



Roto Smeets Group

Annual General Meeting of Shareholders of Roto Smeets Group NV on Wednesday 11 May 2011 at 15:00 hours at The Rosarium Amstelpark 1, Amsterdam

There are 3,290,275 voting shares in the capital of Roto Smeets Group issued of which 3,287,132 votes could be cast. Of these shares 2,379,256 shares were represented at the meeting, being 72.4 %. Since more than half of the issued share capital was represented at the meeting, the decisions were taken by an absolute majority of votes.

Summary of the decisions taken

Agenda item:

3.c. Discussion and adoption of the Annual Accounts

The annual accounts were adopted with all votes in favour.

3.e. Discharging of the members of the Management Board for their management of the past financial year

During the discussion of the agenda item concerning the grant of discharge to the Management Board, the Chairman indicated that under the termination agreement drawn up to regulate Mr Caris's early retirement he had been fully discharged. Since any refusal to grant discharge would therefore only affect the one remaining member of the board, viz., Mr. B.J.W. van der Heijden – whose dismissal will be the subject of an extraordinary shareholders' meeting on 25 May – it was decided to postpone the vote on this point until a subsequent (extraordinary) shareholders' meeting;

3.f. Discharging of the members of the Supervisory Board for their supervision of the past financial year

Discharge was granted with 2,375,245 votes in favour, 10 votes against and 4001 votes abstained.

4. Composition of the Supervisory Board

Mr J.H.M. Rijper is with 2,379,145 votes in favour and 111 votes against appointed as a member of the Supervisory Board.

5. Proposal amendment remuneration policy

The amended remuneration policy is with 2,378,380 votes in favour and 876 votes against accepted.

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

The authorization is granted with all votes in favour.

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

The authorization was granted with 2,378,380 in favour and 876 votes against.

This summary of the minutes is made on 12 May, 2011 by mr L.M. van Gelder,
Chief Financial Officer Roto Smeets Group.