

EXTRAORDINARY GENERAL MEETING OF ORDINA N.V.

30 OCTOBER 2018

EXTRAORDINARY GENERAL MEETING OF ORDINA N.V.

Date meeting : 30 October 2018
Time : 10:00 hrs
Location : Ordina Head Office
Ringwade 1, 3439 LM Nieuwegein,
the Netherlands

AGENDA

Agenda items 1 en 3 are purely for discussion and there will be no vote on these items.

1. Opening and announcements

discussion

Supervisory Board

2. Motion to appoint Mr. J. (Johan) van Hall as a member of the Supervisory Board

vote

3. Questions & Answers

discussion

4. Close

NOTES TO THE AGENDA AND SHAREHOLDER CIRCULAR

For the Extraordinary General Meeting to be held on 30 October 2018 in Nieuwegein, and is considered to be part of the agenda

Agenda item 1

Opening and announcements

Agenda item 2

Motion to appoint Mr. J. (Johan) van Hall as a member of the Supervisory Board

At the General Meeting on 26 April 2018, Mrs. C.E. Princen was appointed as chairman of the Supervisory Board for a four-year period. However, Mrs. Princen is stepping down as chair as of 1 January 2019 due to her appointment as CEO of Nuts Groep as per that date. Mrs. Princen will remain a member of the Supervisory Board.

Based in part on Mrs. Princen's experience, the Supervisory Board drew up a tailored profile for a new candidate to fill the vacancy, taking into consideration the profile outline and composition of the Supervisory Board, also with a view to recent developments. Among other things, the Supervisory Board considers the following specific qualities and characteristics of particular importance at this time: general executive experience, and know-how and experience in the fields of innovation, operations and IT.

If the General Meeting does not avail itself of its right of recommendation pursuant to article 22, section 4 of the articles of association, the Ordina Priority Share Foundation (Stichting Prioriteit Ordina Groep) proposes, in line with article 22, section 2 of the articles of association and the profile outline, to appoint Mr. J. van Hall as a member of the Supervisory Board. The term for which Mr. van Hall will be appointed ends at the close of the General Meeting to be held in 2022.

Mr. van Hall is an experienced executive and supervisory board member and meets all other requirements outlined in the profile of the Supervisory Board and the above-mentioned specific qualities and characteristics the Supervisory Board considers particularly important at this time. Mr. van Hall does not own any shares in the company, is independent within the meaning of the Dutch Corporate Governance Code and complies with the legal regulations related to the limitation of positions.

Other particulars pursuant to article 142(3), Book 2 of the Dutch Civil Code.

<i>Name</i>	: Johan van Hall
<i>Born</i>	: 24 February 1960
<i>Other positions and supervisory board memberships</i>	: member of the advisory council of the Central Bureau of Statistics
<i>Previous position(s)</i> :	Vice-Chairman of the Executive Board of ABN Amro, also Chief Innovation & Technology Officer, member of the Executive Board of ABN Amro (2009-2018)

The Supervisory Board informs the General Meeting that if this motion is adopted the Supervisory Board will appoint Mr. J. van Hall as its chairman as of 1 January 2019.

Agenda item 3

Questions and answers

Agenda item 4

Close

INSTRUCTIONS FOR ATTENDING THE MEETING

Registration date

For the purposes of this meeting, the persons entitled to attend and cast votes will be those persons who (i) hold those rights and were recorded as such in one of the following registers, such on 2 October 2018, after processing all entries and deletions as per that date (i.e. the Registration Date), and (ii) were registered as described below.

Registration and application

The administrative systems and records of intermediaries have been designated as (sub) registers for shareholders, in accordance with the Dutch Securities Book-Entry Transfer Act, identifying which persons are entitled to hold said shares on the Registration Date.

Shareholders who wish to attend the meeting in person or through a proxy may register by writing to ING Bank N.V. (Foppingadreef 7, location code TRC 02.039, 1102 BD, Amsterdam, the Netherlands, e-mail address: iss.pas@ing.nl), such via their intermediary, such from the Registration Date and no later than 17:00 hrs on 26 October 2018. Intermediaries should submit an electronic statement to ING Bank N.V. no later than 17:00 hrs on 26 October 2018, stating the number of shares held by the shareholder in question on the Registration Date and being submitted for registration. Intermediaries are also requested to supply full address details for each specific shareholder in order to facilitate an efficient check of the shareholder's claim to shares on the Registration Date. Said holders of shares will receive a receipt from their intermediary that will serve as admission certificate for the Meeting. Registered shareholders who wish to attend the meeting in person or via representation, may register with Ordina per e-mail to: Hilde.Mulder@ordina.nl, no later than 26 October 2018.

Representation and voting instructions

Notwithstanding the above requirements for registration, shareholders who wish to be represented at the meeting by a third party or Hilde Mulder, Ordina's company secretary, upon decision of the shareholder in question, should submit their proxy in writing no later than 17:00 hrs on 26 October 2018, to Ordina, PO Box 7101, 3430 JC Nieuwegein, the Netherlands, or e-mail to hilde.mulder@ordina.nl. A proxy and voting instruction form can be obtained free of charge from Ordina's offices or downloaded from Ordina's website: www.ordina.nl.

Written questions and information

From now until 26 October 2018, 17:00 hrs, shareholders are entitled to submit written questions regarding the agenda items. The questions may be dealt with and discussed during the meeting individually or grouped together. Please send any questions or requests for information to Ordina via PO Box 7101, 3430 JC Nieuwegein, the Netherlands, phone: +31 (0)30 663 7003, or e-mail to: Hilde.Mulder@ordina.nl.

