

## HUNTER DOUGLAS N.V.

### GENERAL MEETINGS OF SHAREHOLDERS

OF 12 JUNE 2012

#### Explanatory Notes to the Agenda

#### 2011 DIVIDEND

As provided for in the Company's Articles of Association, the extraordinary general meeting of common shareholders and the extraordinary general meeting of preferred shareholders, held prior to the annual general meeting of common and preferred shareholders, shall decide whether this dividend is to be distributed in cash or shares or, alternatively, in shares or cash.

The directors have proposed as follows:

- Dividends on all shares shall be distributed in the form of cash out of retained earnings
- Holders of common shares are to receive a regular cash dividend of **€1,25** per share
- Holders of preferred shares are to receive a cash dividend of **€0,007** per share as provided for in Article 22-3 of the Articles of Association

The dividend record date shall be 18 June 2012. The dividend payment date shall be 21 June 2012.

#### ELECTION DIRECTORS AND SUBSTITUTES

Except for Mr. C. Boonstra, who did not stand for re-election, all remaining directors have decided to stand for re-election pursuant to Article 14-5 of the Articles of Association. In addition Mr. F. Wagener is proposed for election as director.

It was unanimously **RESOLVED THAT**

the following nominations be submitted for election to the annual general meeting of common, preferred and cumulative shareholders for election as directors and substitutes:

a. Directors pursuant to Article 14-2 of the Articles of Association:

A. van Tooren  
H.F. van den Hoven  
F. Wagener  
J.T. Sherwin  
R. Sonnenberg

b. Substitutes pursuant to Article 14-20, each with the right to act singly:

D.H. Sonnenberg  
M.H. Sonnenberg

#### APPOINTMENT OF AUDITORS

Ernst & Young Accountants are proposed to be appointed as the Company's auditors for the financial year 2012.