



(This is an English translation of a document prepared in Dutch. An attempt has been made to translate as literally as possible but differences may occur. The Dutch text will govern by law)

AGENDA

**For the extraordinary general meeting of shareholders of
Spyker N.V., established at Zeewolde ("the Company")**

**To be held on 30 December 2013 at the offices of the Company,
Edisonweg 2, 3899 AZ Zeewolde, starting at 3 p.m. CET.**

1. Opening and designation of the chairman of the meeting
2. Appointment of a member of the supervisory board of the Company (decision)
3. Questions
4. Closing

The proposal regarding point 2 is made by the supervisory board.

EXPLANATION

2. Appointment of a member of the supervisory board of the Company

The supervisory board of Spyker currently consists of two members, Mr Martin E. Button and Mr Qingnian Pang. The members of the management board and of the supervisory board of the Company deem it desirable that a financial expert shall be added to the supervisory board.

It is proposed to appoint Mr N. Pronk as member of the supervisory board of the Company for a term of four years, starting per 30 December 2013 and ending per the closing of the regular annual meeting of shareholders of the Company, to be held in 2017. The biography of Mr Pronk is added to this agenda and is also posted on the Company's website www.spykercars.com under the heading "Corporate News".

Candidate for appointment as new member of the Supervisory Board of Spyker N.V.

Nicolaas (Nico) Pronk (1961, male, Dutch)

Having started his working career at KPMG in 1981 where he was involved in financial and IT audits, Mr Pronk joined the Heerema Group in 1989. After fulfilment of several controlling functions within the Group, he became the Group's CFO in 1999. Since 2010 Mr Pronk is on the board of Heerema Marine Contractors and Heerema Fabrication Group as non-executive director.

Mr Pronk's activities at the Heerema Group includes various acquisitions and divestments, the set-up of a division structure, establishment of the Group's corporate governance system as well as the implementation of Value Based Management (EVA). Currently he is responsible for finance, M&A, treasury, ICT, corporate governance, tax and insurance, all at Group level.

Next to his positions with the Heerema Group Mr Pronk is on the board of the Jeronimo Martins Group, Portugal. He privately invests in venture capital with a special focus on internet based gaming and wagering businesses.



AGENDA

**Voor de buitengewone algemene vergadering van aandeelhouders van
Spyker N.V., gevestigd te Zeewolde ("de Vennootschap")**

**Te houden op 30 december 2013 ten kantore van de Vennootschap,
Edisonweg 2, 3899 AZ Zeewolde, aanvang 15.00 uur.**

1. Opening en aanwijzing van de voorzitter van de vergadering
2. Benoeming van een lid van de raad van commissarissen van de Vennootschap (besluit)
3. Rondvraag
4. Sluiting

Het voorstel met betrekking tot punt 2 wordt gedaan door de raad van commissarissen.

TOELICHTING BIJ DE AGENDA

2. Benoeming van een lid van de raad van commissarissen van de Vennootschap

De raad van commissarissen van de Vennootschap bestaat thans uit twee leden, de heer Martin E. Button en de heer Qingnian Pang. De leden van de directie en raad van commissarissen van de Vennootschap achten het gewenst dat de raad van commissarissen wordt uitgebreid met een deskundige op financieel gebied.

Het voorstel is de heer N. Pronk te benoemen tot lid van de raad van commissarissen van de Vennootschap voor een periode van vier jaar, ingaande per 30 december 2013 en eindigend per de sluiting van de reguliere algemene vergadering van aandeelhouders van de Vennootschap, te houden in 2017. Het curriculum vitae van de heer Pronk (in de Engelse taal) is als bijlage bij deze agenda bijgevoegd en is tevens geplaatst op de website van de Vennootschap www.spykercars.com onder het kopje "Corporate News".

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Proxy

for de Extraordinary General Meeting of Shareholders of Spyker N.V. to be held **Monday 30 December 2013**, at Edisonweg 2, 3899 AZ Zeewolde, starting at 3 p.m. CET (hereinafter the "Meeting")

The undersigned,

.....(name)

.....(address)

.....(code en place)

hereinafter "the Shareholder", acting in its capacity of holder of (number) shares in Spyker N.V.¹, hereby declares to appoint² as its proxy holder:

.....(name)

.....(address)

.....(code and place)

To vote for and on behalf of the Shareholder in the Meeting in conformity with the voting instructions as given hereunder:

Nr.	Agenda	For	Against	Abstained
2.	Appointment of Mr N. Pronk as member of the supervisory board			

¹ To be evidenced by a written statement of the intermediary or a proof of deposit

² If this concerns the management board of the company, one can just write down "management board, to the attention of the CFO".

Signature:

.....

Place:

.....

Date:....., 2013

This proxy should have reached the management board of Spyker N.V. (attn.: CFO) via mail at Edisonweg 2, 3899 AZ Zeewolde, or via email at investors@spykercars.com, no later than on **Monday 23 december 2013 at 5 p.m. CET**.



Volmacht

Voor de Buitengewone Algemene Vergadering van Aandeelhouders van Spyker N.V. te houden op **maandag 30 december 2013**, aanvang 15.00 uur, Edisonweg 2, 3899 AZ Zeewolde (hierna te noemen de "Vergadering").

De ondertekende,

.....(naam)

.....(adres)

.....(postcode en woonplaats)

hierna te noemen "de Aandeelhouder", handelend in zijn hoedanigheid van houder van
..... (aantal) aandelen in Spyker N.V.¹, verklaart hierbij volmacht te verlenen aan²:

.....(naam)

.....(adres)

.....(postcode en woonplaats)

om namens de Aandeelhouder stem uit te brengen in de Vergadering overeenkomstig de hierna volgende steminstructie:

Nr.	Agenda	Voor	Tegen	Onthouding
2.	Benoeming van de heer N. Pronk tot lid van de raad van commissarissen			

¹ Dit dient te blijken uit een schriftelijke verklaring van een intermediair of uit een depotbewijs

² Indien dit betreft de directie van de vennootschap kan worden volstaan met invulling van "Directie, t.a.v. de CFO"

Handtekening:

.....
Plaats:

.....
Datum:....., 2013

Deze volmacht dient uiterlijk **maandag 23 december 2013 om 17:00 uur** te zijn ontvangen door de Directie van Spyker N.V.(t.a.v. de CFO), per post: Edisonweg 2, 3899 AZ Zeewolde, of per email: investors@spykercars.com.