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## **Roto Smeets Group**

Agenda of the Extraordinary General Shareholders' Meeting

of Roto Smeets Group NV

on Thursday 18 June 2009 at 3 pm in the Rosarium,

Amstelpark 1, Amsterdam

## Agenda

of the Extraordinary General Shareholders' Meeting of Roto Smeets Group NV on Thursday 18 June 2009 at 3 pm

1. Opening
2. Composition of the Supervisory Board in relation to the vacancy occasioned by the withdrawal of Mr Montgomery as Chairman of the Supervisory Board (as announced at the General Shareholders' Meeting on 15 April 2009):
  - a. Occasion for the Supervisory Board to recommend a proposal
  - b. Supervisory Board to propose Mr R.A.J. Huyzer
  - c. Appointment of Mr R.A.J. Huyzer as member of the Supervisory Board\*
3. Explanation by John Caris regarding the announced restructuring of the organisation
4. Any other business
5. Conclusion

\* This item on the agenda will be put to the vote

## Explanatory notes to the agenda

### Agenda point 2 (Supervisory Board)

As announced at the General Shareholders' Meeting on 15 April last, Mr David Montgomery is to resign as Chairman of the Supervisory Board as soon as this Extraordinary Shareholders' Meeting closes. To fill the vacancy thus created, the Supervisory Board proposes that R. Huyzer be appointed as a member of the Supervisory Board of Roto Smeets Group NV.

In the Board's opinion, Mr Huyzer is eminently suitable to fill the post of Member of the Group's Supervisory Board, having the characteristics set down by the Supervisory Board in the profile they drafted. The profile and Mr Huyzer's extensive resumé can be found on the website [www.rotosmeetsgroup.com](http://www.rotosmeetsgroup.com) or else they can be requested from the corporate office.

#### *Mr R.A.J. Huyzer: Condensed resumé*

Since he accepted his first post as CEO at 30 years of age, Rudolf Huyzer has accumulated broad experience at boardroom level, principally with a variety of international, publicly quoted companies. He has been able to use his strategic and operational experience, vision and ability to adapt to different cultures to lead businesses in global markets, and to enter into acquisitions and joint ventures with more than 150 corporations, chiefly in the USA, Europe and Asia.

The series of positions occupied by Mr Huyzer include Chairman of the Board at Vermande Zonen, Division Chief at VNU, Board Member at Wegener, Division Chief at Buhrmann-Tetterode, Board Member at KNPBT Distribution division and CEO of BT Office Products International since its IPO and listing on the NYSE, which later gave rise to Buhrmann/Corporate Express.

Internationally renowned for the design and implementation of growth and consolidation strategies, as well as industrial restructuring and revitalisation, Mr Huyzer has devoted his career to business-to-business distribution and services, with more than two decades in publishing, the graphic industry and its suppliers. He has supported companies as they underwent change and improved profitability. He has developed and implemented long-term corporate strategies, put through major strategic acquisitions, and headed corporate financial restructuring and planning optimisation.

Mr Huyzer began his career at Price Waterhouse Coopers, where for several years he was involved in consultancy and auditing. He studied Economic Geography at the University of Utrecht and then went on to study accountancy at NIVRA in Amsterdam.

#### **Registration**

The Supervisory Board and Management Board have determined that those registered on 9 June 2009 (the "Registration date") in one of the registers designated for this purpose by the Supervisory Board and Management Board, after all additions and deletions as of this date have been processed, as well as those who are registered in the manner described below, are entitled to vote and attend meetings.

Shareholders who plan to attend the meeting can request a receipt via the financial institution where their shares are on record until 9 June 2009 17:30 CET, which receipt shall serve as an attendance card for the meeting. The financial institution must provide RBS in Amsterdam by 10 June 2009 hrs 12:00 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.

A registration voucher will serve as entrance ticket. If you or the person you have authorised is not in possession of the registration voucher in time, you must be able to identify yourself before commencement of the meeting, supported by valid identification documentation.

#### **Voting by proxy on internet**

Holders of ordinary shares may also grant their proxy and issue their voting instruction on-line until 10 June 2009 to Mr C.R.M. de Schepper via [www.rbs.com/evoting](http://www.rbs.com/evoting).



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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.