

## **Coats B.V.**

Notice to convene a general meeting of shareholders of Coats B.V. (the "**Company**"), having its corporate seat at Winschoten, the Netherlands, which meeting will be held on 29 July 2015 at 12:00 PM, local time at Hoofdweg 67, 9678 PH Westerlee (the "**Meeting**").

Shareholders and any other parties with meeting rights who wish to attend the Meeting are requested to inform the Company in this regard in written or via e-mail five (5) business days prior to the date of the Meeting at the latest. Shareholders and other parties with meeting rights who wish to be represented at the Meeting are requested to complete a proxy, to be signed and to be returned to the Company prior to the date of the Company. Forms in relation to the granting of the written proxy are available at the office of the Company free of charge.

### **AGENDA**

1. Opening of the meeting
2. Appointment of chairman and secretary.
3. Approval of the intended sale and transfer of 616,951 shares in the capital of the Company (representing 99.97% of the Company's issued share capital), having a nominal value of EUR 1 each and numbered 1 up to and including 616,942 and 617,125 up to and including 617,133 by Coats GmbH to Aurelius Theta Invest Holding GmbH .
4. Granting Coats GmbH an honourable discharge (*eervol ontslag*) from the position of managing director of the Company.
5. Discharge to Coats GmbH for the management of the Company it conducted over the period to resignation.
6. Appointment of (i) Magnus Zuther, born in Hagen, Germany, on 7 September 1971 and (ii) Richard Willem Pierre Eugène Houben, born in Eindhoven, the Netherlands, on 6 July 1974 as managing director of the Company.
7. Approval and acceptance of a share premium contribution in cash of an amount of EUR 350,000 by Coats GmbH and entering of such share premium contribution into the Company's books and records as non-stipulated share premium (*niet-bedongen agio*).
8. Any other business.
9. Closing of the meeting.

Correspondence and questions can be addressed to Christine Bauer (Christine.Bauer@coats.com).

On behalf of the management board of Coats B.V.