

EXPLANATORY NOTES TO THE AGENDA

(Agenda items 2 through 9)

Annual General Meeting of Shareholders (“General Meeting”) of

**TELEPLAN INTERNATIONAL N.V. (“Company”)
having its registered office in Amsterdam**

to be held on **Thursday, 07 May 2009, from 10:00 a.m.**, at the **World Trade Center Amsterdam Schiphol Airport, Tower A, Schiphol Boulevard 127, 1118 BG Schiphol, The Netherlands.**

In accordance with the Corporate Governance Code (“Code”) this explanation also includes facts and circumstances relevant to the General Meeting with respect to agenda items that require approval or authorization.

Agenda item 2.

A general presentation on the Company will be given, including explanation with regard to the main events during 2008 and the first quarter of 2009, as well as an outlook on current business developments.

Agenda item 3.

In addition to the reports of the Management Board and Supervisory Board, the Company’s 2008 corporate governance structure as described in the relevant chapter of the Annual Report 2008 (page 32 – 45) will be discussed. In the Netherlands, the Code has been identified as the code of conduct to which all Dutch companies listed at a stock exchange, whether in the Netherlands or elsewhere, should refer to in their annual report. Such reference implies that a company should indicate in its annual report to what extent it has complied with the principles and best practice provisions of the Code (the “comply or explain principle”). For further information on the Company’s corporate governance structure, reference is made to the Annual Report 2008, as published on the Investor Relations section on www.teleplan.com.

Furthermore, in accordance with the Code, the Company’s profit reservation and dividend policy will be discussed. However, due to its financial restructuring in 2007, the Company is restricted in paying dividend to its shareholders. Therefore, during 2009, the Company will focus on further stabilizing the profitability of the group and strengthening the Company’s balance sheet. As soon as future cash needs and the Company’s financing arrangements so allow, the Company will formulate a longer term dividend policy. As to the net result over 2008, the relevant amount will be credited to the retained earnings reserve.

A proposal will be presented to the General Meeting to adopt the Company Financial Statements and Annual Report for the year 2008 as drawn up by the Management Board and reviewed and approved by the Supervisory Board. The documents have been published on the Investor Relations section of the Company’s website (www.teleplan.com) and are also available via the legal department of the Company.

Agenda item 4.

A proposal will be presented to the General Meeting to grant full discharge to the members of the Management Board for the performance of their management during the 2008 financial year.

Agenda item 5.

A proposal will be presented to the General Meeting to grant full discharge to the members of the Supervisory Board for the performance of their supervision during the 2008 financial year.

Agenda item 6.

A proposal will be presented to the General Meeting to re-appoint Ernst & Young Accountants, Eindhoven (The Netherlands) as auditor of the financial statements of the Company in relation to the 2009 financial year. Both the Management Board and the Supervisory Board endorse this proposal.

Agenda item 7a(i).

At their meeting on 27 February 2009, Mr. Mark Twaalfhoven informed the Supervisory Board of the Company that he had decided not to present himself to the General Meeting for re-appointment as CEO and Chairman of the Management Board. Consequently, Mr. Twaalfhoven resigned from all his positions and directorships in the Company and any affiliated company effective 7 May 2009. The Supervisory Board regrets that Mr. Twaalfhoven is looking for new challenges outside of the Company and wishes him all the best for his future. In order to ensure a smooth transition, Mr. Twaalfhoven has accepted to advise the Supervisory Board on special projects during 2009.

Agenda item 7a(ii).

In accordance with the Articles of Association of the Company and based on a non-binding recommendation of the Supervisory Board, a proposal will be presented to the General Meeting to appoint Mr. Gotthard Haug as Chief Executive Officer ("CEO") and Chairman of the Management Board of the Company. Mr. Haug shall be appointed for an initial period of two years, this period expiring no later than at the ordinary Annual General Meeting of Shareholders of the Company to be held in the year of 2011.

Mr. Haug has been a member of the Management Board and Chief Financial Officer ("CFO") of the Company since August 2004. Following the decision of Mr. Twaalfhoven not to present himself for re-appointment, the Supervisory Board, on 27 February 2009, had already nominated Mr. Haug as Interim CEO in addition to his function as CFO. In view of his knowledge, experience and contribution, the Supervisory Board is of the opinion that his appointment is in the best interest of the Company.

The C.V. of Mr. Haug is available for inspection at the offices of the Company, Werner von Siemensstraat 17, 2712 PN Zoetermeer, the Netherlands, or at Deutsche Bank AG, TSS/Global Equity Services, Post IPO Services, 60262 Frankfurt am Main, Germany, or on the Investor Relations section of the website of the Company (www.teleplan.com). Copies thereof can be obtained free of charge.

Agenda item 7a(iii).

In accordance with the Articles of Association of the Company and based on a non-binding recommendation of the Supervisory Board, a proposal will be presented to the General Meeting to appoint Mr. Thiem Schoonderbeek as Chief Financial Officer ("CFO") and Member of the Management Board of the Company. Mr. Schoonderbeek shall be appointed for an initial period of two years, this period expiring no later than at the ordinary Annual General Meeting of Shareholders of the Company to be held in the year 2011.

Mr. Schoonderbeek joined the Company in 2006 and currently holds the position of Group Director Controlling & Reporting. In view of his knowledge, experience and contribution to Teleplan, the Supervisory Board is of the opinion that his appointment is in the best interest of the Company.

The C.V. of Mr. Schoonderbeek is available for inspection at the offices of the Company, Werner von Siemensstraat 17, 2712 PN Zoetermeer, the Netherlands, or at Deutsche Bank AG, TSS/Global Equity Services, Post IPO Services, 60262 Frankfurt am Main, Germany, or on the Investor Relations section of the website of the Company (www.teleplan.com). Copies thereof can be obtained free of charge.

With the appointment of Mr. Haug and Mr. Schoonderbeek, the Management Board will continue to consist of two members.

Agenda item 7b.

At the Annual General Meeting of Shareholders held on 19 May 2005, the shareholders adopted a policy regarding the remuneration of the Management Board. As provided in the Articles of Association of the Company, the Supervisory Board determines the remuneration and the other terms and conditions of employment of the members of the Management Board, with due observance of such remuneration policy.

With regard to Mr. Haug's appointment (see item 7a(ii) above), the Supervisory Board unanimously resolved to propose to Mr. Haug the following remuneration package, the details of which are still under negotiation between the parties:

- Yearly gross fixed base salary of EUR 400,000;
- Performance related (variable) annual cash incentive in the form of 5% of the yearly EBITDA of the Company above EUR 20 million (with a ceiling EBITDA of EUR 30 million, i.e. resulting in a maximum annual cash incentive target of EUR 500,000 gross);
- Performance related (variable) stock option incentive in the form of a yearly grant of up to 200,000 stock options after year-end of every year of appointment, whereas such grant is linked to the achievement of budget targets and capped at a total ceiling of 1 million stock options;
- In accordance with Dutch Corporate Governance, the severance payment in the event of dismissal may not exceed a one year's salary;
- The 500,000 stock options currently held by Mr. Haug shall be reset to an exercise price of EUR 0.50;
- In case of a change of control event as a result of a take-over transaction, a reasonable part of the transaction price shall be allocated to the CEO in the form of a transaction bonus, further to be determined by the Supervisory Board of the Company, but limited to a maximum amount of EUR 2.5 million gross. Such transaction bonus shall be linked to Mr. Haug's position as CEO and Chairman of the Management Board of the Company, and not to his Dutch employment agreement.

A proposal will be presented to the General Meeting to approve both the reset of the 500,000 stock options currently held by Mr. Haug to an exercise price of EUR 0.50, and the terms and conditions of the transaction bonus as described above. This proposal will be voted upon as one resolution.

With regard to Mr. Schoonderbeek's appointment (see item 7a(iii) above), the Supervisory Board and Mr. Schoonderbeek are currently negotiating the details of a management board member contract between Mr. Schoonderbeek and the Company. Upon conclusion, the main elements of such contract will be made public. As part of his remuneration package and for the acceptance of his new position, the Supervisory Board intends to grant Mr. Schoonderbeek 100,000 unconditional stock options at an exercise price of EUR 0.50. The granting of these stock options is subject to the approval of the General Meeting, and must comply with insider trading regulations. The stock options will be granted unconditional, however will become exercisable only one year after the date of grant. The stock options in principle forfeit 7 years after the date of grant, but specific conditions on termination of employment apply.

A proposal will be presented to the General Meeting to approve the grant of 100,000 unconditional stock options to Mr. Schoonderbeek at an exercise price of EUR 0.50.

Agenda item 8.

In accordance with the Code and the Articles of Association of the Company, a proposal will be presented to the General Meeting to amend the remuneration of the members of the Supervisory Board.

Currently, the remuneration for the members of the Supervisory Board consists of a fixed gross amount of EUR 70,000 annually for the Chairman and a fixed gross amount of EUR 45,000 annually for each of the other Supervisory Board Members. In addition, the remuneration includes a meeting attendance fee of EUR 5,000 gross per meeting for the Supervisory Board Chairman and EUR 2,500 gross per meeting for each of the other Supervisory Board Members. Such meeting attendance fees are limited to ordinary Supervisory Board Meetings and to a maximum number of 6 ordinary meetings per calendar year. Last, each chairman of a Supervisory Board committee receives an additional remuneration of EUR 10,000 gross per year for his services as committee chairman. In accordance with the Code, the Chairman of the Supervisory Board does not chair any of the Supervisory Board's committees.

Taking into consideration that, as of 2009, various Supervisory Board members will work on special extraordinary assignments for the Company, it will be proposed to the General Meeting to add an additional component to the above Supervisory Board remuneration in the form of a remuneration for special projects. Such additional remuneration will consist of a project fee of EUR 2,000 gross per day & project, with a ceiling of EUR 10,000 per project and a maximum of 2 projects per calendar year for the respective Supervisory Board member. In order for a Supervisory Board member to be entitled to additional remuneration for a special project, the Supervisory Board must have resolved to assign the special project to such Supervisory Board member.

A proposal will, therefore, be presented to the General Meeting to confirm the current Supervisory Board remuneration and to approve the additional remuneration for special projects as described above. This proposal will be voted upon as one resolution.

The above amendments to the remuneration scheme of the Supervisory Board shall be effective from 1 January 2009 onwards.

Agenda item 9.

The current authorization of the Management Board expires on 30 June 2009. As the next ordinary general meeting of shareholders is scheduled for a later date, it is necessary to extend the current authorization.

Therefore, a proposal will be presented to the General Meeting to authorize the Management Board, subject to the approval of the Supervisory Board and within the limits of the authorized share capital of the Company, to issue shares, to grant rights to subscribe for shares, and to cancel or limit pre-emptive rights upon the issue of shares and the granting of rights to subscribe for shares. This mandate (delegation of authority) is requested for a period until 30 June 2010. This proposal will be voted upon as one resolution.

The Management Board and Supervisory Board of

Teleplan International N.V.
