

## KONINKLIJKE (ROYAL) DSM NV

<b>MEETING DATE</b>	Thu, 30 Apr 2015 14:00 pm	<b>TYPE</b>	AGM	<b>ISSUE DATE</b>	Mon, 20 Apr 2015
<b>MEETING LOCATION</b>	Company's Resgistered Office: Het Overloon 1, Heerlen, The Netherlands				
<b>CURRENT INDICES</b>	FTSE EuroFirst				
<b>SECTOR</b>	Specialty Chemicals				

<b>PROPOSALS</b>		<b>ADVICE</b>
<b>1</b>	<b>Open Meeting</b> Non-voting agenda item.	<b>Non-Voting</b>
<b>2</b>	<b>Receive report of Management Board</b> Non-voting agenda item.	<b>Non-Voting</b>
<b>3</b>	<b>Discuss Remuneration Report</b> Non-voting agenda item.	<b>Non-Voting</b>
<b>4</b>	<b>Receive the Annual Report</b> Disclosure is acceptable and the report was made available sufficiently before the meeting. The auditors have not qualified their opinion. No serious governance concerns have been identified. Acceptable proposal.	<b>For</b>
<b>5A</b>	<b>Receive explanation on company's reserves and dividend policy</b> Non-voting agenda item.	<b>Non-Voting</b>
<b>5B</b>	<b>Approve the dividend</b> The Board proposes a dividend of EUR 1.65 per share. The dividend is covered by retained earnings. Acceptable proposal.	<b>For</b>
<b>6A</b>	<b>Discharge the Management Board</b> Standard proposal. No serious governance concerns have been identified.	<b>For</b>
<b>6B</b>	<b>Discharge the Supervisory Board</b> Standard proposal. No serious governance concerns have been identified.	<b>For</b>
<b>7</b>	<b>Re-elect S. B. Tanda to Management Board</b> Executive director on the Management Board. Acceptable proposal.	<b>For</b>
<b>8</b>	<b>Re-elect P.F.M. van der Meer Mohr to Supervisory Board</b> Independent Non-Executive Director on the Supervisory Board.	<b>For</b>
<b>9A</b>	<b>Approve authority to issue shares up to 10 percent of issued capital plus additional 10 percent in case of takeover/merger</b> Proposal to authorise the Executive Board to issue shares. The authorisation is limited to a number of ordinary shares with a nominal value amounting to 10% of the issued capital, and to an additional 10% of the issued capital if the issue takes place within the context of a merger or acquisition. When combined with the authority to restrict pre-emption rights requested in proposal 9B, the authority to issue shares without pre-emption rights will not exceed 20% of the issued share capital. Acceptable proposal.	<b>For</b>
<b>9B</b>	<b>Authorise board to exclude pre-emptive rights from issuance under item 9A</b> The board requests shareholder approval to exclude pre-emption rights on shares issued over a period of 18 month as proposed on resolution 9A. Acceptable proposal.	<b>For</b>
<b>10</b>	<b>Authorise Share Repurchase</b> The board requests shareholder approval to repurchase shares up to 10% of the issued share capital over a period of 18 months. Acceptable proposal.	<b>For</b>

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|-----------|--|-------------------|
| <b>11</b> | <b>Reduce Share Capital</b><br>It is proposed to allow the Board to reduce share capital by cancellation of treasury shares up to 10% of the issued share capital over a period of 18 months. Acceptable proposal. | <b>For</b>        |
| <b>12</b> | <b>Allow Questions</b><br>Non-voting agenda item.  | <b>Non-Voting</b> |
| <b>13</b> | <b>Close Meeting</b><br>Non-voting agenda item.  | <b>Non-Voting</b> |
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