

**NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
("EGM") OF ESPERITE N.V. (THE "COMPANY")**

to be held on 21 April 2017 at 14:00 hours CET at Hotel NH Amsterdam Barbizon Palace, Prins Hendrikkade, 59-72, 1012 AD, Amsterdam, the Netherlands

1. **Opening remarks and announcements**
2. **Approval Minutes of the Annual General Meeting of Shareholders of 9 June 2016 (Voting Item)**
3. **Trading Update (Discussion Item)**
4. **External Financing (Discussion Item)**
5. **Delegation to the Board of Directors of the powers to issue, and grant rights to subscribe for, shares in the capital of the Company and to restrict or exclude pre-emptive rights accruing in connection with such issue of shares or grant of rights to subscribe for shares (Voting Item)**
6. **Any other business**
7. **Closing**

As at the date hereof, 10,425,754 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 10,425,760.

The notice, the complete agenda and the explanatory notes thereto, and the minutes referred to in agenda item 2 are available for inspection and can be acquired at no costs at our offices and at F. Van Lanschot Bankiers 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 24 March 2017 (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 EGM.

Notification

Shareholders who wish to attend the EGM, either in person or by proxy, must notify the Company's agent F. Van Lanschot Bankiers N.V. in writing (F. Van Lanschot Bankiers 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 Friday 14 April 2017. The registration certificate issued by F. Van Lanschot Bankiers N.V. serves as admission ticket for the meeting.

Proxy

Shareholders who wish to have themselves represented at the EGM 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 F. Van Lanschot Bankiers N.V. in writing (F. Van Lanschot Bankiers 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 Friday 14 April 2017. 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 EGM 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 EGM 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, 10 March 2017