

**ENGLISH TEXT OF ARTICLE 21,
PARAGRAPH 3**

**DUTCH OFFICIAL TEXT OF ARTICLE 12,
PARAGRAPH 3**

EXPLANATION

CURRENT

3. The supervisory board shall appoint from among its members an audit committee, a compensation committee and a nominating and corporate governance committee. The supervisory board may decide to combine the tasks and duties of a compensation committee and a nominating and corporate governance committee and entrust those to one committee.

PROPOSED TEXT

3. The supervisory board may appoint from among its members an audit committee, a compensation committee and a nominating and corporate governance committee. The supervisory board may decide to combine the tasks and duties of a compensation committee and a nominating and corporate governance committee and entrust those to one committee.

CURRENT

3. De raad van commissarissen benoemt vanuit zijn leden een controlecommissie (*audit committee*), remuneratiecommissie (*compensation committee*) en een voordrachts- en behoorlijk ondernemingsbestuurs-commissie (*nomination and corporate governance committee*). De raad van bestuur kan de taken en verplichtingen van de remuneratiecommissie en de voordrachts- en behoorlijk ondernemingsbestuurscommissie samenvoegen en deze toevertrouwen aan één commissie.

PROPOSED TEXT

3. De raad van commissarissen kan vanuit zijn leden een controlecommissie (*audit committee*), remuneratiecommissie (*compensation committee*) en een voordrachts- en behoorlijk ondernemingsbestuurs-commissie (*nomination and corporate governance committee*) benoemen. De raad van bestuur kan de taken en verplichtingen van de remuneratiecommissie en de voordrachts- en behoorlijk ondernemingsbestuurscommissie samenvoegen en deze toevertrouwen aan één commissie.

The size of the supervisory board has varied over the past couple of years. Currently, the supervisory board consists of only three members and has caused the supervisory board to temporarily suspend working with separate committees (all in line with the Dutch Corporate Governance Code). The company wishes to maintain the flexibility of only having to appoint committee if and when conducive to the adequate functioning of the supervisory board as a whole. Hence it is proposed make the committees voluntary instead of obligatory.

**ENGLISH TEXT OF ARTICLE 30,
PARAGRAPH 2**

**DUTCH OFFICIAL TEXT OF ARTICLE 30,
PARAGRAPH 2**

EXPLANATION

CURRENT

3. The agenda of the annual general meeting shall contain, *inter alia*, the following subjects for discussion: (a) discussion of the annual report; (b) discussion of the applied remuneration; (c) discussion and adoption of the annual accounts; (d) dividend proposal (if applicable); (e) other subjects presented for discussion by the board of directors and announced with due observance of the provisions of these articles of association, as for instance (i) release of the members of the board of directors and the members of the supervisory board from liability; (ii) discussion of the policy on reserves and dividends; (iii) designation of the board of directors of the company competent to issue shares; (iv) appointment of the external auditor; and/or (v) authorisation of the board of directors to allow the company to acquire shares or depository receipts thereof in its own capital.

CURRENT

2. De agenda van de jaarvergadering vermeldt onder meer de volgende punten ter behandeling: (a) bespreking van het jaarverslag; (b) bespreking van de toegepaste bezoldiging; (c) bespreking en vaststelling van de jaarrekening; (d) voorstel tot uitkering van dividend (indien van toepassing); (e) andere onderwerpen door de raad van bestuur aan de orde gesteld en aangekondigd met inachtneming van de bepalingen van deze statuten, zoals inzake (i) het verlenen van kwijting aan de leden van de raad van bestuur en de leden van de raad van commissarissen; (ii) bespreking van het reserverings- en dividendbeleid; (iii) aanwijzing van de raad van bestuur van de vennootschap dat bevoegd is tot uitgifte van aandelen; (iv) benoeming van de externe accountant; en/of (v) machtiging van de raad van bestuur tot het verkrijgen van eigen aandelen of certificaten daarvan door de vennootschap.

The current articles of association provide for a list of subjects that will need to be discussed during the annual general meeting of the Company. At the time of the adoption of the articles of association, the list of subjects mirrored the subjects that were required under Dutch law. Dutch law has changed, pursuant to which some of these subjects are not required anymore. It is therefore proposed to amend the article 30 paragraph 2 to reflect that the agenda of the annual general meeting shall contain the subjects that are required by law.

PROPOSED TEXT

3. The agenda of the annual general meeting shall contain the subjects for discussion as required by law.

PROPOSED TEXT

3. De agenda van de jaarvergadering vermeldt de punten die op grond van de wet moeten worden behandeld.
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