

## Section 13 - Post-Settlement Articles of Association

### NOTE ABOUT TRANSLATION:

This document is an English translation of a document prepared in Dutch. In preparing this document, an attempt has been made to translate as literally as possible without jeopardising the overall continuity of the text. Inevitably, however, differences may occur in translation and if they do, the Dutch text will govern by law.

In this translation, Dutch legal concepts are expressed in English terms and not in their original Dutch terms. The concepts concerned may not be identical to concepts described by the English terms as such terms may be understood under the laws of other jurisdictions.

### ARTICLES OF ASSOCIATION

#### NAME, OFFICIAL SEAT, INTERPRETATION AND OBJECTS

##### Article 1.

1. The name of the public company - hereinafter to be referred to as: the company - is: **RoodMicrotec N.V.**
2. The company has its official seat in Deventer, the Netherlands.

##### Article 2.

In these articles of association "in writing" means received in writing or to be printed out.

##### Article 3.

The objects of the company are:

- a. the design, manufacture, import, export, distribution, qualitative research ("testing") and treatment of and trading in electronic components, systems and subsystems, semi-finished products ("boards") and equipment in the broadest sense, to provide services relating to maintenance and improvement, test and repair printed circuits and electronic products, as well as the purchase, sale and manufacture of specific testers, handle and peripheral equipment and (whether or not tested) electronic components, whether or not jointly with so-called "software" (programming, test procedures and similar);
- b. furthermore, to purchase, sell, build, renovate, construct, rent and exploit immovable property and to borrow or lend monies, whether or not with personal security, however, only insofar these activities are directly related to the activities referred to under a above;
- c. to participate in, to manage and to finance and provide securities for companies with similar or related objects;

- d. to do all that is connected therewith or may be conducive thereto, all to be interpreted in the broadest sense.

### **Capital and shares**

#### Article 4.

1. The authorised capital is eleven million euro (EUR 11,000,000.00), divided into one hundred million (100,000,000) shares, with a nominal value of eleven eurocent (EUR 0.11) each.
2. In these articles, a reference to a shareholder means the shareholder as referred to in the Dutch Civil Code as well as the participants in a collective depot and/or giro depot within the meaning of the Securities Giro Transactions Act, in which shares in the capital of the company have been deposited.

### **Issuance of shares**

#### Article 5.

1. The issuance of non-issued shares will take place by the management board pursuant to a resolution of the general meeting of shareholders, hereinafter referred to as: the general meeting, unless the general meeting has designated the management board for this purpose.  
The general meeting cannot designate any other corporate body than the management board for this purpose.  
If the management board is designated, it may only resolve to issue shares after obtaining prior approval of the supervisory board.  
Unless the designation provides otherwise, it may not be withdrawn.  
The designation and extension thereof are for a period of a maximum of five years.  
The designation shall determine the number of shares that may be issued.
2. The general meeting may only adopt a resolution to issue shares or a resolution to designate as referred to in paragraph 1 on the proposal of the management board after approval of the supervisory board.
3. The full text of a resolution to issue shares or a resolution to designate as referred to in paragraph 1 shall be deposited with the Dutch Trade Register within eight days.
4. Shares to be issued may not be subscribed for by the company. The provisions of Section 2:95 of the Dutch Civil Code are applicable hereto.
5. Each issuance of shares shall be reported to the office of the Dutch Trade Register within eight days after each calendar quarter, stating the number and class.
6. The provisions of this article apply *mutatis mutandis* to the granting of rights to subscribe for shares, but do not apply to the issuance of shares to a person exercising a right to subscribe for shares previously granted.

#### Article 6.

1. A resolution to issue shares shall stipulate the issue price and the other conditions of issue.
2. Shares may not be issued below par, notwithstanding the provisions of Section 2:80, paragraphs 1 and 2, of the Dutch Civil Code.

#### Article 7.

1. Upon issuance of shares, each shareholder shall have a right of pre-emption in proportion to the aggregate nominal value of his shares.
2. The right of pre-emption does not apply for shares that are issued against a contribution in kind.
3. The right of pre-emption referred to in paragraph 1 does also not apply on shares which are issued to employees of the company or of a group company.
4. The issuance to which the right of pre-emption applies and the period during which the right of pre-emption can be exercised will be announced in the Dutch State Gazette, a nationally distributed daily newspaper and in the Official List of Euronext Amsterdam N.V. in Amsterdam, the Netherlands.
5. The period during which the right of pre-emption can be exercised is at least two weeks after the day of the announcement in the Dutch State Gazette as referred to in paragraph 4.
6. The right of pre-emption may be limited or excluded by resolution of the general meeting.  
The right of pre-emption may also be limited or excluded by the management board if the designation pursuant to article 5, paragraph 1, has been made and the management board has been designated by resolution of the general meeting for a fixed term not exceeding five years as authorised to limit or exclude such right of pre-emption.
7. In a proposal to the general meeting to limit or exclude the right of pre-emption, the reasons for the proposal and the choice of the intended issue price must be explained in writing.
8. If less than half of the issued capital is represented at a general meeting in which a resolution must be adopted to limit or exclude the right of pre-emption or to designate the management board as the corporate body authorised to limit or exclude the right of pre-emption, the resolution can only be adopted with a majority of at least two-thirds of the votes cast.
9. The full text of a resolution to limit or exclude the right of pre-emption will be deposited with the Dutch Trade Register within eight days of the resolution.
10. When granting rights to subscribe for shares, the shareholders have a right of pre-emption in accordance with the provisions of this article.  
The provisions of paragraph 6 of this article shall apply *mutatis mutandis* to the granting of rights to subscribe for shares.  
Shareholders have no right of pre-emption to shares issued to a person who exercises a right to subscribe for shares previously granted.

Article 8.

1. The nominal value of each share must be paid upon subscription with due observance of the provisions of Section 2:80, paragraph 2, of the Dutch Civil Code.  
In addition, if the share is subscribed for at a higher amount, the difference between such amounts must be paid upon subscription.
2. Payment for a share must be made in cash insofar as no other contribution has been agreed upon.

3. Upon approval of the supervisory board, the management board shall be authorised to perform the legal acts as referred to in Section 2:94, paragraph 1, of the Dutch Civil Code, without prior approval of the general meeting.
4. If a non-cash contribution has been agreed upon, the non-cash contribution must be eligible for a valuation according to economic standards.  
A right to perform work or services cannot be contributed.  
Contributions other than in cash must be made without delay after subscription of the share.  
The management board shall prepare a description of what is being contributed, stating the value assigned to the contribution and the valuation methods used.  
The provisions of Sections 2:80b, 2:94b and 2:94c of the Dutch Civil Code shall apply.

Article 9.

1. The company may, upon approval of the supervisory board, acquire fully paid-up shares or depositary receipts thereof, provided either no valuable consideration is given, or:
  - a. the equity less the acquisition price, is not less than the paid-up and called-up part of the capital, plus the reserves that must be maintained pursuant to the laws of the Netherlands; and
  - b. the nominal value of the shares in its own capital or depositary receipts which the company acquires, holds or holds in pledge or which are held by a subsidiary does not exceed half of the issued capital.Section 98, paragraph 3, Book 2 of the Dutch Civil Code shall apply accordingly.
2. Acquisition other than for no valuable consideration is only possible if the general meeting authorised the management board for such purpose.  
This authorisation is valid for a maximum of eighteen months.  
The general meeting must determine in such authorisation how many shares may be acquired, how such shares may be acquired and within which limit the price must lie.
3. Paragraphs 1 and 2 shall not apply to shares acquired by the company under universal title of succession.
4. Subject to the approval of the supervisory board, the management board is authorised to dispose of acquired own shares or depositary receipts thereof.
5. The information referred to in Section 2:378, paragraphs 2, 3 and 4 of the Dutch Civil Code with respect to own shares or own shares held in pledge or depositary receipts thereof held by the company, shall be recorded in the annual accounts of the company.

Article 10.

1. In the general meeting, no voting rights may be exercised for shares held by the company or a subsidiary, nor for shares for which the company or a subsidiary holds the depositary receipts.  
Usufructuaries of shares owned by the company or a subsidiary are not excluded from exercising voting rights if the right of usufruct was created before the share was owned by the company or such subsidiary. The company or a

subsidiary may not exercise voting rights for a share in which it holds a right of usufruct.

2. When determining whether a certain part of the capital is represented or whether a majority represents a certain part of the capital, the capital shall be decreased with the amount of shares for which no vote can be cast.
3. The company cannot receive any dividend or exercise any other right on the shares and depositary receipts for shares referred to in this article.

#### Article 11.

1. The pledging of own shares or depositary receipts thereof by the company shall be subject to the provisions of Section 2:89a of the Dutch Civil Code.
2. The acquisition of own shares or depositary receipts thereof shall also be subject to the provisions of Sections 2:98a, 2:98b, 2:98c and 2:98d of the Dutch Civil Code.
3. The transfer of registered shares requires a deed of transfer and, unless the company itself is a party to that legal act, service of that deed on the company or written acknowledgment of the transfer by the company in accordance with Section 2:86c of the Dutch Civil Code.
4. The provisions of the third paragraph shall apply *mutatis mutandis* to the allocation of registered shares upon division of a community of property, as well as to the establishment and transfer of a right of usufruct and to the establishment of a right of pledge on registered shares.

#### Article 12.

1. The general meeting may resolve to reduce the company's issued capital, subject to the approval of the supervisory board and with due observance of Section 2:99 of the Dutch Civil Code, by means of a cancellation of shares or by reducing the nominal value of the shares, to be effected by an amendment of the articles of association. In this resolution the shares to which the resolution relates must be designated and the implementation of such resolution must be arranged.  
A partial repayment or release of payment must be made pro rata on all shares.
2. The general meeting can only adopt a resolution to reduce the company's issued capital with a majority of at least two-thirds of the votes cast, if less than half of the issued capital is represented.

### **Shares**

#### Article 13.

1. The shares shall be in registered form or to bearer. Bearer shares can only be issued in the form of a global share certificate that is deposited with the central institute (hereinafter: "central institute") or an intermediary (hereinafter: "intermediary") as referred to in Section 1 of the Securities Giro Transactions Act.  
The registered shares are numbered from 1 onward.
2. No share certificates shall be issued for registered shares. The holder(s) of registered shares are registered in the relevant register of shareholders with the note that the shares belong to the collective depot of securities of the relevant class at the intermediary, or the giro depot of securities of that class at the central institute.

## **Global share certificate**

### Article 14.

1. The company will have the global share certificate as referred to in article 13, paragraph 1, deposited with the central institute.
2. The company grants a beneficiary a right to a share through (a) the central institute enabling the company to register a share to the global share certificate or to the register of shareholders, respectively; and (b) the beneficiary designates an intermediary, which credits it accordingly as a participant (hereinafter: "participant") in the collective deposit, as referred to in the Securities Giro Transactions Act.
3. The management of the global share certificate is irrevocably entrusted to the central institute, and the central institute is irrevocably authorised to do everything necessary on behalf of the person(s) entitled to the relevant shares, including accepting, transferring and cooperating with the crediting to and debiting of the global share certificate or the register of shareholders, as the case may be.
4. A participant cannot demand delivery of shares.

## **Register of shareholders**

### Article 15.

If shares are registered in the name of an intermediary or the central institute, the management board shall keep a register in accordance with the applicable statutory provisions.

### Article 16.

If registered shares belong to a community of property, the joint beneficiaries may only have themselves represented *vis-à-vis* the company by a person jointly appointed by them in writing. The joint beneficiaries may also designate more than one person. At the time of the designation or later, they may stipulate – provided they are unanimous – that, if a beneficiary so desires, such a number of votes shall be cast in accordance with his designation that corresponds to the share he has in the community of property.

## **Notice, notification and announcements**

### Article 17.

1. Without prejudice to the provisions of article 7, paragraph 4, all notices or notifications to shareholders, holders of depositary receipts or pledgees of shares and usufructuaries of shares who, in accordance with the provisions of article 18, are entitled to vote on the shares encumbered with a right usufruct – hereinafter referred to as: the other persons entitled to vote – shall be made by announcement on the public section of the company's website. The announcement referred to in the previous sentence must be made permanently and directly accessible during the notice period until the general meeting.
2. Announcements and notifications that must be addressed to the general meeting pursuant to the law or the articles of association may be included either in the notice convening a general meeting or in a document deposited for inspection at the company's office and at a place in Amsterdam, the Netherlands, provided that this is stated in the notice.

### Article 18.

1. The voting rights attached to registered shares cannot be granted to pledgees of such registered shares.  
The pledgee of a registered share does not have the rights granted by law to holders of depositary receipts for shares issued with the cooperation of a company.
2. The shareholder has the voting right on the shares on which a usufruct has been established.  
In deviation of this, the voting right accrues to the usufructuary if this has been determined when the usufruct was established.
3. The shareholder who does not have the voting rights and the usufructuary who has the voting rights shall have the rights granted by law to holders of depositary receipts issued with the cooperation of the company.  
The usufructuary who does not have voting rights has these rights, if not otherwise determined when the usufruct was established or transferred.
4. In these articles of association, holders of depositary receipts only means holders of depositary receipts for shares issued with the cooperation of the company, as well as persons who have rights as holders of depositary receipts as a result of a usufruct established on a share.

#### **Management board and supervisory board**

##### Article 19.

1. The management of the company is entrusted to one or more managing directors, under the supervision of a supervisory board, consisting of at least two supervisory directors who are independent as referred to in the Dutch corporate governance code of the twentieth day of December two thousand and twenty-two - hereinafter referred to as: the independent supervisory directors. The number of managing directors is determined by the supervisory board. The number of supervisory directors is determined by the general meeting, with due observance of the first full sentence of this article.
2. The managing directors are appointed by the general meeting on the binding nomination of the supervisory board as referred to in Section 133, Book 2 of the Dutch Civil Code, whereby it is required that all independent supervisory directors in office and entitled to vote have voted in favour of the resolution of the supervisory board to nominate, provided that this requirement shall not apply if at the time of the adoption of the resolution of the supervisory board no independent supervisory directors are in office or none of the independent supervisory directors in office are entitled to vote. The general meeting may overrule the binding nature of a binding nomination by a resolution of the general meeting adopted with a majority of at least two-thirds of the votes cast, which two-thirds represents more than half of the issued share capital. In such event, the supervisory board may prepare a new binding nomination which will be resolved upon in the next general meeting. The managing directors can be suspended and dismissed by the general meeting at any time, with due observance of the provisions set out below.
3. A resolution to suspend or dismiss one or more directors can only be validly adopted at a general meeting with a majority of at least two-thirds of the votes cast, which two-thirds represents more than half of the issued capital.

If such majority is not obtained because half or less of the issued capital is represented, a new meeting can be convened, to be held within two months after the first meeting.

This second meeting can validly adopt a resolution to suspend or dismiss, with a majority of at least two-thirds of the votes cast, irrespective of the number of shares represented.

The notice convening the second meeting must state that and why a resolution can be adopted, irrespective of the part of the capital represented at the meeting.

4. A managing director may also be suspended by the supervisory board, whereby it is required that all independent supervisory directors in office and entitled to vote have voted in favour of the resolution of the supervisory board to suspend, provided that this requirement shall not apply if at the time of adoption of the resolution no independent supervisory directors are in office or none of the independent supervisory directors in office are entitled to vote.

In the event of suspension of a managing director by the supervisory board, the supervisory board shall convene a general meeting to lift the suspension or to dismiss, which must be held within three months from the commencement of the suspension.

The managing director will be given the opportunity to account for his actions in the meetings at which a decision will be taken on his suspension or dismissal. He may be assisted in those meetings by a lawyer.

During the time that a managing director is suspended as such, he shall be prohibited from being in the buildings or on the terrains used by the company.

If, in the event of suspension of a managing director, the general meeting has not resolved to dismiss him within three months after this suspension, the suspension shall be lifted.

5. The directors receive a salary, which will be determined by the supervisory board together with the other terms of employment.

#### Article 20.

If the management board consists of more than one person, the managing directors divide their duties among themselves.

All decisions of the management board are taken by an absolute majority of votes. In the event of a tie, the supervisory board decides.

#### Article 21.

1. The management board requires the approval of the supervisory board for management board resolutions regarding the following:
  - a. issuance and acquisition of shares in and debt instruments at the expense of the company;
  - b. cooperation in the issuance of depositary receipts for shares or the general decertification;
  - c. application for listing or withdrawal of listing of the debt instruments referred to under a and the depositary receipts referred to under b in the official list of any stock exchange;

- d. long-term direct or indirect cooperation with another company or legal entity, as well as termination of such cooperation, if this cooperation or termination is of fundamental importance;
  - e. direct or indirect participation in the capital of another company, the value of which equals at least the amount of one million euro (EUR 1,000,000.00), or, if that is less, one/fourth part of the issued capital with the reserves of the participating company according to its balance sheet with explanatory notes, as well as a significant change in the size of such participation;
  - f. investments requiring an amount of at least one hundred thousand euro (EUR 100,000.00) and which do not result from the established annual budget;
  - g. a proposal to amend the articles of association;
  - h. a proposal to dissolve the company;
  - i. declaration of bankruptcy and application for suspension of payments;
  - j. termination of the employment of a considerable number of employees simultaneously or within a short period of time;
  - k. important change in the working conditions of a considerable number of employees;
  - l. a proposal to reduce the issued capital;
  - m. casting a vote in companies in which the company directly or indirectly holds at least one-third of the issued share capital;
  - n. payment of interim dividend;
  - o. establishing the annual budget.
2. For the purposes of subparagraphs j and k of paragraph 1, employees are also considered to be employees employed by a legal entity in which the company has a participating interest for at least half of the issued capital.
  3. The absence of approval of the supervisory board as referred to in paragraph 1 does not affect the power of representation of the management board.

### **Representation**

#### Article 22.

The company is represented by the management board or two managing directors acting jointly.

### **Inability to act or vacancy**

#### Article 23.

1. In the event of the absence or inability to act of one or more managing directors, the management of the company shall be entrusted to the remaining managing directors or the sole remaining managing director.
2. In the event of the absence or inability to act of all managing directors or of the sole managing director, the management of the company shall be temporarily entrusted to the supervisory board.

### **Supervisory Board**

#### Article 24.

1. Supervisory directors are appointed by the general meeting and can be suspended and dismissed by the general meeting at any time. If not at least two independent supervisory directors are in office, the management board or the

supervisory board shall within three (3) months convene a general meeting, in which the general meeting shall appoint the number of supervisory directors necessary to comply with article 19, paragraph 1. The provisions of article 19, paragraph 3, shall apply *mutatis mutandis* to appointment and dismissal of supervisory directors.

2. In the event of a recommendation or nomination for the appointment of a supervisory director, the following particulars of the candidate shall be stated: his age, his profession, the amount of shares he holds in the capital of the company and the positions he holds or has held, insofar as these are relevant in connection with the performance of the duties of a supervisory director. Furthermore, the companies of which he is already a supervisory director shall be indicated.  
If these include companies that belong to the same group, the designation of that group will suffice.  
The recommendation and nomination must state the reasons on which it is based.
3. A person who is employed by the company cannot be appointed as a supervisory director.
4. The general meeting may grant supervisory directors a remuneration.
5. The supervisory board is entrusted with the supervision of the policies of the company's management and the general course of affairs in the company and the business connected with it.  
He assists the management board by giving advice.  
In the performance of their duties, the supervisory directors are guided by the interests of the company and the business connected with it.  
The supervisory board is also charged with other duties assigned to it in these articles of association and by law.
6. A supervisory director authorised by the supervisory board shall at all times have the right of access to all buildings and premises used by the company, as well as the right to inspect all books and records of the company and the right to inspect the assets and liabilities, rights and obligations of the company. The relevant supervisory director may be assisted in this by an expert, at the expense of the company.
7. The supervisory board shall appoint a chairman from among its members.  
The general meeting may also appoint a supervisory director as delegated supervisory director, which supervisory director is then more particularly charged with holding regular consultations with the management board regarding the course of affairs in the company.
8. The supervisory board shall meet at least each calendar quarter and furthermore as often as the chairman or one or more supervisory directors so request, the management board so requests, or a meeting is necessary pursuant to the provisions of these articles of association.
9. Insofar as these articles do not stipulate otherwise, the supervisory board shall resolve by an absolute majority of the votes validly cast.  
Each supervisory director shall have the right to cast one vote.
10. Each supervisory director may be represented by a fellow supervisory director.

11. The supervisory board may also adopt resolutions without holding a meeting, provided that all supervisory directors have been consulted, none of them has opposed this manner of decision-making and at least an absolute majority of the aggregated supervisory directors in office declare themselves in favour of the resolution to be adopted (if required in accordance with article 19, paragraph 2 or 4, including all independent supervisory directors in office and entitled to vote).

#### **Inability to act or vacancy supervisory directors**

##### Article 24A.

1. In the event of the absence or inability to act of one or more supervisory directors, the exercise of the duties and powers of the supervisory board shall be entrusted to the remaining supervisory directors.
2. In the event of the absence or inability to act of all supervisory directors, the person or persons designated in accordance with article 19, paragraph 1 for this purpose by the general meeting shall be temporarily entrusted with the exercise of the duties and powers of the supervisory board.

#### **Accountant**

##### Article 25.

1. The company shall instruct a registered accountant or other expert authorised by law to investigate whether the annual accounts drawn up by the management board comply with the regulations laid down by and pursuant to the law, whether the management report, insofar as he can assess this, has been drawn up in accordance with the regulations laid down by and pursuant to the law and is consistent with the annual accounts, and whether the additional information required by law has been added.
2. The general meeting shall be authorised to instruct the expert.  
If the general meeting does not proceed to instruct an expert, the supervisory board is authorised to do so or, if the supervisory board is absent, the management board.
3. The designation of the expert shall not be limited by any nomination.  
The instruction can only be withdrawn for valid reasons by the general meeting and by the corporate body that has issued the assignment.
4. The general meeting shall hear the expert at his request about the withdrawal of an instruction granted to him or about the intention to do so.
5. The expert shall report to the supervisory board and the management board.

#### **Financial year, management report and annual accounts**

##### Article 26.

1. The company's financial year shall coincide with the calendar year.  
The books of the company are closed annually at the end of the financial year.
2. Annually within five months after the end of the financial year, unless this term is extended by the general meeting by reason of special circumstances, the management board will draw up annual accounts, which will be submitted to the general meeting.  
The annual accounts shall be signed by all managing directors and supervisory directors. If any signature is missing, the reason will be stated.

3. Simultaneously with the presentation of the annual accounts to the general meeting, the management board shall issue a written report on the affairs of the company and the management conducted.  
This management report is kept separate from the notes to the balance sheet and the profit and loss account.
4. The annual accounts drawn up by the management board, the management report and the other information to be added thereto pursuant to the law shall be available for inspection from the day of the notice convening the general meeting; intended for their handling at the office of the company and at a location in Amsterdam, the Netherlands, of the choice of the management board by the shareholders and holders of depositary receipts.  
The company will provide them upon request with copies free of charge. In addition, anyone can inspect the documents insofar as they must be made public after adoption and obtain copies thereof at no more than cost price until the documents have been deposited at the Dutch Trade Register.
5. Without prejudice to the other relevant statutory provisions, the annual accounts, the management report and the other information to be made public pursuant to the law shall be filed with the Dutch Trade Register with due observance of the term provided by law.

#### **Profit appropriation**

##### Article 27.

1. The company may only make dividends and other distributions insofar as its equity exceeds the amount of the paid-up and called-up part of the capital plus the reserves that must be maintained by law.
2. The management board shall be authorised to add all or part of the profits to the reserves with the prior approval of the supervisory board.
3. Any profits remaining after reservation as referred to in the previous paragraph shall be at the disposal of the general meeting.
4. Insofar as the general meeting does not resolve to distribute profits for any financial year, these profits will be added to the reserves.
5. Distributions at the expense of the reserves, other than in shares or in depositary receipts for shares pursuant to paragraph 7 of this article, may be made, with due observance of the provisions of paragraph 1, pursuant to a resolution of the general meeting adopted on the proposal of the management board with the prior approval of the supervisory board.
6. The management board may, with the approval of the supervisory board, resolve to distribute an interim dividend as an advance payment on the dividend expected for the relevant financial year, if the requirement of paragraph 1 of this article has been met and this is evidenced by an interim statement of assets and liabilities, as referred to in Section 2:105, paragraph 4, of the Dutch Civil Code.  
This statement of assets and liabilities must be filed at the Dutch Trade Register within eight days from the day on which the decision to distribute is announced. The provisions of paragraph 8 of this article shall apply *mutatis mutandis* to the payment of the interim dividend.

7. The general meeting may, on the basis of a proposal from the management board approved by the supervisory board, resolve to distribute profits – or also from a reserve eligible for distribution in shares – in shares of the company or in depositary receipts thereof, without prejudice to the provisions of article 5 of these articles of association.
8. Profit distributions are payable within one month after adoption by the general meeting.
9. Profit distributions that have not been used after a period of five years after the day on which they were made payable, will forfeit to the benefit of the company.

### **General Meetings**

#### Article 28.

1. All general meetings shall be held in Deventer, the Netherlands, Amsterdam, the Netherlands, The Hague, the Netherlands, Rotterdam, the Netherlands, Utrecht, the Netherlands, or Haarlemmermeer (Schiphol airport), the Netherlands.
2. The annual general meeting shall be held within six months after the end of the financial year.  
Furthermore, general meetings shall be held as often as necessary for the fulfilment of the duties assigned by law or the articles of association and as often as the management board or the supervisory board deems desirable, without prejudice to the provisions of the law with regard to the convocation of the general meeting as authorised by the court.

### **Notice, agenda**

#### Article 29.

1. The general meetings shall be convened and notice shall be given by the supervisory board or the management board.
2. The notice shall be given with due observance of the statutory notice period.
3. The notice shall specify the subjects to be discussed or shall state that the shareholders may take note of them at the company's office by inspecting the agenda, without prejudice to the provisions of article 34 of these articles of association and Section 2:99, paragraph 7, of the Dutch Civil Code. The agenda for the annual meeting will in any case contain the following topics:
  - a. the discussion of the written management report of the management board regarding the affairs of the company and the management conducted;
  - b. the adoption of the annual accounts and the determination of the profit appropriation;
  - c. the discharge of the management board for its management and the supervisory board for its supervision over the past financial year.The agenda is available to shareholders free of charge at the office of the company and at the place to be stated in the notice.
4. The notice shall state the requirement for admission to the meeting as described in article 32.

### **Chairman of the meeting**

#### Article 30.

1. The general meetings shall be chaired by the chairman of the supervisory board or, if he is absent or in default, by another member of the supervisory board, designated for that purpose by those supervisory directors present.  
However, the supervisory board may also designate another person to chair the meeting.
2. If all supervisory directors are absent or fail to act and the supervisory board has not appointed another chairman, the meeting itself will provide the chairmanship.  
As long as this provision has not been made, the chairmanship is held by a managing director, designated for this purpose by the managing directors present.
3. All issues regarding admission to the general meeting, the exercise of voting rights and the result of votes, as well as all other issues relating to the course of business at the meeting, shall be decided by the chairman of the relevant meeting, without prejudice to the provisions of Section 2:13, paragraph 3, of the Dutch Civil Code.  
The chairman of the relevant meeting shall be authorised to admit persons other than shareholders, holders of depositary receipts and other persons entitled to vote and their representatives to the general meeting.

### **Minutes**

#### Article 31.

1. Unless a notarial record of proceedings of the meeting is drawn up, minutes of the general meeting are kept by a secretary appointed by the chairman, which are adopted by the chairman and the secretary and signed as evidence thereof.
2. If a notarial record of proceedings of the meeting is drawn up, the co-signature thereof by the chairperson shall be sufficient.

### **Attending general meetings**

#### Article 32.

1. For each general meeting a statutory record date will be applied to determine which persons shall have meeting rights and/or voting rights. The record date and the manner in which shareholders and other persons with meeting rights can register and exercise their rights will be set out in the notice convening the general meeting.
2. Shareholders and persons entitled to attend meetings can have themselves represented at the meeting by a proxy authorised in writing.
3. Each person entitled to vote or his representative must sign the attendance list.
4. Each share shall give the right to cast one vote.
5. The supervisory directors and the managing directors as such shall have an advisory vote in the meeting.
6. The chairman shall decide on the admission of persons other than those mentioned above in this article.

### **Decision-making**

#### Article 33.

1. All resolutions shall be adopted with an absolute majority of votes, insofar as the law or these articles of association do not require a larger majority.
2. If there is a tie in voting, the proposal is rejected.

3. Voting on persons shall take place in writing with unsigned ballots. Other votes shall be done orally.  
Voting by acclamation shall be possible if none of those present with voting rights object to this.  
Blank votes and votes cast on signed ballots shall be invalid.
4. The opinion of the chairman expressed at the meeting that a resolution has been adopted by the general meeting shall be decisive.  
The same shall apply to the content of a resolution adopted insofar as a vote was taken on a proposal that was not laid down in writing.  
However, if the correctness of that opinion is challenged immediately after it has been pronounced, a new vote will be taken if the majority of those present and entitled to vote, or if the original vote was not taken by roll call or ballot, a person present and entitled to vote so desires.  
By means of this new vote, the legal consequences of the original vote shall cease to apply.

#### **Amendment to the articles of association and dissolution**

##### Article 34.

1. A resolution to amend the articles of association, to enter into a legal merger or to dissolve the company can only be adopted by the general meeting.
2. If a proposal to amend the articles of association, to enter into a legal merger or to dissolve the company is made at a general meeting, this must always be stated in the notice convening the meeting and, in the case of an amendment to the articles of association or legal merger, a copy of the proposal, in which the verbatim text of the proposed amendment is stated, must be made available for inspection at the office of the company and made available free of charge to shareholders and holders of depositary receipts for shares issued with the cooperation of the company, until the end of the meeting.

#### **Liquidation**

##### Article 35.

1. In the event of the dissolution of the company, the management board shall be charged with the liquidation of the company's affairs and the supervisory board with the supervision thereof, subject to the provisions of Section 2:23, paragraph 2, of the Dutch Civil Code.
2. During liquidation, the provisions of the articles of association shall remain in force to the extent possible.
3. From the balance remaining after payment of the debts of the dissolved company shall first be distributed to the shareholders the amount paid-up on each share.
4. The remainder of the liquidation balance will be distributed to shareholders in proportion to their shareholding.