

XEIKON N.V.

INVITATION TO ATTEND THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Shareholders and other persons holding meeting rights are hereby invited to attend the extraordinary general meeting of shareholders (**Meeting**) of Xeikon N.V., having its official seat in Sluis, the Netherlands (the **Company**), which Meeting will be held on 17 September 2013 at 9.00 hours (AM) CET, at Brieversstraat 70, 4529 GZ Eede, the Netherlands.

AGENDA

The agenda for the Meeting will be as follows:

Opening

1. Amendment of the articles of association of the Company*
2. Authorisation of the management board of the Company to repurchase own shares*
3. Resignation and discharge of members of the supervisory board of the Company*
4. Appointment of members of the supervisory board of the Company*

Close

The items marked with an * will be voting items.

Further information regarding this Meeting can be found on www.xeikon.com.

EXPLANATORY NOTES TO THE AGENDA

1. In view of the transaction with Punch International NV, being the majority shareholder of the Company (**Punch**), it is proposed to the general meeting of shareholders of the Company (the **General Meeting**) to amend the articles of association of the Company (the **Articles of Association**), subject to fulfilment of the condition precedent (*opschortende voorwaarde*) of the transfer of all shares in the capital of the Company held by Punch to XBC B.V. becoming in full force and effect (the **Condition Precedent**), such in accordance with the proposal to amend the articles of association as drawn up by Allen & Overy LLP.

The proposal to amend the articles of association, in which the amendments have been set forth ad verbatim, as well as explanatory notes thereto, have been made available, free of charge, to shareholders and other persons holding meeting rights at the offices of the Company and at the Company's website, until the end of this Meeting.

The proposal further entails the proposal to authorise each member of the management board of the Company (the **Management Board**) and each (deputy) civil law notary, paralegal and notarial employee of Allen & Overy LLP, to execute the deed of amendment of the articles of association.

2. In addition to the authorisation to repurchase own shares that has been granted to the Management Board at the annual general meeting of shareholders held on 28 May 2013 and subject to fulfilment of the Condition Precedent, it is proposed to the General Meeting to authorise the Management Board to repurchase own shares up to a maximum of 28.6% of the issued capital of the Company for a purchase price of EUR 5.85 per share, which is equal to the price per share that will be paid by

XBC B.V. to Punch, with due observance of the applicable laws and for a period between the date on which the Condition Precedent will have been fulfilled and the date of the launch of the mandatory offer.

The Company aims to repurchase 4,922,906 - 8,205,844 own shares in its capital which corresponds to 17.2% - 28.6% of the issued capital of the Company. However, the repurchase will also take place if less than 17.2% of the issued capital is tendered.

It is envisaged, that the repurchase of own shares will take place outside of the stock exchange via a book building process. In this book building process, the free float shareholders will be given preference over XBC B.V., subject to XBC B.V.'s right to tender 1,504,103 shares (5.2%) in the repurchase. The offers of the free float shareholders will, to the extent practically possible, be accepted on a pro rata basis.

If and to the extent the free float shareholders tender less than 3,948,888 shares (13.8%), XBC B.V. will have the right to tender at least the difference.

If the Condition Precedent has been fulfilled, the repurchase will be followed by a mandatory bid at a price of EUR 5.85 per share as further described in the press release issued by Bencis, Punch and Gimv on 18 July 2013.

The repurchase will be financed with external financing available at that date and part of the cash proceeds from the envisaged disentanglement transactions (after reimbursement of the existing bankers consortium) as described in the aforementioned press release.

The free float shareholders and XBC B.V. will be able to tender their shares (through admitted institutions) to a settlement agent during a period of at least ten business days. Settlement is expected to take place three business days after the aforementioned period.

For the avoidance of doubt, this additional authorisation does not replace nor affect the granted authorisation which will remain in place and ends on 28 November 2014.

3. Subject to fulfilment of the Condition Precedent, Mr. Vanhoutte and Mr. Cok will resign as members of the supervisory board of the Company (the **Supervisory Board**).

It is proposed to the General Meeting to discharge Mr. Vanhoutte and Mr. Cok from all liability with respect to their duties and obligations performed and incurred in their capacity as Supervisory Board members, in as far as such duties and obligations appear from the most recently adopted annual accounts of the Company or as otherwise been made available in the public domain.

4. The resignation of the Supervisory Board members mentioned under agenda item 3 will create at least two vacancies in the Supervisory Board as per fulfilment of the Condition Precedent. The Supervisory Board has made a non-binding nomination consisting of the following persons to be appointed as Supervisory Board members, each for a period of four years, subject to fulfilment of the Condition Precedent, such in accordance with article 14 paragraph 4 of the Articles of Association:

- (i) Mr. Van Gessel;
- (ii) Mr. Graulich; and
- (iii) Mr. Van de Voorde.

Subject to fulfilment of the Condition Precedent, it is proposed to the General Meeting to appoint Mr. Van Gessel, Mr. Graulich and Mr. Van de Voorde as Supervisory Board members, each for a period of four years.

For the avoidance of doubt, these appointments will still mean that the Company deviates from best practice provision III.2.1 of the Dutch Corporate Governance Code, which deviation was previously approved by the General Meeting.

The number of members of the Supervisory Board will, upon the appointments being effective, be set at four, which is determined by the Management Board and approved by the Supervisory Board, such in accordance with article 14 paragraph 2 of the Articles of Association.

The particulars of Mr. Van Gessel, Mr. Graulich and Mr. Van de Voorde and a further explanation regarding their respective experience and present and former positions are attached to these explanatory notes to the agenda (Annex).

Close.

Meeting documents

The agenda with the explanatory notes thereto including the other related documents will be available for inspection during office hours as of today until after the Meeting at the offices of the Company at Brieversstraat 10, 4529 GZ Eede, the Netherlands. The documents can also be requested by email free of charge at: corporate.broking@nl.abnamro.com or via the website of the Company (www.xeikon.com).

Record date

The record date for this Meeting is 20 August 2013 (the **Record Date**). Holders of voting and/or meeting rights are those who as per the Record Date, after updating the records that day, hold these rights according to the administration of the intermediaries within the meaning of the Dutch Securities Giro Transaction Act (*Wet giraal effectenverkeer*) or the shareholder's register of the Company.

Registration to vote

Holders of shares that are deposited with an intermediary within the meaning of the Dutch Securities Giro Transaction Act, that wish to attend the Meeting in person or by proxy can register themselves via www.abnamro.com/evoting or via their intermediary as of the Record Date until 12 September 2013, 11:00 hours (AM) CET at the latest. From the intermediary they will receive a receipt of registration which will serve as admission ticket to the Meeting. The foregoing applies mutatis mutandis to holders of a right of pledge or usufruct that hold the voting and/or meeting rights of deposit shares.

Shareholders and other persons holding voting and/or meeting rights that are registered in the shareholder's register of the Company and want to attend the Meeting, will need to inform the Management Board by no later than 10 September 2013, 11:00 hours (AM) CET.

Voting by proxy

The right to attend and to vote at the Meeting may be exercised by a holder of a written proxy. This written proxy must be received by the Management Board by no later than 16 September 2013, 17:30 hours CET and can also be sent electronically.

Identification

Holders of voting and/or meeting rights may be requested to identify themselves before admission to the Meeting and are therefore requested to bring a valid identity document.

Eede, 6 August 2013.

The Management Board
The Supervisory Board

ANNEX

Mr. Van Gessel

- age: 44 (28/04/1969)
- profession: Private Equity Managing Partner
- number of shares held in the share capital of the Company and the aggregate amount of such shares: nil
- position he holds or has held: N/a
- names of the legal entities of which he is already a supervisory board member: TE Holding, BJJI, AXA Stenman Group, VDR Holding, Curaeos
- reason for nomination: Representing the investor Bencis (Bencis Buyout Fund IV)

Curriculum vitae

Mr. Van Gessel, together with Mr. Pit, founded Bencis in 1999. He has 18 years of experience in private equity and corporate finance. Previously Mr. Van Gessel was a Senior Executive at MeesPierson Corporate Finance in Amsterdam, specializing in private equity and equity structured products. On behalf of MeesPierson he worked with MeesPierson Inc. in New York. Before joining MeesPierson, he worked with Goldman Sachs in London in mortgage backed securitization trading and sales. He has an MSc degree in Economics from University of Amsterdam

Mr. Graulich

- age: 48 (04/07/1965)
- profession: Private Equity Partner
- number of shares held in the share capital of the Company and the aggregate amount of such shares: nil
- position he holds or has held: N/a
- names of the legal entities of which he is already a supervisory board member: Verelst, Winsol, Infrahold, Lotus Bakeries, Omega Pharma
- reason for nomination: Representing the investor Bencis (Bencis Buyout Fund IV)

Curriculum vitae

Mr. Graulich joined Bencis in 2003 as a Partner in the Belgian office. Previously, he was a partner with Ernst & Young where he was responsible for the Belgian Corporate Finance division and was involved in many M&A deals in Belgium. Before joining Ernst & Young, Mr. Graulich was a co-head of Investment Banking at Artesia Bank where he was responsible for IPO's/SPO's, private placements and M&A advisory services in one of the leading Belgian investment banks. Prior to that, he was a supervisor in the tax department of Price Waterhouse in Belgium, leading many assignments on tax restructuring programmes. He holds a degree in Law, Management, and Finance (University of Leuven), and a degree in Tax Sciences.

Mr. Van de Voorde:

- age: 42 (17/01/1971)
- profession: Private Equity Partner
- number of shares held in the share capital of the Company and the aggregate amount of such shares:
nil
- position he holds or has held: N/a
- names of the legal entities of which he is already a supervisory board member: Vandemoortele, Trustteam, Luciad, Grandeco Wallfashion Group Belgium, Impression and Eden Chocolates Holding
- reason for nomination: Representing the investor Gimv

Curriculum vitae

Mr. Van de Voorde has the degree of Commercial Engineer of the University of Leuven and a MBA of the University of Chicago. He joined Gimv in 2007.