

## Agenda AGM 2012

For the Annual General Meeting to be held at the company's head office at Het Overloon 1, Heerlen (Netherlands) on Friday, May 11, 2012 at 2.00 p.m.

1. Opening
2. Annual Report for 2011 by the Managing Board
3. Financial Statements for 2011 Resolution
4.
  - a. Reserve policy and dividend policy
  - b. Adoption of the dividend for 2011 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. (Re)appointment of members of the Supervisory Board
  - a. Re-appointment of Mr. E. Kist as a member of the Supervisory Board Resolution
  - b. Appointment of Mrs. V.F. Haynes as a member of the Supervisory Board Resolution
  - c. Appointment of Mrs. E.T. Kennedy as a member of the Supervisory Board Resolution
7. Remuneration of the Supervisory Board Resolution
8.
  - 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
9. Authorization of the Managing Board to have the company purchase shares Resolution
10. Reduction of the issued capital by cancelling shares Resolution
11. Any other business
12. Closure

### Notes to the Agenda for the Annual General Meeting of Royal DSM to be held on Friday, May 11, 2012

#### NOTES TO AGENDA ITEM 2

##### **Annual Report for 2011 by the Managing Board**

The Managing Board will comment on the Report by the Managing Board in DSM's Annual Report for 2011 (see pp. 26 to 69 of the Annual Report for 2011<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 2011 including the Annual Report by the Supervisory Board (included in the Annual Report for 2011 on pp. 116 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 2011.

#### NOTES TO AGENDA ITEM 3

##### **Financial Statements for 2011**

##### **Resolution**

The Supervisory Board approved on 28 February 2012 the Financial Statements for 2011 drawn up by the Managing Board. The Financial Statements were published on 29 February 2012 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.

### **b. Adoption of the dividend for 2011**

**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 2011 be € 1.45 (see Article 32, section 5 of the Articles of Association). An interim dividend of € 0.45 per ordinary share having been paid in August 2011, the final dividend thus amounts to € 1.00 per ordinary share.

At the option of the shareholder, the final dividend will be made available in cash or in ordinary shares of DSM. The period in which this choice can be made is from 18 May 2012 to 1 June 2012 inclusive. To the extent the final dividend is paid out in shares, these shares will be transferred out of the own shares DSM holds in stock and no new shares will be issued. The stock dividend is 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 € 1.00 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 4 June 2012, after close of trading on NYSE 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 28 May 2012 to 1 June 2012 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 15 May 2012, the record date 17 May 2012 and the dividend will be payable as from 6 June 2012.

### 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

#### **(Re)appointment of members of the Supervisory Board**

According to the rotation schedule, in 2012 Mr. E. Kist is due to resign.

Mr. E. Kist will accept a reappointment.

To improve the composition and qualities of the Supervisory Board to the company's size, portfolio, nature, culture and geographical spread, the Supervisory Board considers it desirable to appoint two new Supervisory Board members. Two ladies both having the US nationality having a background in key areas of DSM's development are willing to be appointed. Their additional knowledge and experience will be important for DSM in achieving its ambitions as a leading innovative company.



### a. Reappointment of Mr. E. Kist as a member of the Supervisory Board

Resolution

In accordance with Article 24, section 2, of the Articles of Association, the Supervisory Board nominates Mr. E. Kist for reappointment as a member of the Supervisory Board of DSM on the basis of his international managerial and supervisory experience, his knowledge and experience of the financial world and his qualities as Supervisory Board member as demonstrated during his past period within DSM. Mr. Kist 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 reappoint Mr. E. Kist as a member of the Supervisory Board of DSM in accordance with the nomination of the Supervisory Board with effect from 11 May 2012 for a period of four years, ending by close of the AGM to be held in 2016.

Mr. Ewald Kist (1944) has worked for the ING Group since 1969. He has held several managerial positions within the Group, including a 3-year term in Washington D.C. as President of ING's US insurance operations. In 1993 he was appointed member of the Executive Board of the ING Group and became Vice-President of this Board in 1999. Since May 2000 Mr. E. Kist has been Chairman of the Executive Board of ING Group. Mr. E. Kist retired in 2004. Mr. E. Kist has been a member of the Supervisory Board of Koninklijke DSM N.V. since March 2004.

Mr. E. Kist is also a member of the Supervisory Boards of De Nederlandsche Bank N.V., Royal Philips Electronics N.V., Stage Entertainment and Moody's Investor Services and member of the Board of Governors of the Peace Palace in The Hague (Netherlands).

Mr. E. Kist holds no DSM shares

### b. Appointment of Mrs. V.F. Haynes as a member of the Supervisory Board

Resolution

In accordance with Article 24, section 2, of the Articles of Association, the Supervisory Board nominates Mrs. V.F. Haynes for appointment as a member of the Supervisory Board of DSM on the basis of her broad and in-depth applied technological knowledge in the fields of Materials Sciences, Life Sciences and Biotechnology and her international business experience with services for the government, industry and universities in the areas of health, environment and education. Mrs. Haynes 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. V.F. Haynes as a member of the Supervisory Board of DSM in accordance with the nomination of the Supervisory Board with effect from 11 May 2012 for a period of four years, ending by close of the AGM to be held in 2016.

Mrs. Victoria Haynes was born in 1947 and has the US nationality. Mrs. V.F. Haynes holds a PhD in Physical Organic Chemistry from Boston University (USA). DSM welcomes her broad and in-depth applied technological knowledge in the fields of Materials Sciences, Life Sciences and Biotechnology. Currently, Mrs. V.F. Haynes is President and CEO of the Research Triangle Institute (RTI), an integrated multidisciplinary organization conducting research and providing services for the government, industry and universities in the areas of health, environment and education. She joined RTI from BFGoodrich Company, where she was CTO and Vice President of the Advanced Technology Group.

Mrs. V.F. Haynes holds no DSM shares.



### c. Appointment of Mrs. E.T. Kennedy as a member of the Supervisory Board

Resolution

In accordance with Article 24, section 2, of the Articles of Association, the Supervisory Board nominates Mrs. E.T. Kennedy for appointment as a member of the Supervisory Board of DSM on the basis of her broad and in-depth nutrition knowledge, which will be key for DSM's growth and development. Mrs. Kennedy 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. E.T. Kennedy as a member of the Supervisory Board of DSM in accordance with the nomination of the Supervisory Board with effect from 11 May 2012 for a period of four years, ending by close of the AGM to be held in 2016.

Mrs. Eileen Kennedy was born in 1947 and has the US nationality. Mrs. E.T. Kennedy is a nutritionist and holds a Doctor of Science degree from Harvard University, School of Public Health, Nutrition Department (Boston, USA). Currently Mrs. E.T. Kennedy is Professor of Nutrition at the Friedman School of Nutrition Science and Policy at Tufts University in Boston (USA) and Former Dean. Prior positions include Global Executive Director of the International Life Sciences Institute (Washington D.C., USA) and Under Secretary for Research, Education and Economics at the US Department of Agriculture. She has been a member of the United Nations Advisory Group on Nutrition and co-chaired the US National Nutrition Summit in 2000.

Mrs. E.T. Kennedy holds no DSM shares.

## NOTES TO AGENDA ITEM 7

### Remuneration of the Supervisory Board

Resolution

It is proposed to amend the remuneration of the Supervisory Board. The last moderate increase of the fees of the Supervisory Board members was decided upon in the Annual General Meeting of the Shareholders of 2011. Based on a benchmarking in 2011 a further appropriate increase in the remuneration of the membership of the Board and its committees is desirable in order for DSM to be able to retain and attract highly qualified international Supervisory Board members. In addition for each meeting outside the residence continent of the relevant Supervisory Board member it is proposed to grant an intercontinental travel allowance.

The proposal is as follows:

Supervisory Board (SB) membership	Actual 2011 Remuneration per year	Proposed Remuneration Per year
Chairman SB	€ 55.000	€ 70.000
Other members SB	€ 40.000	€ 50.000
Chairman SB Audit Committee	€ 10.000	€ 12.500
Member SB Audit Committee	€ 7.000	€ 7.500
Chairman SB Nomination Committee	€ 5.000	€ 7.500
Member SB Nomination Committee	€ 3.500	€ 5.000
Chairman SB Remuneration Committee	€ 5.000	€ 7.500
Member SB Remuneration Committee	€ 3.500	€ 5.000
Chairman SB Corporate Social Responsibility Committee	€ 5.000	€ 7.500
Member SB Corporate Social Responsibility Committee	€ 3.500	€ 5.000
Intercontinental travel allowance	-	€ 3.000*

\* The intercontinental travel allowance to be granted per attended meeting outside the residence continent of the relevant Supervisory Board member

## NOTES TO AGENDA ITEM 8

### 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 28 April 2011, 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 29 October 2012, 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 11 November 2013), 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 11 November 2013) 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 9

**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 11 November 2013), 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 10

#### 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 9 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 2011. 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.