



**NOTICE OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS (“AGM”) OF
ESPERITE N.V. (THE “COMPANY”)**

to be held on Thursday 9 June 2016 at 14:00 hours CET at Hotel NH Amsterdam Barbizon Palace, Prins Hendrikkade, 59-72, 1012 AD, Amsterdam, the Netherlands

1. Opening and announcements
2. Approval Minutes of the Extraordinary General Meeting of Shareholders of 23 December 2015*
3. Annual report 2015 – including Corporate Governance –, presentation of the CEO and discussion of the financial situation of the Company in view of section 2:108a of the Dutch Civil Code
4. Remuneration policy
5. Adoption of annual accounts 2015*
6. Allocation of results
7. Discharge of the members of the Board of Directors*
8. 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 9 December 2017*
9. Delegation to the Board of Directors, for a period of 18 months from the date of the AGM and therefore until 9 December 2017, of the power to acquire - through purchases on Euronext Amsterdam or otherwise - up to a maximum of 10% of the issued share capital of the Company as at the date of the AGM by acquiring shares for a purchase price not less than €0.10 and not higher than the average closing price over the five trading days prior to the date of acquisition at Euronext Amsterdam plus a 10% premium*
10. Proposal to re-appoint EY Accountants LLP as external auditor for a term of 1 year*
11. Any other business
12. Closing

The agenda items marked * are for voting. All other agenda items are discussion items. Esperite is an international company and its corporate language is English. The AGM will therefore be conducted in English.

As at the date hereof, 10,383,382 shares and 31 sub-shares are in issue. No (sub-)shares are currently held by the Company or its subsidiaries. The total number of voting rights as at the date hereof amounts to 10,383,388.

The notice, the complete agenda and the explanatory notes thereto, the minutes referred to in agenda item 2 and the annual report 2015 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.

Registration Date

Holders of shares or other persons with voting and/or meeting rights who are registered on Thursday 12 May 2016 (the "**Registration Date**"), after processing all additions and withdrawals as at the Registration Date, in the Company's shareholders' register or in the administration held by the Intermediaries with Euroclear Nederland within the meaning of the Securities Giro Act (*Wet Giraal Effectenverkeer*), will have the right to attend the meeting in person or by proxy. Only shareholders may vote at the AGM.

Notification

Shareholders who wish to attend the AGM, either in person or by proxy, must notify the Company's agent Kempen & Co N.V. in writing (Kempen & Co N.V., Agency Services department, Beethovenstraat 300, 1077 WZ Amsterdam or by facsimile: +31 20 348 9549 or by e-mail: proxyvoting@kempen.nl) ultimately by 15.00 hours CET on Monday 6 June 2016. The registration certificate issued by Kempen & Co N.V. serves as admission ticket for the meeting.

Proxy

Shareholders who wish to have themselves represented at the AGM by a proxy holder must register in accordance with the procedure stated above and deposit a written power of attorney which must be received by Kempen & Co N.V. in writing (Kempen & Co N.V., Agency Services department, Beethovenstraat 300, 1077 WZ Amsterdam or by facsimile: +31 20 348 9549 or by e-mail: proxyvoting@kempen.nl) no later than 15.00 hours CET on Monday 6 June 2016. Please note that when using sub-proxies, all proxies that are part of the proxy-chain need to be provided in time. A power of attorney and voting instruction form for this purpose can be obtained via our website.

Registration and identification

Registration for admission to the AGM will take start one hour prior to the commencement of the meeting. After this time registration is no longer possible. Persons entitled to attend the AGM may be asked for identification prior to being admitted and are therefore requested to carry a valid identification paper.

If you intend to instruct your custodian or broker for any of the above, please be aware that their deadlines could be a number of days before those mentioned above. Please check with the individual institutions as to their cut-off dates.

Board of Directors

Zutphen, 28 April 2016