

Summary of instructions/proxies

received by the company for the

Annual General Meeting of Shareholders of 22 April 2015

(As per 11 March 2015)

Item 2d

Adoption of the 2014 financial statements.

Votes in favour based on proxy		
Votes against based on proxy		
Total votes based on proxy		
Abstention		

Item 3a

Amendment of the remuneration policy.

Votes in favour based on proxy		
Votes against based on proxy		
Total votes based on proxy		
Abstention		

Item 3b

Approval of arrangements to grant shares to members of the Executive Board.

Votes in favour based on proxy		
Votes against based on proxy		
Total votes based on proxy		
Abstention		

Item 4

Ratification of the decisions taken by the members of the Executive Board in their conduct of the business during the 2014 financial year.

Votes in favour based on proxy		
Votes against based on proxy		
Total votes based on proxy		
Abstention		

Item 5

Ratification of the supervision exercised by the members of the Supervisory Board during the 2014 financial year in respect of the Executive Board's conduct of the business.

Votes in favour based on proxy		
Votes against based on proxy		
Total votes based on proxy		
Abstention		

Summary of instructions/proxies received by the company
prior to the Annual General Meeting of Shareholders of 22 April 2015

Item 6a

Authorisation of the Executive Board to issue and grant rights to acquire ordinary shares and Class F cumulative preference shares.

Votes in favour based on proxy		
Votes against based on proxy		
Total votes based on proxy		
Abstention		

Item 6b

Authorisation of the Executive Board to restrict or exclude the pre-emptive rights in the event of an issue of or the granting of rights to acquire ordinary shares.

Votes in favour based on proxy		
Votes against based on proxy		
Total votes based on proxy		
Abstention		

Item 7

Authorisation of the Executive Board to arrange for the acquisition by the Company of ordinary shares in the Company's capital, or depositary receipts for those shares.

Votes in favour based on proxy		
Votes against based on proxy		
Total votes based on proxy		
Abstention		

Item 8

Amendment of the Articles of Association.

Votes in favour based on proxy		
Votes against based on proxy		
Total votes based on proxy		
Abstention		

Item 9a

Re-appointment of Mrs C.M.C. Mahieu as a member of the Supervisory Board.

Votes in favour based on proxy		
Votes against based on proxy		
Total votes based on proxy		
Abstention		

Item 9b

Re-appointment of Mr K.S. Wester as a member of the Supervisory Board.

Votes in favour based on proxy		
Votes against based on proxy		
Total votes based on proxy		
Abstention		

Summary of instructions/proxies received by the company
prior to the Annual General Meeting of Shareholders of 22 April 2015

Item 9c

Re-appointment of Mr P.A.F.W. Elverding as a member of the Supervisory Board.

Votes in favour based on proxy		
Votes against based on proxy		
Total votes based on proxy		
Abstention		

Item 10

Re-appointment of PricewaterhouseCoopers as external auditor to audit the financial statements for the financial year 2015.

Votes in favour based on proxy		
Votes against based on proxy		
Total votes based on proxy		
Abstention		

Item 11

Appointment of Ernst & Young Accountants LLP as external auditor to audit the financial statements for the financial years 2016, 2017 and 2018.

Votes in favour based on proxy		
Votes against based on proxy		
Total votes based on proxy		
Abstention		

Item 12

Proposal to use the English language for the annual report and other financial information.

Votes in favour based on proxy		
Votes against based on proxy		
Total votes based on proxy		
Abstention		

**Summary of instructions/proxies received by the company
prior to the Annual General Meeting of Shareholders of 22 April 2015**

Clarification:

- Line 1: column 2 reflects the total number of valid votes in favour of the proposal based on proxies received by the company prior to the meeting, and column 3 reflects the percentage that this total number represents of the total issued share capital.
- Line 2: column 2 reflects the total number of valid votes against the proposal based on proxies received by the company prior to the meeting and column 3 reflects the percentage that this total number represents of the total issued share capital
- Line 3: column 2 the total number of valid votes in favour and against based on proxies received by the company prior to the meeting and column 3 reflects the percentage that this total number represents of the total issued share capital
- Line 4: column 2 the number of abstentions.

Instructions/proxies have to be received no later than Wednesday 15 April 2015 at 17.00 CET.

This summary is kept up to date as and when proxies will be received by the Company.