



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 27 June 2019 at 11:00 hours (CET) at the Hilton Schiphol Airport Hotel, Schiphol Boulevard 701, 1118BN Schiphol, The Netherlands.

The agenda for the GMS is as follows:

1. Opening and registration of shareholders in attendance
2. Annual accounts 2018
 - a. Presentation annual accounts 2018
 - b. Adoption of annual accounts 2018 (*resolution*)
3. Discharge of the members of the management board of the Company for 2018 (*resolution*)
4. Adoption of remuneration of the management board as published in the 2018 annual report (*resolution*)
5. Proposal to appoint directors and reelection of the management board (*resolution*)
6. Appointment of auditor of the Company for the financial year 2019 (*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 27 June 2019, the Company has 4,097,607 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 2019 (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 20 June 2019. Please send your attendance confirmation to rajc@envipco.com.

The agenda of the GMS, the explanatory notes thereto, the annual accounts 2018, 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 F: +31 (0)33 285 1774) and can also be downloaded from the Company's website (www.envipco.com – General Meeting of Shareholders). The completed form, duly completed by the shareholder, must be received by 20 June 2019.

All shareholders are requested to attend the Annual General Meeting.

Envipco Holding N.V.

The Board of Directors, Amersfoort, 14 May 2019

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 27, 2019**

The following agenda items will be put to a vote at the GMS: 2b through 8. The definitions used in the notice and agenda are also used in these explanatory notes.

2. Annual accounts 2018

- b. Adoption of annual accounts and annual report for the 2018 financial year for the Company and the group.

It is proposed to adopt the annual accounts and annual report for 2018 of the Company and the group which is available at the website of the Company.

In accordance with article 15.4 of the Company's Articles of Association, €1,848,000 of the profit for the 2018 financial year will be taken to the Company's dividend reserve.

3. Discharge of the members of the management board for the management in the financial year 2018.

It is proposed to grant discharge to the members of the management board for the financial year 2018.

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 48 of the 2019 Annual Report available on www.envipco.com.

5. Proposal to appoint directors and re-election of the management board

All current Non-Executive members of the Board of Management offer themselves for re-election for a period of one year. The Executive Director, Mr. Bhajun Santchurn is proposed to be re-elected for a term ending December 31, 2019. The proposal is to have the following persons re-elected for the terms indicated above:

- a. **Bhajun Santchurn** as Executive Director, 64
A citizen of the United Kingdom, is the President and Chief Executive Officer of Envipco Holding N.V. in the Netherlands and the Environmental Products Corporation in the US, since 2003. He also serves as Board member of several other companies around the world. He is also a Fellow of the Association of Chartered Certified Accountants in the United Kingdom as well as a member of the British Institute of Management and the British Institute of Directors.
- b. **Christian Crepet** as Non-Executive Director, 67
A citizen of France, is the former Managing Director of Sorepla Industrie S.A; a plastics recycling company. He held this position from 2002 until 2016. Mr.

Crepet is currently the Executive Director of the Board of Petcore. He is also a co-founder and member of EPBP (European PET Bottle Platform) and was formerly Vice President of PRE (Plastics Recyclers Europe). Mr. Crepet is the holder of a degree in law and executive MBA from Haute Etude Commerciales, Paris, France.

c. **Gregory Garvey** as Non-Executive Director, 63

A citizen of the United States of America, is currently the Chairman of Virtual Hold Technology LLC, a privately held software company based in Ohio, USA. He has served as Vice Chairman of Tomra Systems ASA and CEO and President of Tomra North America Inc. He also formerly served on the Board of Wise Metals Group LLC and was previously Vice Chairman of Tandberg ASA, a publicly traded video conferencing company based in Norway. In both companies, Mr. Garvey has been a principal investor. Mr. Garvey is a graduate of the University of New Haven, holding a BS in Financial Accounting and is also a Certified Public Accountant.

d. **Alexandre Bouri** as a Non-Executive Director, 82

A citizen of Greece and Lebanon is the Chairman of the boards of Seament International Sal and Seabulk S.A., within a much-diversified conglomerate including the world's largest independent cement handling and shipping company doing business under "Seament" and "Seabulk" trade names. He is the Chairman of the boards of Seament Net Sal Offshore, B F 737 Sal, Al Ikar Sal, Universal Bulk Holding Sal, Bouri Trading Sal, Al Kharoubi Sal, Al Moutell Al Ikariat Sal, Medorient Holding Sal, Southern Sal and Al Ziraieh Sal. In addition, Mr. Bouri is a member of the board of directors of Seament Holding Sal, Seament Int'l Sal (Offshore), Sleimanieh Sal, Seament Albania SHPK, Elbassan Cement Factory SHPK and United Quarries SHPK. Mr. Bouri is also the principal owner of several companies. Mr. Bouri is the holder of a BSC from the American University in Beirut.

e. **Dick Stalenhoef** as Non-Executive Director, 73

A citizen of the Netherlands, is an independent consultant and director and principal shareholder of Stahold B.V. He previously served as Vice Chairman of the Board of Delta Lloyd Bank, Amsterdam, Chief Executive Officer of Smeets Securities N.V. in Antwerp, Belgium and Managing Director of Chase Manhattan Bank, Amsterdam. Mr. Stalenhoef is the holder of a Civil Law degree from the University of Tilburg. Mr. Stalenhoef was director of Milders, Heijboer & Stalenhoef B.V.

f. **David D'Addario** as Non-Executive Director, 57

A citizen of the United States of America, is currently the Chairman and Chief Executive Officer of New Day Aluminum Holdings. He formerly served as Chairman and CEO of Wise Metals Group, also known as Wise Alloys, North America's third largest producer of aluminum sheet for beverage and food cans. He also serves as Chairman and CEO of D'Addario Industries, a privately held diversified group involved in several industries. Mr. D'Addario holds a B.A.

degree from Yale University. Mr. D’Addario is a member of the following boards of directors: The Aluminum Association, Inc., Barnum Festival Foundation, Bridgeport Hospital, Bridgeport Regional Business Council, The School for Ethical Education, and the University of Bridgeport.

g. **Guy Lefebvre** as Non-Executive Director, 74

A citizen of Belgium, is a partner of a law firm with office in France and previously was also partner of a law firm in Brussels. He is the holder of a doctorate in law from the Université Libre de Bruxelles, Belgium, and a graduate of the Institute d’Etudes Europeennes de Bruxells, Belgium.

6. Appointment of KPMG Accountants N.V. as auditor for the financial year 2019

As a consequence of Grant Thornton’s decision to no longer perform statutory audits of public-interest entities (PIE), the Audit Committee has contacted and discussed the 2019 audit assignment with several audit firms in the Netherlands. The Board in its meeting of May 3, 2019, agreed to recommend to the GMS to appoint KPMG Accountants N.V. as the Company’s external auditor for the book year 2019.

It is proposed to appoint KPMG Accountants N.V. as auditor of the Company for the financial year 2019.

The Directors’ interests in the share capital of the Group are shown below at 30 April 2019

	Number of Shares	Percentage
Alexandre Bouri	2,171,068	52.98%
Gregory Garvey	521,513	12.73%
Bhajun Santchurn	155,480	3.79%
Christian Crepet	7,012	0.17%
David D’Addario	80,451	1.96%
TJM Stalenhoef	600	0.01%



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 Hilton Schiphol Airport Hotel, Schiphol Boulevard 701,
1118BN Schiphol, The Netherlands, on 27 June 2019 at 11:00 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 2018 (agenda item 2b)	[]	[]	[]
2. Discharge members of the Management Board for the financial year 2018 (agenda item 3)	[]	[]	[]

	In favour	Against	Abstain
3. Adoption of remuneration of the Management Board as published in the 2018 Annual Report (agenda item 4)	[]	[]	[]
4. Proposal to appoint directors and reelection of the management board (agenda item 5)	[]	[]	[]
5. Appointment of auditor of the Company for 2019 (agenda item 6)	[]	[]	[]

Signed in: _____ on: _____ 2019

By:

Title: