



Agenda General Meeting of Shareholders The Member Company (TMC) N.V.

Agenda and explanatory notes for the General Meeting of Shareholders of **The Member Company (TMC) N.V.** (“TMC”), to be held on April 23rd 2008, starting at 10.00 hours, at the office of TMC (Flight Forum 107, 1st floor, 5657 DC Eindhoven).

1. Opening and announcements
2. Board of Directors’ report on the financial year 2007
3. Annual accounts 2007;
 - a. Approval of the 2007 financial accounts (to be voted upon)
 - b. Reserves and dividend policy including dividend proposal (to be voted upon)
4. Discharge of the members of the Board of Directors (to be voted upon)
5. Discharge of the members of the Supervisory Board (to be voted upon)
6. Change in Articles of Association: changing the name The Member Company (TMC) N.V. into TMC Group N.V. (to be voted upon)
7. Authorisation of the Executive Board to obtain own shares (to be voted upon)
8. Appointment of the Board of Directors as the body authorised to (to be voted upon)
 - a. Issuing of ordinary shares
 - b. Exclusion or restriction of the pre-emptive right to issue ordinary shares
 - c. Issuing of ordinary shares A
 - d. Exclusion or restriction of the pre-emptive right to issue ordinary shares A
 - e. Issuing of preferent shares
 - f. Exclusion or restriction of the pre-emptive right to issue preferent shares
9. Any other business
10. Closing of the meeting



Explanatory notes for the General Meeting of Shareholders of The Member Company (TMC) N.V.

Explanatory notes for the General Meeting of Shareholders of The Member Company (TMC) N.V., to be held on 23 April 2008.

Agenda item 1 – Opening and announcements

Mr. Jan Lobbezoo, chairman of the Supervisory Board, will open and chair the meeting. He will discuss the formalities regarding the meeting, such as the convocation procedure and the number of attendants entitled to vote.

Agenda item 2 – Board of Directors' report on the financial year 2007

Mr M.H.H.P. Manders, chairman of the Board of Directors, will discuss activities, staff development, results in 2007 and TMC's strategy. The report of the Board of Directors is published in the 2007 annual report on pages 26 to 54. Following on the presentation questions can be asked.

Agenda item 3 – Annual accounts 2007

The Supervisory Board proposes to decide on the following subjects, following its report as included in the 2007 annual report:

a. *Approval of the 2007 financial accounts* - It is proposed to approve the annual accounts as stated (page 56 to 91). (to be voted upon)

b. *Reserves and dividend policy including dividend proposal* - With reference to provision IV.1.4 of the corporate governance code the level and purpose of the addition to reserves, the amount of the dividend and the type of dividend shall be dealt with and explained as a separate agenda item. The reserves and dividend policy will be explained to the meeting. In 2007 The Member Company (TMC) N.V.'s net profit increase to 3.561.000 euro. The Board of Directors proposes to add the full net profit to the other reserves for financing further growth of TMC. (to be voted upon)

Agenda item 4 – Discharge of the members of the Board of Directors (to be voted upon)

It is proposed to discharge the members of the Board of Directors in respect of their management during the past financial year, as described in the 2007 annual report and the information provided during the meeting.

Agenda item 5 - Discharge of the members of the Supervisory Board (to be voted upon)

It is proposed to discharge the members of the Supervisory Board in respect of their supervision, during the past financial year, as described in the 2007 annual report and the information provided during the meeting.



Agenda item 6 – Change in Articles of Association: changing the name The Member Company (TMC) N.V. into TMC Group N.V. (to be voted upon)

It is proposed to change the Articles of Association to change the current name 'The Member Company (TMC) N.V.' into 'TMC Group N.V.'

Agenda item 7 - Authorisation of the Board of Directors to obtain own shares (to be voted upon)

Pursuant to Article 9 of the statutes, the company can acquire own shares according to the decision of the Board of Directors, which is subject to the approval of the Supervisory Board. According to Article 2:98 BW and Article 9, paragraph 3 of the statutes authorisation of the General Meeting of Shareholders is required. Authorisation applies for 18 months. It is proposed to grant authorisation to the Board of Directors to acquire – subject to approval of the Supervisory Board – own shares as referred to in Article 9, paragraph 3 of the statutes, for a period of 18 months, beginning 23 April 2008.

Purchase of own shares will take place on the stock exchange or otherwise, up to the legal maximum number of shares that can be thus obtained by the company at the time of acquisition, with regard to ordinary shares for a price between the nominal value of ordinary shares and an amount equal to 110% of the stock exchange index, where the stock exchange index is stipulated on the basis of the average closing prices according to the Official Price List in which the ordinary shares have been published for five consecutive trading days preceding the day of purchase, and with regard to the ordinary shares A and the preferred shares for a price between the nominal amount of the ordinary shares A, the preferred shares and an amount equal to 110% of the stock exchange index of the ordinary shares calculated in the manner referred to herein. This authorisation includes the purchase of shares in relation to earn-out agreements as part of acquisition deal structure.

Agenda item 8 - Appointment of the Board of Directors as the body authorised to (to be voted upon):

This concerns the scheduled extension of the appointment of the Board of Directors as the body that according to Article 8 paragraphs 1 and 8 of the company statutes is authorised to issue shares and grant rights to acquire TMC shares for a period of 18 months, beginning 23 April 2008. In respect of this, the following proposals are made:

- a. That the Board of Directors for a period of 18 months beginning 23 April 2008 be designated as the body authorised to issue shares - included there under the granting of rights to acquire shares – from a maximum of total ordinary shares included in the Company's authorised share capital as applicable from time to time.

- b. That the Board of Directors for a period of 18 months beginning 23 April 2008 be designated as the body authorised to exclude or restrict shareholders' pre-emptive right with respect to issue – included there under granting of rights to acquire shares – of ordinary shares as referred to in paragraph a.

- c. That Board of Directors for a period of 18 months beginning 23 April 2008 be designated as the body authorised to issue – included there under granting of rights to acquire shares – from a maximum of the total ordinary shares A included in the Company's authorised share capital as applicable from time to time.



d. That the Board of Directors for a period of 18 months beginning 23 April 2008 be designated as the body authorised to exclude or restrict shareholders' pre-emptive right with respect to issue – included there under granting of rights to acquire shares – of ordinary shares A as referred to in paragraph c.

e. That the Board of Directors for a period of 18 months beginning 23 April 2008 be designated as the body authorised to issue – included there under granting of rights to acquire shares – from a maximum of the total preferred shares included in the Company's authorised share capital as applicable from time to time.

f. That the Board of Directors for a period of 18 months beginning 23 April 2008 be designated as the body authorised to exclude or restrict shareholders' pre-emptive right with respect to issue – included there under granting of rights to acquire shares – of preferred shares as referred to in paragraph e.

Agenda item 9 - Any other business

Agenda item 10 – Closing of the meeting

Eindhoven, 2 April 2008
Board of Directors
The Member Company (TMC) N.V.