

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

APELDOORN, AUGUST 22, 2016



AGENDA

1. Opening
2. Amendment of the Articles of Association (voting item)
3. Closure



AGENDA

1. Opening



AGENDA

2. Amendment of the Articles of Association (voting item)



AMENDMENT (2.1)

Article 11, paragraph 1 will be amended and replaced by the following:

*“1. The company has a board, this board also referred to in these Articles as "the board".
The board consists of one or more directors.*

The general meeting of shareholders can award the title of "President" to one of the directors.

The company also has a supervisory board.”

The proposed amendment to give this authority to the shareholders' meeting aims to achieve clarification in the granting of the title "President".

AMENDMENT (2.2)

Article 12, paragraph 6 will be amended and replaced by the following:

"6. the Board - without prejudice to the provisions of Article 107a of Book 2 of the Civil Code - (additionally) needs the prior approval of the general meeting to decide on:
*- Closing **and/or selling and/or transferring** of any of the so-called production companies (production sites) in Apeldoorn, Hungary, Indonesia and/or the United States.*
The lack of approval as referred to in this paragraph does not affect the authority of the board or the directors."

This addition aims at clarifying the impact of the general meeting.

AMENDMENT (2.3)

Article 14, paragraph 3 is amended and is replaced by the following:

"3. One of the members of the supervisory board shall act as chairman of the supervisory board.

*The appointment of the chairman of the supervisory board is made **by the general meeting.**"*

The proposed amendment shifts the power to appoint the chairman of the supervisory board from internally within the board to the general meeting.

AMENDMENT (2.4)

Article 16, paragraph 4 is amended and is replaced by the following:

*"4. If the votes are equally divided within the supervisory board, no decision is made. If the supervisory board still requires a resolution or a decision of the supervisory board is required, **such decision shall be submitted to the general meeting. The general meeting shall take the appropriate decision for and on behalf of the supervisory board.**"*

In the current Articles the chairman of the board has a casting vote. The proposed amendment transfers this authority to the general meeting and promotes the search for consensus in decision making and ensures a constructive decision.

AGENDA

3. Closure



THANK YOU FOR YOUR VISIT AND
WE HOPE TO SEE YOU AGAIN!

