



WE MAGNETISE THE WORLD

AGENDA

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF KENDRION N.V.

1. Opening
2. Appointment of Dr Thomas J. Wünsche as member of the Supervisory Board of Kendrion N.V. (resolution)
3. Appointment of Drs Jabine T.M. van der Meijs ACMA as member of the Supervisory Board of Kendrion N.V. (resolution)
4. Any other business
5. Adjournment

To be held on:
Monday, 31 October 2016
14.30 hours
Hilton Amsterdam
Apollolaan 138
1077 BG Amsterdam
The Netherlands
www.amsterdam.hilton.com

Record date:
Monday, 3 October 2016

Applications:
No later than
Tuesday, 25 October 2016
17:00 hours



Shareholders' circular

Extraordinary General Meeting of Shareholders of Kendrion N.V. ('the Company')

Monday, 31 October 2016

■ Note to agenda item 2 (Appointment of Dr Thomas J. Wünsche, resolution)

Following Dr Horst Kayser's resignation as a member of the Supervisory Board on 7 January 2016, a search for a suitable successor was launched.

The Supervisory Board is pleased that a successor has been found in Dr Thomas J. Wünsche. Dr Wünsche has more than twenty years of automotive experience, including more than ten years of experience in North America. He is Global CEO of Chassis Brakes International Group in Amsterdam, the Netherlands. He previously served as CEO of Benteler Automotive from 2012 to 2014 and as CEO of Eberspächer Exhaust Technology from 2006 to 2012.

Dr Wünsche is also a member of the Supervisory Board of Altenloh, Brinck & Co Group, based in Germany.

The Supervisory Board recommends that the Extraordinary General Meeting of Shareholders appoint Dr Wünsche as a member of the Supervisory Board for a four-year term. Dr Wünsche (52) is a German national. He does not hold any shares in Kendrion.

On the condition that Dr Wünsche is appointed as a member of the Supervisory Board, he will also be appointed as a member of the Audit Committee.

■ Note to agenda item 3 (Appointment of Drs Jabine T.M. van der Meijs ACMA, resolution)

As Mr De Bakker has been a member of the Supervisory Board since 2005, a search for a suitable successor was launched.

The Supervisory Board is pleased that a successor has been found in Drs Jabine T.M. van der Meijs ACMA. Mrs Van der Meijs has broad experience in international senior finance roles. Since 2009, she has been Vice President Finance (Capital Projects) at Shell Global Solutions in Rijswijk, the Netherlands. She previously served as Finance Director at Shell Australia from 2007 to 2009 and as Financial Controller/Deputy Finance Director at Brunei Shell Petroleum from 2002 to 2007.

The Supervisory Board recommends that the Extraordinary General Meeting of Shareholders appoint Mrs Van der Meijs as a member of the Supervisory Board for a three-year term. Mrs Van der Meijs (50) is a Dutch national. She does not hold any shares in Kendrion.

On the condition that Mrs Van der Meijs is appointed as a member of the Supervisory Board, she will also be appointed as a member of the Audit Committee. As of the moment that Mr De Bakker steps down as a member of the Supervisory Board during the Annual General Meeting of Shareholders to be held on 10 April 2017, Mrs Van der Meijs will be appointed to the role of Chair of the Audit Committee.

■ Record date

The persons who have the right to vote and the right to attend the meeting are those persons who are entitled to shares in Kendrion N.V. on Monday, 3 October 2016 as registered in the sub-registers formed by the intermediaries as defined in the Securities Giro Act or, for those persons holding registered shares, who are registered in the shareholders register of the Company on that date.

■ Attendance of the meeting

Holders of bearer shares who wish to attend the meeting may apply in writing by no later than 17:00 hours on Tuesday, 25 October 2016 via www.abnamro.com/evoting or direct to the intermediaries at which their shares are administered. The intermediaries are to provide ABN AMRO Bank N.V. no later than 17:00 hours on Wednesday, 26 October 2016 via www.abnamro.com/intermediary with an electronic statement that includes the number of shares held on the Record date by the shareholder concerned and which have been applied for registration. With the application intermediaries are requested to include the full address details of the relevant shareholders in order to be able to verify the shareholding on the Record date in an efficient manner.

Holders of registered shares who wish to attend the meeting may apply via www.abnamro.com/evoting until Tuesday 25 October 2016 (17:00 hours) at the latest.

■ Proxies

Shareholders unable to attend the meeting in person can grant a proxy, either in writing or by electronic means, to a third party to vote on the shareholder's behalf at the meeting. Shareholders granting proxy will need to have registered their shares before the meeting. Shareholders can issue their voting instructions, by electronic means, on www.abnamro.com/evoting by no later than 17:00 hours on Tuesday, 25 October 2016. Model proxy forms for written voting instructions are available at Kendrion N.V.'s office and on its website (www.kendrion.com) free of charge. Issued proxies must be in the possession of the proxy holder, with a copy (by post, fax or email) to the Secretary of Kendrion N.V. by no later than 17:00 hours on Tuesday, 25 October 2016.

KENDRION N.V.

Utrechtseweg 33

3704 HA Zeist

P.O. Box 931

3700 AX Zeist

The Netherlands

Tel: +31 (0)30 699 72 50

Fax: +31 (0)30 695 11 65

Email: info@kendrion.com

www.kendrion.com

Registered office: Zeist, Netherlands

Chamber of Commerce: 30113646