



ENVIPCO HOLDING N.V.

UTRECHTSEWEG 102, 3818 EP 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 and to attend a general meeting of shareholders of the Company (the “GMS”) to be held on 28 June 2016 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 2015
 - a. Presentation annual accounts 2015
 - b. Adoption of annual accounts 2015 (*resolution*)
3. Discharge of the members of the management board of the Company for 2015 (*resolution*)
4. Adoption of remuneration of the management board as published in the 2015 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 2016 (*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 28 June 2016, 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 2016 (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 not later than 21 June 2016. Please send your attendance confirmation to rajc@envipco.com.

The agenda of the GMS, the explanatory notes thereto, the annual accounts 2015, 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 21 June 2016.

All shareholders are requested to attend the Annual General Meeting.

Envipco Holding N.V.

The Board of Directors, Amsterdam, 10 May 2016

Envipco Holding N.V, Utrechtseweg 102, 3818 EP Amersfoort, The Netherlands.

T: +31.(0)33.285.1773 F: +31.(0)33.285.1774 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 28, 2016**

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 2015

- b. Adoption of annual accounts and annual report for the 2015 financial year for the Company and the group.

It is proposed to adopt the annual accounts and annual report for 2015 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, €1,417,000 of the profit for the 2015 financial year will be set off against the Company's dividend reserve.

3. Discharge of the members of the management board for the management in the financial year 2015.

It is proposed to grant discharge to the members of the management board for the financial year 2015.

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 38 of the 2015 Annual Report available on www.envipco.com.

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

All current members of the Board of Management offer themselves for re-election for a period of 3 years from 1 July 2016. The proposal is to have the following persons re-elected:

- a. Bhajun Santchurn as Executive Director, 61
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 member of the British Institute of Management and the British Institute of Directors.

- b. Christian Crepet as Executive Director, 63
A citizen of France, is the Managing Director of Sorepla Industrie S.A. He has been with the Company for over 12 years. Mr. Crepet is also a member of the Board of Petcore and of EUPR (European Plastics Recyclers). He is also a co-founder and member of EPBP (European PET Bottle Platform). He was also a senior manager of Eni Chem France. 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, 60
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 serves 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 Non-Executive Director, 79
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, 70
A citizen of the Netherlands, is an independent consultant and director and principal shareholder of Stahold B.V. He has 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, 54
A citizen of the United States of America, is currently the Chairman and Chief Executive Officer 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, 71
A citizen of Belgium, is a partner of Lefebvre-Lahaye, a law firm with offices in France and Belgium. He is the holder of a law degree from the Université Libre of Brussels, Belgium, and a graduate of the Institut d'Etudes Europeennes de Bruxelles, Belgium.

6. Appointment of BDO Camps Obers Audit & Insurance B.V. as auditor for the financial year 2016

It is proposed to appoint BDO Camps Obers Audit & Insurance B.V. as auditor of the Company for the financial year 2016. BDO Camps Obers Audit & Insurance B.V. has also been the auditor for the financial years 2006 – 2015.

The Directors' interests in the share capital of the Group are shown below at 30 April 2016

	Number of Shares	Percentage
Alexandre Bouri	2,558,568	66.67%
Gregory Garvey	234,013	6.10%
Bhajun Santchurn	140,480	3.66%
Christian Crepet	6,456	0.17%
David D'Addario	80,451	2.10%
TJM Stalenhoef	600	0.02%



**ENVIPCO HOLDING NV
UTRECHTSEWEG 102, 3818 EP 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 Utrechtseweg 102, 3818 EP 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 28 June 2016 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 2015 (agenda item 2b)	[]	[]	[]
2. Discharge members of the Management Board for the financial year 2015 (agenda item 3)	[]	[]	[]

	In favour	Against	Abstain
3. Adoption of remuneration of the Management Board as published in the 2015 Annual Report (agenda item 4)	[]	[]	[]
4. Appointment of auditor of the Company for 2015 (agenda item 5)	[]	[]	[]
5. Proposal to appoint directors and reelection of the management board (agenda item 6)	[]	[]	[]

Signed in: _____ on: _____ 2016

By:

Title: