



ENVIPCO HOLDING N.V.
Arnhemseweg 10, 3817 CH AMERSFOORT, THE NETHERLANDS

**NOTICE OF GENERAL MEETING OF SHAREHOLDERS OF ENVIPCO HOLDING N.V.
(THE “COMPANY”).**

The management board of the Company hereby invites its shareholders to attend by Proxy a general meeting of shareholders of the Company (the “GMS”) to be held on 29 June 2020 at 14:00 hours (CET) at the Company’s offices at Arnhemseweg 10, 3817 CH Amersfoort, The Netherlands. Due to the current ongoing situation with COVID-19, the Company encourages its shareholders not to attend in person.

The agenda for the GMS is as follows:

1. Opening and registration of Proxies
2. Annual accounts 2019
 - a. Presentation annual accounts 2019
 - b. Adoption of annual accounts 2019 (*resolution*)
3. Adoption of Remuneration report of the management board as published in the 2019 annual report (*resolution*)
4. Discharge of the members of the management board of the Company for 2019 (*resolution*)
5. Proposal to appoint directors and reelection of the management board (*resolution*)
6. Appointment of auditor of the Company for the financial year 2020 (*resolution*)
7. Any other businesses, announcements, questions, etcetera
8. Closing of the meeting

Shareholder's Rights, Participations and Voting

As of the date of this notice of the General Meeting of the Shareholders of Envipco Holding N.V. to be held on 29 June 2020, the Company has 4,097,607 issued and outstanding shares. The Company By-Laws do not have any restrictions on voting rights, each share having the right for one vote at this meeting. Voting rights may not be used for shares held by the Company itself or its subsidiaries or other shares deemed to be treasury shares.

Unless Dutch law provides otherwise and with due observance of Article 12 of the Articles of Association of the Company, all resolutions shall be passed by a majority of 75% of the votes cast.

Under the current ongoing situation with COVID-19, the shareholders are invited to attend the GMS by proxy.

Shareholders can register for the GMS from Tuesday June 2, 2020 up to and including Monday June 22, 2020 before 17:00 CET as follows. Shareholders can register via www.abnamro.com/shareholder or via the intermediary where their shares are administered.

The intermediaries must provide ABN AMRO no later than Tuesday June 23, 2020 at 11:00 CET with an electronic statement that includes the number of shares held by the relevant Shareholder on the Record Date being June 1, 2020 and the number of shares which have been applied for registration. Upon registration, ABN AMRO will issue a registration certificate for each Shareholder via the relevant intermediaries.

Holders of registered shares that have not been represented in book-entry form who are entitled to take part in and to vote at the GMS by proxy must notify the management board of this in writing. The notification must be received by the management board by no later than 22 June 2020. Please send your attendance by Proxy confirmation to rajc@envipco.com.

The agenda of the GMS, the explanatory notes thereto, the annual accounts 2019, and the explanation thereto are available at the office of the Company and on the website of the Company and can be obtained free of charge.

Due to the current ongoing situation with COVID-19, the Company encourages its shareholders not to attend in person. The Company offers all registered shareholders the opportunity to submit questions in relation to the agenda of this GMS to rajc@envipco.com by June 22, 2020 at 17:00 CET. The Company intends to provide direct responses, as appropriate, after the conclusion of the GMS.

Proxy and Instruction to Vote

A shareholder who chooses to have himself represented at the meeting may give a proxy/ voting instructions electronically to Mr. Dick Stalenhoef, Vice Chairman of the Board of Directors. Shareholders can do so via www.abnamro.com/shareholder or per physical form as per enclosed document "PROXY." For the granting of a proxy, shareholders are required to use a form, which can be obtained via email at rajc@envipco.com or from the Company (T: +31 (0)33 285 1773) and can also be downloaded from the Company's website (www.envipco.com – General Meeting of Shareholders). The completed form, duly completed by the shareholder, must be received by 22 June 2020.

Envipco Holding N.V.

The Board of Directors, Amersfoort, 15 May 2020

Envipco Holding N.V., Arnhemseweg 10, 3817 CH Amersfoort, The Netherlands.
T: +31.(0)33.285.1773 Email – rajc@envipco.com www.envipco.com

EXPLANATORY NOTES TO THE AGENDA
of the Annual General Meeting of Shareholders of Envipco Holding N.V.
to be held on June 29, 2020

The following agenda items will be put to a vote at the GMS: 2b through 6. The definitions used in the notice and agenda are also used in these explanatory notes.

2. Annual accounts 2019

- b. Adoption of annual accounts and annual report for the 2019 financial year for the Company and the Group.

It is proposed to adopt the annual accounts and annual report for 2019 of the Company and the group which is available at the website of the Company.

In accordance with article 15.4 of the Company's Articles of Association, €1,883,000 of the loss for the 2019 financial year will be charged to the Company's retained earnings.

3. Remuneration Report

It is proposed to approve the Remuneration report as included in the 2019 Annual Report, which is available on the Company's website.

4. Discharge of the members of the management board for the management in the financial year 2019.

It is proposed to grant discharge to the members of the management board for the financial year 2019.

5. Proposal to appoint directors and re-election of the management board

All current Non-Executive members of the Board of Management offer themselves for re-election for a period of one year. The Executive Director, Mr. Gregory Garvey is proposed to be re-elected as a Non-Executive director for a one year term ending on 30 June 2021. Mr. Simon Bolton is proposed to be elected as Executive Director and Mr. Maurice Bouri is proposed to be elected as Non-Executive Director for a term of one year. The proposal is to have the following persons appointed/re-elected for a term of one year ending on 30 June 2021:

- a. **Simon Bolton** as Executive Director, 48

A citizen of the United Kingdom, who joined Envipco in February 2020 as CEO. Prior to joining Envipco, he was CEO International of Waterlogic, a UK company with a global reach, 2500 employees and USD 350 million revenue. He previously held senior management positions at General Electric, Invensys and other industrial/technology companies. Mr. Bolton holds an MBA degree from IMD Lausanne, a MSc degree in Engineering Business Management from Warwick University (UK) and a BEng degree from Imperial College London.

- b. **Christian Crepet** as Non-Executive Director, 66
A citizen of France, is the former Managing Director of Sorepla Industrie S.A; a plastics recycling company. He held this position from 2002 until 2016. Mr. Crepet is currently the Executive Director of the Board of Petcore. He is also a co-founder and member of EPBP (European PET Bottle Platform) and was formerly Vice President of PRE (Plastics Recyclers Europe). Mr. Crepet is the holder of a degree in law and executive MBA from Haute Etude Commerciales, Paris, France.
- c. **Gregory Garvey** as Non-Executive Director, 64
A citizen of the United States of America, is currently the Chairman of Virtual Hold Technology LLC, a privately held software company based in Florida, USA. He has served as Vice Chairman of Tomra Systems ASA and CEO and President of Tomra North America Inc. He also formerly served on the Board of Wise Metals Group LLC and was previously Vice Chairman of Tandberg ASA, a publicly traded video conferencing company based in Norway. In both companies, Mr. Garvey has been a principal investor. Mr. Garvey is a graduate of the University of New Haven, holding a BS in Financial Accounting and is also a Certified Public Accountant.
- d. **Alexandre Bouri** as Non-Executive Director, 83
A citizen of Greece and Lebanon is the Chairman of the boards of Seament International Sal and Seabulk S.A., within a much-diversified conglomerate including the world's largest independent cement handling and shipping company doing business under "Seament" and "Seabulk" trade names. He is the Chairman of the boards of Seament Net Sal Offshore, B F 737 Sal, Al Ikar Sal, Universal Bulk Holding Sal, Bouri Trading Sal, Al Kharoubi Sal, Al Moutell Al Ikariat Sal, Medorient Holding Sal, Southern Sal and Al Ziraieh Sal. In addition, Mr. Bouri is a member of the board of directors of Seament Holding Sal, Seament Int'l Sal (Offshore), Sleimanieh Sal, Seament Albania SHPK, Elbassan Cement Factory SHPK and United Quarries SHPK. Mr. Bouri is also the principal owner of several companies. Mr. Bouri is the holder of a BSC from the American University in Beirut.
- e. **Dick Stalenhoef** as Non-Executive Director, 74
A citizen of the Netherlands, is an independent consultant and director and principal shareholder of Stahold B.V. He previously served as Vice Chairman of the Board of Delta Lloyd Bank, Amsterdam, Chief Executive Officer of Smeets Securities N.V. in Antwerp, Belgium and Managing Director of Chase Manhattan Bank, Amsterdam. Mr. Stalenhoef is the holder of a Civil Law degree from the University of Tilburg. Mr. Stalenhoef was director of Milders, Heijboer & Stalenhoef B.V.
- f. **David D'Addario** as Non-Executive Director, 58
A citizen of the United States of America, is currently the Chairman and Chief Executive Officer of New Day Aluminum Holdings. He formerly served as Chairman and CEO of Wise Metals Group, also known as Wise Alloys, North America's third largest producer of aluminum sheet for beverage and food cans. He also serves as

Chairman and CEO of D’Addario Industries, a privately held diversified group involved in several industries. Mr. D’Addario holds a B.A. degree from Yale University. Mr. D’Addario is a member of the following boards of directors: The Aluminum Association, Inc., Barnum Festival Foundation, Bridgeport Hospital, Bridgeport Regional Business Council, The School for Ethical Education, and the University of Bridgeport.

g. **Guy Lefebvre** as Non-Executive Director, 75

A citizen of Belgium, is a partner of a law firm with office in France and previously was also partner of a law firm in Brussels. He is the holder of a doctorate in law from the Université Libre de Bruxelles, Belgium, and a graduate of the Institute d’Etudes Europeennes de Bruxells, Belgium.

h. **Maurice Bouri** as Non-Executive Director, 42

A citizen of The United Kingdom, is the former President of Societe des Huiles et Dérives (SHD), a grain derivatives manufacturing and commodities trading company. He held this position from 2012 until 2019. Mr. Bouri is currently Executive Director of SHD, and was formerly Director of Sales and Marketing for the Balkan Region for Fushe Kruja Cement, a cementitious products manufacturing company. Mr. Bouri is the holder of a dual degree in Industrial Psychology and Marketing from the University of Buckingham, England.

6. Appointment of KPMG Accountants N.V. as auditor for the financial year 2020

It is proposed to appoint KPMG Accountants N.V. as auditor of the Company for the financial year 2020.

The Directors’ interests in the share capital of the Group are shown below at 30 April 2020:

	Number of Shares	Percentage
Alexandre Bouri	2,168,068	52.91%
Gregory Garvey	521,513	12.73%
Christian Crepet	7,012	0.17%
David D’Addario	80,451	1.96%
TJM Stalenhoef	600	0.01%



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Arnhemseweg 10, 3817 CH AMERSFOORT, THE NETHERLANDS

GENERAL MEETING OF SHAREHOLDERS OF ENVIPCO HOLDING N.V.
(THE “COMPANY”).

Proxy / Voting Instruction

The undersigned:

_____, a company / private person residing at _____,
acting in its / his capacity as holder of _____ Shares in Envipco Holding N.V., having its
address at Arnhemseweg 10, 3817 CH Amersfoort, The Netherlands (the “Company”).

Hereby grants full proxy and power of attorney to:

- Dick Stalenhoef, Vice Chairman of the Board of Directors

Each member of the Management Board of the Company to represent the undersigned, with the right of substitution, in the Annual General Meeting of Shareholders of the Company, which will be held at the Company’s offices at Arnhemseweg 10, 3817 CH Amersfoort, The Netherlands, on 29 June 2020 at 14:00 hours (CET) and vote on behalf of the undersigned in any and all matters that will be proposed to the shareholders of the Company, with all powers which the undersigned would possess and would be able to execute if personally present at said meeting, and to resolve on any and all matters which the proxy holder may deem necessary and appropriate, subject to and in accordance with the instructions below.

Direction of vote on the following matters:	In favour	Against	Abstain
1. Adoption annual accounts 2019 (agenda item 2b)	[]	[]	[]
2. Adoption Remuneration report as published in the 2019 Annual Report (agenda item 3)	[]	[]	[]

	In favour	Against	Abstain
3. Discharge members of the Management Board for the financial year 2019 (agenda item 4)	[]	[]	[]
4. Proposal appoint directors and reelection of the management board (agenda item 5)	[]	[]	[]
5. Appointment auditor of the Company for 2020 (agenda item 6)	[]	[]	[]

Signed in: _____ on: _____ 2020

By: _____ Title: _____