DOCDATA N.V.
listed on Euronext

press release

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DOCDATA N.V. today publishes online the Agenda for the Extraordinary General Meeting of Shareholders to be held on 16 December 2015

Extraordinary General Meeting of Shareholders

DOCDATA N.V. ("the Company") today publishes online the Agenda for the Extraordinary General Meeting of Shareholders ("the Meeting"), to be held on Wednesday 16 December 2015 at 1.00 PM CET in the warehouse location of Docdata Fulfilment B.V. at the Veerweg 16, 5145 NS in Waalwijk. The Agenda for the Meeting contains proposals to approve the sale of the e-commerce business activities of DOCDATA N.V., to approve a sale of the shares of IAI industrial systems B.V. or its business, the future composition of the Management Board and the Supervisory Board and a resolution for a (conditional) distributions in cash.

As of today, the complete text of the Agenda for the Meeting with the explanatory notes is available for inspection by shareholders and other entitled persons at the office of the Company, Energieweg 2 in Waalwijk, and shall also be made available free of charge at ABN AMRO Bank N.V., Gustav Mahlerlaan 10, 1082 PP Amsterdam ("ABN AMRO"), telephone +31-(0)20-3442000 or e-mail corporate.broking@nl.abnamro.com. Also as of today, the document is available online to be inspected and obtained through the Corporate website of the Company, www.docdatanv.com, or through the websites www.securitiesinfo.com and www.abnamro.com/evoting.

Registration Date
In accordance with the requirements as set by law, for the Meeting those who (i) on **Wednesday 18 November 2015** ("the Registration Date"), after processing of all entries and deletions at this date, are registered as shareholder in the (sub)registers and also (ii) have submitted their registration to attend as stated below, will be considered as having the rights to vote and to attend the Meeting. As (sub)registers are qualified the administration of the intermediaries as defined in the Dutch Securities Giro Act, which shows the holders who are entitled to the shares on Registration Date.

Registration
Holders of shares or their proxies are entitled to attend the Meeting in case they apply with ABN AMRO via www.abnamro.com/evoting or via their intermediary at whom their shares are administrated before **Thursday 10 December 2015, 17.00 hours (CET)**. The intermediaries are to provide ABN AMRO with an electronic statement via www.abnamro.com/intermediary which states the number of shares for which a registration has been applied. With the registration, the intermediaries are requested to include the full address details of the relevant shareholders in order to be able to verify the shareholding on the Registration Date in an efficient manner. ABN AMRO will send these shareholders an admission ticket for the Meeting via the relevant intermediary.

Written proxy and voting through the Internet

The voting and attending rights can also be executed by a proxy. Shareholders and other persons entitled to attend the Meeting can give an electronic proxy with voting instructions. In order to give a valid voting instruction via Internet, you must register in the way as described above under 'Registration'. An electronic proxy with voting instruction is given to the Management Board of the Company, which will vote on your behalf at the Meeting. Shareholders can give voting instructions up to and including **Thursday 10 December 2015, 17.00 hours (CET)** via www.abnamro.com/evoting. In case shareholders or other persons entitled to vote are unable to give proxy with voting instructions electronically, they can represent themselves by means of a written proxy. This written proxy must be received by the Company no later than **Thursday 10 December 2015, 17.00 hours (CET)**. The proxy must present the proof of registration as well as a copy of the proxy at the registration desk of the Meeting.

Identification

Persons entitled to attend the Meeting, may be requested to identify themselves before admission to the Meeting at the registration desk. We therefore kindly request all persons entitled to attend the Meeting to bring a valid identification document to the Meeting (passport, identity card or driver's license).

Issued share capital and voting rights of the Company

At the date of convocation for the Meeting, the Company has an issued share capital of € 700,000.00 representing 7,000,000 shares with a nominal value of € 0.10 each. As per that date, the Company holds no issued shares, so that the number of shares entitled to vote at the date of convocation amounts to 7,000,000 shares.

The listed DOCDATA N.V. exists of two completely autonomous lines of business:

***Docdata** (www.docdata.com) is a European market leader that plays an important role behind the scenes of many A-brands, retailers and e-tailers. Docdata operates in The Netherlands, Germany, the United Kingdom, Italy, Poland, Switzerland and Spain. Clients of Docdata are a.o. bol.com, de Bijenkorf, ASOS, Allegro and Zalando. Supported by the Docdata services, more than one hundred thousand transactions are realised on a daily basis. The world of e-commerce changes rapidly. That is why Docdata continuously invests in people, equipment, development of IT-platforms and in services. This enables Docdata to proactively support its clients both on an operational and strategic level.*

***IAI** (www.iai-industrial-systems.com) is a high tech engineering company specialised in developing and building systems for very accurate and high speed processing of all kinds of products and materials. IAI delivers clients globally in the following sectors: securing and personalising of security documents, processing of solar cells and modules and processing of other materials and products.*

Waalwijk, The Netherlands, 4 November 2015

Further information: DOCDATA N.V., **M.E.T. Verstraeten**, CFO, Tel. +31 416 631 100
Corporate website: www.docdatanv.com

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Agenda voor de Buitengewone Algemene Vergadering van Aandeelhouders van DOCDATA N.V.

Woensdag 16 december 2015 om 13.00 uur

Magazijnlocatie Docdata Fulfilment B.V.
Veerweg 16
5145 NS Waalwijk

1 Opening

2 Goedkeuring van de verkoop van de e-commerce bedrijfsactiviteiten van DOCDATA N.V. (**Stempunt**)

3 Goedkeuring van een verkoop van de aandelen van IAI industrial systems B.V. of de daarmee verbonden onderneming (**Stempunt**)

4 Toekomstige samenstelling van de Directie en de Raad van Commissarissen (**Discussiepunt**)

5 Besluit tot voorwaardelijke uitkering in contanten op basis van artikel 29 lid 2 van de statuten van de vennootschap ten laste van de vrij uitkeerbare reserves en/of de agioreserves en goedkeuring van een voorwaardelijk besluit van de Directie, welk besluit reeds is goedgekeurd door de Raad van Commissarissen, tot uitkering in contanten op basis van artikel 28 lid 4 van de statuten van de vennootschap ten laste van de verwachte winst over het lopende boekjaar 2015 (**Stempunt**)

6 Rondvraag

7 Sluiting

Agenda for the Extraordinary General Meeting of Shareholders of DOCDATA N.V.

Wednesday 16 December 2015 at 1.00 p.m.

Warehouse location Docdata Fulfilment B.V.
Veerweg 16
5145 NS Waalwijk

1 Opening

2 Approval of the sale of the e-commerce business activities of DOCDATA N.V. (**Voting item**)

3 Approval of a sale of the shares of IAI industrial systems B.V. or its business (**Voting item**)

4 Future composition of the Management Board and the Supervisory Board (**Discussion item**)

5 Resolution for the conditional distribution in cash pursuant to Article 29.2 of the Company's Articles of Association to be charged against the freely distributable reserves and/or the share premium reserves and approval of a conditional resolution of the Management Board, which resolution has already been approved by the Supervisory Board, for the distribution in cash pursuant to Article 28.4 of the Company's Articles of Association to be charged against the expected profit for the running financial year 2015 (**Voting item**)

6 Any other business

7 Closing

Toelichting op de agenda voor de Buitengewone Algemene Vergadering van Aandeelhouders van DOCDATA N.V.

Agendapunt 2 (**Stempunt**)

De Directie van DOCDATA N.V. verzoekt om de goedkeuring door de Algemene Vergadering van Aandeelhouders van de verkoop door DOCDATA N.V. van haar e-commerce bedrijfsactiviteiten middels de verkoop van alle aandelen in het geplaatste kapitaal van de dochtervennootschappen DOCdata Nederland B.V. en DOCdata International B.V. Het besluit tot verkoop is goedgekeurd door de Raad van Commissarissen.

Een document met nadere gegevens omtrent de voorgenomen transactie ("de Aandeelhouders-circulaire"), waarin onder meer de redenen worden beschreven op basis waarvan de Directie heeft besloten tot de voorgestelde transactie en de Raad van Commissarissen heeft besloten tot goedkeuring daarvan, zal ter vergadering beschikbaar zijn, en zal voorafgaand aan de Buitengewone Algemene Vergadering van Aandeelhouders uiterlijk met ingang van woensdag 2 december 2015 kosteloos verkrijgbaar zijn ten kantore van DOCDATA N.V., Energieweg 2 te Waalwijk, en bij ABN AMRO Bank N.V., Gustav Mahlerlaan 10, 1082 PP Amsterdam ("ABN AMRO"), telefoon 020-3442000 of e-mail corporate.broking@nl.abnamro.com. Inzage en verkrijging van bovenstaand document is uiterlijk met ingang van woensdag 2 december 2015 eveneens online mogelijk via de corporate website van DOCDATA N.V., www.docdatanv.com, alsmede via de websites www.securitiesinfo.com en www.abnamro.com/evoting.

Agendapunt 3 (**Stempunt**)

Na de afronding van de voorgestelde transactie ten aanzien van de e-commerce bedrijfsactiviteiten, zal DOCDATA bestaan uit een holding organisatie en de dochteronderneming IAI industrial systems B.V., bestaande uit de ondernemingen IAI en FEHA. De strategische opties voor IAI en FEHA worden momenteel onderzocht. DOCDATA N.V. voert momenteel gesprekken met verschillende partijen over een mogelijke verkoop van IAI en/of FEHA. In het geval dat DOCDATA N.V. zou besluiten tot een dergelijke verkoop, dan zal DOCDATA N.V. deze transactie tegen een zo hoog mogelijke opbrengst en op efficiënte wijze af willen wikkelen. Om een efficiënt proces te faciliteren en om te voorkomen dat nog een Buitengewone Algemene Vergadering van Aandeelhouders bijeengeroepen zou hoeven te worden, verzoekt de Directie de Algemene Vergadering van Aandeelhouders een verkoop goed te keuren van de aandelen van IAI industrial systems B.V. of de daarmee verbonden onderneming.

Explanatory notes to the agenda for the Extraordinary General Meeting of Shareholders of DOCDATA N.V.

Item 2 on the agenda (**Voting item**)

The Management Board of DOCDATA N.V. requests the General Meeting of Shareholders to approve the sale of the e-commerce business activities of DOCDATA N.V. through the sale and transfer of all shares in the share capital of DOCdata Nederland B.V. and DOCdata International B.V. The resolution to sell the e-commerce business has been approved by the Supervisory Board.

A document which sets out further information regarding the proposed transaction (the "Shareholders' Circular"), including the rationale for the Management Board's resolution to enter into the proposed transaction and the Supervisory Boards' approval thereof, will be available, prior to the Extraordinary General Meeting of Shareholders ultimately at Wednesday 2 December 2015, free of charge at the offices of DOCDATA N.V., Energieweg 2 in Waalwijk, and at ABN AMRO Bank N.V., Gustav Mahlerlaan 10, 1082 PP Amsterdam ("ABN AMRO"), telephone +31 20 3442000 or e-mail corporate.broking@nl.abnamro.com. Also, ultimately at Wednesday 2 December 2015, the Shareholders' Circular will be online available to be inspected and obtained at the corporate website of DOCDATA N.V. www.docdatanv.com, and through the websites www.securitiesinfo.com and www.abnamro.com/evoting.

Item 3 on the agenda (**Voting item**)

Following completion of the proposed transaction regarding the e-commerce business activities, DOCDATA will be comprised of a holding organisation and its operating subsidiary IAI industrial systems B.V., comprising of the IAI and FEHA businesses. The strategic options for IAI and FEHA are currently being explored. DOCDATA N.V. is currently engaged in discussions with various parties regarding a potential sale of IAI and/or FEHA. In case DOCDATA N.V. would decide to pursue such a sale, DOCDATA N.V. would aim to complete this transaction against the highest possible consideration and in an efficient manner. To facilitate an expeditious process for such a transaction and to prevent the need to hold another Extraordinary General Meeting of Shareholders, the Management Board requests the General Meeting of Shareholders' approval for a sale of the shares of IAI industrial systems B.V. or its business.

Agendapunt 4 (**Discussiepunt**)

Voorgesteld wordt om in de Jaarlijkse Algemene Vergadering van Aandeelhouders, te houden in mei 2016, nadere besluiten te nemen omtrent de toekomstige samenstelling van de Directie en de Raad van Commissarissen. De gewenste samenstelling is immers mede afhankelijk van de daadwerkelijke effectuering van de voorgenomen verkoop van de e-commerce bedrijfsactiviteiten door DOCDATA N.V., alsmede een verkoop van de aandelen van IAI industrial systems B.V. of de daarmee verbonden onderneming. Daarnaast zal in genoemde Jaarlijkse Algemene Vergadering kwijting van de Directie voor het gedurende het boekjaar 2015 gevoerde bestuur en van de Raad van Commissarissen voor het gedurende het boekjaar 2015 gehouden toezicht worden gevraagd aan de aandeelhouders.

Directie

De huidige herbenoemingstermijnen van elk van de leden van de Directie van DOCDATA N.V. zullen als volgt eindigen op de Jaarlijkse Algemene Vergadering van Aandeelhouders te houden in:

- mei 2016: de heer M.F.P.M. Alting von Geusau (CEO)
- mei 2018: de heer M.E.T. Verstraeten (CFO)

Raad van Commissarissen

Het rooster van aftreden van de Raad van Commissarissen van DOCDATA N.V. is momenteel als volgt:

- 2016: de heer D. Lindenbergh
- 2017: de heer H.M. Koorstra (Voorzitter)
- 2018: de heer J.V. Elsendoorn
- 2019: de heer A. Schouwenaar

Agendapunt 5 (**Stempunt**)

Zoals reeds aangekondigd in het persbericht van 13 oktober 2015 omtrent de verkoop door DOCDATA N.V. van haar e-commerce bedrijfsactiviteiten aan Ingram Micro, hebben Directie en Raad van Commissarissen de intentie en is het hun verwachting dat een bedrag van EUR 21,00 per uitstaand aandeel zal kunnen worden uitgekeerd. DOCDATA N.V. zal in de Aandeelhouderscirculaire, die uiterlijk op woensdag 2 december 2015 beschikbaar komt, het exacte bedrag van de uitkering in contanten bekendmaken en bevestigen. Op basis van een uitkering in contanten, na afronding van de voorgestelde transactie, van EUR 21,00 per uitstaand aandeel zou in totaal een bedrag van EUR 147 miljoen worden uitgekeerd, ervan uitgaande dat de Buitengewone Algemene Vergadering van Aandeelhouders goedkeuring verleent voor de voorgestelde transactie en als aan alle overige voorwaarden van de voorgestelde transactie met Ingram Micro is voldaan of daarvan afstand is gedaan.

Item 4 on the agenda (**Discussion item**)

It is proposed to resolve upon the future composition of the Management Board and the Supervisory Board during the Annual General Meeting of Shareholders to be held in May 2016. The appropriate composition also depends on the actual completion of the proposed transaction regarding the sale of the e-commerce business activities, as well as the sale of the shares of IAI industrial systems B.V. or its business. Additionally, during the aforementioned Annual General Meeting, the general meeting of shareholders will be requested to discharge the Management Board for the management during the financial year 2015 and the Supervisory Board for the supervision during the financial year 2015.

Management Board

The current terms of reappointment for each of the members of the DOCDATA N.V. Management Board will end as follows at the Annual General Meeting of Shareholders to be held in:

- May 2016: Mr. M.F.P.M. Alting von Geusau (CEO)
- May 2018: Mr. M.E.T. Verstraeten (CFO)

Supervisory Board

The schedule for retirement by rotation of the DOCDATA N.V. Supervisory Board currently is as follows:

- 2016: Mr. D. Lindenbergh
- 2017: Mr. H.M. Koorstra (Chairman)
- 2018: Mr. J.V. Elsendoorn
- 2019: Mr. A. Schouwenaar

Item 5 on the agenda (**Voting item**)

As announced in the press release of 13 October 2015 regarding the sale by DOCDATA N.V. of its e-commerce business activities to Ingram Micro, the Management Board and the Supervisory Board intend, and expect to be able, to distribute an amount of EUR 21.00 per outstanding share. DOCDATA N.V. will announce and confirm the exact amount of the cash distribution in the Shareholders' Circular, which will become available ultimately on Wednesday 2 December 2015. On the basis of a cash distribution of EUR 21.00 per outstanding share after completion of the proposed transaction, a total amount of EUR 147 million would be distributed, subject to the Extraordinary General Meeting of Shareholders' approval of the proposed transaction and the fulfilment or waiver of the other conditions to the transaction with Ingram Micro.

Ingevolge artikel 29 lid 2 van de statuten stelt de Directie daarom voor, welk voorstel reeds is goedgekeurd door de Raad van Commissarissen, om te besluiten tot een voorwaardelijke uitkering in contanten ten laste van de vrij uitkeerbare reserves en/of de agioreserves en vraagt de Directie tevens goedkeuring voor haar voorwaardelijke besluit ingevolge artikel 28 lid 4 van de statuten, welk besluit eveneens reeds is goedgekeurd door de Raad van Commissarissen, tot een uitkering in contanten ten laste van de verwachte winst over het lopende boekjaar 2015.

Therefore, pursuant to Article 29.2 of the Company's Articles of Association, the Management Board proposes, which proposal has already been approved by the Supervisory Board, to resolve to a conditional cash distribution to be charged against the freely distributable reserves and/or the share premium reserves and the approval of a conditional resolution of the Management Board, which resolution has already been approved by the Supervisory Board, for the distribution in cash pursuant to Article 28.4 of the Company's Articles of Association to be charged against the expected profit for the running financial year 2015.

De hiervoor beschreven besluiten worden genomen onder opschortende voorwaarde van totstandkoming van de voorgenomen transactie met Ingram Micro.

The aforementioned resolutions are subject to the condition precedent of the completion of the proposed transaction with Ingram Micro.