



**AGENDA OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS ("AGM") OF
ESPERITE N.V. (THE "COMPANY")**

to be held on Wednesday 17 June 2015 at 14:00 hours CET at the Hilton Amsterdam Airport Schiphol, Schiphol
Boulevard 701, 1118 BN Schiphol, the Netherlands

1. Opening and announcements
2. Approval Minutes of the Extraordinary General Meeting of Shareholders of 18 December 2014*
3. Annual report 2014 – including Corporate Governance – and presentation of the CEO
4. Remuneration policy
5. Adoption of annual accounts 2014*
6. Allocation of results
7. Discharge of the members of the Board of Directors*
8. Determination of the remuneration of the Executive Director – Granting of options*
9. Determination of the remuneration of the Non-Executive Directors*
10. Appointment of Mr. Vincent Borgeot as Non-Executive Director of the Company until the AGM to be held in 2018*
11. Re-appointment of Mr. Gert-Jan van der Marel as Non-Executive Director of the Company until the AGM to be held in 2019*
12. Re-appointment of Mr. Ronald Lorijn as Non-Executive Director of the Company until the AGM to be held in 2017*
13. Delegation to the Board of Directors of (a) the power to issue shares and grant rights to subscribe for shares in the share capital of the Company up to a maximum number of 20 % of the issued share capital as at the date of the AGM; and (b) the power to restrict or exclude the pre-emptive rights in connection with such issue of shares or grant of rights to subscribe for shares, each for a period of 18 months from the date of the AGM and therefore until 17 December 2016*
14. Proposal to re-appoint EY Accountants LLP as external auditor for a term of 1 year*
15. Any other business
16. Closing

The agenda items marked * are for voting. All other agenda items are discussion items.



The notice, the complete agenda and the explanatory notes thereto, the minutes referred to in agenda item 2 and the annual report 2014 are available for inspection and can be acquired at no costs at our offices and at Kempen & Co N.V. (Beethovenstraat 300, 1077 WZ Amsterdam, facsimile + 31 (0)20 348 95 49, email: proxyvoting@kempen.nl). These documents can also be downloaded from www.esperite.com.