

**Royal Vopak**  
**Annual General Meeting**

to be held on Wednesday 18 April 2018 commencing at 10.00 a.m. CET  
in the "Kleine Zaal" of the Rotterdamse Schouwburg, Schouwburgplein 25, Rotterdam,  
the Netherlands

Shareholders and other holders of rights entitled to attend the meeting are hereby invited to attend the meeting, the agenda is as follows:

1. Opening
2. Appointment of Mr. B. van der Veer as member of the Supervisory Board (**voting item**)
3. Discussion of the management report for the 2017 financial year
4. Implementation of the remuneration policy for the 2017 financial year
5. Implementation of the new Dutch Corporate Governance Code of 8 December 2016
6. Discussion and adoption of the financial statements for the 2017 financial year (**voting item**)
7. Proposed distribution of dividend for the 2017 financial year (**voting item**)
8. Discharge from liability of the members of the Executive Board for the performance of their duties in the 2017 financial year (**voting item**)
9. Discharge from liability of the members of the Supervisory Board for the performance of their duties in the 2017 financial year (**voting item**)
10. Re-appointment of Mr. E.M. Hoekstra as member of the Executive Board (**voting item**)
11. Re-appointment of Mr. F. Eulderink as member of the Executive Board (**voting item**)
12. Re-appointment of Mr. M.F. Groot as member of the Supervisory Board (**voting item**)
13. Appointment of Mrs. L.J.I. Foufopoulos – De Ridder as member of the Supervisory Board (**voting item**)
14. Remuneration policy of the members of the Executive Board
  - a) Annual base salary
  - b) Short-term and long-term variable remuneration plans (**voting item**)
  - c) Short-term and long-term variable remuneration opportunities
15. Proposal to authorize the Executive Board to acquire ordinary shares (**voting item**)
16. Appointment of Deloitte Accountants B.V. as the external auditor for the 2019 financial year (**voting item**)
17. Any other business
18. Closing

The complete agenda, the shareholders circular, the management report and the financial statements for the 2017 financial year are as of today to be downloaded on [www.vopak.com](http://www.vopak.com) and [www.abnamro.com/evoting](http://www.abnamro.com/evoting) and are as of today until the closing of the meeting available for inspection at the office of Royal Vopak (department Global Communication, Westerlaan 10, 3016 CK Rotterdam, the Netherlands, tel. +31-10-4002778) and are there and at ABN AMRO Bank N.V. (Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands, tel. +31-20-3442000, e-mail: [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com)) free of charge obtainable.

**Record Date**

Admission to the meeting is for holders of shares in Royal Vopak (and others entitled to attend the meeting) on **Wednesday 21 March 2018** ("Record Date") following the processing of all sales and purchases of shares until that date, who are recorded in one of the registers or sub-registers mentioned below and who have expressed the wish to attend the meeting in accordance with the conditions set out below. The designated registers and sub-registers are the records of the intermediaries as defined in section 1 of the Securities Giro Act (*Wet giraal effectenverkeer*) and the register of shareholders kept by Royal Vopak in Rotterdam.

**Holders of bearer shares**

If you wish to attend the meeting as a holder of bearer shares, you must notify ABN AMRO Bank N.V., Gustav Mahlerlaan 10, 1082 PP Amsterdam ("ABN AMRO") accordingly between **Thursday 22 March 2018** and **Wednesday 11 April 2018** (no later than 5.00 p.m. CET) via the intermediary where your shares are administered or directly via [www.abnamro.com/evoting](http://www.abnamro.com/evoting). The intermediary concerned must provide ABN AMRO with a statement that the shares were administered in your name on the Record Date. With the registration, intermediaries are requested to include the full address details of the relevant holders in order to verify the shareholding on the Record Date in an efficient manner. You will receive a certificate of deposit from ABN AMRO that you should exchange for an admission card at the registration desk before the meeting commences.

## **Holders of registered shares**

If you wish to attend the meeting as a holder of registered shares or of a right of usufruct or a right of pledge on shares, you must notify Royal Vopak (Global Communication Department, Westerlaan 10, 3016 CK Rotterdam) of this in writing no later than 5.00 p.m. CET on **Wednesday 11 April 2018**. You will obtain an admission card from the registration desk.

## **Voting by (electronic) proxy**

If you wish to be represented at the meeting, in addition to the registration referred to above, Royal Vopak (Global Communication Department) must receive the original copy of a legally valid power of attorney signed by you no later than 5.00 p.m. CET on **Wednesday 11 April 2018**. Your proxy must submit the original copy of the certificate of deposit (if applicable) and a copy of the power of attorney to the registration desk before the meeting commences.

If you wish an independent third party to represent you at the meeting, in addition to the registration referred to above, a legally valid power of attorney signed by you, including voting instructions, and the original copy of the certificate of deposit must be received by Zuidbroek B.V. (Koningslaan 35, 1075 AB Amsterdam) no later than 5.00 p.m. CET on **Wednesday 11 April 2018**. The model power of attorney is available free of charge from Royal Vopak (Global Communication Department) and can be downloaded from [www.vopak.com](http://www.vopak.com) as of today. Alternatively, you may grant a power of attorney and provide voting instructions via the Internet on [www.abnamro.com/evoting](http://www.abnamro.com/evoting) no later than 5.00 p.m. CET on **Wednesday 11 April 2018**. In both cases, a staff member or a (candidate) civil-law notary from Zuidbroek B.V. will cast votes on your behalf in accordance with your voting instructions as an independent third party.

## **Proof of identity**

Shareholders and proxies may be asked to provide proof of identity at the registration desk. Accordingly, we request that all those entitled to attend the meeting bring a valid identity document (such as a passport or driver's license).

Rotterdam, 7 March 2018  
The Executive Board