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**UNOFFICIAL TRANSLATION
AMENDMENT OF THE ARTICLES OF ASSOCIATION**

In this translation an attempt has been made to be as literal as possible without jeopardizing the overall continuity. Inevitably, differences may occur in translation, and if so the Dutch text will by law govern.

This day, the _____, there appeared before me, mr. Arthur Petrus Christoffel Charles de Cooker, civil-law-notary officiating in Waalre:

The person appearing declared:

- a. by deed, executed on the twenty-fourth day of March, two thousand, before mr. H.J.M.M. van Boxel, civil law notary officiating in Eindhoven, the public company AECO N.V., having its corporate seat in Amsterdam, was incorporated; the ministerial certificate of no objection was granted on the thirteenth day of March, two thousand, number NV 1110319;
- b. after the incorporation, the Articles of Association of the Company were amended:
 1. by deed, executed on the twentieth day of June, two thousand, before jhr. mr. D.J. den Beer Poortugael, civil law notary officiating in Eindhoven; the ministerial certificate of no objection was granted on the eighth day of June, two thousand, number NV 1110319;
 2. by deed, executed on the twentieth day of January, two thousand and three, before mr. J.G. Hoekstra, civil law notary in Roermond; the ministerial certificate of no objection was granted on the seventeenth day of January, two thousand and three, number NV 1110319, on which occasion the name of the company was changed into Catalis N.V.;
 3. by deed, executed on the twenty-eighth day of June, two thousand and five, before mr. A.P.C.C. de Cooker, civil law notary in Eindhoven; the ministerial certificate of no objection was granted on the twenty-first day of June, two thousand and five, number NV 1110319;
 4. by deed, executed on the twenty-second day of January, two thousand and nine, before mr. A.P.C.C. de Cooker, civil-law notary in Waalre; the ministerial certificate of no objection was granted on the seventh day of January, two thousand and eight, number SE 1110319, on which occasion the name of the company was changed into **Catalis SE**;
 5. by deed, executed on the fifteenth day of May, two thousand and ten, before mr. A.P.C.C. de Cooker, civil-law notary in Waalre; the ministerial certificate of no objection was granted on the eighth day of April, two thousand and ten, number

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- SE 1110319;
- c. at the extraordinary General Meeting of Shareholders, held in _____ on the _____, it was resolved to amend the Articles of Association of the Company in part;
 - d. at the general meeting of shareholders referred to above she, the appearer, was authorized in connection with the said amendment of the articles of association to apply for the certificate as referred to in section 125 of Book 2 of the Civil Code, to make such changes in the deed of amendment of the articles of association as should be necessary to acquire that certificate, to have the deed executed and to sign it and furthermore to do everything in respect of the said matter that she should deem desirable, necessary or useful, everything with the power of substitution;
 - e. the proceedings at the said General Meeting of Shareholders are evidenced by the minutes of that meeting, a copy of which will be attached to this deed;
 - f. the ministerial certificate of no objection was granted by the Ministry of Security and Justice on the _____, number SE 1110319, which certificate will be attached to this deed.

To carry out the above, the person appearing declared to amend the Articles of Association of the Company in part and to lay them down as follows:

ARTICLES OF ASSOCIATION

Name, registered office and object

Article 1

1. The company bears the name: **Catalis SE**.
2. It is registered in Amsterdam.
3. The company may have offices and branches elsewhere, both in the Netherlands and abroad.

Object

Article 2

The object of the company is:

- a. providing strategic, financial and operational management consulting services as well as providing consultancy services to group companies and other companies;
- b. participating in, financing and managing companies and other enterprises, acquiring, retaining, selling or otherwise managing all types of participations and interests in other companies, associations and enterprises, by whatever name, acting as holding company, borrowing and lending funds, and granting guarantees and furnishing collateral for the debts of third parties, including group companies;
- c. managing and investing capital in assets, including securities, precious metals and currencies;
- d. acquiring, borrowing and lending funds in all currencies, including issuing bonds and certificates, and pledging collateral for debts and guaranteeing loans;
- e. acquiring, operating and granting licenses and sub-licenses and similar rights, by whatever name or description, and as appropriate protecting the rights derived from

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patents and other intellectual property rights, licenses and sub-licenses and similar rights protecting against infringement by third parties; and

- f. acquiring, managing, operating, selling, encumbering of otherwise employing (registered) goods; all that is connected with or may be conducive to the aforementioned.

Capital and shares

Article 3

1. The company's authorised capital amounts to **seventeen million five hundred thousand Euro (€ 17,500,000.00)**.
2. The authorised capital is divided into one hundred seventy-five million (175,000,000) shares, each share having a nominal value of ten eurocent (€ 0.10)

Issue of shares

Article 4

1. Shares are issued in accordance with a resolution of the general meeting of shareholders (general meeting) or by order of the managing directors nominated for that purpose by resolution of the general meeting for a fixed period of no more than five years, without prejudice to the provisions of article 2:96 paragraphs 2, 3 and 4 of the Netherlands Civil Code (the law). At no time may such nomination be extended for a period exceeding five years, nor may it be revoked unless otherwise determined when making the nomination.
2. In passing a resolution to issue shares the time, price and other conditions of the issue are established. Shares are never issued below par.

Pre-emptive right

Article 5

1. When shares are issued, each shareholder has a pre-emptive right in proportion to the aggregate nominal amount of his shares. However, no shareholder has a pre-emptive right to shares that are issued against any assets other than money. Nor does any shareholder have a pre-emptive right to shares that are issued to employees of the company or of a group entity.
2. A pre-emptive right may be exercised for a period announced by the company, which period shall commence at least two weeks after such announcement.
3. A pre-emptive right may be limited or withheld by resolution of the general meeting. In its proposal to this end, the reasons for the proposal and the choice of the intended issue price must be explained in writing. A pre-emptive right may also be limited or withheld by the managing directors nominated in accordance with article 4, if by resolution of the general meeting they are for a period not exceeding five years nominated with the authorisation to limit or withhold pre-emptive rights. The nomination to limit or withhold a pre-emptive right may on no occasion be extended for a period exceeding five years.
4. The provisions of this article are correspondingly applicable to the granting of rights to subscribe to shares or to allow, limit or withhold a pre-emptive right to them, but are

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not applicable to the issue of shares to anyone who exercises a previously acquired right to subscribe to shares.

Purchase of the company's own shares

Article 6

Without prejudice to any statutory provisions, the management board may, provided it has the authorisation of the general meeting, have the company purchase fully paid-up shares in its own capital for valuable consideration.

Such purchase, however, is only permitted if:

- a. the company's equity capital, less the acquisition price, is not less than the paid and called-up portion of the capital plus the reserves that must be retained by law; and
- b. the nominal amount of the shares in its capital that the company acquires, holds or holds in pledge or which a subsidiary holds does not amount to more than half of the issued capital.

Regarding the requirement under letter a, the company's equity capital according to the most recently adopted balance sheet, less the acquisition price of the shares in the company's capital and dividend payments to others from profits or reserves owed by the company and its subsidiaries subsequent to the date of the balance sheet, shall be decisive.

Such acquisition is not permitted if more than six months of a financial year have elapsed without the annual accounts having been adopted and approved.

For the authorisation of the acquisition, which authorisation may be applicable for a maximum of eighteen months, the general meeting must determine how many shares may be acquired, the manner in which they may be acquired, and the limits between which the price must lie.

Shares

Article 7

1. Shares are made out to bearer.
2. All shares are embodied in one or more "global" share certificates with attached dividend coupons. A share certificate as referred to in the foregoing sentence shall be deposited with a central international depository, designated for that purpose by the management board.
The central body referred to in the foregoing sentence shall hold the share certificates for and at the expense of the party/parties having rights to the combined stock deposit and shall be irrevocably charged with the custody of the share certificates.
3. No share certificates shall be issued. Shareholders have no right to acquire share certificates.
4. Any party having rights to a share in a joint stock deposit is referred to as a shareholder in these articles of association.
5. The general meeting of shareholders can resolve to reduce the issued and paid up share capital of the Company by cancellation of shares or by reduce the par value of the shares by way of an amendment of the Articles of Association.

Usufruct. Right of Pledge

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Article 8

1. The right of usufruct may be established with respect to shares. Without prejudice to the provisions of article 24 paragraph 2, a shareholder has voting rights to the shares in respect of which a right of usufruct is established. Contrary to the provision laid down in the foregoing sentence, but nevertheless with the same restriction, voting rights belong to the usufructuary if this is determined at the time the right of usufruct is established.
2. A shareholder who has no voting right and a usufructuary who does have a voting right have the rights belonging to a holder of depositary receipts. A usufructuary who has no voting right has these rights if not determined otherwise at the time the right of usufruct is established or transferred.
3. A right of pledge may be established with respect to shares. Only a shareholder has voting rights to pledged shares. The provisions of the second sentence in paragraph 2 of this article are then correspondingly applicable.

Directors; one-tier system

Article 9

1. The board of management shall consist of three or more directors.
2. With due observance of the minimum mentioned in article 9.1 the number of directors shall be determined by the general meeting.
3. The board shall consist of executive and non-executive directors. The executive directors shall in particular be charged with the day-to-day management of the company and the business connected with it. The non-executive directors shall supervise the management of the company.
4. The company shall have a policy in the area of remuneration of the board. The policy shall be adopted by the general meeting. In the remuneration policy at least the subjects described in section 2:383c up to and including d of the Civil Code shall be dealt with, insofar as these concern the board.
5. The remuneration of the directors shall – with due observance of the policy referred to in article 9.4 – be determined by the general meeting.

Appointment; suspension and dismissal

Article 10

1. Directors shall be appointed by the general meeting in the capacity of executive or non-executive director.
2. Natural persons as well as legal persons may be executive directors. The legal person who is executive director shall appoint a natural person as a representative for the exercise of the powers in the board. Only natural persons may be non-executive directors.
3. Each director may at all times be suspended and dismissed by the general meeting.
4. Directors shall be appointed for a period of no more than three (3) years or a period that is as much shorter as shall be determined by the general meeting. Retirement by rotation shall take place as per the date on which the period for which the director has been appointed has lapsed. A director retiring by rotation shall be reappointable

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immediately for the maximum period that applies.

Board responsibility, decision-making and assignment of duties

Article 11

1. The board shall be charged with the management of the company.
2. Each director in the board shall have one (1) vote.
3. All resolutions by the board shall be adopted by a majority of the votes cast at a meeting at which at least half of the directors holding office are present or represented. In the event of an equality of votes the chairman shall not have a deciding vote and the proposal concerned shall be rejected.
4. The board shall choose a chairman from its midst.
5. The board shall meet each time when a member of the board deems this necessary, on the understanding that the board shall assemble at least once per quarter, in order to deliberate about the state of affairs at the company and the expected development.
6. Each director may take cognizance of all information given to the board as such.
7. The board may adopt rules concerning decision-making and the working procedure of the board. Within that framework the board is to determine, among other things, which responsibilities in particular shall be entrusted to each director. In this matter, the board may not deviate from the assignment of duties described above in article 9.3 of these articles of association between the executive and non-executive directors. The general meeting may determine that these rules and this assignment of duties must be recorded in writing and subject these rules and this assignment of duties to its approval.
8. Resolutions by the board may be adopted at all times in writing, provided that the proposal concerned has been presented to all directors holding office and none of them opposes this manner of decision-making.
9. Also after they have ended their appointment, the directors may not make public the information about the company which is at their disposal of which its publication could harm the interests of the company, except in cases where this publication is of general interest, obligatory or permitted under Dutch law.
10. A director may have himself represented at the meeting by another director holding a written power of attorney.

Representation; conflict of interest

Article 12

1. The board shall be authorized to represent the company. The authorization to represent shall also be vested in each executive director.
2. The board may appoint officers with general or limited authority to represent. Each of them shall represent the company with due observance of the limits set to their power. The titles of these officers shall be determined by the board. These officers shall be registered in the Trade Register, stating the scope of their authority to represent. The authority to represent of an officer appointed as such may not extend to cases in which the company has a conflict of interest with the officer concerned or with one or more executive directors.

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3. In all cases of conflict(s) of interest between the company and a director, the company shall be represented by one of the other directors.

Approval of resolutions; explicit resolutions

Article 13

1. Resolutions from the board with respect to an important change of the identity or the character of the company or the enterprise, are submitted to the approval of the general meeting of shareholders, as mentioned in Article 2:107a Dutch Civil Code.
2. Absence of approval by the general meeting of shareholders of a resolution as meant in paragraph 1, will not affect the representative powers of the board or its executive directors.

Absence of inability

Article 14

In the event of the absence or inability to act on the part of any managing director, the other managing directors shall be temporarily charged with the management, provided that, with respect to at least one executive director and one non-executive director, there is no question of absence of inability.

In the event of absence or inability of all executive and/or non-executive directors, the company will be temporarily managed by one or more persons, who will be appointed for that purpose.

Financial year, annual accounts, annual report

Article 15

1. The financial year of the company runs concurrently with the calendar year.
2. The balance sheet containing the profit and loss account, to which the explanatory notes are appended, together referred to as the annual accounts, are drafted and drawn up by the management board and, every year, within four months after the end of the financial year, are deposited at the office of the company together with the annual report for inspection by the shareholders, unless the provisions of article 2:403 of the Netherlands Civil Code are applicable.
3. The annual accounts are signed by all managing directors; a note is made with reasons given if any signature of one or more of them is missing.
4. The board can, and if necessary according to Dutch law shall, have the annual accounts and the corresponding documents audited by a chartered accountant, nominated for that purpose by the general meeting of shareholders.
5. The general meeting of shareholders adopts the annual accounts.
6. The general meeting of shareholders can grant discharge (completely or partially) to the directors (executive and non-executive) from liability for management.
7. The management board is obliged to retain the annual accounts and records for seven years.

Profit

Article 16

1. The management board is authorised to reserve such a portion of the profit as it deems

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necessary, with due observance of the obligation to retain statutory reserves, or any reserves prescribed by these articles of association.

2. Any profit remaining following the reserves retained as referred to in the foregoing paragraph is placed at the disposal of the general meeting.
3. Other than by adoption of the annual accounts, the general meeting is authorised to cancel the reserves, either wholly or in part, at the proposal of the management board. A deficit may only be offset against the reserves prescribed by law to the extent that this is allowed by law.
4. The company may only pay out to shareholders and other entitled parties any profit subject to distribution to the extent that its equity capital exceeds the amount of the paid and called-up portion of the capital plus the reserves that must be retained by law or in accordance with the articles of association.
5. In calculating the profit distribution, shares that the company holds in its own capital do not count and no profit is distributed in respect of them except if and to the extent that the shares in question are encumbered with a right of usufruct established by the company at the time they were acquired. These shares do not confer any right to a share in the balance left after winding-up either.

Profit distribution

Article 17

1. Dividends to shareholders are payable within fourteen days after they have been declared by the general meeting of shareholders, unless this meeting decides on another period.
2. A shareholder's claim to a dividend lapses five years after it becomes due.
3. The management board is authorised to pay out an interim dividend, to the extent that the company has made a profit and with prejudice to the provisions of article 16 paragraph 4.

General meeting of shareholders

Article 18

1. The general meetings may be held in Amsterdam, Utrecht, Schiphol Airport, Eindhoven, Waalre, Maastricht, Beek (Limburg) or Venlo whenever a managing director considers a meeting necessary or one or more shareholders, representing in total at least ten percent of the issued capital, address a written request to the management board containing a complete and accurate statement of the subjects to be dealt with. Shareholders and holders of depository receipts shall be considered equal in applying the provisions stated here.
2. If the management board does not comply with such a request in such a manner that the meeting can be held within six weeks after the request is received, the persons making the request are authorised to convene a general meeting with due observance of the stipulations in the articles 110, 111 and 112 Book 2 of the Dutch Civil Code.
3. The meeting shall be held in the English or German language as specified in the announcement convening the general meeting.

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Article 19

1. A general meeting is held every year, within six months after the end of the previous financial year.
2. The agenda includes at least the following subjects:
 - a. management board report on company affairs and management during the previous year;
 - b. adoption of annual accounts;
 - c. the granting or withholding of a discharge to the management board from liability for acts performed by it during the previous financial year;
 - d. appropriation of profits;
 - e. provisions for vacancies.

Article 20

1. Statements that by law or in accordance with the articles of association must be addressed to the general meeting may be communicated to it by inclusion either in the announcement convening the meeting or in a document deposited at the company office for the notice of shareholders, usufructuaries or holders of pledges on shares who have the rights of holders of depository receipts, or holders of depository receipts, provided mention is made of them in the announcement convening the meeting.
2. Announcements convening general meetings must be made by the management board. The meeting shall be announced no later than the forty-second day before the day of the meeting, or if allowed by law on a shorter period at discretion of the management board, without prejudice to the regulations consequent on the rules on account of the admittance of the shares to the trading facility as mentioned in section 6.
3. General meetings of shareholders are convened by means of an electronically published announcement by the company directly and permanently accessible up and till the general meeting.
4. The notice of the meeting will state:
 - a. the subjects to be dealt with;
 - b. venue and time of the meeting;
 - c. the requirements for admittance to and participation in the meeting; and
 - d. the address of the company's website, and such other information as may be required by law.
5. No later than on the day the meeting is convened, the company will notify the shareholders via its website of:
 - a. the information as referred to in section 4;
 - b. to the extent applicable, the documents to be submitted to the general meeting of shareholders;
 - c. the draft resolutions to be presented to the general meeting of shareholders, or, if no draft resolutions shall be presented, an explanation by the management board of each subject to be discussed;
 - d. to the extent applicable, draft resolutions submitted by shareholders regarding the

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subjects to be discussed by them as contained on the agenda for the annual meeting;

- e. to the extent applicable, a power of attorney form and a form to exercise a voting right by letter;
- f. the total number of shares and voting rights on the day the meeting is convened. If the total number of shares and voting rights on the record date as referred to in Article 22 has changed, the company shall notify the shareholders via its website on the first working day after the record date of the total number of shares and voting rights on the record date.

This information should be accessible on the website for at least one year.

6. Proposals by shareholders and holders of depository receipts can only be dealt with at a meeting if they have been included in the notice convening the meeting or announced by identical method if the company has not received the request no later than the sixtieth day prior to that of the meeting and provided the reasons for the request are mentioned in the request.

Review may be requested by one or several shareholders representing individually or collectively at least one hundredth portion of the subscribed capital or, if the shares in a regulated market or via a multilateral trading facility in the meaning of article 1:1 Financial Supervision Act (Wet op het financieel toezicht) or via a system operated in a National State not being a European Union Member State comparable to a regulated market or via a multilateral trading facility, at least a value equal to the amount defined in article 2:114a par 2 Dutch Civil Code.

The requirements to have the request recorded in writing as in this paragraph shall be regarded as having been fulfilled where this has been recorded electronically.

Article 21

1. For each general meeting of shareholders a record date will be applied, which will be the twenty-eighth day prior to the day of the meeting (or, as the case may be, the day that at any time is set by law as record date), in order to determine which persons are deemed to be the shareholders for the purpose of Article 23. The record date and the manner in which shareholders can register and exercise their rights themselves or by a written representative will be set out in the notice of the meeting
2. A shareholder or his proxy will only be admitted to the meeting if he has notified the company of his intention to attend the meeting in writing at the address and by the date specified in the notice of meeting. A shareholder or his proxy will only be admitted to the meeting, if the shares in question are registered in the shareholder's name on the record date referred to in section 1. The proxy is also required to produce written evidence of this mandate.

The requirement of a written proxy shall be considered as having been fulfilled where said proxy has been recorded electronically.

Article 22

1. General meetings are chaired by a person appointed by the meeting.

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2. The chairman decides on attendance of the meeting by persons other than shareholders, usufructuaries or holders of pledges on shares having the rights of holders of depository receipts, holders of depository receipts, managing directors and the civil-law notary meant in paragraph 3 of this article.
3. Minutes of the proceedings of every meeting are taken by a person nominated by the chairman, which minutes are signed by the chairman and the taker of minutes at that meeting or an ensuing meeting.
If, however, a notarial report of the proceedings is drawn up at the company's request, the civil-law notary's signature of this report shall be sufficient.
4. The company determines for every adopted resolution:
 - a. the number of shares for which valid votes have been cast;
 - b. the percentage that represents the aforementioned amount of shares in the issued share capital;
 - c. the total amount of valid votes cast;
 - d. the amount of votes cast in favour and against the resolution as well as the amount of abstentions.

The results of the voting must be published on the company's website no later than on the fifteenth day after the meeting.

Article 23

1. Each shareholder and holder of depository receipts and each usufructuary and holder of a pledge in shares having the rights of a holder of depository receipts, is authorised to attend the general meeting of shareholders and to address the meeting.
2. Each share confers the right to cast one vote, subject to the provisions of article 24 paragraph 2.
3. Shareholders, holders of depository receipts, and usufructuaries and holders of a pledge in shares having the rights of a holder of depository receipts may have themselves represented in writing.
4. Only if this possibility is mentioned in the announcement convening the general meeting, all shareholders shall be authorised, either in person or by means of a proxy, to take part in the general meeting via an electronic means of communication, by addressing the meeting and by exercising their voting rights.
5. In order for paragraph 4 to be applied, the shareholder must be identifiable via the electronic means of communication, must be able to know about the discussion at the general meeting and be able to exercise his voting rights. In addition he ought to be able to take part in the deliberations via his electronic means of communication.
6. Conditions may be placed on the use of the electronic means of communication that will be made known along with the notice convening the meeting.

Article 24

1. Without prejudice to the provisions of Book 2 of the Netherlands Civil Code, resolutions of the general meeting are passed with an absolute majority of votes cast, unless these articles of association prescribe another majority.

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2. No vote may be cast at the general meeting in respect of any share belonging to the company or a subsidiary of it, or in respect of any share in which the company or a subsidiary has the right of usufruct; nor can a vote be cast in respect of a share for which any of them holds the depository receipts.
However, voting rights are not withheld from usufructuaries of shares which belong to the company or its subsidiaries if the right of usufruct was established before the share belonged to the company or one of its subsidiaries.
In determining to what extent shareholders vote, are present or represented, or to what extent the share capital is provided or represented, no consideration is taken of shares in respect of which no vote may be cast by law.
3. Voting on the election, suspension or dismissal of persons is conducted by secret ballot. If the chairman of the meeting offers the opportunity, resolutions may be adopted by acclamation.
4. The management board may determine that votes cast by electronic means of communication or by letter before the general meeting of shareholders shall be treated the same as votes cast during the meeting. These votes cannot be cast before the date of registration, as referred to in Article 21. Without prejudice to the other provisions of this Article, the notice shall state the manner in which persons entitled to take part in and vote at meetings may exercise their rights prior to the meeting.
5. In the event that votes are evenly split when electing candidates and a binding nomination has been made, the candidate placed first on the list of nominations (in the event that two persons have been nominated) is appointed; however, if more than two candidates have been nominated and none of them win an absolute majority of votes cast, renewed voting shall take place for the two candidates who received most votes; if more than two candidates received most votes, two of them shall be chosen for a renewed vote by drawing lots; if votes are evenly split upon renewed voting, the candidate placed first on the list of nominations shall be elected. In other cases in which votes are evenly split when electing candidates or cases in which none of the candidates concerned wins an absolute majority of votes cast, a second round of voting shall take place for the two candidates who received most votes, with the corresponding application of the provisions laid down above.
6. In the event that votes are evenly split regarding matters and affairs, no resolution is passed.
7. The opinion of the chairman voiced at a meeting that a resolution has been passed by the meeting is decisive. The same applies to the content of a resolution passed where a proposal not laid down in writing has been voted upon.
However, if either opinion referred to in the foregoing two sentences is disputed as to its correctness immediately after being voiced, renewed voting shall take place if demanded by the majority of the meeting or, if the original voting was not conducted by roll call or by ballot, a person present who has voting rights. With this renewed vote, any legal consequences of the original vote cease to have effect.

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Amendment to the articles of association, merger, division, dissolution

Article 25

1. A general meeting may resolve, with an absolute majority of votes cast, and if at least fifty percent (50%) of the issued capital is represented, to change the provisions of these articles of association, to effect a merger subject to the law with one or more other companies, or to divide or dissolve the company.

The provisions of the foregoing sentence are not applicable to resolutions passed by the general meeting on changing the articles of association, if and to the extent that less than half of the issued capital is represented at the general meeting in question, in which case the general meeting may only resolve to effect the change having legal validity with a majority of at least two thirds of the votes cast.

The announcement convening a new meeting must state that a resolution may be passed and why, independent of the portion of the capital represented at the meeting.

2. A copy of the proposal containing the amendment set forth word-for-word is made available at the company office for inspection by all shareholders and usufructuaries having the rights of holders of depository receipts from the date of the announcement convening the meeting until the end of the meeting. A free copy is also available for each of these persons.

Liquidation

Article 26

1. Upon dissolution of the company the general meeting of shareholders decides who shall be charged with the liquidation and the supervision thereof of the company.
2. Upon passing a resolution to dissolve the company, the amount of payment made to the liquidators and those charged with supervising the liquidation shall also be determined.
3. Liquidation is effected with due observance of the relevant statutory provisions.
4. After settlement of all debts, any remaining balance shall be paid to shareholders in proportion to the nominally paid amount of their shares.
5. At the request of the Public Prosecution Department the company may be dissolved by the court if the board of management is no longer situated in the Netherlands. Prior to pronouncing the dissolution the court may give the company the opportunity to relocate the board of management to the Netherlands within a period to be determined by it, or to relocate the registered office in accordance with article 64 paragraph 1 of the European Regulation.
6. Where possible, the provisions of these articles of association remain in effect during the liquidation.
7. For a period of seven years after the company has ceased to exist, the books, documents and other data carriers of the company shall be retained by the person nominated for that purpose by the general meeting.

The person appearing is known to me, civil-law notary.

WHEREOF AN ORIGINAL DEED was executed in a single copy in Waalre on the date first above written. After the contents of this present Deed had been summarised and explained

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to the person appearing, she declared that she had taken cognizance thereof well before execution thereof and did not require the deed to be read out in full. Subsequently, after a limited reading, this present Deed was signed by the person appearing and by me, civil-law notary.