

Vianen, 17 February 2016

Invitation (including explanatory notes) to attend an Extraordinary General Shareholders Meeting

NedSense enterprises n.v. ("**NedSense**") invites her Shareholders for the Extraordinary General Shareholders Meeting, to be held on April 6 2016, at 10.00am (CET) at Hotel Mitland, Ariënslaan 1, 3573 PT, Utrecht.

Agenda

1. Opening
2. Proposal to appoint the envisaged new Board of Directors (voting item)
3. Proposal to appoint the envisaged new Supervisor Board Members (voting item)
4. Granting discharge to members of the Board of Directors for the fulfillment of their duties (voting item)
5. Granting discharge to members of the Supervisory Board for the fulfillment of their duties (voting item)
6. Proposal to adopt the Board of Directors Remuneration (voting item)
7. Proposal to adopt the Supervisory Board Remuneration (voting item)
8. Any other business
9. Closure

The full agenda with the explanatory notes thereto are available free of charge on the internet at www.nedsense.com and can also be obtained by contacting ABN AMRO Bank N.V. ("**ABN AMRO**"), Corporate Broking HQ 7050, Gustav Mahlerlaan 10, 1082 PP Amsterdam, The Netherlands, by e-mail: corporate.broking@nl.abnamro.com or phone: 020-344 2000.

Record Date

The Board of Directors has determined that for this meeting, the persons who will be considered as entitled to attend the general meeting, are those holders of ordinary shares who (i) on 9 March 2016, after close of trading on Euronext Amsterdam (the "Record Date") hold those rights and are registered as such in the administrations of the banks and brokers which are intermediaries according to the Dutch Securities Giro Transaction Act ("**Wet Giraal Effectenverkeer**"); and (ii) are submitted in the way as mentioned below.

A holder of deposit shares or their proxy holders who wishes to attend the meeting must register with ABN AMRO via www.abnamro.com/evoting or register via the intermediary in whose administration their shares are registered at the Record Date by no later than 29 March 2016, 17:30 hours (CET). The intermediary must submit to ABN AMRO no later than 30 March 2016, 11:00 hours (CET), a statement via www.abnamro.com/evoting including the number of deposit shares notified for registration and held by that shareholder at the Record Date. With this statement, intermediaries are furthermore requested to include the full address details of the relevant holder in order to be able to verify the shareholding on the Record Date in an efficient manner. The proof of registration supplied by ABN AMRO will serve as admission ticket to the meeting.

Voting by proxy

Shareholders can grant the right to attend and to vote at the meeting to NedSense via a written or electronic proxy. The proxy can be granted with or without voting instruction. The proxy has to be received by NedSense no later than 30 March 2016, at 11:00 hours (CET). Electronic proxy and voting instructions can be granted via www.abnamro.com/evoting.

Persons entitled to attend the meeting may be asked for identification prior to being admitted by means of a valid identity document, such as a passport or driver's license.

Vianen, The Netherlands, 17 February 2016
The Board of Directors

* * *

For further information, please contact:

Pieter Aarts
Telephone: +31(0)6 52000431

About NedSense enterprises n.v.

NedSense is listed on Euronext Amsterdam [NEDSE]. More information is available on www.nedsense.com.

Explanatory notes to the Agenda

Item 2 (voting item)

It is proposed to the Extraordinary General Meeting to appoint Peter Paul de Vries as the new member of the Board of Directors, whereby it is envisaged that he shall be the Chairman of the Board of Directors. Please see Annex I for information in respect of Peter Paul de Vries as required under article 142 (3) of Book 2 of the Dutch Civil Code.

Item 3 (voting item)

It is proposed to the Extraordinary General Meeting to appoint Gerben Hettinga and Derek van Dam as the new members of the Supervisory Board, whereby it is envisaged that Gerben Hettinga shall be the Chairman of the Supervisory Board. Please see Annex II for information in respect of Gerben Hettinga and Derek van Dam as required under article 142 (3) of Book 2 of the Dutch Civil Code.

Item 4 (voting item)

It is proposed to the Extraordinary General Meeting to grant each member of the Board of Directors full discharge (decharge) from liability for the fulfillment of his duties during 2015 and the period between 1 January 2016 and the day of completion of the sale of the Loft business. Under Dutch law the discharge only covers the fulfillment of the duties of each member of the Board of Directors to the extent that such fulfillment is apparent or has been otherwise disclosed to the General Meeting before the resolution is adopted.

Item 5 (voting item)

It is proposed to the Extraordinary General Meeting to grant each member of the Supervisory Board full discharge (decharge) from liability for the fulfillment of his duties during 2015 and the period between 1 January 2016 and 6 April 2016. Under Dutch law the discharge only covers the fulfillment of the duties of each member of the Board of Directors to the extent that such fulfillment is apparent or has been otherwise disclosed to the General Meeting before the resolution is adopted.

Item 6 (voting item)

It is proposed to the Extraordinary General Meeting to adopt the remuneration for Peter Paul de Vries as follows:

Peter Paul de Vries; in his capacity as Chairman of the Board of Directors, receives a remuneration package, including an annual fee of EUR 15.000.- and disbursements of out-of-pocket expenses.

Item 7 (voting item)

It is proposed to the Extraordinary General Meeting to adopt the remuneration for each of Gerben Hettinga and Derek van Dam as follows:

Gerben Hettinga; in his capacity as Chairman of the Supervisory Board, receives a remuneration package, including an annual fee of EUR 12.000.- and disbursements of out-of-pocket expenses, consistent with past practice of the Company.

Derek van Dam; in his capacity as Member of the Supervisory Board, receives a remuneration package, including an annual fee of EUR 10.000.- and disbursements of out-of-pocket expenses, consistent with past practice of the Company.



Annex I

Information required under article 142 (3) of Book 2 of the Dutch Civil Code

Name: **Peter Paul de Vries**

Year of birth: 1967

Current position(s): CEO of Value8, CEO of Suoraf

Nationality: Dutch

NedSense shares: none

(Supervisory) directorships and other positions:

Board Member: SnowWorld, Euronext Amsterdam, IEX Group



Annex II

Information required under article 142 (3) of Book 2 of the Dutch Civil Code

Name: **Gerben Hettinga**

Year of birth: 1977

Current position(s): board member of Value8

Nationality: Dutch

NedSense shares: none

(Supervisory) directorships and other positions:

Board Member: Sucraf

Non-executive director: IEX Group

Name: **Derek van Dam**

Year of birth: 1974

Current position(s): Business Developer at Stibbe

Nationality: Dutch

NedSense shares: none

(Supervisory) directorships and other positions:

none