

**Annual General Meeting of Shareholders of TIE Kinetix N.V. (the "Company"), to be held on Friday 27 March 2015 10.00 CET in Breukelen.**

Agenda:

1. Welcome and announcements \*.
2. Proposal to set the minutes of the shareholders meeting held on 28 March 2014.
3. Report of the Executive Board regarding the financial year 2014\*.
4.
  - a. Proposal for adoption of the financial statements 2014.
  - b. Proposal for appropriation of Net result.
  - c. Proposal to discharge the members of the Executive Board.
  - d. Proposal to discharge the members of the Supervisory Board.
  - e. Proposal to draft the annual report and financial statements 2015 and following years in English.
5. Presentation Analytics & Optimization, by Erik Jan Hengstmengel, CEO and Vice-President Analytics & Optimization, TIE Kinetix GmbH (formerly: Tomorrow Focus Technologies, TFT)\*
6. Proposal to reappoint mr. J.B. Sundelin as member of the Executive Board.
7. Proposal to reappoint Dr. Ir. A.F.L. Veth as chairman of the Supervisory Board.
8.
  - a. Proposal to amend the Remuneration Policy for the Executive Board.
  - b. Proposal to set the remuneration of the Supervisory Board.
9.
  - a. Status EU Development Grants and consequences for TIE.\*
  - b. Proposal to amend the articles of association of the Company related to the reduction of the nominal value of the shares from EUR 7,00 to EUR 0,10.
  - c. Proposal to authorize the Executive Board regarding the Emission, see explanatory notes (only in Dutch available).
10. Proposal to reappoint BDO Audit & Assurance B.V. as the Company's external auditor.
11. Corporate Governance\*.
12. Proposal for the prolongation of the authorization of the Executive Board regarding the issue of shares (options, warrants, convertibles) and the restriction or exclusion of any pre-emptive rights.
13. Any other business and closing\*.

(\* These agenda items do not require a voting process.

The Annual General Meeting of Shareholders will be held in Breukelen, Corridor 5 (TIE Kinetix N.V.).

The agenda with explanatory notes (Dutch only), the financial statements 2014 and further meeting documents are available via the Company's corporate website ([investorcenter.tiekinetix.com](http://investorcenter.tiekinetix.com)). They can also be obtained free of charge at the Company's office.

#### *Record Time*

For this meeting, those entitled to vote and/or attend the Annual General Meeting of Shareholders are those who:

- a. on Friday 27 February 2015, after processing of all debit entries and transfers (the "Record Time") are registered in the administration of the Intermediaries of Euroclear Nederland ("Intermediaries"); and
- b. have duly registered for participation in the Annual General Meeting of Shareholders.

#### *Participation in the Annual General Meeting of Shareholders*

A shareholder who chooses to participate in the Extraordinary General Meeting of Shareholders may apply via his bank in writing until 15:00 CET on Friday 20 March 2015, to Kempen & Co N.V., Beethovenstraat 300, 1077 WZ Amsterdam, The Netherlands at which application a confirmation must be submitted from the Intermediaries in whose administration that holder of shares is registered, that the shares concerned were registered in the name of that holder on the Record Time. The acknowledgement of receipt provided will be valid as an attendance card to the meeting. Kempen & Co N.V. shall arrange for deposit of these applications at the Company's office address.

#### *Proxy and Instruction to Vote*

A shareholder who chooses to have himself represented at the Extraordinary General Meeting of Shareholders by a third party must - in addition to the application requirements stated above - provide the Company with a proxy to that effect. For the granting of a proxy, shareholders are required to use a form, which can be obtained via Kempen & Co N.V., (telefax number: +31 (0)20 3489549 or e-mail address: [proxyvoting@kempen.nl](mailto:proxyvoting@kempen.nl)) or from the Company (telephone number: +31 (0)88 3698000; email address: [investor.relations@tiekinetix.com](mailto:investor.relations@tiekinetix.com)) and can also be downloaded from the Company's website ([investorcenter.tiekinetix.com](http://investorcenter.tiekinetix.com)). The completed form, duly completed by the shareholder, must have been received by Kempen & Co N.V. by 15:00 CET on Friday 20 March 2015 ultimately. Receipt of proxy forms can be rejected after this time deadline.

Participation in the meeting can be made dependant on identification of the participants.

On the date of the notice for Annual General Meeting of Shareholders, the Company had 1,127,377 shares issued, each representing one vote.

**TIE Kinetix N.V. - Breukelen, 12 February 2015**