



Roto Smeets Group

Agenda of the
Annual General Meeting of Shareholders of Roto Smeets Group NV,
to be held on Wednesday 11 May 2011 at 3 pm in the Rosarium
Amstelpark 1, Amsterdam

Agenda

of the Annual General Meeting of Shareholders of Roto Smeets Group NV on Wednesday 11 May 2010 at 3 pm in the Rosarium Amstelpark 1, Amsterdam

1. Opening
2. Review on 2010 and explanation of current developments
3. 2010 Annual Report and Annual Accounts
 - a. Discussion of the report of the Supervisory Board
 - b. Discussion of the report of the Management Board
 - c. Discussion and adoption of the Annual Accounts*
 - d. Explanation of the dividend and reservation policy
 - e. Discharging the members of the Management Board for their management of the past financial year*
 - f. Discharging the members of the Supervisory Board for their supervision of the past financial year*
4. Composition of the Supervisory Board*
5. Proposal amendment remuneration policy*
6. Authorization to issue shares, to grant rights to purchase shares and to restrict or exclude the preferential rights of shareholders*
7. Authorization to acquire company shares or depository receipts on behalf on the company*
8. Any other business
9. Conclusion

* These items on the agenda will be put to the vote.

Notes to the agenda

RE ITEM 4:

Composition of the Supervisory Board

- A. Recommendation and proposal to appoint a member of the Supervisory Board.
 - 1. Invitation to propose candidates to fulfil the vacancy that arose as a result of the departure of Mr A.P. Lugt in 2010.
 - 2. Provided that the General Meeting of Shareholders does not propose a candidate, the Supervisory Board recommends appointing Mr J.H.M. Rijper to fulfil the vacancy.
- B. Appointment of Mr J.H.M. Rijper as a member of the Supervisory Board provided that Mr Rijper has been proposed for appointment and that the proposal has not been rejected.

CV J.H.M. Rijper

Mr. Rijper (1962), is since 1996 Director of Wagram Equity Partners. Before he became director of Wagram he has worked a.o. as a director at Stokvis Technical Wholesale and at ING as Head of Venture Capital. Mr. Rijper has finished an MBA in business administration at Nijenrode Business University and as a result of his activities as investment manager has held and currently holds several management and supervisory board positions.

Mr Rijper has a management position at: Wagram Equity Partners B.V., Monceau B.V., DA Investments B.V., Boissiere B.V. en Dissel Beleggingen B.V.

Currently he is a member in de Supervisory Board of PGZ International B.V., Kars & Co B.V., Monceau Deelnemingen I B.V., DA retail Groep B.V., Chaillot B.V., Drukkerij Zwart B.V., Tanatex chemicals B.V. en C. den Braven Beheer B.V.

Mr. Rijper is also the sole member of the management board of Wagram Equity Partners B.V., which entity is in its turn the sole member of the management board of Riva Investments. Mr. Rijper has an indirect minority interest in the capital of Riva Investments. Riva Investments currently owns 15.27% of the shares of Roto Smeets Group NV. Appointment of Mr. Rijper will therefore lead to amendment of best practice III.2.1 of the Corporate Governance policy since, according to the Dutch Corporate Governance Code, Mr Rijper can not be considered an independent director.

RE ITEM 5:

As a result of the reduced size of the Group after its restructuring, the Supervisory Board has resolved to simplify the corporate management model.

The remuneration policy will be adjusted accordingly. The new proposal can be found on the website of the company.

RE ITEM 6:

Authorization to issue shares, to grant rights to purchase shares and to restrict or exclude the preferential rights of shareholders

It has been proposed that the Board be appointed for a further period, ending on December 31, 2012 (subject to extension by the Annual General Meeting of Shareholders), as the body authorized, subject to the approval of the Supervisory Board, to pass resolutions to issue shares, to grant rights to purchase shares and to restrict or exclude the preferential rights of shareholders. This authorization applies to a number of ordinary shares equal to no more than ten percent (10%) of the current subscribed capital.

The authorization also applies to all preferential shares in the authorized capital of the company, on the understanding that the number of preferential shares issued shall never exceed the number of ordinary shares issued, minus one.

RE ITEM 7:

Authorization to acquire company shares or depository receipts on behalf of the company

It has been proposed that the Board be authorized for a further period of eighteen (18) months to acquire paid-up shares or depository receipts in the subscribed capital of the company up to the maximum permitted by law or under the Articles of Association for a consideration, irrespective of title or acquisition, at a price deviating no more than fifteen percent (15%) from the highest, or lowest price at which shares of the company of the type in question are being traded on NYSE Euronext Amsterdam at the date of conclusion of the buying agreement.

Application and registration

The Supervisory Board and Management Board have determined that a shareholder is entitled to attend the meeting if registered as a holder of Roto Smeets Group NV shares on Wednesday 13 April 2011 ('registration date') following processing of all transactions on that day and provided the mentioned conditions shall have been met.

Shareholders who plan to attend the meeting can request a registration voucher ('receipt') via the intermediaries where their shares are on record until 4 May 2011 13:00 hrs CET, which receipt will serve as an entrance ticket for the meeting. The financial institution must provide The Royal Bank of Scotland N.V. ("RBS") in Amsterdam by 5 May 2011, 13:00 hrs CET at the latest with a statement listing for each shareholder the number of shares for the meeting that are reported and held on the registration date.

The receipt will serve as entrance ticket. If you, or the person you authorized, will not be in the possession of the receipt in time, you must be able to identify yourself before commencement of the meeting with valid identification papers.

Voting by proxy on internet

Holders of ordinary shares may also grant proxy and issue their voting instruction online until 4 May 2011 via www.rbs.com/evoting.

Note: This agenda is an unofficial translation of the Dutch version. In the event of variations or discrepancies between the translation and the Dutch version, the latter shall prevail.



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