

Press release

TKH Group N.V. (TKH)

TKH to acquire activities Optelecom-NKF

TKH Group NV ("TKH") announces that it has entered into a merger agreement with Optelecom-NKF, Inc., based in Germantown, United States of America ("Optelecom-NKF") in respect of the acquisition of Optelecom-NKF. Optelecom-NKF is a global supplier of advanced video surveillance solutions and is listed on NASDAQ.

The transaction is subject to the approval of Optelecom-NKF's shareholders [and other customary closing conditions]. The Board of Directors of Optelecom-NKF has unanimously approved the transaction and recommends that Optelecom-NKF's shareholders vote in favor of the transaction. Upon fulfilment of all closing conditions, the transaction is expected to close in the first quarter of 2011.

TKH will acquire all shares in Optelecom-NKF, in an all cash transaction of \$ 2.45 per share. The per share consideration represents a premium of 59.1% over Wednesday, November 10, 2010's market closing price of \$1.54 and a premium of 72.7% over Optelecom-NKF's average closing share price over the past 30 trading days. The total purchase price of the shares is \$ 9.2 million.

Following closing, the Optelecom-NKF activities will be integrated in TKH's security cluster, which is part of the business sector Building Solutions. The strategic fit between TKH and Optelecom-NKF is excellent; Optelecom-NKF's portfolio is complementary to TKH's existing portfolio. This acquisition is also in line with TKH's objective to increase the turnover generated by the security solutions to 20% of the total turnover.

TKH will finance the transaction with its own means and expects that the acquisition will have a positive effect on TKH's earnings per share as from 2012.

Separately, a restructuring of Optelecom-NKF's debt will take place. In connection with this restructuring, Optelecom-NKF and its largest lender have agreed to a conditioned reduction of EUR 2.7 million of the subordinated promissory note.

Optelecom-NKF has an annual turnover of approx. EUR 25 million, attained with 120 employees (FTE), of which about 70% in the Netherlands. Its range includes IP cameras, video servers/codecs, network video recorders, fiber transmission equipment, video management software, and video content analyses. It delivers complete solutions for traffic monitoring and security of airports, seaports, casinos, prisons, utilities, public transit, city centers, hospitals, and industrial areas. Founded in 1972, Optelecom-NKF has a strong track record in providing its customers with expert technical advice and support in addition to products that are developed and tested for professional and mission critical applications. All Optelecom-NKF IP surveillance solutions are marketed under the Siquira[®] name.

A joint press release with additional information in respect of the transaction, is available on the websites of TKH and Optelecom-NKF.: www.optelecom-nkf.com.

Haaksbergen, 11 November 2010

Executive Board

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Key dates

9 March 2011	Annual results 2010
4 May 2011	Trading update Q1 2011
17 May 2011	General Meeting
24 August 2011	Q2 and first half results 2011
10 November 2011	Trading update Q3 2011

Profile

Technology company TKH Group NV (TKH) is an internationally active group of companies that specialises in the creation and delivery of innovative Telecom, Building and Industrial Solutions.

TKH specialises in solutions rather than certain types of activity. In TKH's business segments Telecom Solutions, Building Solutions and Industrial Solutions basic technologies in the fields of ICT and electro-technology from the various operating companies are combined – frequently in partnership with suppliers - to develop total solutions.

Specialists in the fields of marketing, process development, design, engineering and logistics add the final touch of advice and project implementation to enable TKH to offer its clients truly custom-made solutions. We subsequently offer these locally-developed concepts internationally, making optimal use of TKH's in-house experience and know-how.

Telecom Solutions develops, produces and supplies systems ranging from outdoor infrastructure for telecom and CATV networks through to indoor home networking applications. The focus in this business is to provide clients with systems that are totally care-free due to the accompanying system guarantees we provide. TKH

Telecom Solutions operates in three distinct sub-segments: optical fibre networks, copper networks and indoor telecom systems.

Building Solutions develops, produces and supplies solutions in the field of efficient electro-technology ranging from applications within buildings through to technical systems that – combined with software – provide efficiency solutions for the care and security sectors. Building Solutions operates in three distinct sub-segments: building technologies, security systems and connectivity systems.

Industrial Solutions, develops, produces and supplies solutions ranging from specialty cable, “plug and play” cable systems through to integrated systems for the production of care and truck tyres. Industrial Solutions operates in two distinct sub-segments: connectivity systems and manufacturing systems.

TKH's continuous focus on research and development gives the company a portfolio of products and services that guarantee technologically-advanced solutions. TKH and its various operating companies are active worldwide. Growth is concentrated in North West and Central and Eastern Europe and Asia. In 2009, TKH booked turnover of € 726 million with a workforce of 3,564 employees.