

## NOTICE OF THE FIFTH ANNUAL GENERAL MEETING OF THE COMPANY

In accordance with the Company's Articles of Incorporation, notice is hereby given that the fifth Annual General Meeting of the Company will be held at the Company's registered office, First Floor, Dorey Court, Admiral Park, St Peter Port, Guernsey GY1 6HJ, Channel Islands, at 10:00am (London time) on 16 December 2011.

The Directors of the Company wish to notify shareholders of the following:

- The Directors of the Company will continue with a temporary 10% reduction to their remuneration until the conclusion of the sixth AGM of the Company.

The Chairman is to receive an annual fee of €108,000. Each of the other Directors is to receive an annual fee of €54,000, in each case payable quarterly in equal instalments in arrears, plus in the case of the other Directors an additional fee of €9,000 per meeting for each of the first four meetings of the Board attended in person by such Director in any calendar year. Each Director is to receive 30% of his or her Director's fee in respect of any year in the form of newly issued ordinary shares at a share price equal to the average per share closing price of the Company's ordinary shares on Euronext Amsterdam over the 60 consecutive Euronext Amsterdam trading days preceding the date of issuance of the relevant shares. The Directors are obliged to retain those shares for a period of no less than six months from the respective date of issuance.

- In accordance with the Code, the Chairman wishes to inform Shareholders that a formal performance evaluation process was undertaken in relation to Christian Jimenez's re-election. The Board found Mr Jimenez to be a valuable member of the Board and wishes to propose his re-election for approval by the shareholders.

### Agenda

#### *Ordinary Business:*

1. To adopt the audited financial statements of the Company for the year ended 31 July 2011, including the reports of the Directors and the Auditors (the "Accounts").
2. To reappoint KPMG Channel Islands Limited of 20 New Street, St Peter Port, Guernsey as the Company's Auditors to hold office until the conclusion of the next AGM.
3. To authorise the Board to negotiate and fix the remuneration of the Auditors in respect of the year ending 31 July 2012.
4. To re-elect Christian Jimenez as an Independent Director of the Company for a term of three years.
5. To approve a final dividend for the period ended 31 July 2011 in respect of the Company's ordinary shares of €0.22 per share, with an ex dividend date of 20 December 2011, a record date of 22 December 2011 and a payment date of 16 January 2012.
7. To approve a proposal by the Board that Volta shareholders may, in accordance with Article 29.(18)\* of the Company's Memorandum and Articles of Incorporation, elect to receive the final dividend for the period ended 31 July 2011 and any future dividends either in cash or Volta shares\*\*.

*\* Article 29. (18) states as follows: Subject to the Laws, the Board may, if authorised by an ordinary resolution, offer those Members of a particular class of shares in respect of any dividend the right to elect to receive shares by way of a scrip dividend instead of cash.*

*\*\* The conversion price will be computed as the Volume Weighted Average Price ("VWAP") of the Company's shares during the 4 weeks preceding the AGM minus the €0.22 dividend. For semi-annual dividend, the conversion price will be computed as the VWAP of the Company's shares during the 4 weeks preceding the Board at which such dividend is decided minus the dividend per share.*

### Notes

1. The Company's 2011 annual report and accounts will be published on 31 October 2011.
2. Copies of the Company's Memorandum and Articles of Association and its 2011 Annual Report and accounts are available for inspection at the Company's registered office during normal business hours and are available on request

free of charge from the Company Secretary, State Street (Guernsey) Limited, First Floor, Dorey Court, Admiral Park, St Peter Port, Guernsey GY1 6HJ, Channel Islands (e-mail: [volta.finance@ais.statestreet.com](mailto:volta.finance@ais.statestreet.com)) and from the Listing Agent, ING Bank N.V., Bijlmerplein 888, 1102 MG Amsterdam, The Netherlands or from the Company's website ([www.voltafinance.com](http://www.voltafinance.com)).

3. Investors holding ordinary shares via an admitted institution of Euroclear Nederland who wish to attend or to exercise the voting rights attached to the shares at the AGM should contact their admitted institution as soon as possible. Only those investors holding ordinary shares via an admitted institution of Euroclear Nederland as at 10:00am (London time) on 14 December 2011 shall be entitled to attend and/or exercise their voting rights attached to such shares at the AGM.
4. Should the Class B shareholders being entitled to vote wish to attend or exercise the voting rights attached to the shares at the AGM they should contact the Company Secretary as soon as possible.
5. All shareholders maintain the right to elect a proxy to vote on their behalf at the AGM.
6. The quorum requirements for the conduct of Ordinary Business are set out under Article 16(2) of the Company's Articles of Association, and the quorum requirements for the conduct of Special Business are set out under Articles 16(3)–(7). The consideration of Special Business requires a larger quorum than for Ordinary Business. In the event that there exists at the commencement of the AGM a quorum for Ordinary Business but no quorum for Special Business this situation shall not impede the AGM from proceeding to consider the Ordinary Business on its own and passing such resolutions arising there from. The progression of Special Business thereafter shall be dealt with on its own and in accordance with Articles 16(3)–(7).
7. Due to amendments to Dutch regulatory requirements the Notice period for an AGM of the Company is now 42 days.