



Agenda

General Meeting of Shareholders of Koninklijke Wegener NV

to be held in Apeldoorn, 2 June 2009, 12:00 am CET

1. Opening
2. Discussion of the minutes of the Extraordinary General Meeting of Shareholders of 26 March 2009
3. Report of the Management Board for 2008 concerning the 2008 financial year
4. 2008 Annual Accounts
 - A. Approval of the accounts for 2008 financial year
 - B. Dividend proposal and proposal for adding profits to the reserve
 - C. Granting of discharge to the Supervisory Board with regard to the conduct of its duties in 2008
 - D. Granting of discharge to the Management Board with regard to the conduct of its duties in 2008
5. Proposal to appoint the external chartered accountant
6. Remuneration of the Supervisory Board
7. Any other questions
8. Closing



Explanatory notes to the agenda
General Meeting of Shareholders of Koninklijke Wegener NV
2 June 2009 in Apeldoorn

Explanation of agenda item 4 (2008 Annual accounts)

B. Dividend proposal

A dividend of 5.33% per share will be paid to holders of (depository receipts for) the cumulative financing preference shares. The dividend on the cumulative financing preference shares is the result of the calculation as agreed in the amendment of the conditions of and the provisions for cumulative financing preference shares in the capital of Koninklijke Wegener NV. The preference dividend will be payable from 16 June 2009. It is proposed that, to enhance the financial position of the company, a sum of EUR 11,348,000 from the profits over the 2008 financial year be added to the company reserves, meaning that holders of (depository receipts for) ordinary shares will not be paid a dividend per (depository receipt for) ordinary share.

Explanation of agenda item 5 (Appointment of external accountant)

The Supervisory Board recommends that the General Meeting of Shareholders appoints Ernst & Young Register Accountants as external registered accountant for the company. The Management Board has issued a prior recommendation, which is based on a thorough evaluation of the work of Ernst & Young for the company. The company has empirically determined over a period of many years that Ernst & Young performs its work properly. It is proposed to reappoint Ernst & Young for a period of four years commencing on 1 January 2009.

Explanation of agenda item 6 (Remuneration of the Supervisory Board)

The current remuneration of the members of the Supervisory Board amounts to EUR 30,000 a year for the chair and EUR 25,000 a year for the other members. Given the fact that the last adjustment of this remuneration took place in 2005 and considering the remunerations in the labour market reference group with which Wegener compares itself, it is proposed that, as of 1 January 2009, the remuneration for the chair be raised to EUR 40,000 a year and that of the other members to EUR 35,000 a year.