

**DSM-RULES CONCERNING INSIDE INFORMATION**

The managing board of Koninklijke DSM N.V. has adopted the following rules of conduct with regard to Inside Information<sup>1</sup>

**I. General rules for all DSM-Employees****Prohibition from Executing Transactions**

1. Every DSM-Employee shall be prohibited from using Inside Information by Executing a Transaction in DSM-Financial Instruments or by effectuating a Transaction in DSM-Financial Instruments, to which the Inside Information relates. The prohibition shall not apply to the situations set out in paragraph 6.

**Prohibition from recommending Transactions**

2. Every DSM-Employee shall be prohibited from recommending the Execution of Transactions in DSM-Financial Instruments to a third party if he or she has Inside Information.

**Confidentiality**

3. Every DSM-Employee shall be prohibited from disclosing Inside Information to a third party.

**Advice Compliance Officer**

4. If a DSM-Employee is in doubt as to whether a prohibition applies to him or her, it is recommended that he or she contact the Compliance Officer.

**Trading in stock options on DSM-Financial Instruments**

5. DSM-Employees, who have obtained DSM-Financial Instruments (including performance- or restricted shares (share units), stock options or stock appreciation rights or similar rights to DSM-Financial Instruments) within the scope of an employee participation plan, shall be prohibited from trading in options on DSM-Financial Instruments other than stock options obtained under an employee participation plan.

**Exceptions**

6. The prohibition of paragraph 1 shall not apply to:
  - a. a person who Executes a Transaction in order to fulfil a due and payable obligation which already existed when that person became aware of the details with regard to which he or she has Inside Information;
  - b. the acceptance, within the scope of an employee participation plan, of performance- or restricted shares (share units), stock options, stock appreciation rights or similar rights to DSM-Financial Instruments;
  - c. The trading of performance- or restricted shares (share units) or the exercise of stock options or stock appreciation rights or similar rights to DSM-Financial Instruments within the scope of an employee participation plan, on the date of expiry of such right or within a period of five business days prior thereto; furthermore, the sale within said period of the DSM-Financial Instruments acquired by exercising stock options or stock appreciation rights or similar rights to DSM-Financial Instruments obtained within the scope of an employee participation plan, provided that the person concerned has, at least four months prior to expiration, notified the Compliance Officer in writing of its intention to sell;
  - d. the receipt, by choice or otherwise, of DSM-Financial Instruments as payment of dividend.

---

<sup>1</sup> In these rules, a number of terms are used regularly in a particular meaning. Those terms have been capitalised and are defined in paragraph 46.

7. The prohibitions of paragraph 3 shall not apply if the conduct referred to takes place as part of the normal fulfilment by the relevant person of his or her work, profession or position.

### **Statutory prohibitions**

8. The law also contains provisions prohibiting, among other things, the Execution of Transactions in other Financial Instruments other than DSM-Financial Instruments if the person concerned has inside information within the meaning of the Act. Those statutory prohibitions apply to everybody, not only to DSM-Employees. Obviously, the provisions of these rules shall be entirely without prejudice to the prohibitions under the Act.

## **II. Prohibitions for Managing Directors, Supervisory Directors and Designated Persons**

### **Managing and Supervisory Directors**

9. For the purposes of these rules, the following shall be deemed Managing and Supervisory Directors:
- a. members of the managing board of the Company;
  - b. members of the supervisory board of the Company.

### **Designated Persons**

10. For the purposes of these rules, the following entities shall be deemed Designated Persons:
- a. participants of the "DSM Leadership Council" as decided by the managing board of the Company, to the extent that they are not already covered by subparagraphs a and b of paragraph 9;
  - b. DSM-Employees as mentioned in the "Inner Circle"-list, to the extent that they are not already covered by paragraph a of this paragraph, or paragraph a and b of paragraph 9;
  - c. DSM-Employees who have been designated as a Designated Person by or on behalf of the managing board of the Company, to the extent that they are not already covered by subparagraphs a and b of this paragraph or subparagraph a and b of paragraph 9.

### **Prohibitions for Managing Directors, Supervisory Directors and Designated Persons**

11. Every Managing Director, Supervisory Director and Designated Person shall be prohibited from:
- a. Executing Transactions in DSM-Financial Instruments during a Closed Period, irrespective of whether he or she has Inside Information;
  - b. Executing Transactions in DSM-Financial Instruments during the period - not being a Closed Period - in which the Compliance Officer has prohibited him or her from doing so pursuant to the provisions of paragraph 12 of these rules;
  - c. Executing a Transaction in DSM-Financial Instruments and, within six month thereafter, Executing another Transaction in DSM-Financial Instruments, if the other Transaction is opposite to the first Transaction in the sense that the risk of the first Transaction is thereby excluded or limited. This clause does not prohibit the exercise of a stock option or stock appreciation right granted by the Company under an employee participation plan, irrespective of the moments when such exercise occurs, if the DSM-Financial Instruments obtained by such exercise are sold immediately;
  - d. Executing a Transaction in Other Financial Instruments, if the Compliance Officer has so determined in accordance with the provisions of paragraph 14 and has notified the relevant Designated Person thereof, irrespective of whether he or she has Inside Information;
  - e. trading in stock options on DSM-Financial Instruments, with the exception of options which are granted by the Company within the scope of an employee participation plan.

The prohibitions of this paragraph 11 shall not apply to Transactions as referred to in paragraph 6.

12. The Compliance Officer may prohibit Managing Directors, Supervisory Directors and/or (groups of) Designated Persons from Executing Transactions in DSM-Financial Instruments during a period - outside the Closed Period - determined by him.
13. At the request of a Designated Person, the Compliance Officer may under special circumstances grant dispensation from the provisions of paragraph 11 under a. The request shall be made in writing and the dispensation shall be granted in writing.
14. The Compliance Officer may determine that Managing Directors, Supervisory Directors and/or one or more Designated Persons are not allowed to Execute Transactions in Other Financial Instruments during a period determined by him, if he believes that the person or persons concerned have or may have inside information related to those Other Financial Instruments or if he believes that the Managing Directors, Supervisory Directors and/or Designated Persons concerned might create the impression of violating section 46 of the Act if they would Execute a Transaction in those Other Financial Instruments.
15. Members of the DSM Leadership Council are prohibited from Executing Transactions in DSM Financial Instruments without prior consultation of the Compliance Officer. The Compliance Officer shall respond in writing.
16. The provisions of this Chapter shall remain applicable during six months after a Managing Director, Supervisory Director or Designated Person has lost that capacity.

### **III. Prohibitions for Other Designated Persons**

17. The Compliance Officer may on a temporary basis designate DSM-Employees other than Managing Directors, Supervisory Directors and Designated Persons as Other Designated Persons, if he believes that the DSM-Employee concerned has or may obtain Inside Information or if he believes that the DSM-Employee concerned might create the impression of acting in violation of the Act. The Compliance Officer shall inform the DSM-Employee concerned in writing of the designation. The Compliance Officer may withdraw the designation as Other Designated Person if he believes that the reason for the designation has ceased to exist. The Compliance Officer shall inform the DSM-Employee in writing of the withdrawal.
18. The prohibitions of paragraph 11 to 14 (inclusive) shall apply equally to Other Designated Persons for the duration of that designation.

### **IV. Obligation to notify**

#### **Forms**

19. The notifications referred to in this Chapter IV shall be made by using forms supplied by the Compliance Officer. In making the notifications, the questions contained in the forms must be answered in a complete and truthful manner.

#### **Statutory obligation of Managing and Supervisory Directors to notify the AFM and the Compliance Officer**

20. The Compliance Officer shall notify the Managing and Supervisory Directors in writing of the limited liability companies that are regarded as Affiliated Companies for the purposes of these Rules. This notification shall be effected immediately after these Rules take effect and shall subsequently take place on any change in the Affiliated Companies.
21. In accordance with the provisions of section 5:48 subsection 3 of the Act, Managing and Supervisory Directors must within two weeks of their designation or appointment notify the Compliance Officer and the AFM of the number of DSM-Financial Instruments and Affiliated Financial Instruments at their disposal and the number of votes they can cast on the issued capital of the Company and the issued capital of Affiliated Companies.

22. In accordance with the provisions of section 5:48 subsection 5 of the Act, Managing and Supervisory Directors must without delay after a company has become an Affiliated Company notify the Compliance Officer and the AFM of the number of Affiliated Financial Instruments at their disposal and the number of votes they can cast on the issued capital of the Affiliated Companies.
23. In accordance with section 5:48 subsections 6 and 7 of the Act, Managing and Supervisory Directors must notify the Compliance Officer and the AFM without delay of any change in the number of DSM-Financial Instruments and Affiliated Financial Instruments at their disposal, and of any change in the number of votes they can cast on the issued capital of the Company and Affiliated Companies.
24. The obligation as referred to in section 5:60 subsection 1 of the Act, i.e. the notification by the Managing or Supervisory Director of Transactions in DSM-Financial Instruments Executed in or from the Netherlands, shall be met if pursuant to paragraph 23 the AFM has been notified on time of a change in the number of DSM-Financial Instruments and Affiliated Financial Instruments at the Managing or Supervisory Director's disposal.
25. The Managing or Supervisory Director may request the Compliance Officer to comply on his or her behalf with the statutory obligation to notify the AFM, as referred to in paragraphs 21, 22 and 23. The Managing and Supervisory Directors must notify the Compliance Officer hereof without delay.

#### **Notification of Executed Transactions to the Compliance Officer by Designated Persons and Other Designated Persons**

26. Designated Persons and Other Designated Persons must inform the Compliance Officer in writing of any Transaction in DSM-Financial Instruments within three working days of its Execution, through the appropriate notification form. This shall not apply to Transactions as referred to in paragraph 5. Designated Persons and Other Designated Persons automatically fulfil their obligation to notify if the Transaction in DSM-Financial Instruments is effected by UBS AG under the prevailing Service Level Agreement as agreed between UBS AG and DSM.

#### **Statutory obligation of other persons to notify AFM**

27. Pursuant to the provisions of section 5:60 of the Act, read in conjunction with section 5 (and further) of the Market Abuse Resolution, the following persons, in addition to the Managing Directors and Supervisory Directors, are obliged to inform the AFM of a Transaction in DSM-Financial Instruments Executed in or from within the Netherlands, no later than on the fifth business day after the day on which the Transaction was Executed. This concerns the following persons:
  - a. spouses, registered partners of life companions of Managing Directors or Supervisory Directors, or other persons cohabiting with the aforementioned persons as if they were married or as if they had registered their partnership;
  - b. children of Managing Directors or Supervisory Directors, falling under their authority or placed under their guardianship and for whom these people have been appointed guardian;
  - c. other blood or other relations of Managing Directors or Supervisory, who, on the date of the transaction in question, have conducted a joint household with these persons for at least twelve months; and
  - d. a legal entity, a trust as meant in section 1 under c of the "Wet toezicht trustkantoren" or a non-incorporated enterprise whose managerial responsibility lies with a Managing Director or Supervisory Directors, or with a person as meant in part a up to and including c, that was incorporated or founded for the benefit of such a person, or whose economic interests are essentially equal to those of such a person.
28. To the extent it is aware thereof, the Company shall inform the persons referred to in the previous paragraph that they are subject to the obligation referred to in that paragraph.
29. Managing Directors and Supervisory Directors must inform their spouses, their relations by blood or affinity to the first degree and any other persons with whom they share a household of the obligations set out in paragraph 27.

30. The persons referred to in paragraph 27 must make the notification to the AFM themselves, unless they have, no later than three business days after the day on which the Transaction was Executed, requested the Compliance Officer in writing to do so on their behalf. Said request must be made by completing and signing forms provided by the Compliance Officer for that purpose.

## **V. Compliance Officer**

31. The managing board of the Company shall appoint a Compliance Officer and may dismiss him at any time.
32. The managing board of the Company shall announce the identity of the Compliance Officer and where he can be reached.
33. The Compliance Officer has the duties and powers conferred on him by these rules. The managing board of the Company may confer additional duties and powers on the Compliance Officer
34. The Compliance Officer may in consultation with the managing board of the Company designate one or more deputies who may be established in other countries and who may, for the benefit of the DSM-Employees in those countries, exercise such duties and powers as the Compliance Officer shall determine in consultation with the managing board of the Company. The Compliance Officer may in consultation with the managing board of the Company designate persons to replace him or her during his or her absence.
35. The Compliance Officer is entitled to make an inquiry with regard to transactions Executed in DSM-Financial Instruments, executed by, in the order of or on behalf of a DSM-Employee. The Compliance Officer may report in writing to the chairman of the managing board of the Company. Prior to such written report, the DSM-Employee should have had the opportunity to react on the outcome of the investigation. The DSM-Employee shall be informed of the outcome of the investigation by the chairman of the managing board of directors.
36. The Compliance Officer shall report annually to the chairman of the managing board of the Company.

## **VI. Register**

37. The Compliance Officer shall keep a register containing the following information:
- a. all names en addresses of the Managing Directors, Supervisory Directors and Designated Persons;
  - b. notifications concerning changes in Other Financial Instruments by Managing Directors and Supervisory Board based on the Regulations Managing Board respective the Regulations Supervisory Board.
  - c. all notifications as referred to in paragraphs 21, 22 and 23;
  - d. all notifications as referred to in paragraph 26, including the electronic notifications distributed by UBS AG under the prevailing Service Level Agreement as agreed between UBS AG and the Company;
  - e. all designations of Other Designated Persons;
  - f. all withdrawals of designations of Other Designated Persons;
  - g. all decisions to apply paragraph 12;
  - h. all requests for dispensation and all dispensations granted as referred to in paragraph 13;
  - i. all requests as referred to in paragraphs 25;
  - j. all requests and information provided to the Compliance Officer as referred to in paragraph 30;
  - k. Copies of the authorisations referred to in paragraph 43;
  - l. Copies of management agreements received by him pursuant to the provisions of paragraph 45.

38. As soon as a Managing or Supervisory Director ceases to hold office, the Compliance Officer will notify the AFM of this without delay.
39. DSM-Employees may inspect data included in the register to the extent that it concerns them.
40. The chairman of the managing board and/or the chairman of the supervisory board of the Company may inspect the register at any time.
41. The Compliance Officer may remove data from the register after seven years.

## **VII. Independent Managers**

### **Managing Directors and Supervisory Directors**

42. The prohibitions contained in these rules shall not apply if and to the extent that a Transaction in DSM-Financial Instruments is Executed for the account of a Managing or supervisory Director by an Independent Manager under a Management Agreement.
43. The Managing or Supervisory Director shall, even if a Transaction is Executed by an Independent Manager in accordance with the preceding paragraph, continue to be under an obligation to make the notifications that he or she must make pursuant to paragraphs 21, 22 and 23. The Managing Director may authorise the Independent Manager to make the notifications referred to in paragraphs 21, 22 and 23 on his or her behalf. The Managing or Supervisory Director shall send a copy of the authorisation to the Compliance Officer.<sup>2</sup>

### **Other persons**

44. The prohibitions contained in these rules as well as the obligations to notify referred to in these rules shall not apply if and to the extent that a Transaction in DSM-Financial Instruments is Executed for the account of a DSM-Employee, with the exception of Managing and Supervisory Directors or the person referred to in paragraph 27 by an Independent Manager under a Management Agreement.

### **Management Agreement**

45. Every DSM-Employee must provide the Compliance Officer with a copy of the management agreement and to inform the Compliance Officer in writing of any change to that management agreement.
46. The Compliance Officer may send a copy of the management agreement to the AFM on behalf of the person concerned.

## **VIII. Definitions**

### **Definitions**

47. In these rules, a number of terms are regularly used in a particular meaning. These capitalised terms are defined below:

Affiliated Company	:	a limited liability company under Dutch law whose (depository receipts for) shares or transferable financial instruments equivalent to depository receipts for shares, have been admitted to trading on a regulated market in the Netherlands or in another Member State:
--------------------	---	---

<sup>2</sup> The authorisation shall not affect the (continued) responsibility of the Managing and Supervisory Director for the notification being accurate and made on time.

		<ul style="list-style-type: none"> <li>a. belonging to the same group as the Company or in which the Company has a participating interest as referred to in section 24c, Book 2 of the Dutch Civil Code, and whose turnover as most recently determined constitutes at least 10% of the consolidated turnover of the Company, or</li> <li>b. which provides directly or indirectly more than 25% of the capital of the Company</li> </ul>
Affiliated Financial Instruments	:	Financial instruments issued by or relating to an Affiliated Company
Act	:	Financial Markets Supervision Act
AFM	:	Authority Financial Markets ( <i>Stichting Autoriteit Financiële Markten</i> )
Closed Period		<p><u>For Managing Directors and Supervisory Directors as referred to in paragraph 9 sub a and b:</u></p> <ul style="list-style-type: none"> <li>a. the period starting the 15<sup>th</sup> day after the publication of the quarterly figures, six-monthly figures or annual accounts until the next publication of the quarterly figures, six-monthly figures or annual accounts of the Company;</li> <li>b. the period of one month prior to the first publication of an offering memorandum of an issue of shares, except if the Company proves that there is a shorter decision period than one month, in which case this shorter period is applicable</li> </ul> <p><u>For Designated Persons as referred to in paragraph 10 sub a, b and c and for Other Designated Persons</u></p> <ul style="list-style-type: none"> <li>a. the period of 2 months prior to the first publication of the annual accounts of the Company;</li> <li>b. the period of 21 days prior to the publication of the quarterly figures or the six-monthly figures of the Company;</li> <li>c. the period of one month prior to the first publication of an offering memorandum of an issue of shares, except if the Company proves that there is a shorter decision period than one month, in which case this shorter period is applicable</li> </ul>
Company	:	the limited liability company Koninklijke DSM N.V., with corporate seat in Heerlen
Compliance Officer	:	the officer referred to in Chapter V
DSM Leadership Council	:	Meeting of the DSM Leadership Council of the Company as referred to in article 10 sub a and operating under that name within the Company

Designated Persons	:	the persons referred to in paragraph 10
DSM-Employee	:	any person employed by, or in any other type of relationship of authority to, the Company or a Group Company or a subsidiary of the Company, irrespective of the duration of the employment, as well as the Managing and Supervisory Directors and the members of the supervisory board and the managing board of Group Companies, in any case including every Designated Person and Other Designated Person
DSM-Financial Instruments	:	a. (depository receipts for) shares in the capital of the Company; or
	:	b. Other financial instruments issued by the Company within the meaning of Section 1:1 of the Act in conjunction with Section 5:53 subsection 3 of the Act
		(i) which have been admitted to trading on a regulated market in the Netherlands or for which a request for admission to trading on such market has been made, or
		(ii) which have been admitted to trading on a regulated market in another Member State, or for which a request for admission to trading on such a market has been made, or
		(iii) which have been admitted to trading on a financial instruments exchange established and officially authorised in a State which is not a Member State, or for which a request for admission to trading has been made; or
		c. Financial instruments – not being financial instruments as referred to in a or b – whose value is partly determined by the value of the Financial instruments referred to in a or b, including stock options and stock appreciation rights; or
		d. Financial instruments which have been admitted to a financial instruments market, not being a regulated market whose operator has been recognised as referred to in Section 5:26 subsection 1 of the Act
(Execution of a) Transaction	:	to directly or indirectly and for one's own account or for the account of others, buy or sell financial instruments or effect any other legal act aimed at acquiring or disposing financial instruments
Group Company	:	a legal entity or company in which the Company has a participating interest as referred to in section 24c, Book 2 of the Dutch Civil Code, and whose turnover as most recently determined constitutes at least 10% of the consolidated turnover of the Company
Independent Manager	:	a financial firm permitted under the Act to manage private portfolios

Inner Circle	:	the persons as included on the list of persons periodically drawn up by the director Corporate Control and Accounting, including the persons that cooperate on the realisation of the quarterly, semi-annual and annual report of the Company
Inside Information	:	knowledge of details regarding the Company or the trade in DSM-Financial Instruments and which have not been made public and whose publication can reasonably be expected to be of potential influence on the price of the relevant financial instruments, irrespective of the direction in which that price would move
Management Agreement	:	an agreement in writing between a DSM-Employee or a person as referred to in paragraph 27 and an Independent Manager, where the Independent Manager has been authorised by the DSM-Employee or a person as referred to in paragraph 27 to execute the Transaction in DSM-Financial Instruments for the account of the DSM-Employee or the person as referred to in paragraph 27 without any instruction from or consultation with his principal
Managing Directors	:	the persons referred to in paragraph 9 under a
Member State	:	a state that is a member of the European Union and a state, not being a member of the European Union, which is a party to the Agreement on the European Economic Area
Other Designated Persons	:	DSM-Employees who pursuant to the provisions of paragraph 17 are designated by the Compliance Officer as Other Designated Person
Other Financial Instruments	:	Financial instruments (with the exception of DSM-Financial Instruments and Affiliated Financial Instruments), to the extent that these are designated by the Compliance Officer in accordance with the provisions of paragraph 15
Supervisory Directors	:	the persons referred to in paragraph 9 under b

### **Announcements**

48. The managing board of the Company shall in due time before the beginning of each financial year announce which periods in the relevant financial year will be considered to be Closed Periods. Amendments or supplements shall be announced in a similar manner in the course of the calendar year.

### **IX. Sanctions**

49. In case of violation of one or more provisions of these rules, the Company or, as the case may be, the employer reserves the right to impose any sanctions which he is entitled to impose pursuant to the law and/or the (employment) agreement with the party concerned. Such sanctions include termination of the (employment) contract with the party involved, whether or not by way of summary dismissal. Moreover, in case of violation of one or more provisions of these rules, a criminal act will occur, upon which imprisonment and/or a fine can be imposed.

**X. Other provisions**

**Entry into effect**

50. These rules shall take effect on May 13, 2008.
51. These rules shall replace the existing DSM-Rules concerning Inside information with effect from May 13, 2008.

**Applicability**

52. These rules shall apply to all DSM-Employees unless these rules provide otherwise.

**Other capacity**

53. The provisions of these rules shall apply to DSM-Employees irrespective of the capacity in which they Execute a Transaction and shall therefore also apply if the person concerned Executes a Transaction for the account of another person or as representative of another person.

**Amendments**

54. The provisions of these rules can be amended and supplemented by a resolution of the managing board of the Company. Amendments and supplements shall enter into force upon their announcement, unless the announcement specifies a later date.

**Miscellaneous provisions**

55. The managing board of the Company shall have the power to take decisions in those cases that are not covered by these rules.
56. These rules are governed by Dutch law.