

## ARTICLES OF ASSOCIATION

of:

**Pryme N.V.**

last amended by deed of amendment of 2<sup>nd</sup> May 2022  
unofficial English translation of the original Dutch text

### **Name and Registered Office**

#### **Article 1**

1. The name of the company is: **Pryme N.V.**
2. The company has its registered office in Kapelle, the Netherlands.

### **Objects**

#### **Article 2**

The objects for which the company is established are:

- a. to develop, design, construct, produce, operate and market factories for the reuse of plastics;
- b. to purchase, trade and sell plastics and other raw and auxiliary materials, and to market semi-finished and finished products made of plastics and raw materials;
- c. to exploit and trade patents, trademark rights, licences, licenses, know-how, copyrights, databases and other intellectual property rights;
- d. to trade currencies, securities and assets in general;
- e. to provide advice and to provide services to legal entities, enterprises and companies within its group or in which the company holds any interest, as well as to third parties;
- f. either alone or jointly with others to acquire and dispose of participations or other interests in bodies corporate, companies and enterprises, to collaborate with and to manage such bodies corporate, companies or enterprises;
- g. to acquire, manage, turn to account, encumber and dispose of any (registered) property - including intellectual and industrial property rights - and to invest capital;
- h. to supply or procure the supply of money loans including the issuance of bonds, debentures and/or other securities, particularly - but not exclusively - loans to bodies corporate and companies which are subsidiaries and/or affiliates of the company or in which the company holds any interest, as well as to draw or to procure the drawing of money loans and to enter into related agreements;
- i. to enter into agreements whereby the company commits itself as guarantor or severally liable co-debtor, or grants security or declares itself jointly or severally liable with or for others, particularly - but not exclusively - to the benefit of bodies corporate and companies as referred to above under h.;
- j. to do all types of industrial, financial and commercial activities;
- k. to do all such things as are incidental or conducive to the above objects or any of them.

### **Capital and shares**

#### **Article 3**

The authorised capital of the company amounts to three million seven hundred fifty thousand euro (€ 3,750,000.00), divided into seventy-five million (75,000,000) shares, each having a nominal value of five eurocent (€ 0.05).

#### **Article 4**

1. The shares are registered shares and are numbered consecutively, from 1 upwards.
2. Share certificates shall not be issued.

## Article 5

1.
  - a. The issue of shares shall be subject to a resolution adopted by the general meeting or another body of the company designated for this purpose by a resolution of the general meeting, always for a period not exceeding five years. When such a designation is made, the number of shares which may be issued by the designated body of the company must be specified as well. The designation may be extended, each time for not more than five years. It is not possible to withdraw (revoke) a designation, unless the contrary has been provided when the designation was made.
  - b. In this resolution, the general meeting shall also determine the price and terms of issue, with due observance of these articles of association.
  - c. Save for the provisions of Section 2:80, subsection 2, of the Dutch Civil Code, the issue price shall not be below par.
  - d. The issue share shall also require a deed to that end executed before a civil-law notary practising in the Netherlands, to which deed those involved in the transaction are the parties, unless it concerns shares as referred to in Section 2:86c of the Dutch Civil Code.
2. The preceding provisions shall apply mutatis mutandis to the grant of rights to subscribe for shares, but shall not apply to the issue of shares to a person exercising a previously acquired right to subscribe for shares.
3. Within eight days after a resolution of the general meeting to issue shares or to authorize another body of the company, the full text of such resolution shall be deposited at the office of the Trade Register.  
Within eight days of each issue of shares, the company shall declare this to the office of the Trade Register, stating the number of shares issued.
4. Upon the issue of shares, shareholders shall have a pre-emptive right proportionate to aggregate amount of their shareholdings. A shareholder shall not have a pre-emptive right on shares issued against contribution in kind. A shareholder shall not have a pre-emptive right on shares issued to employees of the company or a group company. The pre-emptive right cannot be transferred. The pre-emptive right can be limited or excluded, for each single issue, by the general meeting, with due observance of applicable statutory provisions.
5. Pre-emptive rights may be limited or excluded also by a body of the company designated under paragraph 1 sub a., if a resolution of the general meeting have designated this body of the company for a specific period of time, not exceeding five years, to limit or exclude pre-emptive rights. The designation may be extended, each time for not more than five years. It is not possible to withdraw (revoke) a designation, unless the contrary has been provided when the designation was made.
6. A resolution of the general meeting to limit or exclude the pre-emptive right or to authorize the body of the company as referred to in paragraph 1 sub a. shall require a majority of at least two-thirds of the votes cast, if less than one half of the issued capital is represented at the meeting.
7. Shareholders shall have a pre-emptive right at the grant of rights to subscribe for shares; paragraphs 4, 5 and 6 of this Article 5 shall apply mutates mutandis. Shareholders shall not have a pre-emptive right with respect to shares issued to a person exercising a previously acquired right to subscribe for shares.

#### Article 6

1. When subscribing for any share, the nominal value or a part of that must be paid up and, if the share is subscribed for a higher amount, the difference between those amounts. It may be stipulated that the nominal value or part thereof need not be paid up until a specific later point in time or until the board has called it.
2. Payment on a share must be made in cash, unless another contribution has been agreed upon. Payment in a currency other than the one in which the nominal amount of the shares is expressed shall require permission from the board.

A payment in foreign currency will result in the performance of the obligation to pay up the shares to the extent that the paid-up sum can be converted (exchanged) freely into euros.

The Corporation may demand payment at an exchange rate on a fixed day, chosen within two months before the last day on which the payment must be made, provided that the shares or depository receipts for those shares will be admitted immediately after their issuance to a regulated market or multilateral trading facility as meant in Section 1:1 of the Financial Supervision Act (*Wet op het Financieel Toezicht*) for which a licence is granted in another member state or to a system comparable with such regulated markets or multilateral trading facilities in a State that is not a member state.

#### **Shareholders' register**

#### Article 7

1. The board shall keep a register in which the names and addresses of all shareholders are recorded, stating the date on which they acquired the shares, the date of acknowledgement or service, as well as the amount paid up on each share. The register shall also record the names and addresses of holders of a right of usufruct or pledge in respect of shares, stating the date on which they acquired such a right, the date of acknowledgement or service, as well as the rights that are vested in them in respect of those shares (voting rights and/or the rights that are conferred by law to the holders of depository receipts for shares that have been issued with the co-operation of a company).
2. The register shall be updated regularly, on the understanding that any change of the data referred to in paragraph 1 above is entered in the register as soon as possible; any discharge from liability for payments not made shall also be entered in it, stating the date on which discharge was granted.
3. Shareholders and others whose data must be entered in the register pursuant to the provisions of this Article shall provide the board in a timely fashion with the necessary data. If an electronic address is also disclosed with the aim of its inclusion in the shareholders' register, such disclosure also implies agreement for all official notices including convocations to be received by electronic means.
4. Upon request, the board shall provide any person referred to in paragraph 1 with an extract from the register regarding their entitlement to any share, free of charge. If the share is encumbered with a right of usufruct or right of pledge, the extract shall also state the party in whom the rights referred to in Article 8 are vested.
5. The board shall keep the register available at the company's offices for inspection by the shareholders as well as the usufructuaries and pledgees in whom the rights that have been conferred by law to the holders of depository receipts for shares that have been issued with the co-operation of a company are vested at the office of the company.  
The preceding sentence shall not apply to the part of the register that is kept outside

the Netherlands in compliance with laws or stock exchange rules applicable there. The data in the register regarding partly paid-up shares shall be available for inspection by anyone; a copy or extract from this information shall be provided at no more than cost.

### **Usufruct/pledge**

#### **Article 8**

1. Shares may be encumbered with a right of usufruct. The shareholder has the right to vote on the shares which are encumbered with a right of usufruct. Contrary to the foregoing, the right to vote attached to shares shall be vested in the usufructuary if this was provided for upon the creation of the right of usufruct or later agreed in writing between the shareholder and the usufructuary, provided that both this provision and - upon the transfer of the right of usufruct - the passage of the right to vote has been approved by the board.
2. Shares may be pledged as security. The provision of paragraph 1 shall apply by analogy by vesting the pledge and if the rights of the pledgee pass to another person.
3. The shareholder without the right to vote and the usufructuary and the pledgee with the right to vote shall have the rights which by law vest in holders of depositary receipts issued for shares with the cooperation of a company, hereinafter to be referred to as "**depositary receipts rights**". The usufructuary or pledgee who has no right to vote shall not have such depositary receipt rights.
4. Where these articles of association refer to "**those with the right to attend meetings**", this shall include holders of depositary receipts issued for shares with the cooperation of the company, as well as usufructuaries and/or pledgees who have depositary receipt rights.

### **Depositary receipts for shares**

#### **Article 9**

The company is authorised to give its co-operation to the issue of depositary receipts for shares in its own capital.

### **Joint property**

#### **Article 10**

If shares, restricted rights to them or depositary receipts for shares are joint property, the joint owners must have themselves represented by one person designated in writing vis-à-vis the company.

### **Acquisition of shares in its own capital**

#### **Article 11**

1. The board decides on the acquisition of shares in the capital of the company. Prior authorization of the general meeting is required for the acquisition. Acquisition by the company of partly paid-up shares in its capital shall be null and void.
2. The company cannot acquire paid-up shares in its own capital, except for no consideration if
  - a. the general meeting of Shareholders has authorized the board of Management to do so and in that authorization - which shall be valid for a period not exceeding eighteen months - has also determined how many shares may be acquired, the manner in which they may be acquired and the upper and lower limits of the price. No authorization shall be required if shares are acquired in order to be transferred to employees in the service of the company or a group company by virtue of an arrangement applicable to such employees. Such shares must be quoted on a stock

exchange;

- b. the company's equity reduced by the acquisition price is not less than the sum of the paid-up and called-up part of the capital and the reserves which must be maintained by law and the articles of association; and
- c. the nominal amount of the shares to be acquired and of the shares already held by the company, or in respect of which the company holds a pledge or which are held by a subsidiary, does not exceed half of the issued share capital.

The determining factor in respect of the requirement under b. shall be the size of the company's equity as shown by the most recently adopted balance sheet, reduced by the acquisition price of shares in the capital of the company, the amount of the loans referred to in Section 2:98c, subsection 2, of the Dutch Civil Code and any distributions from profits or reserves to others which may have become payable by the company and its subsidiaries, if any, since the balance sheet date. If more than six months of any financial year have elapsed without the previous year's annual accounts having been adopted, acquisitions according to the provisions of this paragraph shall not be permitted.

3. The provisions of this Article shall not apply to the acquisition of shares by the company in its own capital which the company may acquire by universal succession of title.
4. A subsidiary of the company may not (cause others to) subscribe for shares in the company's capital for its own account. Subsidiaries may only (cause others to) acquire shares of the company for their own account insofar as the company may acquire such shares itself pursuant to the preceding provisions of this Article.
5. Shares held by the company in its own capital shall be disposed of by resolution of and on conditions to be determined by the board.
6. The provisions of Articles 5 and 6 shall to the fullest possible extent apply mutatis mutandis to the disposal of shares acquired by the company in its own capital.
7. The company or a subsidiary may not exercise the rights attached to shares held by the company itself or its subsidiary, or in respect of which the company or its subsidiary possesses usufruct or a pledge. However, usufructuaries or pledgees of shares held by the company and its subsidiaries shall not be excluded from the right of vote if the usufruct or pledge was established before the shares were acquired by the company or its subsidiary.
8. The preceding paragraphs shall apply mutatis mutandis to depositary receipts issued for shares.
9. The board is authorized to perform the legal acts as described in Section 2: 94 of the Dutch Civil Code without the prior approval of the general meeting.

### **Capital reduction**

#### **Article 12**

1. The general meeting may resolve to reduce the issued capital by cancelling shares or by reducing the amount of the shares by amending the articles of association.
2. This resolution must identify the shares to which this resolution relates and it must provide for the implementation of the resolution.
3. A resolution to reduce the capital shall require a majority of at least two-thirds of the votes cast, if less than half of the issued share capital is represented at the general meeting.
4. The notice calling a meeting at which a resolution as referred to in this Article 12 is to be passed shall state the purpose of the capital reduction and the manner of implementation. Subsections 2, 3 and 4 of Section 2:123 of the Dutch Civil Code shall apply mutatis

mutandis.

5. A capital reduction must otherwise be effected with due observance of the relevant provisions of the law.

### **Transfer of shares**

#### **Article 13**

1. Unless it concerns shares as referred to in Section 2:86c of the Dutch Civil Code, the transfer of a share or of a restricted right to it shall require a notarial deed to that end executed before a civil-law notary practising in the Netherlands, to which those involved in the transaction are the parties.
2. Except where the company is a party to the transaction, the rights attached to the share cannot be exercised until the company has acknowledged the legal transaction or until the deed has been served upon it in accordance with the relevant provisions of the law, or until the company has acknowledged this transfer by making an entry in the shareholders' register as referred to in Article 7.
3. The transfer of shares is not restricted in the sense of Section 2:195 of the Dutch Civil Code.

### **Management**

#### **Article 14**

1. The company shall have a board, consisting of one or more directors, the number to be determined by the supervisory board. Legal entities may also be appointed as a director. The board will be under the supervision of the supervisory board.
2. The general meeting shall appoint the directors, for a period of maximum four (4) years, and the general meeting as well as the supervisory board may suspend or remove them from office at any time. A director who has retired as a result of the expiry of the term of appointment may be immediately reappointed, but no more than two (2) times. If the retired director as meant in the preceding sentence is the only director of the company, he will stay in function as director until he is replaced or reappointed. The general meeting may grant one or more directors the title of general manager, and may deprive any director of such title at any time.
3. The supervisory board will make binding nominations for the appointment of directors. These nominations contain at least one candidate for each vacancy to be filled. The general meeting may remove the binding nature of any nomination by a resolution passed with at least two-thirds of the votes cast, which two-thirds represent more than half of the issued capital. Furthermore, the general meeting is free to appoint if the supervisory board has not forwarded the nomination to the company within six months after the vacancy to be filled has arisen.
4. The board shall be entrusted with managing the company. In fulfilling their duties, the directors shall be guided by the interests of the company and its business. The board will be obliged to follow the instructions of the supervisory board on financial, social, economic and personnel policy, including the company itself as well as with regard to each subsidiary company of the company (in casting votes on the shares that are held in subsidiary companies). The board will follow the instructions, unless these are contrary to the interests of the company and its business. Furthermore, the board shall supply the supervisory board in a timely manner with the data needed for the discharge of its duties. The board shall inform the supervisory board in writing at least once a year on the outlines of the strategy, the general and financial risks and the management and monitoring system of the company.

5. The general meeting shall be authorized, by a resolution to that end, to make resolutions of the board or of any director authorized to adopt resolutions pursuant to any bylaws subject to its prior approval. Those resolutions must be clearly defined and must be communicated to the board in writing. In any case, the board requires the prior approval of the general meeting for passing the following resolutions concerning an important change in the identity or character of the company or its enterprise:
  - a. a transfer of its enterprise or practically its entire enterprise to a third party, including the transfer of patents, technical know-how and activities that are essential for the income of the company and/or form the basis of the knowledge and skills of the company;
  - b. the entry into or termination of a long-term cooperation of the company or a subsidiary of the company with another legal entity or company as a fully liable partner in a limited partnership or general partnership, if such cooperation or termination is of a far-reaching significance for the company;
  - c. the acquisition or divestment by it or a subsidiary of the company of a participating interest in the capital of a company having a value of at least one-third of the amount of its assets according to its balance sheet and explanatory notes or, if the company prepares a consolidated balance sheet, according to its consolidated balance sheet and explanatory notes in the last adopted annual accounts of the company.
  
6. Furthermore, the board shall also require prior approval of the supervisory board for such board resolutions as the supervisory board will have determined by resolutions specifically describing such and notified to the board. In any case, the board requires the prior approval of the supervisory board for passing the following resolutions:
  - a. the issue and acquisition of shares in and bonds payable by the company or bonds payable by a limited partnership or commercial partnership of which the company is a partner with full liability;
  - b. cooperation to the issue of depositary receipts for shares;
  - c. to apply for admission of the documents set out under a. and b. for the trade at a trading platform as referred to in Section 1:1 of the Act on the financial supervision ("*Wet op het financieel toezicht*") or a system similar to a trading platform of a state which is not a member state or to request the withdrawal of such admission;
  - d. to enter into or to cancel a continuing cooperation of the company or a dependent company with a different legal entity or company or as fully liable partner in a limited partnership or a general partnership if such cooperation or cancellation is of extensive meaning for the company;
  - e. to acquire a participation with a value of at least one-fourth of the amount of the issued capital with the reserves according to the company's balance sheet with notes, by the company or a dependent company in the capital of a different company, as well as to extensively increase or diminish such a participation;
  - f. divestments/investments which require an amount equal to at least one fourth of the issued capital with the company's reserves in accordance with its balance sheet and notes;
  - g. a motion to amend the articles of association;
  - h. a motion to dissolve the company;
  - i. an application for bankruptcy or a suspension on payments;
  - j. termination of the employment contracts of a substantial number of the employees

- of the company or a dependent company at the same time or within a short period of time;
- k. drastic changes to the working conditions of a substantial number of the employees of the company or a dependent company;
  - l. a motion to reduce the issued capital;
  - m. adoption of an annual business plan plus the accompanying budget, an investment plan and a financing plan;
  - n. to enter into loans which have not been laid down in the financing plan and to which a risk profile (in a sense of quality as well as in a sense of quantity) has been attached as determined by the supervisory board and communicated to the board in writing.
  - o. transfer of the business or most of the business to a third party;
  - p. granting, taking away and changing of the powers of a proxy holder or its title as meant in paragraph 12;
  - q. appointment or dismissal of the senior internal auditor;
  - r. the entering into transactions which are of material significance to the company and/or to the conflicted directors or supervisory board members referred to hereafter, in which one or more directors or supervisory board members has a direct or indirect personal interest which conflicts with the interests referred to in paragraph 4;
  - s. granting personal loans or guarantees to directors or supervisory board members;
  - t. establishing or amending the bylaws as meant in paragraph 8;
  - u. the division of tasks and the delegation of administrative authority within the board.
7. The board shall convene at least four times a year and shall meet if a director so requests. The board shall keep a record of the resolutions passed. The records shall be kept by the board. Each director may be represented at meetings by another director acting by virtue of a written power of attorney. Such power of attorney may only relate to one meeting specifically stated therein.
8. The board, with due observance of paragraph 6 section t, may adopt written bylaws, providing further rules on its decision making, the providing of information to the supervisory board and the tasks entrusted to a particular director. These bylaws may also provide that one or more directors can take legally binding decisions on matters that are part of his/their tasks.
9. Unless the bylaws prescribe a greater majority, all board resolutions shall be adopted by an absolute majority of the votes cast.
10. A director shall not take part in the consultations and decision-making process if he has a direct or indirect personal interest which conflicts with the interests referred to in paragraph 4. Where, as a result, a board resolution cannot be adopted the resolution shall be adopted by the supervisory board. A supervisory board member shall not take part in the consultations and decision-making process if he has a direct or indirect personal interest which conflicts with the interests referred to in paragraph 4. If the supervisory board has not been installed or if all members of the supervisory board have a direct or indirect personal interest which conflicts with the interests referred to in paragraph 4, as a result of which the resolution cannot be adopted by the supervisory board, the board shall remain authorized to make decisions, despite the conflict of interest of all directors.



11. Any resolution which the board can pass at a meeting may also be passed by them outside a meeting, provided that all directors express their opinion on the proposed resolution in writing and that the resolution be passed by the majority of votes required under these articles of association. The documents showing the manner of decision-making outside a meeting shall be kept at the office of the company and shall be open to the inspection of all directors.
12. The board shall be authorized to resolve to appoint officers with permanent power to represent the company and to determine the scope of their power and title.
13. If a director is absent or prevented from acting, the remaining directors shall continue to be in charge of the management. If all directors are absent or prevented from acting, the management shall be vested temporarily in a person appointed by the supervisory board for that purpose. The supervisory board shall have the right to appoint a person as referred to in the preceding sentence, who in that case shall be in charge of the company's management with the remaining directors, should any, but not all directors be absent or prevented from acting.
14. The supervisory board shall determine the salary and other employment conditions for each director individually, in accordance with the remuneration policy adopted by the general meeting as referred to in Section 2:135 of the Dutch Civil Code.  
The supervisory board shall present to the general meeting for approval all proposals for remunerations which are to be paid in the form of shares or rights to acquire shares. The proposal should at least determine how many shares or rights to subscribe for shares may be granted to the directors and the conditions for granting such shares or rights, and for possible amendments. The lack of approval of the general meeting does not affect the power of representation of the supervisory board.
15. Participation in and voting at board meetings is possible by electronic means of communication.

### **Representation**

#### **Article 15**

1. The board shall represent the company. The power to represent the company shall also vest in:
  - a. every director with the title of general manager;
  - b. two directors acting jointly.
2. A written record shall be made of transactions between the company and the holder of all the shares in the capital of the company or between the company and a partner in any matrimonial community of property, or in a community of property of a registered partnership to which all of the shares in the capital of the company belong, where the company is represented by such shareholder or by one of the partners, unless the transaction(s) concerned under their stipulated terms are within the ordinary course of business of the company. On the application of the preceding sentence, shares held by the company or its subsidiaries shall not be taken into account.

### **Indemnification**

#### **Article 16**

1. The company will indemnify any director, former director, supervisory board member and former supervisory board member (for this Article only, "director" is also understood to include "former director", "supervisory board member" and "former supervisory board member") against any damage resulting from the act or the failure to act of a director in the performance of his duties and which arises out of a dispute in which a director has

become personally involved, with due observance however of the limitations contained in paragraph 2 of this Article.

2. The indemnification referred to in paragraph 1 of this Article shall not apply:
  - (i) when a Dutch court of law renders an irrevocable ruling to the effect that the damage is the result of wilful (*opzettelijk*), intentionally reckless (*bewust roekeloos*) or seriously culpable (*ernstig verwijtbaar*) conduct on the part of the director, unless Dutch law provides otherwise or this would, in the view of the circumstances of the case, be unacceptable according to standards of reasonableness and fairness (*redelijkheid en billijkheid*); or
  - (ii) when it concerns a dispute initiated by or on behalf of the director against the company, any group companies of the company as meant in Section 2:24b of the Dutch Civil Code, or a third party, primarily aimed at pursuing a claim on his own behalf; or
  - (iii) when the damage is covered by an insurance for the benefit of the director.
3. Settlement of a dispute does not stop a director from relying on the indemnification as referred to in paragraph 1 of this Article, with due observance however of the limitations contained in paragraph 2 of this Article.
4. Indemnification by the company as referred to in paragraph 1 of this Article will be effected after it has been determined by or on behalf of the company that the limitations contained in paragraph 2 of this Article do not apply.
5. The company shall reimburse and advance the reasonable actual costs, including the reasonable actual costs of legal counsel, made by a director in connection with a dispute resulting from the act or the failure to act of a director in the performance of his duties and in which a director has become personally involved, but with the proviso that a director is under an obligation to repay the advance, plus the statutory interest, if a Dutch court of law has rendered an irrevocable ruling to the effect that the costs are the result of wilful (*opzettelijk*), intentionally reckless (*bewust roekeloos*) or seriously culpable (*ernstig verwijtbaar*) conduct on the part of the director, unless Dutch law provides otherwise or this would, in the view of the circumstances of the case, be unacceptable according to standards of reasonableness and fairness (*redelijkheid en billijkheid*).
6. The reimbursement and advance referred to in paragraph 5 of this Article shall not apply:
  - (i) when it concerns a dispute initiated by or on behalf of the director against the company, any group companies of the company as meant in Section 2:24b of the Dutch Civil Code or a third party, primarily aimed at pursuing a claim on his own behalf; or
  - (ii) when the costs are covered by an insurance for the benefit of the director.

### **Supervisory Board**

#### **Article 17**

1. The supervisory board shall consist of at least three (3) members. Supervisory board members will be appointed, suspended and removed by the general meeting. The majority of the supervisory board members must be independent.

A supervisory board member is not independent if his spouse, registered partner or life companion, foster child or relative by blood or marriage up to the second degree:

- has been an employee or member of the board (including associated companies as referred to in Section 5:48 of the Financial Supervision Act (*Wet op het financieel toezicht*)) in the five years prior to the appointment;

- receives personal financial compensation from the company, or a company associated with it, other than the compensation received for the work performed as a supervisory board member and for extraordinary activities in so far as this is not in keeping with the normal course of business;
- has had an important business relationship with the company or a company associated with it in the year prior to the appointment. This includes in any event the case where the supervisory board member, or the firm of which he is a shareholder, partner or associate, has acted as adviser to the company (external auditor, civil notary or lawyer) and the case where the supervisory board member is a director or an employee of a bank with which the company has a lasting and significant relationship;
- is a member of the management board of a company in which a director of the company is a supervisory board member;
- has temporarily performed management duties during the previous twelve months in the absence or incapacity of directors;
- has a shareholding in the company of at least one (1) percent, taking into account the shareholding of natural persons or legal entities cooperating with him on the basis of an express or tacit, verbal or written agreement;
- is a member of the management board or supervisory board – or is a representative in some other way – of a legal entity which holds at least five percent of the shares in the company, unless the entity is a group company.

2. It shall be the duty of the supervisory board:

- a. to supervise the policies of the board and the general conduct of affairs of the company and its business;
- b. to assist the board with advice.

In the discharge of their duties the supervisory board members shall act in accordance with the interests of the company and its business.

The supervisory board provides advice to the board and to the general meeting whenever it is requested or if the supervisory board considers this desirable.

3. Supervisory board members, both jointly as individually, are empowered to enter the buildings and properties of the company and to inspect all books, records and correspondence and control of the funds of the company.

For the purposes of discharging its duties the supervisory board members may at the expense of the company procure the assistance of one or more experts.

The supervisory board may appoint from among themselves one or more delegates, who is(are) especially responsible for the daily supervision of the board.

4. The general meeting may elect the chair of the supervisory board. If it fails to do so, the supervisory board will elect its chair. The chair must be an independent supervisory board member.

The supervisory board may elect a vice-chair. The vice-chair must be an independent supervisory board member.

5. The supervisory board shall convene at least four times a year and shall meet if a supervisory board member or a director so requests.

6. The supervisory board may adopt written bylaws, providing further rules regarding the holding of meetings, the convening of meetings and decision-making in its meetings, as well as the division of tasks between the supervisory board members and any committees and their working method shall be laid down in one or more by-laws. A resolution to establish or amend by-laws can only come into force with unanimous votes

of all supervisory board members in function. The approval resolutions as mentioned in Article 14 paragraph 6 can only come into force with unanimous votes of all supervisory board members.

Unless the bylaws or these articles of association prescribe a greater majority, all resolutions shall be adopted by the supervisory board by an absolute majority of the votes cast.

If the voting for and against a proposal not requiring a larger majority is equally divided and two (2) supervisory board members are in function, the proposal shall be rejected. If the voting for and against a proposal not requiring a larger majority is equally divided and more than two (2) supervisory board members are in function, the chair of the supervisory board members has a casting vote, provided that if the votes are divided while the chair of the supervisory board has a conflict of interest in this matter as described in paragraph 7, the proposal shall be rejected as well.

7. A member of the supervisory board shall not take part in the consultations and decision-making process if he has a direct or indirect personal interest which conflicts with the interests referred to in paragraph 2. Where, as a result, a resolution of the supervisory board cannot be adopted, the supervisory board is nevertheless authorized to take the decision.
8. If invited, the directors are obliged to attend the meetings of the supervisory board and to give all requested information, the affairs of the company concerned.
9. The supervisory board shall keep a record of the resolutions passed. The records shall be kept by the supervisory board.
10. Each supervisory board member may be represented at meetings by another supervisory board member acting by virtue of a written power of attorney. Such power of attorney may only relate to one meeting specifically stated therein.
11. Any resolution which the supervisory board can pass at a meeting may also be passed by them outside a meeting, provided that all supervisory board members express their opinion on the proposed resolution in writing and that the resolution be passed by the majority of votes required under these articles of association. The documents showing the manner of decision-making outside a meeting shall be kept at the office of the company and shall be open to the inspection of all supervisory board members.
12.
  - a. If a member of the supervisory board is absent or prevented from acting, the remaining member(s) of the supervisory board shall be charged temporarily with the tasks and powers of said member of the supervisory board.  
If the chair of the supervisory board is absent or prevented from acting, the vice-chair shall temporarily be charged with the same tasks and powers of the chair of the supervisory board.
  - b. If all members of the supervisory board are absent or prevented from acting, the general meeting will appoint one or more persons who are temporarily charged with the task of the supervisory board.
13. The general meeting may resolve to grant a remuneration to the members of the supervisory board individually.
14. If there is any vacancy in the supervisory board, the board shall nevertheless retain the power to perform the duties imposed upon it by law and these articles of association.
15. Participation in and voting at meetings of the supervisory board is possible by electronic means of communication.

### **Annual accounts**

#### **Article 18**

1. The financial year of the company is equal to the calendar year.
2. Annually, within five months of the close of the financial year of the company, the board shall draw up the annual accounts, which will be made available for inspection by the shareholders at the company's offices.  
In the event that the law or regulations of the stock exchange where the company's shares are traded requires an earlier drawing up of the annual accounts, such earlier timeline shall apply.  
Within this term, the board shall also make available for inspection the annual report, unless the company is exempted from the obligation to draw up annual reports pursuant to the law.  
The annual accounts shall be signed by all directors and all supervisory board members.  
If the signature of any of them is missing, that fact and the reason for it shall be stated.
3.
  - a. The company shall instruct someone to audit the annual accounts, unless it is exempted from this pursuant to the law. The general meeting shall be authorized at all times to grant the instruction. If it fails to do so, this power shall pass on to the supervisory board. If it fails to do so, this power shall pass on to the board. The instruction may be withdrawn at any time by the general meeting and by the person that had given the instruction.
  - b. The instruction shall be given to an auditor who is authorized to act as such by law. The appointment of an auditor shall not be limited by any nomination.
  - c. The person who has been given the instruction shall report in writing on his findings to the board and the supervisory board members.
4. The company shall ensure that the annual accounts prepared, the annual report and any information required pursuant to Section 2:392, subsection 1, of the Dutch Civil Code, are available at its offices from the date on which the general meeting, intended to discuss those documents, is convened. The shareholders and others with the right to attend meetings may inspect the documents there and obtain a copy thereof, free of charge.

#### **Adoption of the annual accounts**

##### **Article 19**

1. The annual accounts shall be adopted by the general meeting.  
The annual report shall be adopted by the board.
2. After the motion to adopt the annual accounts has been put to the table, a motion shall be put before the general meeting to grant the directors and the supervisory board members discharge from liability for the policy pursued by them in the relevant financial year, insofar as this policy is evidenced by the annual accounts or has been disclosed to the general meeting.

#### **Profit appropriation**

##### **Article 20**

1. The general meeting is authorized to appropriate the profits determined by adopting the annual accounts, and to resolve on dividend payments, insofar as the shareholders' equity exceeds the sum of the paid and called up part of the capital plus the reserves that must be maintained pursuant to the law or these articles of association.  
Distribution of dividend shall take place after the adoption of the annual accounts which show that such distribution is permitted.
2. A resolution to pay dividend shall not have any consequences until the board has given

its approval. The board shall only withhold its approval if it knows or reasonably should foresee that the company will be unable to pay its debts that are due and payable after the distribution of dividend.

3. In calculating each dividend payment, any shares held by the company in its capital or for which it holds the depositary receipts shall be included.
4. In calculating the dividend to be paid on each share, the obligatory amount paid up upon the nominal value of the shares shall qualify. Subject to approval of all shareholders, the provisions of the preceding sentence may be departed from.
5. The company may also make interim dividend payments, if the first sentence of paragraph 1 of this Article has been satisfied as evidenced by an interim statement of assets and liabilities as referred to in Section 2:105 of the Dutch Civil Code. In that case, the provisions in this Article shall apply by analogy.

### **Dividend**

#### **Article 21**

1. The dividend shall be available for payment to the shareholders one month after its declaration, unless the general meeting sets another term. The right to claim dividend shall lapse after five years.  
Any dividend not claimed within five years of it being made available shall accrue to the company.
2. With respect to shares for which depositary receipts, derivatives or securities (in any form) are admitted to a multilateral trading facility (which is designated as such by the board), the company shall be discharged from distributions on these shares by making the distributions available to the relevant registrar as entered into the shareholders' register of the company or any other entity appointed for that purpose in accordance with the regulations of the relevant multilateral trading facility.

### **General meeting**

#### **Article 22**

1. General meetings shall be held in the Netherlands, in the local authority in which the company has its registered office, in Rotterdam (the Netherlands) or Schiphol (municipality of Haarlemmermeer, the Netherlands). In a general meeting that is held elsewhere than where it should be held, no valid resolutions can be adopted unless the entire issued capital is represented.
2. At least one general meeting shall be held every year or a resolution shall be adopted as referred to in Article 26 within six months of the close of the financial year.  
Resolutions in or outside a formal meeting shall be adopted on:
  - a. the annual accounts;
  - b. the annual report, unless the company is exempted from the obligation to draw up annual reports pursuant to the law;
  - c. a motion to discharge the directors and supervisory board members from liability for the policy pursued by them in the relevant financial year, insofar as that policy is evidenced by the annual accounts or has been disclosed to the general meeting;
  - d. issues placed on the agenda by the board;
  - e. issues of which their discussion has been requested in writing by one or more of those with the right to attend meetings, alone or jointly representing at least one hundredth part of the issued capital, if the company has received the request not later than on the thirtieth day before that of the meeting and provided that no substantial interest of the company dictates otherwise, and which issues have been

included in the convocation or announced in the same manner as the issues referred to in d. above. The board may decide that requests, as described above and in Article 23 paragraph 3, can be submitted electronically;

- f. any other business, on the understanding that no valid resolutions can be adopted in respect of issues not stated in the convocation letter or an additional convocation letter with due observance of the deadline for convening a meeting, unless the resolutions on those issues are adopted unanimously in a meeting where the entire issued capital is represented.
3. Other general meetings shall be held whenever the board or the supervisory board convenes them. The board is obliged to convene such meeting when one or more of those with the right to attend meetings, alone or jointly representing at least one tenth part of the issued capital, send a written request to convene a meeting to the board or the supervisory board, specifying the issues to be discussed. The board and the supervisory board shall take such measures that the general meeting can be held within six weeks of the request. If the board and the supervisory board do not comply with the request, those with the right to attend meetings referred to in the first sentence can be authorized by the judge hearing preliminary relief proceedings to convene the general meeting.

#### **Convocation of a general meeting**

##### **Article 23**

1. Those with the right to attend meetings shall be authorized to attend and address the general meeting in person or by proxy. The requirement that the power of attorney be in writing is satisfied if it is recorded electronically.  
In determining the extent to which a shareholder is present or represented, shares in respect of which no votes can be cast pursuant to the law shall be disregarded.
2. General meetings shall be convened by sending a convocation to the addresses of those with the right to attend meetings, listed in the shareholders' register and can be sent electronically.
3. If those with a right to attend meetings so agree, the convocation can be sent electronically, subject to it being readable and reproducible, to the addresses they have specified to the company for such purpose.
4. The convocation shall state:
  - a. the issues to be discussed;
  - b. the venue and time of the general meeting of shareholders;
  - c. the procedure for participation in the general meeting of shareholders or a proxy appointed in writing.

Participation in and voting at meetings is possible by electronic means of communication if this is specified in the convocation. Votes cast for a general meeting prior to the meeting by electronic means of communication are considered to be equivalent to votes cast at the meeting. The votes cannot be cast more than twenty-eighth days prior to the meeting. The votes cast will remain valid in case of a subsequent transfer of the relevant shares. The board shall establish the conditions applicable to votes cast prior to a general meeting. The convocation for the meeting shall mention the conditions.

5. No valid resolutions can be adopted on issues of which the discussion has not been announced in the convocation with due observance of the deadline for convening a meeting, unless the resolution is adopted unanimously in a meeting where the entire issued capital is represented.
6. The convocation shall be sent no later than on the fifteenth day before the day of the

meeting. If the convening period has not been observed or if no convocation has been made, no valid resolutions can be adopted, unless adopted unanimously in a meeting where the entire issued capital is represented.

7. Directors and supervisory board members are entitled to attend the general meeting and have an advisory vote in that capacity.

### **Chairing of the general meeting**

#### **Article 24**

1. The chair of the supervisory board or a deputy specifically designated for this purpose by the chair of the supervisory board, chairs the general meeting. In case the chair of the supervisory board and any deputy appointed by him are not present, the general meeting shall provide its own chair. Until that moment, the chair of the board or, in his absence, the deputy chair or, in his absence, the most senior director present at the meeting or, in his absence, the most senior person attending the meeting, shall act as chair. The minutes of the meeting shall be kept by a secretary designated by the chair of the meeting.
2. The chair of the meeting or the person who has convened the meeting may decide that a notarial record of the proceedings of the general meeting must be drawn up. The official record shall be co-signed by the chair of the meeting. The costs thereof shall be borne by the company.
3. If no notarial record is drawn up, the minutes of the proceedings of the general meeting shall be adopted by the chair of the meeting and the secretary of that meeting, and signed by them in token of their adoption.
4. The board shall keep a record of the resolutions passed. If the board is not represented at the meeting, the board shall be provided with a copy of the resolutions passed as soon as possible after the meeting by or on behalf of the meeting's chair. The records shall be available for inspection by the shareholders and holders of depositary receipts for shares which have been issued with co-operation of the company, at the company's offices. Upon request, a copy or extract from these records shall be provided to anyone at no more than cost.

### **Decision-making general meeting**

#### **Article 25**

1. Every share confers the right to cast one vote.
2. Unless the law or these articles of association prescribe a greater majority, all resolutions shall be adopted by the general meeting by an absolute majority of the votes cast.
3. The chair of the general meeting determines the method of voting.
4. If the vote on business is tied, the motion shall be rejected.
5. Blank votes shall be regarded as votes not cast.
6. No votes shall be cast in the general meeting in respect of shares held by the company or any of its subsidiaries; nor shall votes be cast in respect of shares for which any of them holds the depositary receipts. Usufructuaries and pledgees in respect of shares that are held by the company or any of its subsidiaries, however, shall not be excluded from their right to vote, if the right of usufruct or the right of pledge was created before the company or any of its subsidiaries became the shareholder.  
The company or any of its subsidiaries shall not cast votes in respect of shares for which they have a right of usufruct or a right of pledge.  
In determining the extent to which the capital is represented at the meeting, shares for which votes cannot be cast pursuant to the foregoing shall be disregarded.



7. If so stated in the convocation, each shareholder shall be authorized to participate in and address the general meeting and to exercise their right to vote, in person or by proxy, by way of an electronic means of communication, provided that the shareholder can be identified through that electronic means of communication, can directly take note of the proceedings of the meeting and can take part in the consultations.
8. The general meeting shall be authorized to lay down conditions in bylaws regarding the use of the electronic means of communication. If the general meeting has made use of this authority, the conditions shall be disclosed in the convocation.
9. Paragraphs 7 and 8 shall apply by analogy to any holder of depositary receipts for shares which have been issued with co-operation of the company.

### **Decision-making outside the general meeting**

#### **Article 26**

Shareholders may adopt resolutions other than in a meeting, unless depositary receipts for shares have been issued with the co-operation of the company, provided that all shareholders with a right to vote express themselves in favour of the proposal concerned and the directors and supervisory board members have been given the opportunity to express their opinion before the decision-making process. In case of decision-making outside a meeting, the votes are cast in writing. The votes may also be cast by electronic means of communication.

### **Special resolutions**

#### **Article 27**

1. A resolution to alter the company's articles of association, reduce its capital or to dissolve the company must be passed by the general meeting, further to a motion from the board with due observance of Article 14 paragraph 6 section g., l. and h. respectively.
2. Furthermore, resolutions to:
  - a. - amend the articles of association;  
- dissolve the company;  
- transfer of the authority to issue shares to another corporate body of the company or revocation of this transfer;  
  
- subject resolutions of the board or of any director authorized to adopt resolutions pursuant to any bylaws, to its prior approval, must be adopted in a general meeting in which at least two thirds of the issued capital is represented, by a majority of at least two thirds of the votes cast.
  - b. dismiss or suspend a director or a member of the supervisory board must be adopted in a general meeting in which more than half of the issued capital is represented, by a majority of at least two thirds of the votes cast.
3. If this capital is not represented, a new meeting shall be convened, to be held within one month of, but no sooner than fifteen days after the first meeting, in which the resolutions referred to in paragraph 2 may be adopted by a majority of at least two thirds of the votes cast, regardless of the capital represented.

The notice convening this new meeting must state that it concerns a second meeting with due observance of the provisions of Section 2:120, subsection 3, of the Dutch Civil Code.

### **Notices and communications**

#### **Article 28**

1. Notices and other communications by or to the company or the board shall be given by

letter or by email. Notices intended for shareholders, usufructuaries, pledgees and holders of depositary receipts for shares shall be sent to the addresses stated in the shareholders' register.

Notices intended for the board shall be sent to the company's address.

2. Communications that must be addressed to the general meeting pursuant to the law or the articles of association may be included in the convocations.

### **Dissolution**

#### **Article 29**

1. Upon the dissolution of the company, the liquidation shall be carried out by the directors, unless the general meeting provides otherwise. The liquidation will be done under the supervision of the supervisory board.
2. During the liquidation the provisions of these articles of association shall remain in effect as much as possible. The provisions therein regarding the directors shall apply to the liquidators.
3. Any assets remaining after payment to the creditors shall be divided between the shareholders proportionate to their shareholdings.
4. The company shall continue to exist after its dissolution insofar as such is necessary for the liquidation of its assets.

### **Final provision**

#### **Article 30**

The general meeting shall have all powers not vested in others, within the limits set by the law and these articles of association.