

Proposal to reappoint Mr. M.F.P.M. Alting von Geusau (Dutch, 1964, 44 years of age) as member of the Management Board of the Company for a term of 4 years. Mr. Alting von Geusau has been employed by the Company since October 19, 1998 and was appointed by the General Meeting of Shareholders held on May 18, 1999 as member of the Management Board of the Company for an indefinite period. Mr. Alting von Geusau holds the position of Chief Executive Officer (CEO) since March 1, 2002.

Item 8 on the agenda (Voting item)

Proposal to reduce the issued share capital of the Company, by cancellation of 308,850 ordinary shares in her own capital held by the Company on May 15, 2008, in accordance with Article 2:99 Civil Code. The reason for this cancellation of the shares is to level the (reduced) number of issued shares of 7,000,000 with the number of outstanding shares of the Company held by third parties and the shares held by the Company for the Option Plans, and to enable further buying of own shares.

Item 9 on the agenda (Voting item)

The Management Board of DOCDATA N.V., with approval by the Supervisory Board, proposes to amend the Articles of Association of the Company and to authorise each member of the Management Board to make amendments which might be required by NYSE Euronext Amsterdam, or such amendments which are necessary to obtain from the Ministry of Justice in the Netherlands a so-called declaration of no objections, and bring into effect these amendments by deed of a notary.

The proposed text for the amendments of the Articles of Association and the complete text of the Articles of Association after the deed of amendment, together with the explanatory notes to the amendments (hereafter referred to together as the "Proposal"), will be available at the General Meeting of Shareholders, or can be received prior to the meeting at no expense at the offices of the Company or ABN AMRO Bank N.V. Servicedesk, telephone number +31-(0)76-5799455 or e-mail servicedesk.beleggen@nl.abnamro.com.

These documents are also available for inspection at ABN AMRO Bank N.V., Foppingadreef 22, 1102 BS Amsterdam. Furthermore, these documents can be inspected and obtained through the corporate website of DOCDATA N.V. (www.docdatanv.com).

The Proposal concerns amendment of several stipulations of the Articles of Association, with explanatory notes, as these are disclosed in the Proposal.

Amendments

The main amendments concern the following:

- cancellation of the preference shares, following the termination of the option agreement with the Foundation 'Stichting Preferente Aandelen DOCDATA' on March 29, 2007 and the dissolution of this foundation thereafter;
- facilitating in the future the use of electronic means of communication to invite for, to participate in and to vote in the General Meeting of Shareholders.

Time schedule

Provided and under the conditions that:

- a. the General Meeting of Shareholders of DOCDATA N.V. decides on May 15, 2008 to amend the Articles of Association;
- b. the declaration of no objections will then be obtained from the Ministry of Justice in the Netherlands;

the deed of amendment of the Articles of Association will be executed as soon as possible after each of the aforementioned conditions has been met.

Item 10.a on the agenda (Voting item)

Proposal to grant to the Management Board for a period of 18 months, up to November 15, 2009, the authority to acquire for the Company own shares, within the legal and statutory boundaries, limited to the nominal value of the shares held by the Company in the share capital to 10% of the issued share capital, against a price which is at least the nominal value of the shares and utmost 110% of the opening price quoted for the shares on NYSE Euronext Amsterdam on the day of the purchase or, if this price is not available, the previous closing quotation of the shares on NYSE Euronext Amsterdam prior to the day of purchase.

Item 10.b on the agenda (Voting item)

Proposal to designate the Management Board, complying with Article 4.1 of the Articles of Association of the Company, subject to the approval by the Supervisory Board, as the corporate body which is authorised to resolve on the issue of - or on the granting of rights to subscribe for in total a maximum of 700,000 ordinary shares (10% of the total number of issued ordinary shares after the proposal of item 7 on the agenda has taken effect), for a period of 18 months and therefore up to November 15, 2009.

Item 10.c on the agenda (Voting item)

Proposal to appoint the Management Board, complying with Article 5.3 of the Articles of Association of the Company, subject to the approval by the Supervisory Board, as authorised to restrict or exclude the pre-emption rights upon the issue of ordinary shares for a period of 18 months and therefore up to November 15, 2009.

agenda 2007

Annual General Meeting of Shareholders DOCDATA N.V.

May 15, 2008



Thursday May 15, 2008 at 2:00 p.m.

Hotel NH Waalwijk
Bevrijdingsweg 1
5161 BZ Waalwijk (Sprang Capelle)

- 1 Opening
- 2 Report of the Management Board for the financial year 2007 **(Discussion item)**
- 3 Corporate Governance **(Discussion item)**
- 4 2007 Financial Statements **(Voting items)**:
 - a. adoption of the financial statements
 - b. reservation and dividend policy
 - c. appropriation of the result and adoption of the dividend proposal
 - d. discharge of the Management Board for the management
 - e. discharge of the Supervisory Board for the supervision
- 5 Proposal to grant the audit assignment to the auditors **(Voting item)**
- 6 Remuneration **(Voting items)**:
 - a. adoption of the remuneration policy for the Management Board
 - b. adoption of the remuneration for the Supervisory Board
- 7 Proposal to reappoint Mr. Alting von Geusau as member of the Management Board in the position of Chief Executive Officer (CEO) **(Voting item)**
- 8 Proposal to reduce the issued share capital of the Company **(Voting item)**
- 9 Proposal to amend the Articles of Association of the Company **(Voting item)**
- 10 Proposal to grant authorities to the Management Board **(Voting items)**:
 - a. authorisation to acquire own shares on behalf of the Company
 - b. designation as authorised body to resolve on the issue of ordinary shares
 - c. designation as authorised body to restrict or exclude the pre-emption rights upon the issue of ordinary shares
- 11 Any other business
- 12 Closing

Item 2 on the agenda (Discussion item)

The Management Board will give a presentation on the Company's achievements in 2007. After that, the General Meeting of Shareholders will be invited to discuss these achievements, which are also described in the Report of the Management Board in the 2007 Annual Report. The Report of the Supervisory Board, which is also included in the 2007 Annual Report, can be discussed as well.

Item 3 on the agenda (Discussion item)

In the 2007 Annual Report, the way DOCDATA N.V. adheres to the Dutch Corporate Governance Code is described. The General Meeting of Shareholders is invited to discuss the topic Corporate Governance, as described in the Report of the Supervisory Board and the Report of the Management Board.

The Rules concerning Corporate Governance, which have been implemented by the Company, can be inspected and obtained through the corporate website of DOCDATA N.V. (www.docdatanv.com), under the header Corporate Governance.

Item 4.a on the agenda (Voting item)

Proposal to adopt the 2007 financial statements prepared by the Management Board.

Item 4.b on the agenda (Voting item)

Both the Chairman of the Supervisory Board and the Management Board shall explain the Company's reservation and dividend policy.

The dividend policy of DOCDATA N.V. is aimed at realisation of a high dividend return, for which a payout ratio of at least 50% will be the starting point. The liquidity and solvency of DOCDATA N.V., required for the execution of the strategy, will be taken into consideration. In addition, DOCDATA N.V. keeps the possibility open to start a program for the purchase of own shares.

Item 4.c on the agenda (Voting item)

Pursuant to Article 34 of the Articles of Association, the Management Board proposes, which proposal has been approved by the Supervisory Board, to distribute from the profit for the financial year 2007 a dividend of EUR 0.25 per ordinary share outstanding and to add the remaining amount to the Other reserves.

When the General Meeting of Shareholders decides to accept this proposal, an amount of EUR 1.7 million will be distributed in May 2008 as dividend out of the 2007 profit on the ordinary shares, which are held by other shareholders than the Company.

Item 4.d on the agenda (Voting item)

Proposal to discharge the Management Board for their management.

Item 4.e on the agenda (Voting item)

Proposal to discharge the Supervisory Board for their supervision.

Item 5 on the agenda (Voting item)

Proposal to grant the audit assignment for the Annual Report for the financial year 2008 to KPMG Accountants N.V. The financial year 2008 is the final year to which the agreement of February 2005 with KPMG applies.

Item 6.a on the agenda (Voting item)

The Chairman of the Supervisory Board shall explain the Company's remuneration policy for the Management Board.

The proposal to the General Meeting of Shareholders to adopt the remuneration policy for the Management Board is presented in the document 'Remuneration Report DOCDATA N.V. 2007'. This document can be inspected and obtained through the corporate website of DOCDATA N.V. (www.docdatanv.com), under the header Corporate Governance.

Item 6.b on the agenda (Voting item)

Proposal to determine the remuneration for members of the Supervisory Board for a period of six years (starting the financial year 2008) at an amount of EUR 20,000 per year for a member of the Supervisory Board and at an amount of EUR 25,000 per year for the Chairman of the Supervisory Board. In addition, all members and the Chairman of the Supervisory Board will receive a fixed expense allowance of EUR 100 per month. The Chairman of the Audit Committee and the Remuneration Committee are not entitled to additional remuneration.

Item 7 on the agenda (Voting item)

To achieve full compliance with best practice provision II.1.1 of the Dutch Corporate Governance Code (the Tabaksblat Code), as well as with Article 13.4 of the Company's Articles of Association, the Supervisory Board has determined that it is desired for the Company, to exchange the current appointment, which already existed at the time of the introduction of the Code and the related amendments of the Company's Articles, of the Chief Executive Officer (CEO) for an indefinite term into an appointment for a period of four years.