## Minutes of the AGM held on 11 May 2012

Minutes of the proceedings in the General Meeting of Shareholders of Royal DSM N.V., having its registered office in Heerlen, which was held on Friday 11 May 2012 at 14:00 in the head office, Het Overloon 1 in Heerlen

(These minutes are a translation of the Dutch version of the minutes. In case of a discrepancy between the English and Dutch version, the Dutch version will prevail.)

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Chairman: R.J. Routs, Chairman of the Supervisory Board.
Secretary: F.C. Weijtens, Company Secretary.

1. Opening

The Chairman extended a warm welcome to all those present and opened the meeting at around 14:00. The Chairman stated that DSM's external auditor, in the persons of Mr. Jongstra. Mr. Pluymakers and Mr. Spijker from Ernst & Young Accountants LLP, was present to answer questions about its report on the fair presentation of the 2011 annual accounts. The Chairman informed the meeting that the entire Managing Board was in attendance, while of the Supervisory Board Mr. Kist was unable to attend.
The Chairman declared that all formal requirements imposed by the law and the Articles of Association with regard to the holding of general meetings of shareholders of DSM had been complied with and valid resolutions could therefore be taken. The Chairman appointed Mrs. F.C. Weijtens to record the minutes of this meeting. He also stated that, in line with the content of best-practice provision IV.3.12 of the Dutch Corporate Governance Code, it had been possible prior to this meeting to issue voting proxies or voting instructions to an independent third party, Mr. G.W.Ch. Visser, civil law notary, who was present at the meeting. Voting at the meeting would take place by means of electronic voting pads.
The Chairman indicated later in the meeting that 908 shareholders authorized to vote were present or represented at this meeting. In total, they represented a share capital of 117,817,585 ordinary shares and cumulative preference shares A, constituting 57.5% of the issued capital. A number of these shareholders had issued a proxy to the notary to vote on their behalf; this involved 111,022,103 shares, i.e. 94.23% of the capital present and represented at the meeting.
Finally, the Chairman observed that the meeting would be taped for a number of practical matters.

2a. Annual Report for 2011 by the Managing Board

Mr. F. Sijbesma, CEO and Chairman of the Managing Board, gave a presentation about, inter alia, DSM's financial results (operational performance) for 2011 using a number of sheets (entitled 'DSM in motion: driving focused growth, Annual results 2011') which are available on the DSM website. He stated that 2011 had been another strong year for DSM. EBITDA increased to almost EUR 1.3 billion. In Life Sciences it was especially the Nutrition cluster that was responsible for the result. The Pharma cluster was affected to some extent by developments in the pharma market, where fewer new product launches take place and where there is fierce competition between suppliers to the pharmaceutical industry. DSM expects that trading conditions in the Pharma cluster will remain challenging in 2012, although the company is anticipating further strategic progress. In Materials Sciences, consisting of Performance

Materials and Polymer Intermediates, particularly the latter recorded very good results in 2011. Performance Materials showed a good performance in the first three quarters of 2011 (better than in 2010), but saw its performance decline somewhat in the fourth quarter. In the strategic area progress was made by the acquisition of Martek Biosciences Corporation (a new growth platform for healthy and natural food ingredients for infant food and other food and beverage applications) and by the joint venture set up with Sinochem Group in China, DSM Sinochem Pharmaceuticals Limited, to which the former business group DSM Anti-Infectives was transferred. Mr. Sijbesma explained that it is DSM's ambition to fully leverage new opportunities in Life Sciences and Materials Sciences using four growth drivers (High Growth Economies, Innovation, Sustainability, and Acquisition & Partnerships) and bringing all four to a higher level. At the same time, DSM aims to make maximum use of the potential of the four growth drivers to mutually reinforce each other and generate a larger number of major business opportunities. Combining DSM's competences in the fields of Life Sciences and Materials Sciences offers opportunities for cross-fertilization and thus further progress. This cross-fertilization is managed through DSM's Emerging Business Areas (EBAs). DSM's activities in the field of biomedical materials are based on a profound insight into ways in which advanced materials can be used in the human body to reinforce or replace parts of the body and for controlled release of medicines. Combining DSM's broad biotechnological competences and its materials activities makes it possible to develop renewable solutions for the post-fossil era. DSM creates materials and chemical building blocks from biological feedstocks and is actively working on technology for commercially viable advanced biofuels that do not compete with the food chain. Finally, Mr. Sijbesma briefly discussed the first quarter of the year 2012, which started positively with robust first quarter results. In this context he mentioned two new growth platforms in the area where Life Sciences and Materials Sciences overlap, which should jointly contribute to the generation of at least EUR 1 billion sales in 2020: (i) Bio-based Products & Services, including second-generation biofuels, and (ii) Biomedical, biomedical materials. For the latter growth platform the intended acquisition of US-based Kensey Nash will also be important. For further development of second-generation biofuels DSM has formed a joint venture together with US-based POET, POET-DSM Advanced Biofuels, LLC. In spite of the macroeconomic uncertainties DSM is cautiously optimistic for the year 2012, according to Mr. Sijbesma.

The Chairman thanked Mr. Sijbesma for his presentation and emphasized that DSM is a very dynamic company.

Referring to the subject of sensitivity to economic cycles, Mr. C.M.A. Stevense, who represented *Stichting Rechtsbescherming Beleggers* [Foundation for the Legal Protection of Investors], asked whether DSM intends to divest certain parts of its portfolio. He also asked on what DSM bases its expectation that Pharma's EBITDA will increase in 2012 and how DSM plans to reduce its high working capital (20% of sales).
Mr. Sijbesma replied that DSM will never be entirely immune to economic cycles, but the company is clearly less sensitive to economic cycles than years ago. At this moment DSM does not intend to sell large units; this has already been done in the past few years. In the Pharma cluster trading conditions are expected to remain challenging, although DSM is anticipating further strategic progress. In the part of Pharma outside anti-infectives DSM will also continue to look for partnerships with companies in emerging countries. Mr. R.D. Schwalb indicated that the average level of working capital was too high; it should be at most 19% of sales. It should be noted, though, that there are large differences between DSM's business groups in this respect, with Nutrition usually having a working capital of about 30% (an increase having been caused by the acquisition of Martek because of its specific business model).

Mr. J.L. Dekker, representing *Vereniging van Effectenbezitters* ('VEB') [Dutch Shareholders Association], asked in the first place whether momentum has been gained in preparing the market launch of second-generation biofuels and what sales are expected for these biofuels in the period 2015-2020. His second question related to Dyneema's position as global brand, for instance relative to Kevlar. Finally, he asked whether, in view of the importance of Nutrition, a link is not missing between DSM and the consumer; wouldn't it be possible to form a strong alliance in this area?
In reply to the first question Mr. Sijbesma stated that the essence of second-generation biofuels is the use of cellulose from harvest residues of vegetable material. In the past few years DSM has made significant progress in the research on these materials, which has led to the partnership with POET, with which company DSM is building a new commercial demonstration plant in the United States. The POET joint venture will demonstrate the production of bioethanol from lignocellulose on a commercial scale and license the technology to third parties. The joint venture is expected to be profitable in its first full production year (2014) and will in the medium and long term generate substantial sales with an above-average EBITDA contribution.
In reply to Mr. Dekker's third question Mr. Sijbesma indicated that Unilever and Nestlé are already customers to which DSM supplies ingredients. Furthermore, a Martek unit (Amerifit Brands) sells DSM products directly over the internet. Mr. N. Gerardu answered Mr. Dekker's question about Dyneema, stating that strong fibers (such as Kevlar) made by other producers have different properties and therefore have, for instance, better heat resistance, but are also heavier than Dyneema. Fiber preferences will depend on the application.
Mr. P.L. Spanjer welcomed Mr. Routs in his new capacity of Chairman of the Supervisory Board. In view of a subsidence in the vicinity of the head office he inquired about the condition of the soil under DSM's head office. He further asked what percentage of sales comes from innovation and which sustainability targets have not been achieved and what consequences this has had for bonuses. Finally, he inquired about DSM's paint activities; how do these fit in Life Sciences and Materials Sciences? Mr. Sijbesma replied that the soil under DSM's head office presents no danger. He further stated that innovation-related sales are on target with 18% (the sales target being an increase from 12% to 20% in 2015). He went on to remark that all targets of the bonus scheme relating to sustainability had been achieved, but that this did not mean that all DSM's sustainability targets had been achieved. Mr. Gerardu added that the target for reduction of greenhouse gas emissions, which is a somewhat longer-term target (-25% in absolute terms in 2020 relative to 2008), was not achieved last year. This is explained by the increase in the production volume, while in addition a number of measures contributing to a substantial reduction will be implemented in the course of this and next year, which is why it is expected that the long-term target will be achieved. Responding to Mr. Spanjer's last question, Mr. Sijbesma stated that the combination of Life Sciences and Materials Sciences enables DSM to use specific knowledge from both fields in explorative research in new growth areas. There is a great deal of coherence and synergy in the business portfolio that DSM has created.
Ms. S. van Waveren, working for Robeco and speaking on behalf of MN Services, Syntus Achmea, Pensioenfonds voor de Grafische Bedrijven [Pension Fund for the Printing Industry] and Triodos, complimented DSM on the first implementation year of its five-year strategy 'DSM in Motion: driving focussed growth'. While its financial performance was very good, the company has also maintained its number 1 position in the Dow Jones Sustainability Index. A critical comment was, however, that it is already 11 years ago that DSM's general meeting had a chance to give its opinion on the appointment of the external auditor. She would like to see this point included in the agenda for the general meeting each year, particularly in view of the high percentage (according to her about 28.8%) of non-audit fees of Ernst & Young, which was a matter of concern to her. Mr. Sijbesma expressed his thanks for the compliments and pointed out that the contract with Ernst & Young expires in 2013. The appointment of the external auditor will therefore be addressed in 2013 during the annual General Meeting of

Shareholders. The Audit Committee of the Supervisory Board has already started its evaluation of the external auditor. Based on the results of this evaluation it will be decided whether to continue with the current external auditor or to propose appointment of a new auditor. In reply to the question whether the appointment of the auditor will henceforth be placed on the agenda each year, Mr. Sijbesma stated that this would serve no useful purpose: it is good for an auditor to be familiar with the work at hand, and this is the reason why long-term contracts are often concluded with the auditor. Mr. T. de Swaan, member of the Supervisory Board and Chairman of the Audit Committee, made it clear that agreements have been made between the CFO and the Audit Committee with respect to the performance of non-audit activities by Ernst & Young.

Mr. G.M. van der Helm, speaking on behalf of *Vereniging van Beleggers voor Duurzame Ontwikkeling* ('VBDO') [Dutch Association of Investors for Sustainable Development], complimented DSM on its frontrunner role in the field of sustainability. DSM has even made sustainability a business driver, proving that money can be made with sustainability. He asked what DSM will additionally be doing in terms of certain sustainability indicators, such as energy efficiency, in which it is already ahead of its targets; will the long-term targets be sharpened? He further inquired about the specific attention points defined by DSM in the field of biodiversity and how DSM will measure their impact and the investments involved. Mr. Van der Helm also wanted to know who sits on the Sustainability Advisory Board, what mandate this body has and what advice it will give in 2012. To the first question Mr. Sijbesma replied that in principle long-term targets are not adjusted, neither downward nor upward. DSM will not be resting on its laurels, but will continue its efforts unabated. For biodiversity DSM has defined clear targets for, inter alia, water consumption, energy consumption and greenhouse gas emissions. DSM furthermore, for instance, takes biodiversity into account in its use of feedstocks. The company has recently published a position paper on its website in which it explains its views and activities with respect to biodiversity. The external Sustainability Advisory Board has been set up to advise the Managing Board and has no decision powers. This board currently consists of the members: David King, Paul Gilding, Pamela Hartigan, Amir Dossal, Josette Sheeran and Ye Qi. Subjects discussed with them include sustainability issues, the new themes in this respect, how DSM can remain a frontrunner, etc.

Mr. C.S.A. Bakker asked whether it is true that DSM has concentrated all its biofuel activities in the United States. His second question concerned the research into the conversion of $CO_2$ into resins; he wondered if some more information could be given on this subject. Mr. Sijbesma replied that biofuel research is also taking place in the Netherlands, in Delft. Large-scale production takes place exclusively in the United States, also because the US government supports the use of biofuels, as a result of which the United States is the biggest biofuels market (followed by Brazil (No. 2), and perhaps in the future Asia (No. 3) and Europe (No. 4)). The Chairman added that Europe, in contrast to the United States, is a diesel market and bioethanol cannot be mixed with diesel, while it can be mixed with gasoline. Mr. Gerardu further pointed out that research is being carried out into the use of $CO_2$ as a raw material, but that this is a long-term development, and while it seems to be promising, no quantitative or long-term statements can yet be made.

Mr. T.M.M. Swinkels inquired about sustainable production in China, asking whether the anti-infectives activities involved highly polluting processes and whether this has meanwhile been improved. He further asked whether pollution abatement and growth can go together. Mr. Sijbesma pointed out that the anti-infectives activities in China are not highly polluting and that tension indeed exists between pollution abatement and growth; this growth therefore needs to be compensated for. In this context Mr. Gerardu remarked that, as described in the annual report, all reduction targets in terms of sustainability (except for greenhouse gas emissions) are related to the production volume, which means these are relative targets, expressed per unit of product. Mr. S. Doboczky further replied that the old plants in China indeed used to cause much pollution, but DSM is introducing and using cleaner techniques.

Mr. C.M.A. Stevense, representing *Stichting Rechtsbescherming Beleggers* [Foundation for the Legal Protection of Investors], remarked that they would like to see Martek sold, because according to the Foundation DSM is positioned more in the feedstocks segment and as a supplier to companies that produce consumer products; in other words, the Foundation does not see DSM as a manufacturer of consumer products. He further inquired about the relocation of offices from the Netherlands to China: will the employees also be relocated? Finally, he inquired about the maintenance shutdown of the Caprolactam plant in Geleen; why did this take longer than scheduled? Mr. Tanda replied that Martek concentrates on niche products, digestive health products and women's health products, but these are profitable products which, moreover, are partly also supplied directly to the consumers. Mr. Sijbesma pointed out that the packaging of some products indicates that it contains a DSM ingredient. Mr. Gerardu observed that the maintenance shutdown of the Caprolactam plant was the biggest shutdown in the plant's history. It was a very successful maintenance shutdown, in spite of the limited delay of about one week in the full start-up of the plant. In reply to Mr. Stevense's second question Mr. Sijbesma stated that DSM is becoming increasingly international, realizing 65% of its sales (in both value and volume terms) outside Europe and 95% outside the Netherlands. In such a situation it is no longer possible for all the businesses to be controlled from Sittard, Geleen or Heerlen. In the various countries DSM is working with local people, but it also sends Dutch employees. This sometimes gives rise to problems in their home situation, for instance when the employee has children of school-going age, but many employees are happy to relocate. The Chairman further observed that technical personnel are in short supply in the Netherlands, which is another reason to move to other countries.

Mr. P.W. Schreurs complimented DSM on its sustainability efforts. With respect to sustainability in a financial sense he wondered whether DSM is still considering introduction of the loyalty dividend. Mr. Sijbesma replied that DSM values shareholders who invest in DSM for the long term. At the time when DSM wanted to introduce the loyalty dividend, this resulted in the company being taken to court by two of its shareholders. For the time being DSM does not intend to propose the plan again, though the idea behind the loyalty dividend still appeals to DSM.

Mr. Swinkels observed that he had asked the same question two years ago. At that time it was stated that DSM introduced the loyalty dividend also to get to know its shareholders. Mr. Swinkels therefore supported the previous speaker's proposal and suggested that DSM comes with a proposal next year. Mr. Sijbesma emphasized that he is of course happy to have loyal shareholders, but that it is quite a different subject whether this should actually lead to introduction of the loyalty dividend. One advantage of the loyalty dividend would have been that DSM would probably have known the identity of more of its shareholders than it does now. Responding to a supplementary question by Mr. Swinkels, Mr. Schwalb stated that DSM currently has no shareholders – apart from the holders of cumulative preference shares – who hold more than 5% of the issued capital. DSM analyzes its shareholder population, and this provides some insight into the top 20, 30, 40 of shareholders; sometimes shareholders disclose their interest in DSM during road shows. The Chairman pointed out that a good share price is important to make sure that shareholders remain loyal. Mr. Swinkels was adamant that the loyalty dividend should be introduced. Mr. Sijbesma emphasized that not all shareholders will be in favor of this.

Mr. Bakker inquired about the possibility of informing DSM of good ideas. Mr. Sijbesma explained that these can be submitted to the Company Secretary or to the head of Investor Relations.

Mr. Dekker, of VEB, asked whether much technology can still be acquired in the Nutrition cluster. He also inquired about the level of the revenues from licenses and about the reason for the stagnating sales in India and Latin America. Finally, he remarked that VEB, too, would like to see the auditing company replaced. Mr. Sijbesma replied that technology development is and will always be continuing.

DSM will therefore continue to monitor whether there are other companies that develop new technologies that would be fitting for DSM. One tool used for this is the DSM Venturing Fund, through which DSM is currently participating in 15 to 20 companies (often start-ups), holding a minority share of between 5 and 40%. As regards the revenues from licenses, Mr. Sijbesma indicated that the amount involved is of the order of EUR 10 million or 20 million. DSM does have a separate licensing department, but revenues from licenses, Mr. Gerardu remarked, are not separately disclosed. Mr. Gerardu added that in the past more technology was licensed, but that this related to units that DSM has meanwhile sold (such as Stamicarbon). Mr. Sijbesma noted that the activities relating to the second-generation biofuels will in part be licensed to third parties, which is to generate many tens of millions. On the subject of the high growth economies of India, Brazil and Russia, Mr. Sijbesma observed that growth is still being realized in the last two countries, but for DSM this growth could be somewhat higher; this needs to be given extra attention. Mr. Dekker concluded that this might mean additional acquisitions. Mr. Sijbesma indicated that this also is a possibility.

Referring to page 13 of the Dutch version of the annual report, Mr. Spanjer asked why most investments take place in China (USD 1 billion) and not in the other BRIC countries. He further inquired about the breakdown of the 300 new patents per year between the continents where DSM has activities. Mr. Sijbesma replied that the big investment in China relates to the second line of the Caprolactam plant in China. China is leading the way, being more important than India also as a production country, but in India, too, change is clearly taking place. Mr. Sijbesma further replied that presumably more than 75% of the 300 patents come from European research laboratories; he observed that patents are applied for and protected worldwide.

Mr. Van der Helm (VBDO) inquired about the margin on Eco-plus products; he suspected that these products have a higher margin than other products to reflect innovation and development and wondered if this is true. Mr. Van der Helm further announced that taxes (wage tax, profit tax, direct taxes) will next year be given special attention by VBDO; can DSM give insight into the taxes it pays in each country, possibly broken down by product? And does DSM engage in horizontal supervision? He further remarked that VBDO is also in favor of the loyalty dividend, but wondered what other ways were available to make the relationship with shareholders more sustainable? Mr. Sijbesma thanked the shareholders for the support expressed at the meeting for long-term shareholdership and observed that this does not only have to involve loyalty dividend; other ideas on the subject are also worth considering. In reply to the question about Eco-plus products Mr. Sijbesma indicated that DSM already gives much information and that further provision of information may affect its competitive position. DSM has a number of profitable positions with Eco-plus products, which proves that the proposition that sustainability goes at the expense of profitability is no longer tenable. In reply to the question about the taxes paid by DSM, Mr. Schwalb stated that besides taxes also social security premiums are paid. The annual accounts include information on the level of some taxes. The taxes paid are not broken down by country and product, and Mr. Schwalb would not be in favor of this being done; it might damage DSM's competitive position because other companies do not give this information. Things would of course be different if it was required by law. Mr. Van der Helm confirmed that this is a complex subject, but observed that there are relevant initiatives in certain sectors, such as the Extractive Industries Transparency Initiative. The European Union is also taking initiatives in this area, according to Mr. Van der Helm, who will be happy to consult with DSM about this problem.

Mr. Schweimanns inquired about the position of DSM employees in China and the number of people involved. Another question concerned DSM's shareholder structure. Mr. Doboczky replied that the number of employees in China has increased to about 3,400 and will increase further. In comparison with other companies in China, labor turnover at DSM is low; employee commitment to DSM is good. As regards the shareholder structure, Mr. Schwalb stated that the holders of cumulative preference shares A jointly hold approximately 44 million shares, while third parties in total hold approximately 165 million shares. On page 135 of the annual report an overview is presented of the geographic distribution of the shares. At this moment there are no shareholders, apart from the holders of the cumulative preference shares A, who possess more than 5% of the issued capital. If the notification threshold was lowered to 3%, some shareholders will probably have to report their interest.

The Chairman concluded this agenda item.
At the request of the Chairman, the Secretary explained the voting procedure. The Chairman stated that in accordance with Article 42 (2) of the Articles of Association each share gives the right to cast *one* vote. According to the Articles of Association, abstentions count as non-exercised votes.

3. Financial Statements for 2011

The Chairman stated that the 2011 annual accounts were approved by the Supervisory Board on 28 February 2012. The annual accounts were audited by Ernst & Young Accountants LLP, whose report on the financial statements is included on page 217 of the annual report.
Mr. Dekker asked a question about page 194 of the annual report. The German and Austrian pension plans are still unfunded, what consequences does this have? He further asked about the key parameters and any adverse changes in these, in the context of the goodwill stress test (impairment tests) referred to on page 171 of the annual report. Finally, he inquired about the percentage of the share capital that is held by 'green' funds. Mr. Schwalb replied that Germany's pension funding system differs from that in the Netherlands. In Germany today's employees pay for the pensions of the pensioners. The relevant amount on the balance sheet is the amount for which DSM could be held liable. For the impairment tests use is made of a stable model, an estimate being made of future cash flows on the basis of certain assumptions. If the test warrants this, further analysis takes place, but at DSM the margin between current value and book value of its assets is usually high so that there is no reason for further analysis. Mr. Sijbesma observed that while DSM features on the buy list of many green or sustainability oriented funds, the significance of these funds worldwide is still limited. Mr. H. Vossen, head of Investor Relations, added that such funds do not yet possess 5% of DSM's capital, still being too small for that. Nevertheless, this type of fund is showing strong growth and DSM is talking with them. Mr. Van der Helm (VBDO) observed that the larger financial parties, too, strive for responsible investments and that DSM is a perfect fit.
Mr. Stevense inquired about the return achieved by the R&D departments. Mr. Sijbesma indicated that such information cannot be supplied as it is competition sensitive. DSM does measure the R&D efforts on a project basis, but the results are not shared with the outside world. Licenses are a small part of the return on R&D, but the most important return is formed by the new products that are launched.
Mr. F. Boom asked a question about page 169 of the annual report: how can the increase in unrecognized tax loss carryforwards from EUR 88 million in 2010 to 103 million in 2011 be explained? The same phenomenon was observed the previous year. Mr. Schwalb replied that the possibilities of loss carry forward differ from country to country; while one country observes a certain time limit, another country does not. DSM's calculations are on the cautious and safe side. In some countries the losses are increasing, for instance in Austria, where Pharma is having a difficult time.
The Chairman proceeded to the vote. The Secretary established that there had been 117,775,303 votes in favor, 48 votes against and 23.484 abstentions. The Chairman concluded that the proposal 'Financial Statements for 2011' had thereby been passed and that the 2011 annual accounts were therefore adopted.

4a. Reserve policy and dividend policy

The Chairman explained that both the reserve policy and the dividend policy had remained unchanged from the previous year. DSM aims to pay out a stable and preferably increasing dividend. The Managing Board can, with the approval of the Supervisory Board, propose that the dividend be paid out in cash or as ordinary DSM shares, at the option of the shareholder.
Mr. Stevense gave as his opinion that the full profit should be available to the shareholders, this being the shareholders' money. Mr. Sijbesma referred to Art. 32 (1) of DSM's Articles of Association, where it says that the Managing Board makes a proposal subject to approval by the Supervisory Board. Mr. Stevense stated that this provision of the Articles of Association should be changed. Mr. Sijbesma observed that the shareholders can reject the Managing Board's proposal. In drawing up its proposal, the Managing Board is obliged to take account of the company's continuity, while shareholders may have different motives.
Mr. D.A. van Schalkwijk concluded that the dividend increases by 10%; according to him, the remuneration of the Supervisory Board members should be increased at the same rate, instead of being raised by 25-30%. The Chairman took note of his remark.
The Chairman concluded this agenda item.

4b. Adoption of the dividend for 2011

The Chairman explained that it appeared from the 2011 annual accounts adopted under agenda item 3 that a net profit of EUR 814 million had been achieved in 2011. With the consent of the Supervisory Board, the Managing Board has decided that EUR 567 million of this amount will be reserved. From the profit after this reservation, dividend is first paid to the cumulative preference shares A, amounting to EUR 10 million. The remainder of the profit, EUR 237 million, was available to the general meeting. With the consent of the Supervisory Board, the Managing Board has proposed that a dividend of EUR 1.45 per ordinary share be paid out. In August 2011 an interim dividend of EUR 0.45 per ordinary share had been paid out, so that the final dividend was EUR 1.00 per ordinary share. A proposal was made for the final dividend to be made available in cash or as ordinary DSM shares, at the option of the shareholder. The option period was from 18 May 2011 up to 1 June 2012 inclusive. In so far as the final dividend is paid out in shares, these shares come from the shares in the company held by DSM; no new shares will be issued. The shares paid out as stock dividend were paid in full at the expense of the tax-exempt share premium reserve and are therefore exempt from dividend tax in the Netherlands. Where shareholders have opted for dividend in the form of shares, the corresponding cash value of EUR 1 per share would be deducted from the profit attributable to shareholders and added to the reserves. The conversion ratio between stock dividend and cash dividend was to be determined on 4 June 2012 after the close of trading on NYSE Euronext Amsterdam based on the volume-weighted average price of all the DSM shares traded on Euronext over a period of five trading days from 28 May 2012 to 1 June 2012 inclusive. No trading in stock dividend rights will take place. The ex-dividend date was 15 May 2012 and the record date 17 May 2012, and the dividend would be payable from 6 June 2012.
Mr. Swinkels asked if any cumulative preference shares A are currently outstanding and, if so, whether it is possible to purchase these. Mr. Sijbesma explained that the cumulative preference shares A are held by three institutional investors, that these shares were created at the time of the privatization of the last part of DSM by the State of the Netherlands, and that they cannot simply be purchased; the situation therefore remains as it is.
The Chairman proceeded to the vote. The Secretary established that there had been 117,774,302 votes in favor, 835 votes against and 23,684 abstentions. The Chairman concluded that the proposal 'Adoption of the dividend for 2011' had thereby been passed.

5a. Release from liability of the members of the Managing Board

The Chairman observed that it was proposed that the general meeting releases the members of the Managing Board from liability for their management, insofar as this appeared from the annual accounts or from information communicated in other ways to the general meeting.
None of the shareholders wished to speak. The Chairman proceeded to the vote. The Secretary established that there had been 115,789,195 votes in favor, 723,734 votes against and 1,285,887 abstentions. The Chairman concluded that the proposal 'Release from liability of the members of the Managing Board' had thereby been passed.

5b. Release from liability of the members of the Supervisory Board

The Chairman observed that it was proposed that the general meeting releases the members of the Supervisory Board from liability for their supervision, insofar as this appeared from the annual accounts or from information communicated in other ways to the general meeting.
None of the shareholders wished to speak. The Chairman proceeded to the vote. The Secretary established that there had been 115,793,788 votes in favor, 724,527 votes against and 1,280,506 abstentions. The Chairman concluded that the proposal 'Release from liability of the members of the Supervisory Board' had thereby been passed.

6a. Reappointment of Mr. E. Kist as a member of the Supervisory Board

The Chairman announced that Mr. Kist had been appointed as a member of the Supervisory Board on 31 March 2004 for a period of four years and had been reappointed for another four-year period in 2008. This last term is now ending and in accordance with Article 24 (2) of DSM's Articles of Association the Supervisory Board proposed to reappoint Mr. Kist with effect from 11 May 2012 as a member of the Supervisory Board for a third four-year period, ending on the closure of the annual general meeting in 2016.
Mr. Spanjer asked why Mr. Kist was not present at the meeting and expressed surprise at this absence. The Chairman observed that while Mr. Kist has an excellent attendance record at meetings, he had important family business to attend to on this day.
The Chairman proceeded to the vote. The Secretary established that there had been 116,331,297 votes in favor, 217,650 against and 1,249,374 abstentions. The Chairman concluded that the proposal 'Reappointment of Mr. E. Kist as a member of the Supervisory Board' had thereby been passed.

6b. Appointment of Mrs. V.F. Haynes as a member of the Supervisory Board

The Chairman announced that the Supervisory Board had nominated Mrs. V.F. Haynes (present at the meeting) for appointment as a member of the Supervisory Board with effect from 11 May 2012 for a four-year period ending on the closure of the annual meeting in 2016. Mrs. Haynes has broad and in-depth technological knowledge in the fields of materials sciences, life sciences and biotechnology as well as international experience with respect to service provision in the fields of health, environment and education. For her personal details and other relevant information, the Chairman referred to the notes to the agenda.
The Chairman proceeded to the vote. The Secretary established that there had been 116,306,385 votes in favor, 69,023 votes against and 1,249,182 abstentions. The Chairman concluded that the proposal 'Appointment of Mrs. V.F. Haynes as a member of the Supervisory Board' had thereby been passed. The Chairman congratulated Mrs. Haynes on her appointment.

6c. Appointment of Mrs. E.T. Kennedy as a member of the Supervisory Board

The Chairman announced that the Supervisory Board had nominated Mrs. E.T. Kennedy (present at the meeting) for appointment as a member of the Supervisory Board with effect from 11 May 2012 for a four-year period ending on the closure of the annual meeting in 2016. Mrs. Kennedy has broad and in-depth nutrition knowledge, which will be key for DSM's growth and development. For her personal details and other relevant information, the Chairman referred to the notes to the agenda.
Mr. Swinkels asked whether Mrs. Kennedy is related to President Kennedy. The Chairman observed that Mrs. Kennedy indicated that the answer is probably negative.
The Chairman proceeded to the vote. The Secretary established that there had been 116,475,706 votes in favor, 73,950 votes against and 1,248,664 abstentions. The Chairman concluded that the proposal 'Appointment of Mrs. E.T. Kennedy as a member of the Supervisory Board' had thereby been passed. The Chairman congratulated Mrs. Kennedy on her appointment.

7. Remuneration of the Supervisory Board

The Chairman observed that a proposal had been made to amend the remuneration of the Supervisory Board as stated in the notes to the agenda. In addition, an allowance was proposed for attending meetings outside the residence continent of the relevant Supervisory Board member. The remunerations for membership of the Supervisory Board committees are also proposed to be changed. The most recent decision to amend these remunerations had been made during the Annual General Meeting in 2011. Based on a benchmark carried out, further adjustment is desirable in order for DSM to be able to retain and attract highly qualified international Supervisory Board members.
Mrs. J.G. Geurts-Van Kessel complimented DSM on the appointment of two female Supervisory Board members. She pointed out that, in view of the crisis, this actually is not a good moment to introduce the proposed 20-25% increase in the remuneration of Supervisory Board members. She wondered whether the other DSM personnel had received a similar salary increase. The Chairman noted that the Supervisory Board members had not received any increase between 2005 and 2011; last year the remuneration had been increased somewhat, but this year DSM wants to raise it further towards an average Supervisory Board member remuneration. This item will not be put on the agenda each year.
Mr. Spanjer qualified the proposed increases as excessive; why not decide on a 7% increase, in line with the increase in the dividend? The Chairman took note of this, emphasizing that the Supervisory Board members had not received any increase for six years; a 25% increase over a period of six years amounts to an average annual increase of 4%.
Mr. Van der Helm (VBDO) pointed out that the increase is not in proportion to the increase in dividend or salary received by the shareholders or the employees. Last year there had already been an increase. The increase in remuneration should be in line with what is happening to the various stakeholders of DSM, without looking at benchmarks as this will lead to continual increases. The Chairman understood what Mr. Van der Helm meant but indicated that the risk is not so high because DSM's remunerations are still lower than those of its peer group.
Mr. Swinkels referred to the Kunduz agreement, also called the Spring agreement, which is based on austerity measures; there is no sign of this here. Where are the norms of the Supervisory Board, what has been said about this at the meeting of the Supervisory Board? The Chairman replied that, in order to attract good Supervisory Board members, such as Mrs. Haynes and Mrs. Kennedy who had been appointed that day, a competitive remuneration is to be offered. Last year there had been a modest increase, and therefore now another adjustment was proposed. Mr. Swinkels considered it socially

irresponsible to do so now; he thought it was unacceptable and in his view this conflicted with the Supervisory Board's exemplary role. The Chairman took note of these remarks.
Mr. Van Leeuwen observed that the same discussion had taken place at the Boskalis shareholders meeting held the day before; he thought that the proposed increase gave a wrong signal to the shareholders, the Managing Board, the customers and the employees of DSM.
The Chairman proceeded to the vote. The Secretary established that there had been 117,419,081 votes in favor, 359,008 votes against and 29,772 abstentions. The Chairman concluded that the proposal 'Remuneration of the Supervisory Board' had thereby been passed.

8a. Extension of the period during which the Managing Board is authorized to issue ordinary shares

The Chairman explained that, under Articles 10 and 11 of DSM's Articles of Association, the general meeting held on 28 April 2011 extended by a period of 18 months the authorities of the Managing Board to issue shares and to limit or exclude the preferential right upon the issue of ordinary shares, therefore up to and including 29 October 2012, except where this period is extended. The permitted duration of these authorities under the law is no more than 5 years. It was proposed that these authorities of the Managing Board be extended until a point in time 18 months after the date of this meeting, therefore up to and including 11 November 2013. Such a resolution of the Managing Board would still be subject to approval by the Supervisory Board.
It was proposed that the authority to issue shares, including the granting of rights to acquire shares, be restricted to a nominal amount in shares equal to 10% of the issued capital at the moment of issue and an additional 10% of the issued capital at the moment of issue if the issue takes place in the context of a merger or acquisition consistent with DSM's strategy as published on the DSM website.
Mr. Swinkels requested that the proposal be thoroughly reexamined as it includes the word 'merger'; this leads to confusion (for according to him it implies equivalence) and thus possibly to unnecessary votes against. Mr. Sijbesma observed that a merger need not always take place on the basis of equivalence and that mergers may therefore also take place between unequal partners.
Mr. Spanjer asked how many shares had been issued as meant here in the past calendar year. Mr. Sijbesma replied that no such issue had taken place. Mr. Spanjer then inquired about the outstanding tender in the United States, wondering whether DSM will be issuing shares for this or will be paying in cash. Mr. Sijbesma replied that payment will take place in cash.
The Chairman proceeded to the vote. The Secretary established that there had been 115,641,268 votes in favor, 8,504 votes against and 25,493 abstentions. The Chairman concluded that the proposal 'Extension of the period during which the Managing Board is authorized to issue ordinary shares' had thereby been passed.

8b. Extension of the period during which the Managing Board is authorized to limit or exclude the preferential right when issuing ordinary shares

The Chairman announced that the next item on the agenda was the authority to limit or exclude the preferential right upon the issue of ordinary shares, including the granting of rights to acquire ordinary shares, as regulated in Article 11 of DSM's Articles of Association. It was proposed that this authority of the Managing Board be extended until a point in time 18 months after the date of this meeting, therefore up to and including 11 November 2013. It was proposed that this authority be restricted to an amount in ordinary shares equal to 10% of the issued capital at the moment of issue and an additional 10% of the issued capital at the moment of issue if the issue takes place in the context of a merger or acquisition consistent with DSM's strategy as published on the DSM website.

None of the shareholders wished to speak. The Chairman proceeded to the vote. The Secretary established that there had been 100,951,651 votes in favor, 16,791,800 votes against and 51,814 abstentions. The Chairman concluded that the proposal 'Extension of the period during which the Managing Board is authorized to limit or exclude the preferential right when issuing ordinary shares' had thereby been passed.

9. Authorization of the Managing Board to have the company repurchase shares

The Chairman explained that, under Article 13 of the Articles of Association, DSM could repurchase shares by virtue of a resolution of the Managing Board, which resolution was subject to approval by the Supervisory Board. According to Section 98 of Book 2 of the Dutch Civil Code (*Burgerlijk Wetboek*), this required authorization from the general meeting of shareholders, which authorization applied for a period of 18 months. It was proposed that the general meeting authorize the Managing Board to have the company repurchase shares as referred to in Article 13 of DSM's Articles of Association, through a purchase on the stock exchange or otherwise, for a period of 18 months, counting from the date of the meeting (therefore up to and including 11 November 2013), up to a maximum of 10% of the issued capital, subject to the condition that DSM would not hold more shares in stock than at most 10% of the issued capital. In this context the authorization, where it concerned the acquisition of ordinary shares, would apply to a price ranging between the nominal value and the opening price on Euronext Amsterdam on the day of purchase, increased by 10%. Where the authorization concerned the acquisition of cumulative preference shares A, it would apply to a price ranging between the nominal value and the calculation basis referred to in Article 32 (3) of DSM's Articles of Association, increased by 10%. The price band would enable the company to repurchase shares adequately even in highly volatile market conditions. The authorization of the Managing Board regarding share repurchases could be withdrawn by the general meeting of shareholders.
Mr. Spanjer inquired how many shares DSM had repurchased last year. Mr. Schwalb replied that approximately 9 million shares had been repurchased in the framework of share option plans.
The Chairman proceeded to the vote. The Secretary established that there had been 117,447,529 votes in favor, 273,142 votes against and 74,589 abstentions. The Chairman concluded that the proposal 'Authorization of the Managing Board to have the company repurchase shares' had thereby been passed.

10. Reduction of the issued capital by cancelling shares

The Chairman stated that share issues, for instance in connection with the exercise of option rights annually granted to management and staff, may lead to dilution of the share capital. To the extent that DSM's financial position allowed this and there were possibilities to do so on the share market, this disadvantage for holders of ordinary shares shall be offset as much as possible through the repurchasing and possible cancellation of shares in DSM's own capital. While agenda item 9 had dealt with the authorization to repurchase shares, the present discussion involved a subsequent capital reduction. The Managing Board proposed, with due observance of the provisions of Article 14 of DSM's Articles of Association and with the approval of the Supervisory Board, that the general meeting resolve to reduce the issued capital by cancelling ordinary shares held by the company in its own capital up to at most the number of shares bought or to be bought by the company. This would enable the company to further optimize its equity structure. The number of shares to be cancelled under this resolution would 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 appear each time from the relevant Managing Board decision filed with the Trade Register.
None of the shareholders wished to speak. The Chairman proceeded to the vote. The Secretary established that there had been 117,625,885 votes in favor, 135,334 votes against and 24,673 abstentions. The Chairman concluded that the proposal 'Authorization of the Managing Board to have the company repurchase shares' had thereby been passed.

11. Any other business

Mr. Stevense inquired when the annual general meeting would be held in 2013; according to him the financial calendar published by DSM is too short. The Chairman remarked that the annual general meeting would be held on 3 May 2013.
Mr. H.J. Zukunft inquired about the meaning behind DSM's new logo and about the costs involved in the introduction of the new logo. Mr. Sijbesma explained that a benzene ring is depicted at the center of the logo, expressing respect for DSM's past activities. The transformation that DSM has undergone in the past few years is symbolized by the new colors (bright colors, bright science), which give a dynamic impression and suggest growth; the logo seems to be spinning around, as it were. The costs of the new logo amounted to approximately EUR 20-30 million, a large part of which was needed for replacement of the logos on buildings that were due for replacement because of wear anyhow.
Mr. Spanjer inquired when the increase in the remuneration of the Supervisory Board would become effective. The Chairman replied that it would become effective that same day.
Mr. A.W. Janssen from Sevenum asked why the annual accounts had not been included in the abbreviated Dutch version of the annual report. The Chairman noted that the annual accounts had been included in the English annual report and that the figures were the same. The English annual report would be made available to Mr. Janssen.

12. Closure

The Chairman thanked all shareholders and closed the meeting at around 17.45.

Chairman: R.J. Routs | Secretary: F.C. Weijtens