



DNick Holding plc

NOTICE TO SHAREHOLDERS

Securities ID No. (WKN) A0D9R7, (ISIN) GB00B06ZX541

Notice is hereby given that an Extraordinary General Meeting of DNick Holding plc (the "**Company**") will be held at Rosenweg 15, 58239 Schwerte, Germany on 23 February 2012 at 11.00 a.m. for the purpose of considering and if thought fit, passing the following resolutions, which are being proposed as ordinary resolutions:

1. That Dr Jürgen E. Platt, born 5 October 1957, be and is hereby appointed as a director of the Company with immediate effect. (Resolution 1)
2. That Mr. Herbert Helmut Baumann, born 21 March 1955, be and is hereby appointed as a director of the Company with immediate effect. (Resolution 2)
3. That Mr. Paul Felton-Smith be and is hereby removed as a director of the Company with immediate effect. (Resolution 3)
4. That Mr. Franz-Josef Seipelt be and is hereby removed as a director of the Company with immediate effect. (Resolution 4)
5. That Dr. Hans-Joachim Krüger be and is hereby removed as a director of the Company with immediate effect. (Resolution 5)
6. That Mr. Georg Kulenkampff be and is hereby removed as a director of the Company with immediate effect. (Resolution 6)
7. That Mr. Edouard Altenhoven be and is hereby removed as a director of the Company with immediate effect. (Resolution 7)
8. That each and every director of the Company appointed on or after 27 June 2011 and before the passing of this resolution (notwithstanding that such appointment may only be effective at a later date and excluding the directors appointed pursuant to resolutions 1 and 2 above) be removed as a director of the Company with immediate effect. (Resolution 8)

A handwritten signature in blue ink, appearing to read "F. Seipelt", is written over the typed name of the signatory.

BY ORDER OF THE BOARD
Mr. Franz-Josef Seipelt

Registered Address
No 1 Poultry
London
EC2R 8JR

3 February 2012

Notes for Shareholders

1. The Company specifies that in order to have the right to attend and vote at the Extraordinary General Meeting (and also for the purpose of determining how many votes a person entitled to attend and vote may cast), a person must be entered on the register of members of the Company at close of business (Frankfurt time) on 3 February 2012. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
2. Only holders of ordinary shares are entitled to attend and vote at this meeting. A member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, to speak and to vote at the meeting. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. A proxy need not be a member of the Company. Completion of a form of instruction and proxy will not preclude a member attending and voting in person at the meeting. Please contact your Depository Bank if you wish to appoint more than one proxy.
3. To be valid, a voting notice must be completed and returned so as to reach your Depository Bank by close of business on 21 February 2012.
4. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
5. As at 2 February 2012 (being the last business day prior to the publication of this notice) the Company's issued share capital consists of 5,671,318 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at that date are 5,671,318.