

**Minutes of the
Extra-ordinary General Meeting ("EGM") of Shareholders
of ESPERITE N.V. (the "Company")**

held on Thursday 18 December 2014 at 14:00 hours CET
at Hilton Amsterdam, Airport Schiphol, Schiphol Boulevard 701, 1118 BN Schiphol, the
Netherlands

1. Opening and announcements

The Chairman – Mr. Gerrit Jan van der Marel – welcomes the shareholders and depository interest holders which are present or represented at this general meeting.

The Chairman explains that he has been requested by the other directors to chair this meeting.

The Chairman informs whether anyone has any objections thereto and observes that there are none.

The Chairman opens the meeting at 14h01 hours.

The Chairman makes the following announcements:

- The shareholders and depository interest holders have been given notice of this general meeting by means of a notice published on the Company's website, www.esperite.com.
- Because notice of this meeting has been given in accordance with the Articles of Association, valid resolutions can be adopted on the subjects set out in the agenda included in the notice. The agenda has been handed out to the attendees upon admittance to this meeting.
- The documents for this meeting have been available for inspection at the Company's offices. These documents have also been available on the Company's website by way of download from www.esperite.com
- Mr. Jan-Mathijs Hermans, civil law notary of the law firm of Simmons & Simmons LLP will prepare the minutes of this meeting.
- According to the attendance list, this meeting is attended or represented by **2,999,012 ordinary shares**.

Consequently, together a nominal share capital of EUR 299,901.20 is represented constituting a total of 30.83% of the Company's issued share capital.

A total of **2,999,012** votes can be cast.

2. Approval Minutes of the AGM of 14 May 2014 and the EGM of 2 July 2014

According to article 19.5 of the Articles of Association the minutes of the AGM of 14 May 2014 and of the EGM of 2 July 2014 need approval by the present Meeting. The Minutes have been handed out to the attendees of the meeting upon admittance to this meeting. The Minutes have also been available for inspection at the Company's offices and on the Company's website www.esperite.com

The Chairman asks whether there are any comments or questions in relation to the Minutes of the AGM of 14 May 2014 or those of the EGM of 2 July 2014, and notes that none of the attendees has any.

The meeting is requested to vote on the approval of the Minutes of the AGM of 14 May 2014. All who are in favour are requested to raise their hand.

The Chairman notes that the general meeting has approved - by acclamation - the Minutes of the AGM of 14 May 2014.

The meeting is requested to vote on the approval of the Minutes of the EGM of 2 July 2014. The Chairman notes first that none of the attendees has any comments. All who are in favour are requested to raise their hand.

The Chairman notes that the general meeting has approved - by acclamation - the Minutes of the EGM of 2 July 2014.

3. Proposal to withdraw the appointment of KPMG Accountants N.V. as external auditor

The Chairman informs the meeting on the proposal to withdraw the appointment of KPMG Accountants N.V. as external auditor.

On 14 May 2014 the shareholders meeting appointed KPMG Accountants N.V. as external auditor for a term of 1 year. This would be KPMG's final year as the Company's external auditor, since as a result of a recent change in Dutch legislation, the Company will be required to change external auditor every eight years, starting in the financial year 2015.

Since the 14 May 2014 appointment, however, the Company has not been able to agree appropriate fees for the 2014 audit with KPMG. The fees proposed by KPMG represent a substantial increase in comparison with its previous audits of the Company's annual financial statements, with the Company disagreeing with the argumentation that KPMG provided as justification for this increase. Furthermore, KPMG's fee proposal was much higher than other reputable audit firms have proposed to the Company during a tender audit process it has conducted.

Also given the Company's cost cutting exercise and stringent cash management, the Board of Directors is of the opinion that maintaining KPMG as the external auditor in relation to the 2014 audit is no longer justified or appropriate. Consequently, the Board of Directors proposes that the EGM withdraws the 14 May 2014 appointment

of KPMG Accountants N.V. as the Company's external auditor in accordance with section 2:393 (2) of the Dutch Civil Code.

The Chairman asks if there any comments or questions in relation to proposed withdrawal of KPMG's appointment, and notes that none of the attendees has any.

The meeting is requested to vote on to the proposal to withdrawal of KPMG Accountants N.V.'s appointment as external auditor. All who are in favour are requested to raise their hand.

The Chairman notes that the general meeting has resolved - by acclamation - to withdraw KPMG's appointment as external auditor.

4. Proposal to appoint EY Accountants LLP as external auditor for a term of 1 year

The Chairman informs the meeting on the proposal to appoint EY Accountants LLP as external auditor.

The Board proposes to appoint EY Accountants LLP as external auditor for a period of 1 year, until the Annual General Meeting of 2015. Appointing EY Accountants LLP as the Company's external auditor for the 2014 audit will result in substantially lower 2014 audit costs than such costs would have amounted to if KPMG were to conduct the 2014 audit on the basis of its fee proposal.

The Chairman asks if there any comments or questions in relation to the appointment of EY accountants LLP as external auditors, and notes that none of the attendees has any.

The meeting is requested to vote on the adoption of the re-appointment of EY Accountants LLP as external auditors for a term of 1 year, until the Annual General Meeting of 2015. All who are in favour are requested to raise their hand.

The Chairman notes that the general meeting has adopted - by acclamation - the resolution to appoint EY Accountants LLP as external auditor for a term of 1 year, until the Annual General Meeting of 2015.

5. Any other business

The Chairman informs whether there are any comments or questions, and observes that there are none.

6. Closing

The Chairman closes the meeting at 14.08 hours CET.

Chairman

Secretary