

Agenda and explanatory comments

to the

General Shareholders' Meeting of Spyker Cars N.V.,

to be held on Thursday 17 April 2008

at the company's office

at Edisonweg 2 in Zeewolde,

commencing at 2:00 p.m.

Agenda

1. Opening
2. Discussion 2007 annual report
3. Approval 2007 annual accounts (resolution)
4. Corporate Governance
5. Remuneration policy
6. Discharge of the Management Board (resolution)
7. Discharge of the Supervisory Board (resolution)
8. Appointments Management Board
 - a. Appointment of Mr. A.A. Roukens as statutory member of the Management Board (resolution)
 - b. Appointment of Mr. F.J.M. Liebrechts as statutory member of the Management Board (resolution)
9. Resignation of Mr. J.H.M. Lindenbergh as a member of the Supervisory Board per 17 April 2008
10. Appointment external auditor (resolution)
11. Authority Management Board
 - a. Extension of the Management Board's authority to issue shares and to grant rights to subscribe for shares (resolution)
 - b. Extension of the Management Board's authority to restrict or exclude the pre-emption right (resolution)
12. Authorisation to the Management Board for the acquisition of shares in the Company (resolution)
13. Any other business
14. Close

Explanatory comments to the agenda items

2. Discussion of the annual report, including the Supervisory Board's report, the Management Board's report and the annual accounts.

3. An auditor's statement as referred to in clause 27(4) of the Articles of Association is attached to the annual accounts. Approval of the annual accounts means that the net loss over 2007, in the amount of EUR 72.075 million, will be allocated to the other reserves.

4. Spyker Cars has scrutinized – in the light of the report of the “Corporate Governance Code Monitoring Committee” of December 2007 – certain principles and best practices of the Corporate Governance Code. The items which require explanatory comments are included in the annual report in the chapter ‘Supervisory Board's report’, ‘Corporate Governance’ and ‘Risk Management’.

5. The company's remuneration policy was approved in 2005 by the General Meeting and has not been changed since that time. The policy is explained in the annual report in the chapter ‘Remuneration Report’ and is also posted on the website www.spykercars.com under the heading ‘Investors’.

8a. In the period from 8 May 2007 until 2 April 2008, the position of CFO has been filled by Mr. K. Stuijzand as a non-statutory director ad interim. On 8 May 2007, Richard Borsboom changed his position as CFO and took up the portfolio Business Development within the Management Board. It is proposed, at the suggestion of the holder of the priority share, to nominate Mr. A.A. Roukens as candidate for the position of CFO and to appoint Mr. A.A. Roukens as statutory director of the company, in the position of CFO, for a period of 4 years, commencing on 17 April 2008 until the General Meeting of 2012. The curriculum vitae of Mr. Roukens is included in the annual report under the heading ‘Board Members of Spyker Cars’. Mr. Roukens assumed his function as CFO per 2 April 2008.

8b. The Supervisory Board decided to expand the Management Board with a Chief Operating Officer (COO). It is proposed, at the suggestion of the holder of the priority share, to nominate Mr. F.J.M. Liebrechts as candidate for the position of COO and to appoint Mr. F.J.M. Liebrechts as statutory director of the company, in the position of COO, for a period of 4 years, commencing on 1 July 2008 until the General Meeting of 2012. Mr. Liebrechts has been a member of the Supervisory Board of the company from 27 May 2004 until 21 January 2008. The curriculum vitae of Mr. Liebrechts is included in the annual report under the heading ‘Board Members of Spyker Cars’.

9. According to the schedule of resignations, Mr. J.H.M. Lindenbergh, chairman of the Supervisory Board, will resign during the General Meeting of 17 April 2008. Mr. Lindenbergh has decided that he is not up for re-election. The Supervisory Board has decided not to fill this vacancy. The Supervisory Board has the intention to appoint Mr. V. Antonov as its chairman.

10. The General Meeting is requested to appoint Ernst & Young accountants to carry out the audit of the 2008 accounts, in accordance with Section 2:393(2) of the Dutch Civil Code.

11a. The requested resolution of the General Meeting is formulated as follows:
The extension of the designation of the Management Board of the company as the corporate body authorised to issue shares and to grant rights to subscribe for shares, as laid down in clause 8 of the Articles of Association, for a period of 18 months, taking effect as of 17 April 2008, for all – or a part of - the shares as yet unissued in the authorised capital of the company at the time or any time in the future.

11b. The requested resolution of the General Meeting is formulated as follows:
The extension of the designation of the Management Board of the company as the corporate body authorised to restrict or exclude the pre-emption right, as laid down in clause 9 of the Articles of Association, for a similar period and a similar number of shares as the authority to issue shares.

12. The requested authorisation is formulated as follows:
Authorisation issued – in accordance with Section 2:98 of the Dutch Civil Code – to the Management Board for a period of 18 months, taking effect as of 17 April 2008, to acquire shares on behalf of the company, subject to approval of the Supervisory Board. The authorisation is requested for a total nominal number of shares, regardless of class, that equals not more than 10 percent of the issued share capital of the company as per the date of acquisition. The acquisition may be effected under any agreement, including stock market and private transactions. The price of the shares shall be between the amount equal to the nominal value of the shares on the one hand, and 110 per cent of the share price at the Amsterdam Stock Exchange on the other. The latter price shall be defined as: the average of the relevant closing prices on the three trading days prior to the day of acquisition, as listed by Eurolist at Euronext Amsterdam.