Roto Smeets Group

PRESS RELEASE

Management Board and Supervisory Board of Roto Smeets Group state their position on Bid for Roto Smeets Group BV

On 30 March the Management Board and the Supervisory Board of Roto Smeets Group NV (RSG NV) received a Bid for 100% of the share capital of its subsidiary Roto Smeets Group BV (the 'Bid'). The Bid was made by a group of major shareholders in RSG NV collectively holding more than 85% of the shares of RSG NV at the time of the Bid. The Bid represents a payment of €4 per RSG NV share.

An examination conducted by NIBC Bank on behalf of RSG NV has shown that this Bid can be characterised as 'fair'.

On the basis of a careful and detailed study of the Bid and the results of the fairness opinion produced by NIBC Bank, the Management Board and the Supervisory Board have concluded that the Bid is in the interests of the shareholders of RSG NV, RSG BV and its associated companies, as well as its customers, suppliers and employees. They recommend that the Annual General Meeting of RSG NV on 13 May accepts the Bid and, under the conditions of the Bid, approves the sale of the shares in RSG BV.

The position statement setting out the Board's considerations has been published in Dutch only and from today has been added to the documents provided for the Annual General Meeting on the website of Roto Smeets Group NV (www.rotosmeetsgroup.nl).

Deventer, 30 April 2015

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About Roto Smeets Group
Roto Smeets Group NV is listed on Euronext Amsterdam and is one of the leading graphics media companies in Western Europe. Roto Smeets Group comprises four divisions specialising in multimedia communication. Each division specialises in part of the communication chain (from creation to distribution), allowing seamless integration of the overall service offering. For further information go to www.rotosmeetsgroup.nl, Brands and Services.