

## AGENDA AGM 2011

For the Annual General Meeting to be held at the company's head office at  
Het Overloon 1, Heerlen (Netherlands) on Thursday, 28 April 2011 at 2.00 p.m.

1. Opening
2. Annual Report for 2010 by the Managing Board
3. Financial Statements for 2010 Resolution
4. a. Reserve policy and dividend policy
- b. Adoption of the dividend for 2010 Resolution
5. a. Release from liability of the members of the Managing Board Resolution
- b. Release from liability of the members of the Supervisory Board Resolution
6. a. Reappointment of Mr S.B. Tanda as a member of the Managing Board Resolution
- b. Appointment of Mr S. Doboczky as a member of the Managing Board Resolution
7. Appointment of Mrs P.F.M. van der Meer Mohr as a member of the  
Supervisory Board Resolution
8. Remuneration of the Supervisory Board Resolution
9. a. Extension of the period during which the Managing Board is authorized to  
issue ordinary shares Resolution
- b. Extension of the period during which the Managing Board is authorized to  
limit or exclude the preferential right when issuing ordinary shares Resolution
10. Authorization of the Managing Board to have the company purchase shares Resolution
11. Reduction of the issued capital by cancelling shares Resolution
12. Amendment of the Articles of Association Resolution
13. Any other business
14. Closure

## NOTES TO THE AGENDA FOR THE ANNUAL GENERAL MEETING OF ROYAL DSM N.V. TO BE HELD ON 28 APRIL 2011

### NOTES TO AGENDA ITEM 2

#### **Annual Report for 2010 by the Managing Board**

The Managing Board will comment on the Report by the Managing Board in DSM's Annual Report for 2010 (see pp. 28 to 117 of the Annual Report for 2010<sup>1</sup>).

Subsequently, those present at the meeting will be given the opportunity to ask questions or make remarks about the Annual Report by the Managing Board for 2010 including the Annual Report by the Supervisory Board (included in the Annual Report for 2010 on pp. 118 to 129).

Under this agenda item questions can also be raised, and remarks can be made, on DSM's approach to the implementation of the Dutch Corporate Governance Code, and on the Sustainability Information, which is integrated in the Annual Report for 2010.

### NOTES TO AGENDA ITEM 3

#### **Financial Statements for 2010**

#### **Resolution**

The Supervisory Board approved on 22 February 2011 the Financial Statements for 2010 drawn up by the Managing Board. The Financial Statements were published on 23 February 2011 and are now submitted for adoption by the General Meeting (see Article 31, section 2, of the Articles of Association).

### NOTES TO AGENDA ITEM 4

#### **a. Reserve policy and dividend policy**

The reserve policy is unchanged compared with last year. The reserve policy is closely linked to the dividend policy. Every year the Managing Board, with the approval of the Supervisory Board, decides which part of the profit is to be appropriated to the reserves. The portion of the profit then remaining and after deduction of the dividend on cumulative preference shares, is at the disposal of the General Meeting.

The dividend that the company pays its shareholders depends on business conditions, the company's financial performance and other relevant factors. DSM aims to provide a stable and preferably rising dividend. The Managing Board, with the approval of the Supervisory Board, may propose that the dividend will, up to the choice of a shareholder, be distributed in cash or in ordinary shares of DSM.

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<sup>1</sup> The page numbers refer to the English version of the 2010 Annual Report

**b. Adoption of the dividend for 2010****Resolution**

With the approval of the Supervisory Board, the Managing Board is presenting to the General Meeting for adoption the proposal that the dividend per ordinary share to be paid for 2010 be € 1.35 (see Article 32, section 5 of the Articles of Association). An interim dividend of € 0.40 per ordinary share having been paid in August 2010, the final dividend thus amounts to € 0.95 per ordinary share.

It is proposed that, at the option of the shareholder, the final dividend be made available in cash or in ordinary shares of DSM. The period in which this choice can be made is from 5 May 2011 to 20 May 2011 inclusive. To the extent the final dividend is paid out in shares, the shares issued as stock dividend are paid up from the tax-free share premium and thus, free from withholding tax in The Netherlands. Where shareholders have opted to receive their dividend in shares, the corresponding cash value of € 0.95 per share will be deducted from the profit attributable to shareholders and added to the reserves.

The conversion rate of the stock dividend to that of the cash dividend will be determined on 23 May 2011, after close of trading on Euronext Amsterdam ('Euronext'), based on the volume weighted average price ('VWAP') of all DSM shares traded on Euronext over a five trading day-period from 16 May 2011 to 20 May 2011 inclusive. The value of the stock dividend, based on this VWAP, will, subject to rounding, be targeted at the cash dividend. There will be no trading in the stock dividend rights.

The ex-dividend date will be 2 May 2011, the record date 4 May 2011 and the dividend will be payable as from 25 May 2011.

This proposal includes the authorisation of the Managing Board, subject to the approval of the Supervisory Board, to issue such number of shares at the expense of the tax free share premium as is required to make the stock dividend available as specified above.

**NOTES TO AGENDA ITEM 5****a. Release from liability of the members of the Managing Board****Resolution**

It is proposed that the members of the Managing Board be released from liability in respect of their managerial activities (see Article 31, section 3, of the Articles of Association).

**b. Release from liability of the members of the Supervisory Board****Resolution**

It is proposed that the members of the Supervisory Board be released from liability in respect of their supervisory role (see Article 31, section 3, of the Articles of Association).

## NOTES TO AGENDA ITEM 6

**a. Reappointment of Mr S.B. Tanda as a member of the Managing Board      Resolution**

In accordance with Article 17, section 2, of the Articles of Association, the Supervisory Board nominates Mr S.B. Tanda for reappointment as member of the Managing Board. In line with recommendations of the Dutch Corporate Governance Code, members of the Managing Board are appointed for a maximum term of four years. As Mr S.B. Tanda's first four year term as a member of the Board of Management expires, the Supervisory Board proposes to reappoint Mr S.B. Tanda on the basis of his international experience, his managerial qualities and his knowledge of the life science and performance materials industry as demonstrated during his past period as a member of DSM's Managing Board. The Supervisory Board is pleased that Mr S.B. Tanda is available for another term as member of the Managing Board of DSM.

In accordance with Article 17, section 1, of the Articles of Association, it is proposed that the General Meeting reappoints Mr S. B. Tanda as a member of the Managing Board of DSM in accordance with the nomination of the Supervisory Board, with effect from 1 May 2011 for a period of four years.

Mr Stephan Tanda (Austrian) was born in 1965. He studied polymer engineering at the University of Leoben, Austria, and Business Administration at the Wharton Business School of the University of Pennsylvania, USA.

Mr S.B. Tanda joined DSM on March 1, 2007 and became a member of the Managing Board on May 1, 2007, where he is responsible for the Nutrition Cluster and the Pharma Cluster. In addition he has Corporate Responsibilities for the Americas, China, and the Sales and Marketing Functions.

Mr S.B. Tanda started his career in 1991 with DuPont, where he held increasingly responsible positions in Europe and the United States. In 1998 he was appointed Director Corporate Planning and later Vice President Strategic Planning & New Business Development Agriculture, Nutrition and Bio-Based Materials for DuPont in the USA. In 2000 he was appointed President of Protein Technologies International, Inc. and later President and CEO of The Solae Company, an innovative food ingredient Joint Venture between DuPont and Bunge.

In 2004 he was appointed President and CEO of Freudenberg Nonwovens, a global group of industrial businesses, based in Weinheim, Germany, and Durham, USA.

Mr S.B. Tanda holds 9.965 DSM shares.  
(including 3.965 vested performance shares to be held until 2015)

**b. Appointment of Mr S. Doboczky as a member of the Managing Board      Resolution**

In accordance with Article 17, section 2, of the Articles of Association, the Supervisory Board nominates Mr S. Doboczky for appointment as member of the Managing Board. The Supervisory Board proposes to appoint Mr S. Doboczky on the basis of his international experience, his managerial qualities and his knowledge of the anti-infectives and pharma industry as demonstrated in his past period as Business Group Director of DSM Anti-Infectives.



In accordance with Article 17, section 1, of the Articles of Association, it is proposed that the General Meeting appoints Mr S. Doboczky as a member of the Managing Board of DSM in accordance with the nomination of the Supervisory Board, with effect from 1 May 2011 for a period of four years, in accordance with the Dutch Corporate Governance Code.

Mr Stefan Doboczky (Austrian) was born in 1967. He holds a Master in Chemistry and a PhD in Natural and Technical Science from the University of Vienna and an MBA from IMD in Lausanne. Before joining DSM in 1998 Mr S. Doboczky worked for 6 years at ARCO Chemicals in Austria and the UK.

In DSM Mr S. Doboczky started in the DSM Fine Chemicals division where he became Business Manager. In 2002 he moved to DSM Pharma Chemicals where he was Business Director from 2003 till 2006 based in the Netherlands. In 2006 he became Vice President and Business Unit Director China for DSM Anti-Infectives based in China. Since 2009 he is Business Group Director of DSM Anti-Infectives. He has built a strong track record within the DSM Pharma cluster and has particular experience setting up new business models within high growth economies.

Mr S. Doboczky holds no DSM shares.

### NOTES TO AGENDA ITEM 7

#### **Appointment of Mrs P.F.M. van der Meer Mohr as a member of the Supervisory Board**

#### **Resolution**

The Supervisory Board considers it desirable to appoint a successor of Mrs L. Gunning-Schepers who stepped down as member of the DSM Supervisory Board with effect from 1 September 2010.

In accordance with Article 24, section 2, of the Articles of Association, the Supervisory Board nominates Mrs P.F.M. van der Meer Mohr for appointment as a member of the Supervisory Board of DSM on the basis of her broad human resource management and international business experience. Mrs P.F.M. van der Meer Mohr is an independent member of the Supervisory Board within the meaning of the Dutch Corporate Governance Code and Article 1.4 of the Supervisory Board Regulations.

It is proposed that the Meeting appoints Mrs P.F.M. van der Meer Mohr as a member of the Supervisory Board of DSM in accordance with the nomination of the Supervisory Board with effect from 28 April 2011 for a period of four years, ending by close of the AGM to be held in 2015.

Mrs Pauline van der Meer Mohr was born in 1960 and is a Dutch national. She earned a Master's degree in Alternative Dispute Resolution (cum laude) of the University of Amsterdam and a Masters Degree in Dutch Law of Erasmus University Rotterdam. Currently, she is President of the Executive Board of Erasmus University Rotterdam. Before that she was the founder and managing partner of Amstelbridge Human Capital Strategies, Senior Executive Vice President and Head of Group Human Resources of ABN AMRO Bank N.V., Group Human Resources Director of TNT N.V., and held several senior positions at the Royal/Dutch Shell Group of Companies.

Mrs P.F.M. van der Meer Mohr is a member of the Supervisory Board of ASML.

Mrs P.F.M. van der Meer Mohr holds no DSM shares.

NOTES TO AGENDA ITEM 8

**Remuneration of the Supervisory Board**

**Resolution**

It is proposed to amend the remuneration of the Supervisory Board. The last amendment of Supervisory Board remuneration was decided upon in the Annual General Meeting of the Shareholders of 2005. Due to the increased workload of the membership of the Board and its committees, an adjustment is desirable.

An external benchmarking has been done by Towers Watson highlighting that the DSM Supervisory Board fees (both general and Committee fees) are low compared with relevant peers.

The proposal is as follows:

Supervisory Board (SB) membership	Actual 2010 Remuneration per year	Proposed Remuneration Per year
Chairman SB	€ 50.000	€ 55.000
Other members SB	€ 35.000	€ 40.000
Chairman SB Audit Committee	€ 7.500	€ 10.000
Member SB Audit Committee	€ 5.000	€ 7.000
Chairman SB Nomination Committee*	€ 3.750	€ 5.000
Member SB Nomination Committee*	€ 2.500	€ 3.500
Chairman SB Remuneration Committee*	€ 3.750	€ 5.000
Member SB Remuneration Committee*	€ 2.500	€ 3.500
Chairman SB Corporate Social Responsibility Committee	-	€ 5.000
Member SB Corporate Social Responsibility Committee	-	€ 3.500

\* Same members are in the Remuneration and Nomination Committee

NOTES TO AGENDA ITEM 9

Powers of the Managing Board

In order to be able to finance acquisitions in whole or in part through the issuance of shares, if necessary, and in order to be able to service the option rights of DSM managers and employees, it is desirable for the Managing Board to have restricted authority to issue ordinary shares and to grant options on ordinary shares.

In accordance with Articles 10 and 11 of the Articles of Association, the General Meeting, by virtue of the resolution adopted on 31 March 2010, has extended the period during which the Managing Board is authorized to issue shares and to limit or exclude the preferential right when issuing ordinary shares by 18 months. This authorization will therefore end on 1 October 2011, if it is not extended. The duration of the extension of this authorization is restricted by Dutch law to

a maximum of five years. However, as in previous years, it is proposed that the authorization be extended to a date 18 months from the date of this General Meeting.

Resolutions whereby the Managing Board exercises these powers to issue ordinary shares and to limit or exclude the preferential right when issuing ordinary shares, are subject to approval by the Supervisory Board.

**a. Extension of the period during which the Managing Board is authorized to issue ordinary shares** **Resolution**

A proposal is submitted to the General Meeting to extend the period during which the Managing Board is authorized to issue ordinary shares, which includes the granting of rights for the taking up of ordinary shares as provided for in Article 10 of the Articles of Association, to a date 18 months from the date of this General Meeting (i.e. up to and including 28 October 2012), on the understanding that this authorization of the Managing Board is limited to a number of ordinary shares with a nominal value amounting to 10% of the issued capital at the time of issue, and to an additional 10% of the issued capital at the time of issue, if the issue takes place within the context of a merger or acquisition within the scope of DSM's strategy as published on DSM's website. The issue price will be determined by the Managing Board and shall as much as possible be calculated on the basis of the trading prices of ordinary shares on the Euronext Amsterdam Exchange.

**b. Extension of the period during which the Managing Board is authorized to limit or exclude the preferential right when issuing ordinary shares** **Resolution**

A proposal is submitted to the General Meeting to extend the period during which the Managing Board is authorized to limit or exclude the preferential right when issuing ordinary shares, including the granting of rights for the taking up of ordinary shares, as provided for in Article 11 of the Articles of Association, to a date 18 months from the date of this General Meeting (i.e. up to and including 28 October 2012) on the understanding that this authorization of the Managing Board is limited to a number of ordinary shares amounting to 10% of the issued capital at the time of issue, and to an additional 10% of the issued capital at the time of issue if the issue takes place within the context of a merger or acquisition within the scope of the DSM's strategy as published on the DSM's website.

#### NOTES TO AGENDA ITEM 10

**Authorization of the Managing Board to have the company repurchase shares** **Resolution**

DSM considers it desirable to have flexibility with regard to the repurchase of its own shares e.g. to service share options granted to management and personnel, or as part of a share buy-back program, or otherwise.



In accordance with Article 13 of the Articles of Association, the company may acquire its own shares by virtue of a resolution of the Managing Board, which resolution is subject to approval by the Supervisory Board. Under Article 98 of Book 2 of the Dutch Civil Code, this requires authorization by the General Meeting. The duration of such authorization is limited by Dutch law to a maximum of 18 months.

It is proposed that the General Meeting authorizes the Managing Board to repurchase shares, on the stock exchange or otherwise, as meant in Article 13 of the Articles of Association, for a period of 18 months from the date of this General Meeting (i.e. up to and including 28 October 2012), up to a maximum of 10% of the issued capital, provided that the company will hold no more shares in stock than at maximum 10% of the issued capital. The repurchase can take place – in the case of ordinary shares – for a price between the nominal value and the opening price on the Euronext Amsterdam Exchange on the day of purchase plus 10% and – in the case of cumulative preference shares A – for a price between the par value and the computation base referred to in Article 32, section 3, of the Articles of Association, plus 10%. The price range enables the company to adequately repurchase its own ordinary shares, also in volatile market conditions.

The authority of the Managing Board to repurchase shares may be withdrawn by the General Meeting.

### NOTES TO AGENDA ITEM 11

#### **Reduction of the issued capital by cancelling shares**

#### **Resolution**

The issue of ordinary shares, for instance in connection with the exercise of the option rights annually granted to DSM's management and personnel, may lead to dilution of the share capital. To the extent that DSM's financial position allows this and the possibilities therefore exist on the share market, this disadvantage for holders of ordinary shares shall be offset as much as possible by the purchasing and possible cancellation of shares in DSM's own capital. The authorization to repurchase own shares is requested under item 10 of the agenda. The Managing Board, with due observance of the provisions of Article 14 of the Articles of Association and with the approval of the Supervisory Board, proposes that the General Meeting resolves to reduce the issued capital by cancellation of ordinary shares held by the company in its own capital up to a maximum of the number that is or will be bought by the company. This will enable the company to further optimize its equity structure.

The number of ordinary shares to be cancelled under this resolution shall be determined by the Managing Board and shall be limited to a maximum of 10% of the issued capital as appearing from the Financial Statements for 2010. The amount of the capital reduction shall always appear from a resolution adopted to this end by the Managing Board, which will be filed at the Trade Register.

The capital reduction shall take place with due observance of the applicable provisions of Dutch law and the Articles of Association.





NOTES TO AGENDA ITEM 12

**Amendment of the Articles of Association**

**Resolution**

The proposal for the amendment of the Articles of Association is tabled by the Managing Board and has been approved by the Supervisory Board.

The proposed amendment reflects both the Shareholders Rights Act, that came into force on 1 July 2010, as the Giro Transactions Act which is amended per 1 January 2011.

The amendment of the Articles of Association also includes the objects clause, in order to align these with the transformation of DSM from a predominantly 'chemical' company into a Life Sciences and Materials Sciences company.

It is also proposed in the amendment of the Articles of Association to grant the Managing Board the authority to distribute interim dividend a. in shares, and b. to make this distribution from the tax-free share premium.

The full text of the proposal for the amendment of the Articles of Association, with a separate explanation is annexed to this agenda.