

*This is a joint press release by Koninklijke Ten Cate N.V. ("**TenCate**" or the "**Company**") and Tennessee Acquisition B.V. (the "**Offeror**"), pursuant to the provisions of Section 4 paragraph 1 of the Netherlands Decree on Public Takeover Bids (Besluit openbare biedingen Wft, (the "**Takeover Decree**") in connection with the recommended public offer for all the issued ordinary shares in the capital of TenCate (the "**Shares**"). This announcement does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities in TenCate. The Offer is made solely pursuant to the offer memorandum, dated October 20, 2015 (the "**Offer Memorandum**"), approved by the Netherlands Authority for the Financial Markets (Autoriteit Financiële Markten). This announcement is not for release, publication or distribution, in whole or in part, in or into, directly or indirectly, Canada and the United States. Capitalised terms used but not defined herein have the meaning ascribed thereto in the Offer Memorandum.*

JOINT PRESS RELEASE

Almelo/Utrecht, 8 December 2015

CONDITIONAL APPOINTMENT OF OFFEROR NOMINEES TO TENCATE SUPERVISORY BOARD

On Monday, 7 December 2015, the extraordinary general meeting of shareholders of TenCate ("EGM") approved the proposed appointment of Mr. E.J. Westerink, Mr. J.H.L. Albers and Mr. B.T. Molenaar as members of the Supervisory Board of TenCate. These appointments are conditional on, and take effect upon, Settlement of the Offer.

Mr. E.J. Westerink, Mr. J.H.L. Albers and Mr. B.T. Molenaar have been nominated by Tennessee Acquisition B.V. as Offeror. Accordingly, with reference to the Offer Condition described under paragraph 3.9 under (I) of the Offer Memorandum, the Offeror hereby announces that the adoption of the Appointment Resolution as a condition to the Offer is now satisfied. As announced on Monday, 7 December 2015, the Discharge Resolution was waived by the Offeror following removal by the Boards of item 4 (Conditional discharge members of the Executive Board) and item 5 (Conditional discharge members of the Supervisory Board) from the agenda of the EGM.

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About TenCate

TenCate is a multinational company which combines materials technology and chemical processes in the development and production of functional materials with distinctive characteristics. TenCate products are developed, manufactured and sold around the world. Systems and materials from TenCate come in four areas of application: safety & protection, space & aerospace; infrastructure & environment; sports & recreation. TenCate occupies leading positions in protective fabrics, composites for space and aerospace, antiballistics, geosynthetics and synthetic turf. For more information, visit www.tencate.com.

About Gilde

With offices in the Benelux and DACH region, Gilde Buy Out Partners is a leading European private equity investor in mid-market transactions. Founded in 1982, Gilde has been supporting management teams in over 100 buy out transactions. Gilde manages funds in excess of €2 billion and has a controlling interest in companies such as CID Lines, Roompot, Axa Stenman, Comcave, Spandex, Riri, Teleplan, Powerlines and HG. For more information, visit www.gilde.com.

About Parcom Capital

Parcom Capital is a leading mid-market private equity firm in the Benelux with a mid- to long-term investment horizon focused on distinctive value creation strategies. It was founded in 1982 as one of the first buy-out and expansion capital providers in the Dutch market. Over the past 30 years, Parcom Capital invested directly in more than 75 (international) companies, was involved in numerous add-ons and helped multiple management teams in realizing their growth ambitions. For more information visit www.parcomcapital.com

About ABN Amro Participaties

ABN AMRO Participaties ("AAPart") is the private equity firm of ABN AMRO Group, and invests in profitable companies in the Netherlands. AAPart has a mid- to long-term investment horizon, and supports entrepreneurial management teams in realising their growth ambitions. Over the past 30 years, AAPart has invested in more than 100 companies in various industries, helping them to grow organically as well as through add-on acquisitions. For more information, visit www.abnamroparticipaties.nl

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