

Brunel International N.V. General Shareholders' Meeting

Thursday 12 May 2011 at 13:30 hours p.m. at the office of Brunel International N.V.
John M. Keynesplein 33 in Amsterdam

Agenda

- 1.** Opening
- 2.** Report of the Board of Directors for the financial year 2010
- 3.** Discussion and adoption of the annual accounts for the financial year 2010 (voting item)
- 4.** Approval of the policy conducted by the Board of Directors in 2010 (discharge of Managing Directors) (voting item)
- 5.** Approval of the supervision executed by the Supervisory Board in 2010 (discharge of the Supervisory Directors) (voting item)
- 6.** Reserves and dividend policy (for discussion)
- 7.** Approval of the profit appropriation and proposal for the payment of dividend (voting item)
- 8.a** Designation of the Board of Directors as the body authorised to issue shares (voting item)
- 8.b** Designation of the Board of Directors as the body authorised to limit or exclude the pre-emption right in the issue of shares (voting item)
- 9.** Authorisation of the Board of Directors to purchase own shares in the company's capital (voting item)
- 10.** Corporate Governance (for discussion)
- 11.** Proposal to appoint a member of the Supervisory Board (voting item)
- 12.** Proposal to reappoint the external auditor (voting item)
- 13.** Any other business
- 14.** Close

You will find explanatory comments to items 7, 8, 9, 11 en 12 of the agenda overleaf.

Explanatory comments to the agenda

Item 7

The Board of Directors proposes to pay cash dividend on the profit recorded in the annual accounts, to the amount of € 0.80 per ordinary share with a nominal value of € 0.05. The remainder of the profit will be added to the general reserve.

Item 8

It is proposed to designate the Board of Directors for a period of eighteen months (starting on 12 May 2011 and ending on 11 November 2012) as the body authorised to:

A. resolve to issue ordinary shares and to grant rights to subscribe for ordinary shares, up to 5% of the number of ordinary shares issued immediately preceding the moment when such resolution was passed, and

B. to limit or exclude the pre-emption right to which shareholders are entitled upon the issue of ordinary shares under the Articles of Association, or to grant rights to subscribe for ordinary shares as referred to in A above.

Item 9

It is proposed that the Board of Directors be authorised for a period of eighteen months (starting on 12 May 2011 and ending on 11 November 2012) to acquire shares in the company's capital, representing maximum 10% of the issued capital, and within the statutory limits, be it by means of stock market purchases or in any other way, at prices lying within the bandwidth of 10% above and 10% below the Euronext Amsterdam opening price for the company's shares on the day of the purchase, or, in default thereof, the most recent prices registered.

Item 11

Mr. J.E. Jansen will at this General Meeting of Shareholders step down after having been member of the Supervisory Board for a period of twelve years, of which he served eleven years as chairman. Since Mr. Jansen served for three terms, he is not eligible for re-appointment.

The Supervisory Board, The Board of Directors and all staff of the Company, wish to thank Mr. J.E. Jansen for his long-term and valuable contribution to the Supervisory Board.

The Supervisory Board resolved to make a binding proposal to the

General Meeting of Shareholders to appoint Mr. J.C.M. Schönfeld to the Supervisory Board for a period of 4 years, ending at the General Meeting of Shareholders of 2015.

Mr. Schönfeld meets the profile as formulated by the Supervisory Board and the independence criteria set out in the Dutch corporate governance code. The Board of Directors and Works Council fully supports the proposal to appoint Mr. Schönfeld as member of the Supervisory Board of the Company.

His extensive international financial expertise and experience in the Company's relevant markets make Mr. Schönfeld a suitable candidate for the position of member of the Supervisory Board. Mr. Schönfeld has been CFO at Stork from 2001 to 2008. From 1977 to 2001 he held various functions at Royal Dutch Shell Plc, among other CFO at Shell Nederland B.V. and at Deutsche Shell AG.

After the appointment the Supervisory Board has the intention, after the resignation of Mr. J.E. Jansen, to appoint Mr. A. Schouwenaar as Chairman of the Supervisory Board.

Details of the candidate pursuant to Section 142 of Book 2 of the Dutch Civil Code, regarding the proposed appointment:

Name	drs. J.C. Maarten Schönfeld (1949)
Former function	CFO Stork B.V. (2001-2008)
Nationality	Dutch

Other appointments:

Member of the Supervisory Board Arcadis Nederland N.V.

Member of the Supervisory Board S&B Industrial Minerals S.A. Athene, Greece

Board Member "Vereniging Effectenuitgevende Ondernemingen"

Member of the AFM Committee on Financial Reporting

Member of the Supervisory Board "Stichting Sanquin Bloedvoorziening"

Member of the Supervisory Board of the Technical University Delft

Member of the Supervisory Board of the University of the Arts The Hague

Member of the Supervisory Board of Draka Holding N.V. (until February 2011)

Brunel shares and/or options: none

Item 12.

It is proposed to appoint that Deloitte Accountants B.V. as auditor, charged, in accordance with Section 393 of Book 2 of the Dutch Civil Code, with the examination of the Company's annual accounts for the financial year 2011.