



Meeting Date:	Wed, 07 May 2014 14:00pm	Type:	AGM	Issue date:	Thu, 24 Apr 2014
Meeting Location:	Het Overloon 1, Heerlen (Netherlands)				
Current Indices:	FTSE EuroFirst				
Sector:	Specialty Chemicals				

PROPOSALS		ADVICE
1	Opening Non-voting agenda item.	Non-Voting
2	Annual Report for 2013 by the Managing Board Non-voting agenda item.	Non-Voting
3	Implementation Managing Board Remuneration in 2013 Non-voting agenda item.	Non-Voting
4	Receive the Financial Statements The financial statements were available with sufficient time prior to the AGM. No major governance concerns have been identified.	For
5a	Reserve policy and dividend policy Non-voting agenda item.	Non-Voting
5b	Approve the dividend The Board proposes a dividend payment of €1.65 per share. Dividend is covered by earnings. Acceptable proposal.	For
6a	Discharge the Managing Board Standard proposal. No major governance concerns have been identified. Acceptable proposal.	For
6b	Discharge the Supervisory Board Standard proposal. No major governance concerns have been identified. Acceptable proposal.	For
7a	Re-elect R-D. Schwalb as a member of the Managing Board CFO.	For
7b	Re-elect G. Matchett as a member of the Managing Board The Board proposes G. Matchett for taking over the role of CFO as per 1 December 2014.	For
8a	Re-elect R. Routs as a member of the Supervisory Board Independent non-executive Director.	For
8b	Re-elect T. de Swaan as a member of the Supervisory Board Independent Non-Executive Director.	For
9	Appoint the auditors Ernst and Young Accountants LLP are current auditors. Non-audit fees on the year under review were approximately 56.1% of audit fees. On a three year aggregate basis non-audit fees were approximately 54.1% of audit fees. This level of non-audit fees raises concerns over the independence of the auditors. However, the Supervisory Board proposes to appoint KPMG Accountants NV as the independent auditor for Koninklijke DSM NV and to engage the firm for an initial three year term that covers the years 2015, 2016 and 2017. Triodos supports the change in auditors.	For
10a	Extension of the period during which the Managing Board is authorized to issue ordinary shares: in Article 10 of the Articles of Association The Board seeks for approval to extend the period during which the Managing Board is authorized to issue ordinary shares, which includes the granting of rights for the taking up of ordinary shares as provided for in Article 10 of the Articles of Association, to a date 18 months from the date of this General Meeting. The issuance is limited to 10% of total shares issued. Acceptable proposal.	For

10b	Extension of the period during which the Managing Board is authorized to limit or exclude the preferential right when issuing ordinary shares: in Article 11 of the Articles of Association	For
	The Board seeks for approval to extend the period during which the Managing Board is authorized to issue ordinary shares, which includes the granting of rights for the taking up of ordinary shares as provided for in Article 10 of the Articles of Association, to a date 18 months from the date of this General Meeting. The issuance is limited to 10% of total shares issued. An additional 10% if the issue takes place within the context of a merger or acquisition. Acceptable proposal.	
11	Authorization of the Managing Board to have the company repurchase shares: in accordance with Article 13 of the Articles of Association	For
	The Board seeks to be entitled to repurchase Company shares up to a maximum of 10% of the issued capital. Acceptable proposal.	
12	Reduce Share Capital by cancelling shares	For
	The number of ordinary shares to be cancelled shall be limited to a maximum of 10% of the issued capital. Acceptable proposal.	
13	Any other business	Non-Voting
	Non-voting agenda item.	
14	Closure	Non-Voting
	Non-voting agenda item. <i>* = Special resolution</i>	

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Version 2