



**Agenda for the annual General Meeting of Shareholders of Draka Holding N.V. (the "Company") to be held on Monday 20 April 2009, starting at 14:30 pm, at the Hilton Amsterdam, Apollolaan 138, 1077 BG Amsterdam.**

- 1.** Opening
- 2.** Annual report on the year 2008
  - a. The report of the Board of Management
  - b. Proposal to adopt the 2008 financial statements (Decision)
- 3.** Determination of dividend
- 4.** Proposal to discharge the members of the Board of Management (Decision)
- 5.** Proposal to discharge the members of the Supervisory Board (Decision)
- 6.** Proposal to reappoint Annemiek Fentener van Vlissingen as a member of the Supervisory Board as of 20 April 2009 (Decision)
- 7.** Appointment of the auditor (Decision)
- 8.** Designation of the Board of Management as the competent body authorised until 20 October 2010, to adopt resolutions - subject to the approval of the Supervisory Board - to issue shares or to grant rights to subscribe to shares (Decision)
- 9.** Designation of the Board of Management as the competent body authorised until 20 October 2010, to adopt resolutions - subject to the approval of the Supervisory Board - to limit or exclude the statutory pre-emption rights (Decision)
- 10.** Authorisation to acquire own shares (Decision)
- 11.** Any other business
- 12.** Close of meeting

# Explanatory notes to the agenda

## AGENDA ITEM 2:

### **Annual report on the year 2008**

The General Meeting is proposed to adopt the 2008 financial statements in accordance with the proposal of the Board of Management, including a dividend payment of € 5.4 million on the preference shares and no dividend on the ordinary shares. The Supervisory Board issued a preliminary advice on the financial statements to the General Meeting in the annual report pursuant to article 29, paragraph 4 of the articles of association of the Company.

## AGENDA ITEM 3:

### **Determination of dividend**

If the annual accounts 2008 are adopted by the General Meeting under agenda item 2, a dividend will be paid of € 5.4 million on the preference shares. The Board of Management and Supervisory Board have decided that the remaining distributable profit is to be reserved to strengthen the financial position of the Company.

## AGENDA ITEM 4:

### **Proposal to discharge the members of the Board of Management**

The Supervisory Board proposes to the General Meeting to grant discharge of liability to the members of the Board of Management for their management conducted in 2008.

## AGENDA ITEM 5:

### **Proposal to discharge the members of the Supervisory Board**

The Supervisory Board proposes to the General Meeting to grant discharge of liability to the members of the Supervisory Board for their supervision exercised in 2008.

## AGENDA ITEM 6:

### **Proposal to reappoint Annemiek Fentener van Vlissingen as a member of the Supervisory Board as of 20 April 2009**

In accordance with the Supervisory Board's resignation schedule, Annemiek Fentener van Vlissingen's term of office expires on 20 April 2009. Mrs Fentener van Vlissingen is eligible for re-election for another four-year term.

The Supervisory Board nominates Mrs Fentener van Vlissingen for reappointment as a member of the Supervisory Board, because of the excellent way that she performed her duty as a member of the Supervisory Board in the past and her thorough knowledge of the Company. Furthermore, Mrs Fentener van Vlissingen provides a major contribution to the Supervisory Board with her broad experience in the field of strategic developments in both national and international business and she fits well in the profile of the Supervisory Board.

Currently Mrs Fentener van Vlissingen (1961) is Chairman of the Supervisory Board of SHV Holdings N.V. and a member of the Supervisory Board of Flint Holding N.V., De Nederlandsche Bank N.V. and Heineken N.V. Mrs Fentener van Vlissingen does not hold shares in the Company.

Both the Central Works Council and the General Meeting of Shareholders can nominate a person for Supervisory Board membership. The Central Works Council has indicated to support the nomination of Mrs Fentener van Vlissingen.

Provided that no other person is put forward by the General Meeting, the Supervisory Board proposes to reappoint Mrs Fentener van Vlissingen as a member of the Supervisory Board for a four-year term.

## AGENDA ITEM 7:

### **Appointment of the auditor**

It is proposed to the General Meeting to appoint Deloitte Accountants N.V. to act as the Company's auditor for the 2009 financial year.

## AGENDA ITEM 8:

### **Designation of the Board of Management as the competent body authorised until 20 October 2010, to adopt resolutions- subject to the approval of the Supervisory Board- to issue shares or to grant rights to subscribe to shares**

The proposal in item 8 of the agenda to designate the Board of Management as the authorised body stems from a statutory arrangement which has been incorporated in the articles of association. The Board of Management will only exercise this authority after having obtained the approval of the Supervisory Board and only in situations where it serves the interests of the Company and its affiliates. In this respect, due account will be taken of the interests of shareholders and the views prevailing on the stock market. The total amount of shares to be issued and/or the grant of rights to subscribe to shares may not exceed 10% of the issued capital on the date of issue. The total amount of protective shares class B to be issued and/or the grant of right to subscribe to shares may not exceed 50% of the issued capital on the date of issue.

## Agenda item 9:

### **Designation of the Board of Management as the competent body authorised until 20 October 2010, to adopt resolutions- subject to the approval of the Supervisory Board- to limit or exclude the statutory pre-emptive rights**

The proposal in item 9 of the agenda to designate the Board of Management as the authorised body stems from a statutory arrangement which has been incorporated in the articles of association. The Board of Management will only exercise this authority after having obtained the approval of the Supervisory Board and only in situations where it serves the interests of the Company and its affiliates. In this respect, due account will be taken of the interests of shareholders and the views prevailing on the stock market.

## Agenda item 10:

### **Authorisation to acquire own shares**

Pursuant to Article 11 of the articles of association, the Company may acquire shares in its own capital pursuant to a resolution by the Board of Management which is subject to the approval of the Supervisory Board. The authorisation of the General Meeting of Shareholders is required in this respect. Authorisation may be granted for a maximum period of 18 months.

It is proposed to authorise the Board of Management for a period of 18 months as of the date of this General Meeting of Shareholders to acquire own shares as referred to in article 11 of the articles of association. Any such shares may be purchased on a stock exchange or otherwise up to a maximum of 10% of the issued capital at the time of purchase of the shares, and at a price between the nominal value of the shares and the maximum of 10% above the price calculated on the basis of the average of the closing prices stated in the Official List of Amsterdam Exchange for the last five trading days prior to the day of purchase for the ordinary shares. The preference shares may be purchased for a price between the nominal value and a maximum of 10% above the yield basis of such preference shares.