



## AMTELVREDESTEIN

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### **NOTICE OF CONVENING THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2007 OF THE LIMITED LIABILITY COMPANY: AMTELVREDESTEIN N.V., WITH ITS STATUTORY SEAT IN ENSCHEDE (THE "COMPANY")**

To be held on the 30<sup>th</sup> day of June 2007 at 11 a.m. at Sheraton Amsterdam Airport Hotel & Conference Center, Schiphol Boulevard 101, 1118 BG Amsterdam.

The abbreviated agenda of the meeting is as follows:

1. Opening of the meeting by the Chairman.
2. Report of the Supervisory Board and the Executive Board for the year 2006.
3. Financial statements 2006.
  - a. Adoption of the financial statements 2006 (approval extension period for drawing-up).
  - b. Policy on allocation of profits and on dividend.
  - c. Discharge of the Executive Board.
  - d. Discharge of the Supervisory Board.
4. Appointment of the auditor.
5. Adoption of remuneration policy regarding the Executive Board.
6. Adoption of remuneration of Members of the Supervisory Board.
7. Composition of the Executive Board.
  - a. Resignation of Members of the Executive Board.
  - b. Nominations for appointments and appointments to the Executive Board.
8. Composition of the Supervisory Board.
  - a. Resignation of Member of the Supervisory Board.
  - b. Nomination for appointment and appointment to the Supervisory Board.
9. Authorisation of the Executive Board to acquire (depository receipts of) shares in the capital of the Company.
10. Questions before closure of the meeting.
11. Closing.

The full agenda of the annual general meeting of shareholders, together with the related notes (including the information regarding the nominated members of the Executive Board as referred to in article 14.3 of the articles of association and the nominated member of the Supervisory Board as referred to in 20.3 of the articles of association), the annual report and the annual accounts and the information to be added under article 2:392, paragraph 1, of the Dutch Civil Code, may be obtained without costs by the persons entitled to attend the meeting at the offices of the Company, 7547 RD Enschede, Ir E.I.C. Schiffstraat 370 (for further information see the end of this notice). The documents can also be downloaded from the Company's



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website: [www.amtel-vredestein.com](http://www.amtel-vredestein.com) ("For investors" and can also be requested by e-mail: [investors@amteltyre.com](mailto:investors@amteltyre.com)).

### **Instructions relating to attending the meeting**

#### *Record date*

The Executive Board of the Company has determined that persons wishing to attend the meeting must be recorded in one of the registers designated by the Executive Board on the 23<sup>rd</sup> day of June 2007 (the record date) following the processing of all additions and withdrawals as at that date, and must also be registered in the manner set out below.

### **Holders of shares not admitted to the securities giro**

#### *Register*

For holders, usufructuaries and pledgees of shares that are not admitted to the securities giro in accordance with the Securities Giro Act (*Wet giraal effectenverkeer*), the designated register will be the register of shareholders of the Company, which shows the shareholders, usufructuaries and pledgees on the record date.

#### *Registration for the meeting*

Holders of shares not admitted to the securities giro with voting rights, holders of shares not admitted to the securities giro without voting rights due to a right of usufruct or a right of pledge and usufructuaries and pledgees with voting rights, have to notify the Executive Board in writing if they want to attend the meeting. This written notification has to be received by the Executive Board no later than the 23<sup>rd</sup> day of June 2007.

### **Holders of shares and/or depository receipts admitted to the securities giro**

#### *Register*

For holders, usufructuaries and pledgees of shares and/or depository receipts that are admitted to the securities giro in accordance with the Securities Giro Act, the designated register and subregisters will be the records of the member institutions of Netherlands Central Securities Depository (Nederlands Centraal Instituut voor Giraal Effectenverkeer B.V./"Necigef") certifying the holders, usufructuaries and pledgees of shares and/or depository receipts on the record date.

#### *Registration for the meeting*

Holders, usufructuaries and pledgees of shares admitted to the securities giro with voting rights, holders of shares admitted to the securities giro without voting rights due to a right of usufruct or a right of pledge and holders of depository receipts admitted to the securities giro, have to notify the Executive Board in writing if they want to attend the meeting. This written notification has to be received by the Executive Board no later than the 23<sup>rd</sup> day of June 2007. The Necigef member institutions have to issue by no later than the 24<sup>th</sup> day of June 2007 with the Executive Board a statement with the number of shares and/or depository receipts that are held by the relevant holder or, as the case may be, to which he holds a right



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of usufruct or a right of pledge at the record date and are being registered for the meeting for that holder, usufructuary or pledgee.

At the request of the relevant holder, usufructuary or pledgee the relevant Necigef member institution will provide the holder, usufructuary or pledgee with a statement of the number of shares and/or depository receipts registered for the meeting on his behalf.

### **Admission to the meeting with valid identification only**

No separate receipt of registration will be issued for the meeting.

The persons entitled to attend the meeting, or if not personally attending the meeting the proxy holders, are requested to present an identification to the reception desk at the meeting entrance. Access to the meeting is permitted after verification of the personal identification with the information received by the Executive Board.

### **Proxies**

The rights to attend, speak at and/or vote at the meeting may be exercised by a representative authorized in writing, provided that the power of attorney has been received by the Executive Board no later than the 24<sup>th</sup> day of June 2007. A proxy form can be obtained at the offices of the Company or downloaded from the Company's website ([www.amtel-vredestein.com](http://www.amtel-vredestein.com)). The form must be completed by the holder, usufructuary or pledgee.

Enschede, the 15<sup>th</sup> day of June 2007  
Amtel-Vredestein N.V.  
The Executive Board