (voting item)
5. Approval of the board of directors' management in 2018 and discharge from liability of the members of the board of directors (voting item)
6. Approval of the supervisory board's supervision in 2018 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)
- 9a. Designation of the board of directors as the body authorised to issue shares (voting item)
- 9b. 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)
- 12a. Proposal to appoint Ms K. Koelemeijer as member of the supervisory board (voting item)
- 12b. Proposal to reappoint Mr A. Schouwenaar as member of the supervisory board (voting item)
13. Proposal to reappoint the external auditor (voting item)
14. Any other business
15. 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 ABN AMRO Bank N.V. ("ABN AMRO", telephone +31(0)20-344 2000, e-mail: [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com)), and can be viewed on the website of Brunel International N.V. ([www.brunelinternational.net](http://www.brunelinternational.net)).

Persons who are in possession of shares of Brunel International N.V. on 18 April 2019 after processing of all subscriptions and withdrawals per this date (the "Record 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 themselves via

[www.abnamro.com/evoting](http://www.abnamro.com/evoting) or register through their financial intermediary as of 18 April 2019, but no later than 5 p.m. CET on 9 May 2019. In all circumstances, the intermediaries will need to issue a statement via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary), no later than 11 a.m. CET on 10 May 2019, stating that the shares were registered in the name of the holder thereof on the Record Date whereupon the holder will receive a proof of registration (the "Registration Note) which will also serve as an admission ticket for the meeting. In addition, the intermediaries are requested to include the full address details of the relevant ultimate beneficial holders in order to be able to verify the shareholding on the Record Date in an efficient manner.

The voting and meeting rights can also be exercised by a proxy. Proxy and voting instructions can be given from 18 April 2019 until 9 May 2019 at 5 p.m. CET via [www.abnamro.com/evoting](http://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 may file a written proxy at the offices of the Company no later than 9 May 2019 at 5 p.m. CET. 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, 3 April 2019

The board of directors