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Bateman Engineering N.V.

(Incorporated and registered in The Netherlands, No 34173013)

Circular to Shareholders and Depository Interest Holders; and Notice of Annual General Meeting

Notice of the annual general meeting of Bateman Engineering N.V., to be held at the offices of the Company at Haaksbergweg 59 in Amsterdam, the Netherlands at 11:00am (CET) on 3 June 2010 is set out on page 4 of this document.

Shareholders who wish to vote either in person (or by way of a proxy), are required to complete the Form of Proxy and Attendance and return the same to Computershare in the self-addressed envelope provided, which is required to be received by Computershare by no later than 11:00am (UK) on 2 June 2010.

Depository Interest Holders who wish to vote either in person or by instructing Computershare Nominees to issue a proxy on their behalf, are required to complete the Form of Instruction and Attendance and return the same to Computershare Nominees in the self-addressed envelope provided, which is required to be received by Computershare Nominees by no later than 11:00am (UK) on 1 June 2010.

To Shareholders and Depositary Interest Holders

Dear Sir or Madam,

Annual General Meeting – 3 June 2010 (“AGM”)

1 Introduction

The purpose of this circular is to advise you that the Annual General Meeting (“AGM”) of the Company shall be held on Thursday 3 June 2010 in Amsterdam in accordance with the attached notice of AGM.

2 Matters to be addressed at the AGM

The Board proposes to put the following resolutions to Shareholders and Depositary Interest Holders for their consideration at the AGM.

Resolution 1: Adoption of the consolidated and statutory financial statements

The Company finalised its audited consolidated and statutory financial statements for the eighteen month financial period ended 31 December 2009 (“Financial Statements”). A copy of the Financial Statements is enclosed. The Financial Statements are available for inspection at the Company’s registered office.

Resolution 2: Approval of director emoluments for the financial year ended 31 December 2009

It is proposed to approve and ratify director emoluments for the financial year ended 31 December 2009, as set out in note 34 to the consolidated financial statements.

Resolution 3: Appointment of Arnold Jordaan Matthee (54) as Director

It is proposed to appoint Arnold Matthee as Director of the Company, effective as from the end of this AGM.

Arnold is currently the Chief Executive Officer of the Bateman Engineered Technologies Strategic Business Unit of the Bateman Engineering Group. Prior to joining Bateman Engineering, he was Managing Director of Thyssen Krupp Materials Handling and a board member of Thyssen Krupp Engineering Pty Ltd, in South Africa. He was also previously General Manager of ABB Feralin Projects in South Africa. Arnold holds a BSc Eng (Mech) degree and is a registered Professional Engineer.

Arnold Matthee has expressed his willingness to act as Managing Director of the Company effective from the end of this AGM, and subject to a positive resolution from the Company’s Shareholders and Depositary Interest Holders at the AGM.

Resolution 4: Appointment of Gregg Blackstock (35) as Director

It is proposed to appoint Gregg Blackstock as a Member of the Board of Managing Directors effective from the end of the AGM.

Gregg trained as a Chartered Accountant and started his career in finance at Barnard Jacobs Mellet Securities in Johannesburg in 2001. He held a number of senior finance roles before studying for a MBA at the University of the Witwatersrand, where he graduated with distinction in 2006. Gregg went on to assume a role on the Leveraged Finance desk at The Royal Bank of Scotland in London. He progressed to the designation of Associate Director and assumed a role in Structured Finance, where he successfully originated numerous complex debt transactions. Gregg was appointed by BSG Management Services in 2009 to assist in providing management

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and advisory services to clients. The Board believes that Gregg brings a wealth of knowledge and experience which will stand the company in good stead at this point in time. Gregg is a South African citizen and lives in London.

Gregg Blackstock has expressed his willingness to act as Managing Director of the Company effective from the end of this AGM, and subject to a positive resolution from the Company’s Shareholders and Depositary Interest Holders at the AGM.

Resolution 5: Appointment of Francis John Eagar (33) as Director

It is proposed to appoint Frank Eagar as a Member of the Board of Managing Directors effective from the end of the AGM.

Frank is a chartered accountant with a post graduate diploma in International Tax Law. He developed his career with audit firm PricewaterhouseCoopers in South Africa, focusing mainly on the industrial and mining sectors. His career includes 2 years at diversified miner, BHP Billiton, allowing for valuable international exposure to a diversified range of mineral assets, including copper, cobalt, coal, iron ore and aluminium. In January 2005 he joined BSG Resources in the finance division. Three years later he was appointed to a Business Development and Project Evaluation role. Frank has served on the Board of DEM Mining, a BSG Resources subsidiary operating in the DRC. He brings with him a wealth of knowledge and experience which the Board believes will stand the Company in good stead during these challenging times. Frank is a member of the South African Institute of Chartered Accountants (SAICA) and holds degrees from the University of Stellenbosch and the University of South Africa.

Frank Eagar has expressed his willingness to act as Managing Director of the Company effective from the end of this AGM, and subject to a positive resolution from the Company’s Shareholders and Depositary Interest Holders at the AGM.

Resolutions 6 and 7: Ratification of resignations and discharge of each of Eddie Du Rand and Roger Williams as directors of the Company

Each of Eddie Du Rand and Roger Williams has resigned as directors of the Company and their resignations have been accepted. We thank them for their valuable commitment to the Company during their directorships and wish them well in their future endeavours.

Resolution 8: Discharge of the Members of the Board of Managing Directors

In accordance with the Company’s articles of association and in accordance with the laws of the Netherlands, the shareholders of the Company shall vote at the AGM to discharge the Board for their actions in the preceding financial year.

Resolution 9: Amendment of the Articles of Association of the Company

It is proposed to amend the articles of association of the Company to the effect that the authorized capital (“maatschappelijk kapitaal”) of the Company is increased to ten million five hundred thousand Euro (EUR 10,500,000.00) and is

divided into one billion and fifty million (1,050,000,000) shares, numbered 1 up to and including 1,050,000,000, each with a nominal value of one Eurocent (EUR 0.01).

The resolution to amend the articles of association also includes to authorize Bird & Bird LLP, The Hague office, and any of its employees to apply for this requisite declaration of no-objection, to sign the requisite forms for application, and to execute the deed of amendment.

Resolution 10: Authorisation for the Company to effect a share buy-back

The purpose of this Resolution is to implement an authority to enable the Company to make market purchases of ordinary shares in the Capital of the Company, within the limits set by the law and the articles of association. It is proposed to authorize the Board to repurchase shares in the capital of the Company, provided that:

- a. *the maximum number of shares that can be acquired is the total issued share capital that is issued at any time, minus one;*
- b. *the shares can be acquired under any valid title;*
- c. *the minimum price for each share will be one Eurocent and the maximum price for each share will be ten Euro;*
- d. *the authority of the Board to repurchase shares runs from the date of this AGM 3 June 2010, and will end five (5) years later, on 3 June 2015 (except that the Company shall be entitled, at any time prior to the expiry of this authority, to make a contract for purchase which would or might be executed wholly or partly after such expiry and to purchase shares in accordance with such contract as if the authority conferred hereunder had not expired), unless such authority is reviewed prior to such time.*

The Board will only exercise the power of purchase after careful consideration and in circumstances where, in the light of market conditions prevailing at the time, the Board is satisfied that it is in the best interests of the Company and of its Shareholders and Depositary Interest Holders generally to do so; and where there would be a resulting increase in earnings per share. The Board intends to keep under review the potential to purchase ordinary shares.

Resolution 11: Reduction of issued capital: cancellation of shares

At present the Company holds 5,763,807 shares in treasury.

It is proposed to cancel all of these shares.

This resolution requires a 2/3 majority of the votes cast in a meeting in which at least one half of the share capital is represented.

Resolution 12: Appointment of Ernst & Young Accountants (The Netherlands) as auditors

For reasons of consistency, Ernst & Young being the appointed auditor of the major shareholder, the Board proposes to appoint Ernst & Young as the Bateman Engineering Group's auditors for the financial year ending 31 December 2010.

In accordance with good corporate governance practice, the appointment of Ernst & Young as the Bateman Engineering Group's auditors for the financial year ending 31 December 2010 (and the determination of their remuneration) is to be put to the vote of the shareholders at the AGM. The Board recommends that shareholders vote in favour of the appointment of Ernst & Young as auditors, and that the amount of their remuneration should be determined to be a matter for the Board.

3 Procedure for attending and voting at the General Meeting

Shareholders and Depositary Interest Holders may either attend the Annual General Meeting in person or may vote by proxy.

In accordance with Articles 21.1 and 21.2 of the Company's articles of association, all Shareholders and Depositary Interest Holders who wish to attend and vote at the Annual General

Meeting must register their intention to do so in writing.

(i) Shareholders

The Board has resolved in accordance with Article 21.4 that only those Shareholders who are entered on the Company's register of members not later than 11:00am (UK) on 2 June 2010 shall be entitled to attend and vote at the meeting. A proxy and attendance form has been prepared by Computershare Investor Services PLC ("Computershare") on behalf of the Company and has been submitted to Shareholders only.

(ii) Depositary Interest Holders

Depositary Interest Holders have been sent by Computershare with this document a Form of Instruction and Attendance which Depositary Interest Holders should use to indicate whether they wish to attend the Annual General Meeting in person. The Form of Instruction and Attendance should also be used by Depositary Interest Holders to provide an instruction to Computershare Company Nominees Limited ("Computershare Nominees") to vote (by proxy) on its behalf as instructed thereon.

In accordance with Regulation 41 of the United Kingdom's Uncertificated Securities Regulations 2001, only those Depositary Interest Holders entered on the Company's register of Depositary Interest Holders not later than 11:00am on 1 June 2010 shall be entitled to attend and vote at the meeting.

Action to be taken

Shareholders who wish to vote either in person (or by way of a proxy), are required to complete the Form of Proxy and Attendance and return the same to Computershare in the self-addressed envelope provided, which is required to be received by Computershare by no later 11:00am (UK) on 2 June 2010.

Depositary Interest Holders who wish to vote either in person (or by way of a proxy from Computershare) or by instructing Computershare Nominees to issue a proxy on their behalf, are required to complete the Form of Instruction and Attendance and return the same to Computershare Nominees in the self-addressed envelope provided, which is required to be received by Computershare Nominees by no later 11:00am (UK) on 1 June 2010.

4 Results of the AGM

The results of the AGM will be posted on the Company's website on www.Bateman.com following the AGM. The minutes of the AGM will be taken and will be posted on the website in due course.

5 Depositary Interest Holders who wish to sell or transfer their interests in the Company

Global Minerals BV have indicated their willingness to consider offers from any Depositary Interest Holders who may wish to sell their interests in the Company. If you are interested in approaching Global Minerals BV to sell your depositary interests, please contact David Clark on +44 79 11 77 2001 or by e-mail at David.Clark@bsgresources.gg.

6 Questions

If you have any questions arising from the subject matter of this circular or otherwise in relation to your shareholding or depositary interest holding in the Company please contact Caroline Been on +31 20 564 0491 or by e-mail at Caroline.Been@Bateman.com.

Yours sincerely,

John Ferreira
Executive Chairman

Notice of Meeting

Notice is given that the Annual General Meeting of Bateman Engineering N.V. (the "Company") will be held at the offices of the Company at Haaksbergweg 59, in Amsterdam, The Netherlands on 3 June 2010 at 11:00am (CET) for the following purposes:

RESOLUTIONS

To consider and, if thought fit, to pass the following resolutions which will be proposed as ordinary resolutions:

1. To receive and adopt the Company's consolidated and statutory financial statements for the financial period ended 31 December 2009.
2. To approve and ratify director emoluments for the financial period ended 31 December 2009.
3. To appoint Mr. Arnold Matthee as a Member of the Board of Managing Directors effective from the end of the AGM.
4. To appoint Mr. Gregg Blackstock as a Member of the Board of Managing Directors effective from the end of the AGM.
5. To appoint Mr. Frank Eagar as a Member of the Board of Managing Directors effective from the end of the AGM.
6. To ratify the resignation of Mr. Jonathan (Eddie) Du Rand, and to grant discharge to him for his management of the Company in the current financial year up to the time his resignation as a Member of the Board of Managing Directors of the Company becomes effective being as from the end of the AGM.
7. To ratify the resignation of Mr. Roger Williams, and to grant discharge to him for his management of the Company in the current financial year up to the time his resignation as a Member of the Board of Managing Directors of the Company becomes effective being as from the end of the AGM.
8. To discharge the Board of Managing Directors for their actions in the preceding financial year.
9. To amend the articles of association of the Company to the effect that the authorized capital ("maatschappelijk kapitaal") of the Company is increased to ten million five hundred thousand Euro (EUR 10,500,000.00) and is divided into one billion and fifty million (1,050,000,000) shares, numbered 1 up to and including 1,050,000,000, each with a nominal value of one Eurocent (EUR 0.01).
The resolution to amend the articles of association also includes to authorize Bird & Bird LLP, The Hague office, and any of its employees to apply for this requisite declaration of no-objection, to sign the requisite forms for application, and to execute the deed of amendment.
10. To authorise the Board, generally and unconditionally, for the purpose of Article 8 of the Articles of Association of the Company, to make market purchases of ordinary shares in the capital of the Company on such terms and in such manner as the Board may from time to time determine, provided that:
 - a. the maximum number of shares that can be acquired is the total issued share capital that is issued at any time, minus one;
 - b. the shares can be acquired under any valid title;
 - c. the minimum price for each share will be one Eurocent (EUR 0.01) and the maximum price for each share will be ten Euro (EUR 10.00);
 - d. the authority of the Board to repurchase shares runs from the date of this AGM 3 June 2010, and will end five (5) years later, on 3 June 2015 (except that the Company shall be entitled, at any time prior to the expiry of this authority, to make a contract for purchase which would or might be executed wholly or partly after such expiry and to purchase shares in accordance with such contract as if the authority conferred hereunder had not expired), unless such authority is reviewed prior to such time.
11. To cancel all shares at present being held in treasury by the Company, being 5,763,807 shares.
12. To appoint Ernst & Young Accountants (The Netherlands) as auditors of the Company and to authorise the Board of Managing Directors to determine the amount of the auditor's remuneration.

BY ORDER OF THE BOARD



John Ferreira
Executive Chairman
Bateman Engineering N.V.
Haaksbergweg 59, 1101 BR Amsterdam
The Netherlands

17 May 2010