

**Annual General Meeting of Shareholders of TIE Kinetix N.V. (the "Company"), to be held on Friday March 31, 2017 10.00 CEST in Breukelen.**

Agenda:

1. Welcome and announcements.\*
2. Proposal to set the minutes of the shareholders meeting held on 31 March 2016.
3.
  - a. Financial report of the Executive Board regarding the financial year 2016.\*
  - b. Operational report of the Executive Board regarding the financial year 2016, preview 2017 and developments FLOW.\*
4.
  - a. Proposal for adoption of the financial statements 2016.
  - 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.
5.
  - a. Report of the Remuneration Policy for the Executive Board.\*
  - b. Proposal to set the remuneration of the Supervisory Board.
6. Proposal to reappoint Mr. M. Wolfswinkel as member of the Executive Board.
7. Proposal to reappoint BDO Audit & Assurance B.V. as the Company's external auditor.
8. Corporate Governance.\*
9. Proposal for the authorization of the Executive Board regarding the issue of shares (options, warrants, convertibles) and the restriction or exclusion of any pre-emptive rights.
10. 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 2016 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 Thursday March 3, 2017, 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 CEST on Thursday March 24 2017, to F. Van Lanschot Bankiers 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. F. Van Lanschot Bankiers 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 F. Van Lanschot Bankiers N.V., (telefax number: +31 (0)20 3489549 or e-mail address: proxyvoting@kempen.nl) or from the Company (telephone number: +31 (0)88 3698000; email address: investor.relations@tiekinetix.com) and can also be downloaded from the Company's website (investorcenter.tiekinetix.com) (Dutch only). The completed form, duly completed by the shareholder, must have been received by F. Van Lanschot Bankiers N.V. by 15:00 CEST on Thursday March 24, 2017 ultimately. Receipt of proxy forms can be rejected after this time deadline.

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

On the date of the notice for Annual General Meeting of Shareholders, the Company had 1,608,711 shares issued, each representing one vote.

**TIE Kinetix N.V. - Breukelen, February 17, 2017**