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## DSM Policy regarding the

## Virtual General Meeting of Shareholders



### ***Preliminary remarks***

*In accordance with the Temporary Act COVID-19 Justice and Safety, Shareholders are not allowed to physically attend the Annual General Meeting of DSM on premises, and therefore DSM facilitates virtual access for Shareholders to its Annual General Meeting through the use of electronic means (the “**Virtual Meeting**”). DSM facilitates Virtual Meetings by providing Shareholders the opportunity to participate and to vote virtually during the Virtual Meeting. Even though DSM has used its best efforts to ensure that shareholders are offered a best in market application to participate virtually, shareholders may experience issues related to any online application.*

*Capitalised definitions used are explained in the Annex to this Policy.*

### **1. General**

- 1.1 DSM aims to assist its Shareholders who wish to attend the Virtual Meeting by providing an adequate opportunity to attend the Virtual Meeting and vote electronically and real time during the Virtual Meeting.
- 1.2 The platform for Virtual Meetings will be provided by a Third Party Agent with access via the Third Party Agent.
- 1.3 Virtual Shareholders must identify themselves electronically via the Third Party Agent to enter the Virtual Meeting through a secured access as set out in the Terms of Use of the Third Party Agent.
- 1.4 Participation instructions for Shareholders will be included in the convocation of the Virtual Meeting.
- 1.5 DSM reserves the right at all times to modify, suspend, cancel or restrict the mechanisms for electronic voting when this becomes necessary or advisable for technical or security reasons.

### **2. Technical infrastructure**

- 2.1 DSM ensures, to the extent reasonably possible, that the technical infrastructure for virtual participation in a Virtual Meeting is properly in place, secured and accessible for Shareholders with compatible devices. DSM will make use of reputable third parties for providing the technical infrastructure required for conducting Virtual Meetings.
- 2.2 Shareholders should be aware that there will always be certain residual risks in relation to the technical infrastructure used for Virtual Meetings. These risks include, amongst others: any failure in virtual meeting equipment, software, network infrastructure, servers, internet or telephone connectivity, video or voice equipment, whether or not caused by an information security incident (which includes but is not limited to any unauthorised use, hacking, a Denial of Services attack, a denial of access, any failure or intrusion resulting from the theft or unlawful interception of a password or network access code and any other cyber-attack) or caused by any type of mechanical failure such as any electrical power outage during the Virtual Meeting. The failure of technology can happen both on the side of DSM (and/or the Third Party Agent) or with Shareholders. To avoid such risks, Shareholders are advised to vote by proxy.
- 2.3 The technical infrastructure will be implemented in a timely manner before the Virtual Meeting.

Meeting in order to allow Shareholders to test their access and to verify that they would be able to participate virtually in the Virtual Meeting. DSM will take all reasonable efforts to keep technical support lines available for Shareholders who attend the meeting virtually.

- 2.4 Shareholders may inform DSM of any failure of the technical infrastructure via the technical support lines referred to in Clause 2.3. Any failure in virtual meeting equipment, software, network infrastructure, servers, internet or telephone connectivity, an electrical power outage or similar events, including an information security incident (which includes any unauthorised use, hacking, a Denial of Services attack, a denial of access, any failure or intrusion resulting from the theft or unlawful interception of a password or network access code and any other cyber-attack), that might prevent virtual participation in the Virtual Meeting, will in any event be at the risk and to the account of such Shareholder.
- 2.5 Any failure of the technical infrastructure that occurs during the Virtual Meeting which comes to the attention of the Chair and which affects significantly the course of the Virtual Meeting, shall be communicated by the Chair to all Shareholders who participate in the Virtual Meeting. The Chair may decide at his own discretion, taking into account the potential impact on the decision making-process within the Virtual Meeting, whether or not the Virtual Meeting must be suspended, terminated or cancelled due to such failure, or proceed without the possibility for some or all Shareholders to participate, vote and/or follow the Virtual Meeting virtually.
- 2.6 Should the Chair decide to terminate or cancel the whole Virtual Meeting or the remainder of the Virtual Meeting as referred to in Clause 2.5, a new General Meeting, that does not have to be a Virtual Meeting, will be convened by DSM as soon as reasonably possible. The agenda for that General Meeting consists of at least the same items, to the extent not already adopted in the original meeting, and may include other items as well. Shareholders who have given a proxy or voting instruction to the Vote Collector must be aware that such proxy or voting instruction will not be valid for the newly convened General Meeting.

### **3. Meeting rights and voting by Virtual Shareholders in the Virtual Meeting**

- 3.1 Each Shareholder may follow the proceedings of the Virtual Meeting, participate and vote in real time electronically, provided that he or she timely selects this option via the Third Party Agent in accordance with the instructions provided in the convocation of the Virtual Meeting.
- 3.2 Virtual Shareholders must login via the Third Party Agent to the voting platform facilitating the Virtual Meeting from two hours prior to the meeting until the start of the Virtual Meeting. Virtual Shareholders logging in for the first time after the opening of the Virtual Meeting by the Chair will not be counted as attending Shareholders and will not be able to participate and vote in that Virtual Meeting; they will only have access to the livestream to follow the Virtual Meeting.

- 3.3 Shareholders attending the Virtual Meeting either virtually or by proxy, are counted in the time frame of two hours before the start of the Virtual Meeting as in-person attendees for calculating how many Shareholders are represented at the Virtual Meeting and which percentage of the issued and outstanding share capital is represented at the Virtual Meeting. Any early log-off by a Virtual Shareholder during the Virtual Meeting, will therefore not affect such calculation. In case of dropped or terminated connection to the Virtual Meeting, the Virtual Shareholder will be allowed to re-join the Virtual Meeting only if he or she was already accounted for at the beginning of the Virtual Meeting. The names of the Virtual Shareholders in the Virtual Meeting will be put on the registration list of Shareholders attending the Virtual Meeting in-person or by proxy, in accordance with the provisions of the Articles of Association of DSM.
- 3.4 Split voting on a shareholding that is held in one security account is not yet supported by the platform and will therefore not be possible.
- 3.5 Questions on the topics mentioned on the agenda, may be submitted prior to the meeting in accordance with the instructions provided in the convocation of the Virtual Meeting. Timely received questions will be answered at the latest during the meeting and possibly thematic.
- 3.6 During the meeting it will be possible for the Virtual Shareholder to raise follow-on questions in response to the answers on the questions raised prior to the meeting, via a separate video connection. If the Virtual Shareholder wishes to make use of the possibility to raise follow-on questions via the video connection he or she has to explicitly mention that when submitting his or her questions prior to the meeting in accordance with the instructions provided in the convocation. The language of the Virtual Meeting will be English.
- 3.7 The Chair may set time limits and/or question limits for Shareholders when deemed appropriate by him. The Chair will at his own discretion, alternate among questions submitted in advance, and those Shareholders online who may be submitting questions in real time. The Chair may require Shareholders who have already asked questions, to wait until all other questioners have had a turn to ask questions on a given matter before asking any other questions or making any comments.
- 3.8 Questions or comments that are, for example (but not limited to), not related to the proposal under discussion, are (substantially) already being asked or made at the Virtual Meeting, are about personal concerns not shared by Shareholders generally, or use blatantly offensive or inappropriate language may be ruled out of order by the Chair at his own discretion. In the interest of the order of the meeting, the Chair can take further measures.

- 3.9 Questions or comments submitted by a Virtual Shareholder via the internet in real time, may be checked, sorted out and combined first by a person designated thereto at the beginning of the Virtual Meeting by the Chair. Questions and comments are in principle not asked or made anonymously by a Virtual Shareholder as his or her name may be disclosed by the Chair. In order to participate virtually, a Shareholder has to agree with the relevant processing of this personal information in accordance with the relevant laws and regulations.
- 3.10 DSM avoids the appearance of, or potential for, manipulation with respect to the way it might screen, organise, combine, prioritise and answer, or fail to answer, Shareholders' questions received in advance or real time via the internet.
- 3.11 All appropriate questions that have been received prior and during the course of the Virtual Meeting, and DSM's answers to these questions, will be inserted in or annexed to the written records.
- 3.12 The Company Secretary will *inter alia* observe the procedural aspects of the Virtual Meeting and review the final vote reconciliation prior to certifying the final results.
- 3.13 Unless provided otherwise in the convocation of the Virtual Meeting, polls about an agenda item shall be held after the deliberation about such item has been closed by the Chair. The Chair may decide at the beginning of the Virtual Meeting that the polls for some or all items will be open during the Virtual Meeting and closed after a particular or last voting item on the agenda has been discussed. Provisional voting results will not be disclosed during the Virtual Meeting. The Company Secretary will determine when the polls about particular items will be open and closed exactly, taking into account the previous sentences. The polls are not open for voting prior to the start of the Virtual Meeting.
- 3.14 At the close of each poll (or all polls as the case may be – see Clause 3.13), the Chair's decision about the voting expressed in the meeting is decisive to determine whether or not resolutions have been adopted by the General Meeting.
- 4. Vote confirmation and results**
- 4.1 Upon request of a Virtual Shareholder, a confirmation of receipt of his or her votes cast during the Virtual Meeting will be sent to such Virtual Shareholder.
- 4.2 The voting results of the Virtual Meeting will be placed on DSM's website in accordance with Dutch law. The notice of these results will also state whether there were any failures or issues encountered during the Virtual Meeting from a technical infrastructural or information security perspective DSM has become aware of.

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## DSM Policy regarding the Virtual General Meeting of Shareholders



### Annex: Definitions and Interpretation

**Chair** means the Chair of the General Meeting.

**Company Secretary** means the Company Secretary of DSM.

**General Meeting** means the general meeting of Shareholders of DSM.

**Virtual Meeting** means a General Meeting which Shareholders are able to attend virtually either through an online audio or video connection, and if they wish to do so, cast votes electronically while the General Meeting is held.

**DSM** means Koninklijke DSM N.V., a public company governed by Dutch law, having its official seat in Heerlen, the Netherlands.

**Policy** means the subject Policy regarding the Virtual General Meeting of Shareholders.

**Shareholder** means a holder of one or more shares in the capital of DSM or for the purpose of this Policy of a right of pledge or usufruct to one or more shares or depository receipts for shares in the capital of DSM, provided that the holder has meeting rights and to the extent he may vote, that he also has the voting rights attached thereto.

**Terms of Use of the Third Party Agent** means the terms of use for the e-voting system of the Third Party Agent as they will read from time to time.

**Third Party Agent** means ABN AMRO Bank N.V., a public company governed by Dutch law, having its official seat in Amsterdam, the Netherlands.

**Virtual Shareholder** means a Shareholder who participates virtually in the Virtual Meeting.

**Vote Collector** means the independent proxy holder (civil law notary) preselected by DSM whom a Shareholder can appoint as proxy holder with voting instructions.