



## **Agenda**

### **General Meeting of Shareholders of Koninklijke Wegener NV**

**18 May 2010 in Apeldoorn, 10.30 a.m.**

1. Opening
2. Minutes of the General Meeting of Shareholders held on 2 June 2009 (for discussion)
3. 2009 Annual Report and Annual Accounts
  - A. Adoption of the Annual Report and Annual Accounts for the 2009 financial year (to be voted upon)
  - B. Dividend proposal and proposal for the setting aside of profits (to be voted upon)
  - C. Discharge of the Supervisory Board (to be voted upon)
  - D. Discharge of the Board of Management (to be voted upon)
4. Proposal to amend the company's articles of association (to be voted upon)
5. Discussion of the intended decision to amend the profile of the Supervisory Board (for discussion)
6. Any other questions
7. Closing



## **Explanation of the agenda**

**General Meeting of Shareholders of Koninklijke Wegener NV**

**18 May 2010 in Apeldoorn**

### **Explanation of agenda item 3 (2009 Annual report and Annual accounts)**

#### **B. Dividend proposal and proposal for the setting aside of profits**

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 to 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 15 June 2010. It is proposed that, to enhance the financial position of the company, a sum of EUR 7.853.000,-- from the profits over the 2009 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 4 (Proposal to amend the company's articles of association)**

With to the approval of the Supervisory Board, the Board of Management proposes to amend Article 23 paragraph 1 of the articles of association of Koninklijke Wegener NV as follows.

Current text:

*The remuneration and further terms of employment of each director will be determined by the general meeting with due observance of policy as referred to in paragraph 2.*

Proposed new text:

*The remuneration and further terms of employment of each director will be determined by the Supervisory Board with due observance of policy as referred to in paragraph 2.*

The proposed text of the articles of association is in agreement with the relevant principle in the Corporate Governance Code. The proposal also purports to authorise all members of the company board, as well as all (junior) civil-law notaries, employees and paralegals working for NautaDutilh N.V., to formulate the draft of the notarial deed of amendment to the articles of association, to apply for the required ministerial certificate of no objection and to have the deed of amendment to the articles of association executed.

### **Explanation of agenda item 5 (Profile of the Supervisory Board)**

The Supervisory Board laid down its most recent profile on 25 September 2007. The text of the proposed revised profile is available for inspection by the shareholders at the offices of Koninklijke Wegener NV and can also be viewed on the Koninklijke Wegener NV website, [www.wegener.nl](http://www.wegener.nl).