



ENVIPCO HOLDING N.V.
ARNHEMSEWEG 10, 3817 CH
AMERSFOORT, THE NETHERLANDS

NOTICE OF GENERAL MEETING OF SHAREHOLDERS OF ENVIPCO HOLDING N.V. (THE “COMPANY”).

The management board of the Company hereby invites its shareholders to attend a general meeting of shareholders of the Company (the “GMS”) to be held on 26 June 2018 at 14:30 hours (CET) at the Sheraton Amsterdam Airport Hotel & Conference Center, Schiphol Boulevard 101, 1118BG Schiphol, The Netherlands.

The agenda for the GMS is as follows:

1. Opening and registration of shareholders in attendance
2. Annual accounts 2017
 - a. Presentation annual accounts 2017
 - b. Adoption of annual accounts 2017 (*resolution*)
3. Discharge of the members of the management board of the Company for 2017 (*resolution*)
4. Adoption of remuneration of the management board as published in the 2017 annual report (*resolution*)
5. Authorization to the Board of Envipco Holding N.V. (EHNV Board) to issue new shares (*resolution*)
6. Appointment of auditor of the Company for the financial year 2018 (*resolution*)
7. Any other businesses, announcements, questions, etcetera
8. Closing of the meeting

Shareholder's Rights, Participations and Voting

As of the date of this notice of the General Meeting of the Shareholders of Envipco Holding N.V. to be held on 26 June 2018 the Company has 3,837,607 issued and outstanding shares. The Company By-Laws do not have any restrictions on voting rights, each share having the right for one vote at this meeting. Voting rights may not be used for shares held by the Company itself or its subsidiaries or other shares deemed to be treasury shares.

Unless Dutch law provides otherwise and with due observance of Article 12 of the Articles of Association of the Company, all resolutions shall be passed by a majority of 75% of the votes cast.

The shareholders are invited to attend the GMS in person or by proxy. Shareholders will only be admitted to the GMS upon submission of satisfactory evidence to the Company before the opening of the GMS that they are holders of shares on 31 May 2018 (the Registration Date). Shareholders need to have a confirmation from their bank setting out the number of shares held and registered in the name of the shareholder concerned on the Registration Date.

Holders of registered shares that have not been represented in book-entry form who are entitled to take part in and to vote at the GMS and who wish to attend the GMS in person or by proxy must notify the management board of this in writing. The notification must be received by the management board by no later than 19 June 2018. Please send your attendance confirmation to rajc@envipco.com.

The agenda of the GMS, the explanatory notes thereto, the annual accounts 2017, and the explanation thereto are available at the office of the Company and on the website of the Company and can be obtained free of charge.

Proxy and Instruction to Vote

A shareholder who chooses to have himself represented at the meeting by a third party must provide the Company with a proxy to that effect as per enclosed document "PROXY." For the granting of a proxy, shareholders are required to use a form, which can be obtained via email at rajc@envipco.com or from the Company (T: +31(0)33 285 1773) and can also be downloaded from the Company's website (www.envipco.com – General Meeting of Shareholders). This form, duly completed by the shareholder, should be sent to rajc@envipco.com and must be received by the Company by 19 June 2018.

All shareholders are requested to attend the Annual General Meeting.

Envipco Holding N.V.

The Board of Directors, Amsterdam, 11 May 2018.

*Envipco Holding N.V, Arnhemseweg 10 3817 CH
Amersfoort, The Netherlands. T: +31.(0)33.285.1773
Email – rajc@envipco.com www.envipco.com*

**EXPLANATORY NOTES TO THE AGENDA
of the Annual General Meeting of Shareholders of Envipco Holding N.V.
to be held on June 26, 2018**

The following agenda items will be put to a vote at the GMS: 2b through 6. The definitions used in the notice and agenda are also used in these explanatory notes.

2. Annual accounts 2017

- b. Adoption of annual accounts and annual report for the 2017 financial year for the Company and the group.

It is proposed to adopt the annual accounts and annual report for 2017 of the Company and the group which is available at the website of the Company.

In accordance with article 15.5 of the Company's Articles of Association, €2,540,000 of the loss for the 2017 financial year will be charged to the Company's dividend reserve.

3. Discharge of the members of the management board for the management in the financial year 2017.

It is proposed to grant discharge to the members of the management board for the financial year 2017.

4. Adoption of the remuneration policy and remuneration of the management board

Reference is made to the remuneration policy and remuneration as set out in Note 9 on page 40 of the 2017 Annual Report available on www.envipco.com.

5. Authorization to the Board of Envipco Holding, N.V. (EHNV Board) to issue new shares

In order to provide funding for European market development activities, potential mergers and acquisitions and to create additional share liquidity, it is proposed that the shareholders at the GMS resolve to designate for a period of five years the Board of Directors as the corporate body with power to issue new shares up to 20% of the current issued share capital. It is further proposed that the Board of Directors shall require unanimous vote to issue these shares on terms and conditions they deem fit for the benefit of the Company, and that the shareholder's pre-emptive rights pursuant to the Company By-Laws and Articles of Association are excluded. It is also proposed that the Board is given the full authority to execute all documents required as necessary to complete any such transactions.

6. Appointment of Grant Thornton Accountants en Adviseurs B.V. as auditor for the financial year 2018.

The Board recommends and proposes Grant Thornton Accountants en Adviseurs B.V. to be appointed as the company's auditors for the year 2018.



**ENVIPCO HOLDING NV
ARNHEMSEWEG 10 3817 CH
AMERSFOORT, THE NETHERLANDS**

**GENERAL MEETING OF SHAREHOLDERS OF ENVIPCO HOLDING N.V.
(THE “COMPANY”).**

Proxy / Voting Instruction

The undersigned:

_____, a company / private person residing at _____,
acting in its / his capacity as holder of _____ Shares in Envipco Holding N.V., having its
address at Arnhemseweg 10, 3817 CH Amersfoort, The Netherlands (the “Company”).

Hereby grants full proxy and power of attorney to (Please check as appropriate)

- _____ (Name of person representing the Company)
- _____ (The Chairman of the Board of Directors)
- _____ (Name of Proxy)

Each member of the Management Board of the Company / _____ to represent the undersigned, with the right of substitution, in the Annual General Meeting of Shareholders of the Company, which will be held at the Sheraton Amsterdam Airport Hotel & Conference Center, Schiphol Boulevard 101, 1118BG Schiphol, The Netherlands, on 26 June, 2018 at 14:30–hours (CET) and vote on behalf of the undersigned in any and all matters that will be proposed to the shareholders of the Company, with all powers which the undersigned would possess and would be able to execute if personally present at said meeting, and to resolve on any and all matters which the proxy holder may deem necessary and appropriate, subject to and in accordance with the instructions below.

Direction of vote on the following matters:	In favour	Against	Abstain
1. Adoption annual accounts 2017 (agenda item 2b)	[]	[]	[]
2. Discharge members of the Management Board for the financial year 2017 (agenda item 3)	[]	[]	[]

	In favour	Against	Abstain
3. Adoption of remuneration of the Management Board as published in the 2017 Annual Report (agenda item 4)	[]	[]	[]
4. Proopsal to Authorize the Board of Envipco Holding N.V. to issue new shares (agenda item 5)	[]	[]	[]
5. Appointment of auditors of the Company for 2018 (agenda item 6)	[]	[]	[]

Signed in: _____ on: _____ 2018

By:

Title: