



**Agenda for the Extraordinary General Meeting of Shareholders of Draka Holding N.V., to be held on 22 October 2009, starting at 14.00 hours, at the offices of the Company, De Boelelaan 7, Gebouw Officia I, 1083 HJ in Amsterdam.**

1. Opening
2. Proposal to issue ordinary shares to Flint Beheer B.V., having its registered office in Amsterdam, under the exclusion of the pre-emptive rights of the shareholders (Resolution)
3. Proposal to authorise the Board of Management as the competent body authorised to resolve, subject to the approval of the Supervisory Board, to issue preference shares (Resolution)
4. Proposal to designate 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 for shares (Resolution)
5. Proposal to designate 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 (Resolution)
6. Any other business
7. Close of meeting

## **Explanatory notes to the agenda**

Item 2:

### **Proposal to issue ordinary shares to Flint Beheer B.V., having its registered office in Amsterdam, under the exclusion of the pre-emptive rights of the shareholders**

In a press release published on 1 October 2009, the Company announced its intention to raise new equity by means of an issuance of 4,057,654 new ordinary shares (9.99% of the issued capital of the Company) at a price of € 12.40 per share through an accelerated book building in combination with a private placement of 4,061,716 new ordinary shares (10% of the issued capital of the Company prior to the accelerated book building), to majority shareholder Flint Beheer B.V.

In a second press release that was published on 2 October 2009, the Company announced that the accelerated book building was completed that same day. The price of the 4,057,654 new ordinary shares amounts to € 12,40 per share.

It is proposed to the shareholders to resolve to issue 4,061,716 ordinary shares to Flint Beheer B.V. at a price of € 12.40 per share, under the exclusion of the pre-emptive rights of the shareholders.

It concerns an aggregate number of 8,119,370 new ordinary shares at a price of € 12.40 per share, corresponding with an amount of € 100.7 million.

Item 3:

### **Proposal to delegate the authority to issue preference shares**

Upon the issuance of the preference shares in the capital of the company currently outstanding, it was stipulated that the Company had the intention to offer to the holders of those preference shares the opportunity to retain at least a 5% interest in the Company, to secure their participation exemption.

In connection with the issuance of new ordinary shares it is therefore proposed that the Board of Management is authorised to issue -subject to the approval of the Supervisory Board- such number of new preference shares to the holders of the preference shares to enable such shareholders to retain a maximum interest in the Company equal to their interest prior to the issuance of new ordinary shares or at least an interest of 5% in the capital of the Company. The preference shares that will be newly issued must be paid up at par in cash.

Item 4:

### **Proposal to designate 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 for shares**

The proposal to designate the Board of Management as the competent body authorised to adopt resolutions to issue shares or to grant rights to subscribe for shares stems from a statutory arrangement which has been incorporated in the articles of association of the Company. The Board of Management has made use of its authority to issue shares as granted during the General Meeting of Shareholders of 20 April 2009 on the occasion of the accelerated book building. It is therefore proposed to designate the Board of Management again until 20 October 2010 as the competent body to adopt resolutions -subject to the approval of the Supervisory Board- to issue shares or to grant rights to subscribe for shares. The Board of Management will only exercise this authority in situations where it serves the interest 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 for shares may not exceed 10% of the issued capital at the date of issue.

This designation shall be without prejudice to the authority of the Board of Management as the competent body authorised to issue protective shares class B as decided in the General Meeting of Shareholders of 20 April 2009.

Item 5:

**Proposal to designate 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 to designate the Board of Management as the competent body authorised to adopt resolutions to limit or exclude the statutory pre-emptive rights stems from a statutory arrangement which has been incorporated in the articles of association of the Company. The Board of Management has made use of its authority to limit or exclude the statutory pre-emptive rights on the occasion of the accelerated book building. It is therefore proposed to designate the Board of Management again until 20 October 2010 as the competent body authorised to adopt resolutions -subject to the approval of the Supervisory Board- to limit or exclude the statutory pre-emptive rights. The Board of Management will only exercise this authority in situations where it serves the interest 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.