



Minutes of the proceedings at the General Meeting of Shareholders of Royal DSM N.V., established in Heerlen, the Netherlands, held on Thursday 30 April 2015 at 2:00 pm in the company's head office, Het Overloon 1, in Heerlen

Chairman: R.J. Routs, Chairman of the Supervisory Board.

Secretary: L.I. van den Broek, Company Secretary.

1. Opening

The Chairman warmly welcomed all those present and opened the meeting at approximately 2:00 pm. The Chairman announced that the external auditor of DSM, Mr. Aarnink of Ernst & Young Accountants LLP, was present to answer questions concerning his report on the reliability of the 2014 financial statements. The Chairman stated that the entire Supervisory Board and Managing Board were present. The Chairman noted that all the formal requirements of the law and Articles of Association for holding General Meetings of Shareholders of DSM were satisfied so that legally valid decision-making could take place. Ms. L.I. van den Broek was appointed by the Chairman as the person who would draw up the minutes of this meeting. He also stated that the opportunity existed prior to this meeting to provide proxies or voting instructions to an independent third party, notary Mr. G.W.Ch. Visser, who was attending. The voting at the meeting would take place by means of new electronic voting pads. Later in the meeting, the Chairman stated that 99 shareholders entitled to vote were present or represented at this meeting. In total, they represent a share capital of 123,730,909 ordinary shares and cumulative preference A shares, which is 56.76% of the issued capital. Some of these shareholders have provided a proxy with voting instructions to the notary to vote on their behalf; this concerns approximately 89,000,000 shares, representing 71.76% of the capital present or represented at the meeting. Finally, the Chairman noted that a tape recording was being made of the meeting.

2. Annual Report for 2014 by the Managing Board

Mr. F. Sijbesma, CEO and Chairman of the Managing Board, first referred briefly to the fundraising that DSM held among its employees for victims of the recent earthquake in Nepal; DSM will match the amount thus collected up to \$ 100,000. He also invited everyone to make a contribution. Then Mr. Sijbesma showed a short film ('2014 A year in review') about the highlights of 2014 and he made a presentation including DSM's financial results for 2014 using a number of slides with the title '2014 Annual Results' that are available on the DSM website. Mr. Sijbesma discussed the realized EBITDA in 2014. This showed that the Nutrition cluster experienced some headwinds partly due to the price decrease for vitamin E during 2014. These low prices had stabilized in the first quarter of 2015. Markets for food and beverages were under pressure in 2014. The markets for food supplements based on vitamins and fish oil (Omega 3) in the United States had suffered in 2014 from negative publicity in which the positive effects of these supplements were questioned. The growth in the Asian markets for baby food leveled off in 2014, with which DSM's customers reduced their inventories. In the last quarter of 2014, Asian sales were again back to normal, but with a lower growth than in recent years. Mr. Sijbesma also referred to negative exchange rate effects that occurred in 2014.



Mr. Sijbesma then discussed DSM's current strategy, which will be established again at the end of this year for the coming years. The key activities of DSM are in Life Sciences and Materials Sciences. DSM has a growth strategy with which the company wants to grow 1) in emerging economies, 2) through innovation in both existing operations as well as by developing entirely new activities (Emerging Business Activities), 3) through making its products and activities sustainable (Sustainability), and 4) through acquisitions and joint ventures. During the presentation, it was explained that DSM has built up a unique position in Nutrition; with a broad portfolio of food ingredients, involvement in various stages of the value chain and with global market positions. These food ingredients are used in a wide variety of end markets, from animal feed to a large number of applications for human food. As for the Performance Materials cluster, it was explained that DSM has strengthened the quality of its portfolio during recent years by means of a differentiated growth strategy strongly focused on innovation and sustainability, as well by means of cost reduction and efficiency improvement programs.

Mr. Sijbesma then elaborated on the three innovation activities (Emerging Business Areas): (1) DSM Biomedical materials, (2) DSM Bio-based Products & Services, and (3) DSM Advanced Surfaces. In discussing the bio-based products, a short film was shown about the festive opening of the bio-ethanol plant that DSM has built together with the company POET in the United States, where corn stover is converted into fuel. The intention is that this technology will be licensed in the future to parties who want to build such bio-ethanol plants in the United States and abroad.

At the start of 2015, DSM took a significant step by announcing a cooperation with CVC Capital for the last part of its bulk chemical activities. DSM is bringing its Polymer Intermediates and Composite Resins operations into a newly established joint venture in which CVC will have a 65% interest and DSM will hold the remaining 35%.

At the end of his presentation, Mr. Sijbesma paid more attention to the results in the first quarter of 2015, in which Nutrition showed a mixed picture in comparison with the same period a year earlier, with clearly higher volumes in animal feed ingredients, but substantially lower Vitamin E prices and weak demand for human food ingredients. The results in Performance Materials improved as a result of higher volumes and better margins compared to the first quarter of 2014. DSM is also working on setting up a number of improvement programs to increase efficiency and reduce costs, both in Nutrition and in the supporting functions.

The Chairman thanked Mr. Sijbesma for his presentation.

Mr. M.J.S. van Esch spoke on behalf of Robeco, Go Investment Partners, De Goudse, Menzis, Syntus Achmea Asset Management and Triodos Bank. He referred to the disappointing results in Nutrition and said that the value of DSM's interest in DPx Holdings is not fully reflected in the valuation of DSM. He called on DSM to continue critical examination into the composition of its portfolio, the synergy must be properly realized and cost-efficiency is of great importance in this. Is the program for this on schedule?

Mr. Van Esch complimented the sustainability performance of DSM, but the annual report should address the following subjects: value creation for each segment, a true price description in the financial statements, and a breakdown of the value creation within Nutrition. He also asked whether DSM already had specific plans for a goal in the field of renewable energy. Finally, he called on DSM to appoint its external auditors annually.

Mr. Sijbesma replied that the current portfolio of DSM is a good one that can perform across the board. Disappointing performance in Nutrition is partly attributable to the vitamin E price decrease; the wide margin that used to be realized on this has diminished. Regarding the value of DPx Holdings, Mr. Sijbesma said that DSM is very transparent about the performance of that unit; it is up to the shareholders of DSM to determine how they value that unit in the price of the DSM share. The cost reduction programs to which Mr. Van Esch referred are on schedule, according to Mr. Sijbesma; during



the course of this year more information will follow about this. With respect to the in-pricing of externalities, Mr. Sijbesma said that, in the context of uniformity, DSM consults with other parties about this, including in the context of the World Business Council for Sustainable Development. Regarding the value structure within Nutrition, Mr. Sijbesma noted that DSM already provides a breakdown: in, for example, organic growth, price movement, volume, split between animal food and human food ingredients. During the course of this year, DSM will announce goals in the field of its own use of renewable energy. The call from Mr. Van Esch to appoint an external auditor annually will not be followed up by DSM according to Mr. Sijbesma.

Mr. C.M.A. Stevense, of the Stichting Rechtsbescherming Beleggers (investors legal protection foundation), asked whether Caprolactam was sold by DSM at the low point of the market under pressure from Third Point. He also suggested splitting off Performance Materials and putting it on the stock exchange as an independent unit. He also asked what DSM will do about the weak performance of Omega 3 and whether the new strategy of DSM will apply until 2020 or sooner.

Mr. Sijbesma emphasized that Caprolactam was partially sold by DSM. DSM had already announced in 2012 that it wanted to take strategic steps with respect to Caprolactam. Comments from Third Point were made later, in mid-2014. Moreover, DSM had secured its own need for Caprolactam as a raw material for DSM Engineering Plastics by means of making a supply agreement for the coming 15 years part of the transaction. DSM was not considering splitting up the company. This does not mean that no changes could take place in the portfolio; DSM aims for continuous improvement in its portfolio. The announced strategy update is expected to include targets until 2020.

Mr. S.B. Tanda emphasized that Omega 3 is a healthy and important ingredient. The past year saw challenges in North America as a result of negative publications and media attention. Meanwhile, a campaign is running in the United States to promote Omega 3, including via GOED, a joint venture of companies active in Omega 3 on the basis of fish oil. Furthermore, DSM is also working with customers and retailers to develop new Omega 3 products. In countries other than the United States, the market for Omega 3 food supplements continues to grow.

The Chairman also noted that the Managing Board and the Supervisory Board of DSM are constantly busy with DSM's portfolio. Furthermore, DSM always listens properly to all its shareholders.

Mr. J. Dekker, of the Vereniging van Effectenbezitters (VEB – Dutch association of securities owners), asked about the effect in 2014 of currency fluctuations on the profit. Also, if we look back on the 2010 strategy, what have been the weaknesses that DSM has identified in this strategy and which would be likely to lead to a different approach at the end of this year? Finally, he asked which the most important competitors in the market are for Nutrition (mainly concerning the ECO+ products).

Ms. G. Matchett replied that the negative effect of currency fluctuations on the profit last year amounted to EUR 50 million compared to 2013, whereas DSM had a positive currency effect in the first quarter of this year. Mr. Sijbesma addressed the question of the weaknesses in the strategy that was formulated in 2010. Sometimes it is not easy at all in the world, as is the case, for example, with the disappointing growth in the emerging economies. Thus, the growth in China is now also weakening a little, although it is still at a high level compared with the rest of the world. Nutrition, as stated, has suffered some headwinds. There is not an issue of weakness in the strategy in this context, but sometimes there is a need to respond to market developments, for example, with cost savings or through better promotion of why supplements are important for good food. Caprolactam was a difficult business, but DSM has now partially distanced itself from that as a result of the announced sale to a joint venture with CVC. Mr. Tanda answered the question about the most important competitors for Nutrition. With respect to the vitamins A, E, and carotenoids, BASF and the Chinese companies NHU, ZMC and Southwest can be identified as competitors. DSM distinguishes itself from these Chinese competitors as a result of its



advanced production processes that lead to lower costs and a more favorable environmental impact. With respect to the vitamins B and C, Mr. Tanda stated that DSM has the only vitamin C plant in the West, in Scotland. Compared to the Chinese competitors, DSM is also doing well in this context, especially with respect to its environmental performance. Regarding the Omega products, Mr. Tanda distinguished the fish oil and microbial products. In the latter group, DSM occupies a unique position. The fish oil that DSM uses comes from sustainable fish farming. The pre-mix operations also make few demands on assets and are environmentally friendly. Thus, when it comes to ECO+, DSM does very well. In the innovation pipeline, moreover, there are still very promising developments, such as Clean Cow that aims to reduce methane emissions from cattle by 40%, and Stevia, a sweetener produced by means of fermentation.

Mr. H. Rienks asked why DSM has sold CAPROLACTAM, ACRYLONITRILE and COMPOSITE RESINS to investment company CVC and not to a strategic party. He also asked why DSM holds a minority interest of 49% (and not 51%) in the DPx Holdings joint venture. He also asked about the importance for DSM of oil as a raw material, and its price. Finally, he asked whether the company IMCD is an important partner of DSM. Mr. Sijbesma replied that there were a number of parties interested in DSM's caprolactam business. Strategic parties sometimes have competition problems which mean they are required to divest a part of the activities. Finally, DSM opted for CVC, with which DSM will hold a 35% interest in the joint venture, so that DSM could also benefit from it if the business takes off. There are agreements in a contract between DSM and CVC on all sorts of subjects. For DSM it is important that with this transaction the supply of caprolactam for its Engineering Plastics business is secured for a long period. As far as DPx Holdings is concerned, DSM does indeed have a minority interest, but that does not mean that the other party (51% interest) can decide everything; agreements have been made about this. Similar agreements have also been made with CVC. Entering into such partnerships is one way to create as much value as possible for the shareholders of DSM. On the question of the importance of oil for DSM, Mr. Sijbesma replied that a number of raw materials that DSM produces partly come from oil. Fluctuations in the oil price are usually passed on to the market. For alternative energy sources, it is advantageous if the oil price is high. Furthermore, Mr. Sijbesma replied that IMCD is a distributor of some products from DSM. DSM mainly sells its products itself and less through distributors than previously. Mr. Rienks asked whether DSM, as the global market leader for many products, has opportunities to increase prices, which often makes a big difference for the profit. Mr. Sijbesma stated that DSM has no monopolies and that competitors sometimes bring prices down.

Mr. Routs noted in connection with the preceding discussion that lower oil prices also lead to the purchasing power of DSM's end customers increasing.

Mr. T.M.M. Swinkels expressed thanks for the clear presentation. He asked whether Mr. Sijbesma, who according to him is regularly involved in trade missions from the Netherlands, can state how successful such missions are. He also asked about biodegradable plastics and the relationship with the company Corbion and whether DSM makes microwave plastics. His last question concerned the implementation by DSM Netherlands of the so-called Participation Act, which according to him requires that 5% of the workforce must consist of handicapped people from the labor market. Mr. D. de Vreeze identified the product EcoPaXX, a plastic made from vegetable castor beans that Engineering Plastics had introduced two years ago. The automotive industry is interested in these types of "green" plastics that are not inferior in performance to traditional plastics. With such plastics, car manufacturers can replace heavy parts by lighter and strong plastics that are not derived from petroleum. DSM cooperates with a number of parties, including Corbion, in the area of biodegradable building blocks. Mr. De Vreeze confirmed that DSM also makes plastics for breathable packaging, which are processed into textiles and sheets. Sheets and packaging are important applications on which DSM focuses. Mr. Swinkels asked whether these products



are also biodegradable. Mr. De Vreeze said that DSM is also looking at this type of innovative materials. Mr. Sijbesma discussed the question of trade missions and emphasized that these have a different significance for SMEs than for DSM, which is already very active internationally. Trade missions put the Netherlands on the map in China, Brazil and India; Mr. Sijbesma sees it as a responsibility of DSM to contribute its share to this. He also noted that the Participation Act is not yet law, but a bill. On this issue, moreover, DSM is not waiting and already has a policy to provide a future to people in the labor market who have fewer opportunities; think of internships, jobs and training courses. There are currently some 40 to 50 people who fall under the Wajong (Disability Insurance (Young Disabled Persons) Act) employed by DSM. DSM also invests a lot in the development and training of its own employees.

Ms. I. de Beer, of the Dutch Association of Investors for Sustainable Development (Vereniging van Beleggers voor Duurzame Ontwikkeling - VBDO), complimented DSM for its great performance and annual report. She considers it good to see that DSM includes sustainability in the appraisal and remuneration of management. According to her, the areas of attention that DSM addresses with respect to sustainability are: circular economy, bio-based economy, climate change and sustainable chains. On climate change, DSM has a target of 25% reduction of greenhouse gases in 2020: does this remain unchanged in the new strategy? With respect to the circular economy, Ms. De Beer asked whether in the new strategy an ambitious goal has been included for reducing waste, for example, zero waste. She referred in this context to the sustainable carpet technology that DSM has developed in cooperation with Niaga. She also asked whether DSM is considering new circular business models. Mr. Sijbesma emphasized the importance of the climate change issue. He said that it is not in the line of expectations to take a step back in time and formulate less ambitious targets in the new strategy. But that will become clear at the end of this year, at the presentation of the new strategic goals. The current targets in the area of greenhouse gas emissions will be achieved in 2020. Mr. Sijbesma stated that DSM was busy in a number of ways with the circular economy. In the first place, DSM is busy reducing not only its own waste, but also that of others, such as, for example, the corn stover of farmers, which is used to make fuel. Another example is that DSM no longer sells the sheets for solar cells, but makes them available to clients and collects them again after use (and agreements are made about the distribution of the additional energy yield as a result of using the sheet). Thus, the objective of the product is sold, rather than the product itself. Mr. De Vreeze noted that DSM-Niaga is a joint venture, which has developed a carpet technology with which the carpet created can be recycled. DSM has also developed a machine that recycles the carpet for this. Licenses for the technology are then offered to the carpet industry.

Mr. Dekker, of the VEB, asked about the profitability of DSM's activities in China and (also in view of the current low oil price) about the break-even point of the activities of POET-DSM. He also asked why employee satisfaction, which admittedly is at a high level, has nevertheless stagnated somewhat. Mr. Sijbesma admitted that the profitability in China is slightly lower than the average at DSM. All the product groups of DSM are active in China, sometimes at slightly lower prices and margins. The low oil price did indeed not make it easy for POET-DSM, because the second generation bio-ethanol must compete with oil-derived products. In the long term, however, the oil price is expected to rise again. At an oil price of USD 70 to USD 80 a barrel, the fuel that POET-DSM produces is competitive. The technology behind the activities of POET-DSM can count on great interest from India and China. There is a future for these activities. Mr. Dekker referred to the US government's compulsory purchasing of biofuel by oil companies until 2022, which should also help? Mr. Sijbesma said that the US government is still examining exactly how it will deal with this measure in the future. Concerning employee satisfaction, Mr. Sijbesma confirmed that this is somewhat stagnant, but that DSM has a motivated and committed workforce.

Mr. P.L. Spanjer said that in the meeting today there had been discussion about the automotive industry, but does the market of trucks also fall within this? And is there competition in this area from Ten Cate? He



also observed that DSM stands for *Duurzame Samenwerking Met* (sustainable cooperation with); after all, DSM is working more sustainably than just with coal. According to Mr. Spanjer, DSM talked about smoking out small vitamin E players on the Chinese market. Finally, he asked how DSM protects itself against cyber crime, especially in China. Mr. De Vreeze noted that the innovation and product development that is seen on cars also happens with respect to trucks. Only the dynamics in this industry are different. Ten Cate is a valued customer of DSM. Mr. Sijbesma said that in recent times he has seen *Dutch Steenkolen Maatschappij* (Dutch coal company) in the newspaper as explanation for the acronym “DSM”, but the letters 'DSM' come from Dutch State Mines, which was a corruption of the State Mines, which again was a corruption of the Directorate of State Mines as it was started in 1902. Today, it is just DSM, without further interpretation of this abbreviation. DSM has never said that smaller players in China would be smoked out; just that DSM is not prepared to sacrifice market share or volume in China in favor of competitors. This means that there has been some pressure on prices, but that is just how it is. Mr. Spanjer referred to reports he has read in the media that DSM is going to increase production in Switzerland. According to Mr. Sijbesma, the production is being increased because the market is growing and DSM wants to retain its market share. The production is therefore not being increased to smoke out competitors. Regarding cyber crime, Mr. Sijbesma stated that DSM has secured its IT systems properly. Mr. Dekker, of the VEB, asked whether the risk profile of DSM has been reduced. Ms. Matchett stated that risk management is extremely important for DSM; there is a comprehensive process for this. Thus, DSM can exercise proper control of the risks. The risk management has been improved; the risk profile has been reduced.

Mr. Dekker also sees that DSM fears for further deterioration of energy, water and climate. DSM has a lot of success in planet and people, but not in profit; DSM must surely be able to do this better? Mr. Sijbesma said that the problems in the world offer DSM opportunities, such as in the field of solar energy and second generation biofuels. The lighter and greener materials also offer opportunities, just like pharmaceuticals. These products help to make life better, and for DSM they also still provide financial income. Mr. Sijbesma noted that there are concerns about the climate, in particular the earth's global warming. DSM is busy trying to turn that tide as much as possible with its business, but, according to him, it is not such that DSM can influence the entire world. The Chairman closed this agenda item.

3. Implementation of Managing Board Remuneration Policy in 2014

The Chairman stated that Mr. Kist, Chairman of the Remuneration Committee of the Supervisory Board, would provide an explanation of the implementation of the remuneration policy for the Managing Board for 2014. The relevant data are listed in the remuneration report and the notes to the financial statements, as included in the 2014 Annual Report.

Mr. E. Kist, using a presentation (entitled 'Key Themes of 2014 Remuneration Policy for Managing Board'), discussed the status and basic principles of the present remuneration policy as adopted by the General Meeting in 2010 and with a number of modifications established again in 2013. DSM wants a fair remuneration package that is at market level. Mr. Kist discussed the basic salary of members of the Managing Board, then also the short-term variable incentive (STI) and finally the long-term variable incentive (LTI). He noted that there are currently cost reduction programs running within DSM. Although there should be room for a normal increase in the basic salaries of the members of the Managing Board with effect from 1 July 2015, the Managing Board requested the Supervisory Board to refrain from that this year. The Supervisory Board has agreed to this, said Mr. Kist.

Mr. Van Esch expressed his thanks for this clear presentation. Last year he had asked for greater



transparency concerning the performance targets for the annual bonus and the reporting of the results. DSM has responded to this call, for which he thanks DSM. He also referred to the fact that DSM encourages Supervisory Board members to purchase shares, which is rather unusual in the Netherlands. He asked what measures DSM is taking to ensure that the members of the Supervisory Board can operate independently in all situations, even with a larger shareholding. Mr. Kist thanked him for the compliments. He referred to the fact that share ownership is usual among non-executive board members abroad. And DSM has foreign Supervisory Board members. In the Netherlands it is perhaps still unusual, but it is not prohibited. With the purchase and sale of shares, a Supervisory Board members must of course comply with the applicable investment rules.

The Chairman emphasized that, in his opinion, it is important that the Supervisory Board members have an interest in the company. DSM is also always mindful of all its stakeholders.

Mr. Dekker (VEB) asked about the threshold at which 'the green field' is paid out; two years ago it was stated that it would be examined whether this threshold could be announced afterwards. Mr. Kist said that it would not be disclosed.

Mr. Swinkels remarked that he considered the remuneration to be actually very complicated. It should be simpler. And in his opinion sustainability should not have to be translated into remuneration targets; sustainability should be self-evident. Mr. Kist replied that Mr. Swinkels, as a real DSM person, is talking about sustainability: sustainability is built in. But DSM is also an international company, with foreigners who are actually very familiar with such remuneration structures.

The Chairman said that it is also important that the system does not change every year. The current remuneration policy has been approved by the General Meeting and will be readjusted in due course; then there will also be re-examination of its comprehensibility.

Mr. Stevense inquired about the date at which the short-term variable remuneration is converted into shares. Mr. Stefan Mechelmans, the person responsible within DSM for the implementation of the remuneration policy, stated that for the 2014 performance year this took place on 31 March 2015.

The Chairman closed this agenda item.

4. Financial Statements for 2014

The Chairman stated that the 2014 financial statements were approved by the Supervisory Board on 2 March 2015. The financial statements were audited by Ernst & Young Accountants LLP (EY) whose report is included on pages 200 to 203 of the annual report. Mr. Aarnink, auditor, was given the opportunity to explain the audit activities of EY. The Chairman first, as a result of the fact that this is the last financial year for the auditing by EY, expressed his appreciation for the work that EY has performed as external auditor for DSM since 1967.

Mr. G.A.M. Aarnink stated the most important deviations compared to the previous year. In addition to the 'new style' auditor's report, he referred to the materiality criteria used, the scope of the audit and the most significant risks that he identified in the audit. Regarding the materiality, Mr. Aarnink noted that this amounted to EUR 44 million, but that audit differences exceeding EUR 1 million were explicitly communicated to the Audit Committee. Regarding the scope of the audit, the auditor centrally determines the key risks and trends in industries and, on the basis of these, determines which subsidiaries, which items, which experts, and which countries are audited. Last year, 54 entities were audited locally, mainly abroad. The activities were performed by auditors of EY and in one case by another auditor, which was the case, for example, at POET-DSM (KPMG). The key risks that Mr. Aarnink identified in the audit, the key points of the audit, are: the valuation of tangible and intangible assets (writing down of caprolactam), the divesting of Pharmaceutical Products to DPx Holdings, and the



valuation of deferred tax assets. Mr. Aarnink said that EY can accept the way in which DSM had included and disclosed these important items in its financial statements. He characterizes the relationship between DSM and the auditor as open and transparent. EY spoke regularly with the Audit Committee, the Supervisory Board, the management and the internal accountants. There is very regular consultation with DSM concerning the audit. DSM's audit awareness is high.

Mr. Stevense asked how the auditor determines which foreign companies he visits. Mr. Aarnink stated that this is determined by reference to the risk profile and size of the company and who acts as its local auditor.

Mr. Swinkels asked whether any employees had transferred from EY to KPMG, the new auditor of DSM. Mr. Aarnink stated that this is not the case. The Chairman stated that many companies in the Netherlands have also changed auditor as a result of the changed legislation. The transfer by EY to KPMG took place in an exemplary manner, according to him.

Mr. Stevense asked about the issuing of a bond with a maturity of 10 years and asked whether the banks also played a special role in this, in the sense that they received information that shareholders did not receive. Ms. Matchett replied that the issue, which was done earlier this year, served to refinance a bond that matures in September 2015. The banks received no specific information for this that shareholders did not have.

The Chairman adjourned the meeting for a pause of approximately 15 minutes.

After resumption of the meeting, at the request of the Chairman, the Secretary explained the voting procedure. A test vote was held because there were new voting pads. The Chairman pointed out that each share is entitled to one vote. According to the Articles of Association, abstentions count as votes not cast.

The Chairman then proceeded to the voting concerning agenda item 4. The Secretary noted that 123,644,661 votes were cast in favor, 710 votes against, and that 71,481 votes were abstentions. The Chairman noted that the '2014 Financial Statements' proposal was passed and therefore that the 2014 financial statements were adopted.

5a. Reserve policy and dividend policy

The Chairman explained that both the reserves policy and the dividend policy remained unchanged compared to the previous year. DSM aims for a stable and preferably rising dividend. The Managing Board can, with the approval of the Supervisory Board, propose that the dividend be paid out in cash or in the form of ordinary DSM shares, at the option of the shareholder.

Mr. Stevense asked why the dividend this year has not increased a little. Mr. Sijbesma said that DSM has a stable dividend policy, as just also stated by the Chairman, which is preferably slightly rising. In recent years, the dividend increased step by step. However, the result development for this year was not higher than the year before and therefore DSM did not consider it justified to increase the dividend now. However, the dividend yield is above 3%, which fits within the objectives of various investment funds.

Mr. Swinkels asked what DSM's position is on the loyalty dividend. Examples can be found in France of companies with loyalty dividends. Mr. Sijbesma replied that the loyalty dividend is in itself a good idea, which meets the long-term relationship that DSM expects from its shareholders. However, a number of shareholders have difficulty with the loyalty dividend, and this has even led to DSM facing a shareholder in the courtroom. This is not desirable. Today it is therefore not on the agenda, but this does not mean that it will never return. In France, the loyalty dividend is usual, but that is in a different context. Mr. Swinkels asked whether DSM does not want to know its shareholders and whether institutional investors, such as pension funds, give no signals that they want loyalty dividends. Mr. Sijbesma replied



that DSM knows quite well who its shareholders are. The identification aspect was incidentally a side effect of the loyalty dividend as proposed by DSM at that time. Many shareholders who invest in DSM do that for the long term; DSM had wanted to emphasize this then.

The Chairman closed this agenda item.

5b. Adoption of the dividend for 2014

The Chairman explained that the adopted 2014 financial statements from agenda item 4 show that a net profit of EUR 145 million was realized for 2014. With the approval of the Supervisory Board, the Managing Board has determined that no part of the profit will be reserved. From the profit, first a dividend will be paid out on the cumulative preference A shares amounting to EUR 10 million. The remainder of the profit, i.e. EUR 135 million, is at the disposal of the General Meeting. The Managing Board has decided that a payment of EUR 151 million will be added to this amount from the reserves, so that a total of EUR 286 million is available for disposal by the General Meeting. With the approval of the Supervisory Board, the Managing Board proposes to pay out a dividend of EUR 1.65 per ordinary share. In August 2014, an interim dividend of EUR 0.55 per ordinary share was paid out, so that the final dividend amounts to EUR 1.10 per ordinary share. It is proposed that, at the option of the shareholder, the final dividend be made available in cash or in the form of ordinary DSM shares. The option period runs from 7 May 2015 up to and including 20 May 2015. The Chairman said that all the relevant information and data on the dividend payment could be found in the notes to the agenda. The dividend will be made payable from 26 May 2015.

None of the shareholders wished to speak. The Chairman proceeded to the voting. The Secretary noted that 122,104,223 votes were cast in favor, 1,435,034 votes against, and that 177,409 votes were abstentions. The Chairman noted that the 'Dividend proposal for 2014' was therefore adopted.

6a. Release from liability of the members of the Managing Board

The Chairman noted that it is proposed that the General Meeting releases the members of the Managing Board from liability with respect to their managerial activities, insofar as this is shown by the financial statements or information otherwise notified to the General Meeting.

None of the shareholders wished to speak. The Chairman proceeded to the voting. The Secretary noted that 122,708,063 votes were cast in favor, 601,963 votes against, and that 407,166 votes were abstentions. The Chairman noted that the 'Release from liability of the members of the Managing Board' proposal was therefore adopted.

6b. Release from liability of the members of the Supervisory Board

The Chairman noted that it is proposed that the General Meeting releases the members of the Supervisory Board from liability with respect to their supervisory role, insofar as this is shown by the financial statements or information otherwise notified to the General Meeting.

None of the shareholders wished to speak. The Chairman proceeded to the voting. The Secretary noted that 122,706,352 votes were cast in favor, 602,173 votes against, and that 407,358 votes were abstentions. The Chairman noted that the 'Release from liability of the members of the Supervisory Board' proposal was therefore adopted.



7. Reappointment of Mr. S. B. Tanda as member of the Managing Board

The Chairman noted that the Supervisory Board has proposed the reappointment of Mr. Tanda as a member of the Managing Board. The Supervisory Board nominated Mr. Tanda because of his international experience, leadership qualities and his knowledge of the sectors in which DSM operates. In accordance with the recommendation of the Supervisory Board, Mr. Tanda would be reappointed for a period of four years ending at the close of the Annual General Meeting of shareholders in 2019. None of the shareholders wished to speak. The Chairman proceeded to the voting. The Secretary noted that 123,226,267 votes were cast in favor, 104,092 votes against, and that 385,473 votes were abstentions. The Chairman noted that the 'Reappointment of Mr. S. B. Tanda as member of the Managing Board' proposal was therefore adopted. The Chairman congratulated Mr. Tanda on his reappointment.

8. Reappointment of Ms. P.F.M. van der Meer Mohr as member of the Supervisory Board

The Chairman announced that, in accordance with the rotation schedule, Ms. Van der Meer Mohr will step down in 2015. She is available for reappointment. The Supervisory Board nominated Ms. Van der Meer Mohr for reappointment as Supervisory Board member of DSM because of her extensive experience in the area of human resource management and her international business experience. It was proposed in accordance with the recommendation of the Supervisory Board that Ms. Van der Meer Mohr be reappointed as member of the DSM Supervisory Board with effect from 30 April 2015 for a period of four years, ending at the close of the Annual General Meeting of Shareholders in 2019. Mr. Stevense noted that he has problems with the rotation schedule of the Supervisory Board; next year according to this schedule, three of the seven members of the Supervisory Board will step down. The Chairman said that this has attracted the attention of DSM.

The Chairman proceeded to the voting. The Secretary noted that 122,088,205 votes were cast in favor, 1,242,424 votes against, and that 386,100 votes were abstentions. The Chairman noted that the 'Reappointment of Ms. Van der Meer Mohr as member of the Supervisory Board' proposal was therefore adopted. The Chairman congratulated Ms. Van der Meer Mohr on her reappointment.

9a. Extension of the period in which the Managing Board is authorized to issue ordinary shares

The Chairman explained that the General Meeting on 7 May 2014 extended the powers of the Managing Board to issue shares and to limit or exclude the preferential right when issuing ordinary shares for a period of 18 months, therefore to 7 November 2015 unless extended. The allowable duration of these powers under the law is up to 5 years. It is proposed to extend these powers of the Managing Board to a date 18 months after the date of this meeting and therefore until 30 October 2016. Such a decision of the Managing Board is still subject to approval of the Supervisory Board.

It is proposed that the authorization to issue shares, including the granting of rights for the taking up of ordinary shares, be limited to a nominal amount of shares equal to 10% of the issued capital at the time of issue and an additional 10% of the issued capital at the time of issue if the issue takes place within the context of a merger or acquisition fitting within DSM's strategy as published on the website of DSM. The issue price will be determined by the Managing Board and shall as much as possible be calculated on the basis of the trading prices of ordinary shares on the Euronext Amsterdam stock exchange.

None of the shareholders wished to speak. The Chairman proceeded to the voting. The Secretary noted



that 116,484,171 votes were cast in favor, 7,161,040 votes against, and that 70,961 votes were abstentions. The Chairman noted that the 'Extension of the period in which the Managing Board is authorized to issue ordinary shares' proposal was therefore adopted.

9b. Extension of the period in which the Managing Board is authorized to limit or exclude the preferential right when issuing ordinary shares

The Chairman announced that currently at issue is the power to limit or exclude the preferential right when issuing ordinary shares, including the granting of rights for the taking up of ordinary shares. It is proposed to extend these powers of the Managing Board to a date 18 months after the date of this meeting and therefore until 30 October 2016. It is proposed to limit the authorization to an amount of ordinary shares equal to 10% of the issued capital at the time of issue and an additional 10% of the issued capital at the time of issue if the issue takes place within the context of a merger or acquisition fitting within DSM's strategy as published on the website of DSM.

None of the shareholders wished to speak. The Chairman proceeded to the voting. The Secretary noted that 103,122,745 votes were cast in favor, 20,522,706 votes against, and that 70,721 votes were abstentions. The Chairman noted that the 'Extension of the period in which the Managing Board is authorized to limit or exclude the preferential right when issuing ordinary shares' proposal was therefore adopted.

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

The Chairman explained that DSM can acquire its own shares pursuant to a decision of the Managing Board, subject to approval by the Supervisory Board. This requires an authorization from the General Meeting of Shareholders, which authorization is valid for a period of 18 months. It was proposed to the General Meeting to grant authorization to the Managing Board to acquire the company's own shares pursuant to Article 13 of the DSM Articles of Association, by purchasing on stock exchanges or otherwise, for a period of 18 months from today (therefore until 30 October 2016), up to a maximum of 10% of the issued share capital, provided that DSM will hold no more treasury shares than 10% of the issued capital. In addition, with respect to the acquisition of ordinary shares, the authorization applies for a price between the nominal value and the opening price on Euronext Amsterdam on the day of purchase, plus 10%. And with regard to the acquisition of cumulative preference A shares, at a price between the nominal value and the basis of calculation included in the Articles of Association, plus 10%. The price range makes it possible for DSM to be able to purchase shares in an adequate manner even in volatile market conditions. The authorization of the Managing Board with respect to share repurchases can be withdrawn by the General Meeting. With the granting of the requested authorization, the authorization granted last year expires.

Mr. Spanjer asked how many shares had currently been repurchased by DSM. Ms. Matchett replied that DSM holds 7,888,185 treasury shares, as reported on page 165 of the 2014 Annual Report.

The Chairman proceeded to the voting. The Secretary noted that 122,889,406 votes were cast in favor, 660,519 votes against, and that 166,248 votes were abstentions. The Chairman noted that the 'Authorization of the Managing Board to have the company repurchase shares' proposal was therefore adopted.



11. Reduction of the issued capital by cancelling shares

The Chairman stated that the issuing of shares, as a result of, among other things, the exercising of the option rights granted annually to management and personnel can lead to dilution of the share capital. As far as the financial position of DSM allows this and the opportunities are available on the stock market, this disadvantage for holders of ordinary shares shall be offset as much as possible by repurchasing and possible cancellation of the company's own capital. The authorization for the repurchase of the company's own shares was discussed under agenda item 10. Now this therefore involves a subsequent capital reduction. The Managing Board, with the approval of the Supervisory Board, proposes that the General Meeting resolves to reduce the issued capital by withdrawing treasury shares up to the number that have been or will be repurchased by the company. This will enable the company to continue optimizing its capital structure. The number of shares to be withdrawn on the basis of this resolution will be determined by the Managing Board and limited to a maximum of 10% of the issued share capital as shown in the Financial Statements for 2014. The amount of the capital reduction shall always appear from a resolution to this end by the Managing Board, which will be filed with the Trade Register. None of the shareholders wished to speak. The Chairman proceeded to the voting. The Secretary noted that 123,514,852 votes were cast in favor, 132,593 votes against, and that 70,119 votes were abstentions. The Chairman noted that the 'Reduction of the issued capital by cancelling shares' proposal was therefore adopted.

12. Any other business

Mr. Stevense asked why the financial calendar only runs until 17 February 2016, and not until the Annual General Meeting or until the end of 2016? Mr. Sijbesma said that this is all linked to the publication of the 2015 annual results and that the date is already known; it will be examined in more detail what the possibilities are.

Mr. Swinkels has a question about his application and attendance card for this meeting. He also inquired about the possibilities of a company visit for shareholders of DSM. Mr. Sijbesma referred to the company Secretary, Ms. Van den Broek, for the personal application and attendance card of Mr. Swinkels. Mr. Sijbesma also said that DSM Investor Relations will look into the possibility of a company visit.

Mr. Spanjer made a compliment for the fact that the Managing Board has waived its increase in remuneration in 2015. He also asked whether DSM will enter the market in Iran as soon as it opens during the course of this year. Mr. Sijbesma referred to the trade boycott against Iran that had existed for many years. Now it seems that the market is going to open. DSM will examine whether this will provide business opportunities.

Mr. Van der Linde announced that he still had duplicates of some historical calendars (about the Limburg landscape), which DSM had published previously: anyone interested can apply to him. And perhaps DSM could publish such calendars again in the future? Mr. Sijbesma thanked him for the remark and said that the calendars are indeed a collector's item for many people.

Mr. H. van den Belt asked whether it is possible for DSM to present its website not entirely in English, but also partially in Dutch. Mr. Sijbesma replied that the DSM corporate website is indeed entirely in English and that this will also remain so. The website of DSM Netherlands, however, is in Dutch. The communication within DSM is increasingly more in English, as a lot of the employees of DSM do not always speak Dutch.

The Chairman noted that there were no more questions.



13. Closing

The Chairman thanked Mr. Doboczky, who will leave the Managing Board and DSM, for his efforts and commitment for DSM. He also expressed his thanks to Mr. Visser, who as a notary has supervised voting during the General Meetings of DSM for more than 20 years. Finally, the Chairman thanked the shareholders present and said that the next Annual General Meeting of Shareholders of DSM will be held on 29 April 2016. The Chairman closed the meeting at approximately 5:30 pm.

Chairman: R.J. Routs

Secretary: L.I. van den Broek