



Agenda

General Meeting of Shareholders of Koninklijke Wegener NV

18 May 2011 in Apeldoorn, 10.30 a.m.

1. Opening
2. 2010 annual report from the Executive Board
3. 2010 annual accounts
 - A. Adoption of the annual accounts for the 2010 financial year (to be voted on)
 - B. Dividend proposal and proposal to allocate the loss (to be voted on)
4. Discharge
 - A. Discharge of the Supervisory Board (to be voted on)
 - B. Discharge of the Executive Board (to be voted on)
5. Composition of the Executive Board
Proposal to appoint Ms F. van den Brink as member of the Executive Board (to be voted on)
6. Composition of the Supervisory Board
 - A. Announcement of a vacancy on the Supervisory Board (to be discussed)
 - B. Opportunity for the General Meeting of Shareholders to make recommendations (to be discussed)
 - C. Announcement by the Supervisory Board on the person proposed for appointment (to be discussed)
 - D. Proposal to appoint Mr K. Allen as member of the Supervisory Board (to be voted on)
7. Proposal to amend the company's Articles of Association (to be voted on)
8. Closing



Agenda explanation

General Meeting of Shareholders of Koninklijke Wegener NV

18 May 2011 in Apeldoorn, 10.30 a.m.

Explanation of agenda item 2 (2010 annual report from the Executive Board)

The Executive Board will provide an explanation of the report from the Executive Board in Wegener's 2010 annual report (from page 14 up to and including 40).

Explanation of agenda item 3 (2010 annual accounts)

A. Adoption of the annual accounts for the 2010 financial year (to be voted on)

On 14 March 2011, the Supervisory Board approved the 2010 annual accounts drafted by the Executive Board. The annual accounts were published on 5 April 2011 and are now being submitted to the general meeting for adoption.

B. Dividend proposal and proposal to allocate the loss (to be voted on)

Following a decision by the Executive Board that was approved by the Supervisory Board, a dividend of 5.33% per share will be paid to holders of (depository receipts for) cumulative financing preference shares. The dividend on cumulative financing preference shares is the result of the calculation as agreed in the amendment to the conditions of and provisions for cumulative financing preference shares in the capital of Koninklijke Wegener NV. The preference dividend will be payable from 1 June 2011. Given the company's financial position and given that a loss was incurred in the 2010 financial year, it is proposed that the holders of (depository receipts for) ordinary shares will not be paid a dividend and that the 2010 loss will be charged to Koninklijke Wegener NV's general reserve.

Explanation of agenda item 4 (Discharge)

A. Discharge of the Supervisory Board (to be voted on)

It is proposed that Supervisory Board members be discharged in respect of their supervision of the management of the company.

B. Discharge of the Executive Board (to be voted on)

It is proposed that Executive Board members be discharged in respect of the management they carried out.

Explanation of agenda item 5 (Composition of the Executive Board)

Proposal to appoint Ms F. van den Brink as member of the Executive Board (to be voted on)

Ms F. van den Brink has been nominated for the position of member of the Executive Board for a period of 4 years starting on 18 May 2011. Ms F. van den Brink's curriculum vitae and remuneration have been posted on the company's website. (www.wegener.nl). The Central Works Council has issued a positive recommendation on the proposed appointment. The Central Works Council's recommendation has been posted on the company's website.

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

- A.** In connection with Mr D.J. Montgomery's resignation, a vacancy has arisen in the Supervisory Board, which the Supervisory Board has decided it wants to fill.
- B.** The General Meeting of Shareholders will be given the opportunity to recommend a person for nomination as member of the Supervisory Board, provided this person matches the Supervisory Board's profile. The Central Works Council has been given the opportunity to recommend a person for nomination as member of the Supervisory Board.
- C.** Under the suspensive condition that the General Meeting of Shareholders does not propose another person, the Supervisory Board hereby announces that it proposes Mr K. Allen as member of the Supervisory Board.
The information as referred to in Book 2, Section 142 (3) of the Netherlands Civil Code has been published on the company's website, where it can be consulted.
The members of the Supervisory Board are of the opinion that Mr Allen is suitably qualified to discharge the duties of a Supervisory Board member and that he matches the profile drawn up by the Supervisory Board.
- D.** Under the suspensive condition that the General Meeting of Shareholders does not propose another person, the Supervisory Board hereby proposes Mr K. Allen as member of the Supervisory Board.

Explanation of agenda item 7 (Proposal to amend the company's Articles of Association)

Subject to the approval of the Supervisory Board, the Executive Board proposes amending Koninklijke Wegener NV's Articles of Association. The amendment proposal is available for inspection at the offices of Koninklijke Wegener NV and has also been posted on the company's website. On request, the shareholders and holders of depository receipts will be given a free copy of the proposal to amend the Articles of Association.

The proposal also extends to granting authorisation to every member of the Executive Board, to Mr A.R.E. Kuit LL M, Head of Legal Affairs, as well as to every (junior) civil-law notary, paralegal and notarial member of staff at Allen & Overy LLP, lawyers, civil-law notaries and tax consultant in Amsterdam, to apply for a certificate of no objection in relation to the draft of the deed to amend the Articles of Association and to have this deed passed.