

## Post-Delisting 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. The definitions in article 1.1 of this document are listed in the English alphabetical order which may differ from the Dutch alphabetical order.

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:

#### 1 Definitions and interpretation

1.1 In these articles of association, the following terms shall have the following meanings:

“**Company**” means the company the internal organisation of which is governed by these articles of association.

“**Distributable Equity**” means the part of the Company’s equity which exceeds the aggregate of the reserves which must be maintained pursuant to the laws of the Netherlands.

“**General Meeting**” means the body of the Company consisting of the persons to whom, as a Shareholder or otherwise, voting rights attached to Shares accrue, or (as the case may be) a meeting of such persons (or their representatives) and other Persons with Meeting Rights.

“**Group Company**” means a group company of the Company.

“**Inability**” means the inability of a Managing Director or a Supervisory Director to perform the duties within the meaning of Section 2:244, subsection 4 or Section 2:252, subsection 4, of the Dutch Civil Code respectively, including the event that the relevant Managing Director or Supervisory Director claims inability to perform such duties for a certain period of time in writing.

“**Independent Supervisory Director**” means a Supervisory Director that is independent, as referred to in the Dutch corporate governance code of the twentieth day of December two thousand and twenty-two.

“**in writing**” means transmitted by letter, telecopier or e-mail, or any other electronic means of communication, provided the relevant message is legible and reproducible.

“**Management Board**” means the management board of the Company.

**“Managing Director”** means a member of the Management Board.

**“Meeting Rights”** means the right to attend the General Meeting and to speak therein, as referred to in Section 2:227, subsection 1, of the Dutch Civil Code.

**“Person with Meeting Rights”** means a person to whom the Meeting Rights accrue.

**“Share”** means a share in the capital of the Company.

**“Shareholder”** means a holder of one or more Shares.

**“Subsidiary”** means a subsidiary of the Company.

**“Supervisory Board”** means the supervisory board of the Company.

**“Supervisory Director”** means a member of the Supervisory Board.

**1.2** References to “articles” refer to articles that are part of these articles of association, except where expressly indicated otherwise.

**1.3** References to the singular include the plural and vice versa.

## **2 Name and official seat**

**2.1** The Company’s name is:

**RoodMicrotec Netherlands B.V.**

**2.2** The Company has its official seat in Deventer, the Netherlands.

## **3 Objects**

The objects of the Company are:

- (a) to design, manufacture, import, export, distribute, do qualitative research and the treatment of and trading in electronic components, systems and subsystems, semi-finished products 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 manufacturing 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) to incorporate, to participate in any way whatsoever in, to manage and supervise and to finance Subsidiaries, Group Companies and third parties;
- (c) to borrow, to lend and to raise funds, including the issue of bonds, debt instruments or other securities or evidence of indebtedness and to enter into agreements in connection with the aforementioned activities;
- (d) to render advice and services;
- (e) to grant guarantees, to bind the Company and to pledge or otherwise encumber assets of the Company for its own obligations and for obligations of Subsidiaries, Group Companies and third parties;
- (f) to acquire, alienate, encumber, manage and exploit registered property and items of property in general;
- (g) to trade in currencies, securities and items of property in general;
- (h) to exploit and trade in patents, trademarks, licenses, knowhow, copyrights, data base rights and other intellectual property rights;
- (i) to perform any and all activities of an industrial, financial or commercial nature,

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

#### **4 Share capital**

**4.1** The share capital of the Company is divided into Shares with a nominal value of eleven euro cent (EUR 0.11) each, numbered from 1 onward.

**4.2** All Shares shall be registered. No share certificates shall be issued.

**4.3** At least one Share shall be held by a person other than and other than for the account of the Company or a Subsidiary.

#### **5 Register**

The Management Board shall keep a register in which the names and addresses of all Shareholders are recorded. The names and addresses of pledgees and usufructuaries of Shares shall also be entered in the register.

#### **6 Issuance of Shares**

**6.1** Shares may be issued pursuant to a resolution of the General Meeting. The General Meeting may transfer this authority to another body of the Company and may also revoke such transfer.

**6.2** A resolution to issue Shares shall stipulate the price and the other conditions of the issuance.

**6.3** The issuance of a Share shall require a notarial deed, to be executed for that purpose before a civil law notary registered in the Netherlands, to which deed those involved in the issuance shall be parties.

**6.4** Upon issuance of Shares, a Shareholder shall have a right of pre-emption in proportion to the aggregate nominal value of the Shares held by such Shareholder, subject to the limitations prescribed by the laws of the Netherlands and article 6.5.

**6.5** Prior to each single issuance of Shares, the right of pre-emption may be limited or excluded pursuant to a resolution of the body of the Company authorised to issue such Shares.

**6.6** Rights of pre-emption may not be separately disposed of.

**6.7** The nominal value of each Share must be paid upon subscription. It can be stipulated that the nominal value or part thereof will only have to be paid on the expiry of a certain period or after the Company has requested that such payment be made.

**6.8** Articles 6.1, 6.2, 6.4, 6.5 and 6.6 shall apply by analogy 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.

#### **7 Own Shares and reduction of the issued capital**

**7.1** The Company and Subsidiaries may acquire fully paid up Shares or depositary receipts thereof, with due observance of the limitations prescribed by the laws of the Netherlands.

**7.2** The General Meeting may resolve to reduce the Company's issued capital. A resolution to reduce the Company's issued capital with repayment will have no effect for as long as the Management Board has not granted approval thereto.

## **8 Transfer of Shares**

- 8.1** The transfer of a Share shall require a notarial deed, to be executed for that purpose before a civil law notary registered in the Netherlands, to which deed those involved in the transfer shall be parties.
- 8.2** Unless the Company itself is party to the legal act, the rights attached to the Share can only be exercised after the Company has acknowledged the legal act or the deed has been served upon the Company.

## **9 Free transferability**

The transferability of Shares is not restricted within the meaning of Section 2:195 of the Dutch Civil Code.

## **10 Pledging of Shares and usufruct on Shares**

- 10.1** Article 8 shall apply by analogy to the pledging of Shares and to the creation or transfer of a usufruct on Shares.
- 10.2** The voting rights attached to Shares may be assigned to the usufructuary or pledgee of such Shares.
- 10.3** Both the Shareholder without voting rights and the usufructuary or pledgee with voting rights shall have the Meeting Rights. The Meeting Rights may also be granted to the usufructuary or pledgee without voting rights, with due observance of the relevant provisions of the laws of the Netherlands.

## **11 Depositary receipts for Shares**

The Meeting Rights shall not be attached to depositary receipts for Shares.

## **12 Managing Directors**

- 12.1** The Management Board shall consist of one or more Managing Directors. The Supervisory Board shall determine the number of Managing Directors. Both individuals and legal entities can be Managing Directors.
- 12.2** Managing Directors are appointed by the General Meeting upon a binding nomination by the Supervisory Board as referred to in Section 2:243 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.
- 12.3** A Managing Director may be suspended or removed by the General Meeting at any time. A Managing Director may also be suspended by the Supervisory Board, whereby it is required that all Independent Supervisory Directors in office 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 the adoption of the resolution no Independent Supervisory Directors are in office or none of the Independent Supervisory Directors in office are entitled to vote. A

suspension by the Supervisory Board may at any time be discontinued by the General Meeting.

**12.4** Any suspension may be extended one or more times, but may not last longer than three months in aggregate, unless the Supervisory Board or the General Meeting determines that a longer period is warranted by the circumstances of the case. If, at the end of that period, no decision has been taken on termination of the suspension or on removal, the suspension shall end.

**12.5** The remuneration and other conditions of employment for Managing Directors are established by the General Meeting.

### **13 Duties of and decision-making by the Management Board**

**13.1** The Management Board shall be entrusted with the management of the Company. In performing their duties, the Managing Directors shall act in accordance with the interests of the Company and the business connected with it.

**13.2** The Management Board may establish rules regarding the working methods and decision-making process of the Management Board. In this context, the Management Board may also determine the duties which a Managing Director shall be particularly responsible for. The Supervisory Board may resolve that such rules and allocation of duties shall be subject to the approval of the Supervisory Board.

**13.3** In the Management Board, each Managing Director may cast one vote.

**13.4** Meetings of the Management Board may be held by means of an assembly of the Managing Directors in person or by conference call, video conference or by any other means of communication, provided that all Managing Directors participating in such meeting are able to communicate with each other simultaneously. Participation in a meeting held in any of the above ways shall constitute presence at such meeting.

**13.5** Management Board resolutions may at all times be adopted in writing, provided the proposal concerned is submitted to all Managing Directors then in office in respect of whom no conflict of interest within the meaning of article 13.6 exists and none of them objects to this manner of adopting resolutions, evidenced by written statements from all relevant Managing Directors.

**13.6** A Managing Director shall not take part in the discussions and decision-making by the Management Board if such Managing Director has a direct or indirect personal interest therein that conflicts with the interests of the Company or the business connected with it. If all Managing Directors have such conflict of interest, the resolution shall be adopted by the Supervisory Board.

**13.7** When determining how many votes are cast by Managing Directors or how many Managing Directors are present or represented, no account shall be taken of Managing Directors that are not allowed to take part in the discussions and decision-making by the Management Board pursuant to the laws of the Netherlands, these articles of association or rules as referred to in article 13.2.

### **14 Representation**

**14.1** The Company shall be represented by the Management Board. Any two Managing Directors acting jointly shall also be authorised to represent the Company.

**14.2** The Management Board may appoint officers with general or limited power to represent the Company. Each officer shall represent the Company, subject to the restrictions imposed on such authority. The Management Board shall determine each officer's title.

**15 Approval of Management Board resolutions and instructions**

**15.1** The Management Board shall require the approval of the Supervisory Board for Management Board resolutions regarding the following:

- (a) acquisition of shares in and debt instruments at the expense of the Company;
- (b) application for listing or withdrawal of listing of the debt instruments referred to under (a) in the official list of any stock exchange;
- (c) 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;
- (d) 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;
- (e) 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;
- (f) a proposal to amend the articles of association;
- (g) a proposal to dissolve the Company;
- (h) declaration of bankruptcy and application for suspension of payments;
- (i) termination of the employment of a considerable number of employees simultaneously or within a short period of time;
- (j) important change in the working conditions of a considerable number of employees;
- (k) a proposal to reduce the issued capital;
- (l) casting a vote in companies in which the Company directly or indirectly holds at least one-third part of the issued share capital;
- (m) establishing the annual budget.

**15.2** For the purposes of subparagraphs (i) and (j) of article 15.1, 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.

**15.3** In addition to article 15.1, the Supervisory Board and the General Meeting may require Management Board resolutions to be subject to the approval of the Supervisory Board or the General Meeting, respectively. Such resolutions shall be clearly specified and notified to the Management Board in writing.

**15.4** The absence of approval by the Supervisory Board or General Meeting, respectively, of a resolution as referred to in this article 15 shall not affect the authority of the Management Board or the Managing Directors to represent the Company.

**15.5** The Management Board shall be authorised to perform legal acts relating to non-cash contributions on Shares and other legal acts as referred to in Section 2:204 of the Dutch Civil Code, without prior approval of the General Meeting.

**15.6** The Management Board shall adhere to the instructions of the General Meeting, unless such instructions are contrary to the interests of the Company or the business connected with it.

**16 Vacancy or Inability in respect of Managing Directors**

**16.1** If a seat on the Management Board is vacant or upon the Inability of a Managing Director, the remaining Managing Directors or Managing Director shall be temporarily entrusted with the management of the Company.

**16.2** If due to vacant seats or Inability no Managing Directors nor the sole Managing Director are in office and able to perform their duties, the Supervisory Board shall be temporarily entrusted with the management of the Company, with the authority to designate one or more Supervisory Directors or one or more other persons who shall be temporarily entrusted with the management of the Company.

**16.3** For the application of these articles of association, being temporarily entrusted with the management of the Company shall include the performance of acts of management. With regard to acts of management and for the application of these articles of association, a person temporarily entrusted with the management of the Company pursuant to this article 16 shall be considered a Managing Director.

**17 Supervisory Directors**

**17.1** The Company shall have a Supervisory Board consisting of no more than five Supervisory Directors, of which at least two are Independent Supervisory Directors. The General Meeting shall determine the number of Supervisory Directors, with due observance of the previous full sentence. Only individuals can be Supervisory Directors.

**17.2** Supervisory Directors are appointed by the General Meeting.

**17.3** A Supervisory Director may be suspended or removed by the General Meeting at any time.

**17.4** Any suspension may be extended one or more times, but may not last longer than three months in aggregate, unless the General Meeting determines that a longer period is warranted by the circumstances of the case. If, at the end of that period, no decision has been taken on termination of the suspension or on removal, the suspension shall end.

**17.5** The authority to establish remuneration for Supervisory Directors is vested in the General Meeting.

**18 Duties of and decision-making by the Supervisory Board**

**18.1** The Supervisory Board shall supervise the management of the Management Board and the general course of affairs of the Company and the business connected with it. The Supervisory Board shall assist the Management Board by giving advice. In performing their duties, the Supervisory Directors shall act in accordance with the interests of the Company and the business connected with it.

- 18.2** The Management Board shall provide the Supervisory Board in due time with the information required for the performance of the duties of the Supervisory Board.
- 18.3** At least once per three months, the Management Board shall inform the Supervisory Board in writing of the main aspects of the strategic policy, the general and financial risks and the Company's management and auditing systems.
- 18.4** The Supervisory Board may establish rules regarding the working methods and decision-making process of the Supervisory Board. The General Meeting may resolve that such rules shall be subject to approval of the General Meeting.
- 18.5** The General Meeting shall appoint one of the Independent Supervisory Directors as chairperson of the Supervisory Board. The meetings of the Supervisory Board shall be presided over by the chairperson of the Supervisory Board.
- 18.6** The Supervisory Board shall meet at least once per three months and furthermore as often as the chairperson of the Supervisory Board or one or more Supervisory Directors so request.
- 18.7** Meetings of the Supervisory Board may be held by means of an assembly of the Supervisory Directors in person or by conference call, video conference or by any other means of communication, provided that all Supervisory Directors participating in such meeting are able to communicate with each other simultaneously. Participation in a meeting held in any of the above ways shall constitute presence at such meeting.
- 18.8** Supervisory Board resolutions may at all times be adopted in writing, provided the proposal concerned is submitted to all Supervisory Directors then in office in respect of whom no conflict of interest within the meaning of article 18.9 exists and none of them objects to this manner of adopting resolutions, evidenced by written statements from all relevant Supervisory Directors. If required pursuant to article 12.2 or 12.3, all Independent Supervisory Directors in office and entitled to vote must have voted in favour of the proposal in writing.
- 18.9** A Supervisory Director shall not take part in the discussions and decision-making by the Supervisory Board if such Supervisory Director has a direct or indirect personal interest therein that conflicts with the interests of the Company or the business connected with it. If all Supervisory Directors have such conflict of interest, the resolution shall be adopted by the General Meeting, provided that a resolution of the Supervisory Board as referred to in article 13.6 shall then be adopted by the Management Board subject to the approval of the General Meeting.
- 18.10** When determining how many votes are cast by Supervisory Directors or how many Supervisory Directors are present or represented, no account shall be taken of Supervisory Directors that are not allowed to take part in the discussions and decision-making by the Supervisory Board pursuant to the laws of the Netherlands, these articles of association or rules as referred to in article 18.4.



**19 Vacancy or Inability in respect of Supervisory Directors**

- 19.1** If a seat on the Supervisory Board is vacant or upon the Inability of a Supervisory Director, the remaining Supervisory Directors or Supervisory Director shall be temporarily entrusted with the exercise of the duties and authorities of the Supervisory Board.
- 19.2** If all seats on the Supervisory Board are vacant or upon the Inability of all Supervisory Directors or the sole Supervisory Director, as the case may be, one or more persons to be designated for that purpose by the General Meeting in accordance with article 17.1, shall be temporarily entrusted with the exercise of the duties and authorities of the Supervisory Board.
- 19.3** For the application of these articles of association, a person temporarily entrusted with the exercise of the duties and authorities of a Supervisory Director pursuant to article 19.2 shall be considered a Supervisory Director.

**20 Financial year and annual accounts**

- 20.1** The Company's financial year shall be the calendar year.
- 20.2** Annually, not later than five months after the end of the financial year, save where this period is extended by the General Meeting by not more than five months by reason of special circumstances, the Management Board shall prepare annual accounts and shall deposit the same, together with the management report (if required by the laws of the Netherlands), at the Company's office, for inspection by the Shareholders and the other Persons with Meeting Rights.
- 20.3** The annual accounts shall consist of a balance sheet, a profit and loss account and explanatory notes.
- 20.4** The annual accounts shall be signed by the Managing Directors and the Supervisory Directors. If the signature of one or more of them is missing, this shall be stated and reasons for this omission shall be given.
- 20.5** Annually, the Supervisory Board shall prepare a report, which shall be enclosed with the annual accounts and the management report. Article 20.2 shall apply by analogy.
- 20.6** The Company may, and if the laws of the Netherlands so require shall, appoint an accountant to audit the annual accounts. Such appointment shall be made by the General Meeting.

**21 Adoption of the annual accounts and release from liability**

- 21.1** The General Meeting shall adopt the annual accounts.
- 21.2** If all Shareholders are also Managing Directors, signing of the annual accounts by all Managing Directors and Supervisory Directors shall not be considered as adoption of the annual accounts within the meaning of article 21.1.

**22 Profits and distributions**

- 22.1** The General Meeting is authorised to allocate the profits as determined by the adoption of the annual accounts and to declare distributions.
- 22.2** Any distribution shall be made to the Shareholders in proportion to the aggregate paid up part of the nominal value of the Shares held by each.
- 22.3** A resolution to make a distribution on Shares will have no effect for as long as the Management Board has not granted approval thereto.

- 22.4** If the Company is required to maintain reserves pursuant to the laws of the Netherlands, distributions on Shares may be made only up to an amount which does not exceed the amount of the Distributable Equity.
- 22.5** A claim of a Shareholder for payment of a distribution on Shares shall be barred after five years have elapsed.
- 22.6** No distributions shall be made on Shares held by the Company in its own capital, unless these Shares have been pledged or a usufruct has been created in these Shares and the authority to collect distributions or the right to receive distributions respectively accrues to the pledgee or the usufructuary respectively. For the computation of distributions, the Shares on which no distributions shall be made pursuant to this article 22.6, shall not be taken into account.

### **23 General Meetings**

- 23.1** During each financial year at least one General Meeting shall be held or at least one resolution shall be adopted in accordance with article 28.1.
- 23.2** General Meetings may be convened by the Management Board or the Supervisory Board, or by persons to whom voting rights to Shares accrue, alone or jointly representing at least half of the votes that can be cast in a General Meeting where the entire issued capital of the Company is represented.
- 23.3** Shareholders and/or other Persons with Meeting Rights alone or jointly representing in the aggregate at least one-hundredth of the Company's issued capital may request the Management Board or the Supervisory Board in writing to convene a General Meeting, stating specifically the business to be discussed. If the Management Board or the Supervisory Board has not given proper notice of a General Meeting within two weeks following receipt of such request such that the meeting can be held within four weeks after receipt of the request, the applicants shall be authorised to convene a meeting themselves, provided that no important interests of the Company dictate otherwise.

### **24 Notice, agenda and venue of General Meetings**

- 24.1** Notice of General Meetings shall be given by those convening a General Meeting pursuant to article 23.2 or article 23.3.
- 24.2** Notice of the General Meeting shall be given no later than on the eighth day prior to the day of the meeting.
- 24.3** The notice convening the meeting shall specify the business to be discussed. Other business not specified in such notice may be announced at a later date, with due observance of the term referred to in article 24.2.
- 24.4** Items, for which a written request has been filed to discuss them, by one or more Shareholders and/or other Persons with Meeting Rights, alone or jointly representing at least one-hundredth part of the Company's issued capital, shall be included in the notice or announced in the same manner, provided that the Company received the request no later than on the thirtieth day before the day of the General Meeting and provided that no important interests of the Company dictate otherwise.
- 24.5** The notice convening the meeting shall be sent to the addresses of the Shareholders and the other Persons with Meeting Rights shown in the register referred to in article 5. With the consent of a Shareholder or another Person

with Meeting Rights, notice of the meeting may also be given by a legible and reproducible message sent through electronic means of communication to the address provided for the purposes hereof by the Shareholder or the other Person with Meeting Rights to the Company.

**24.6** General Meetings are held in the municipality in which, according to these articles of association, the Company has its official seat, in Amsterdam, the Netherlands, The Hague, the Netherlands, Rotterdam, the Netherlands, Utrecht, the Netherlands or at Schiphol airport (municipality of Haarlemmermeer, the Netherlands). General Meetings may also be held elsewhere, provided that all Persons with Meeting Rights have consented to the place of the meeting and the Managing Directors and the Supervisory Directors have been given the opportunity to give advice prior to the decision-making.

**25 Admittance to General Meetings, Meeting Rights and voting rights**

**25.1** The Meeting Rights accrue to each Shareholder and each other Person with Meeting Rights. Each Shareholder and each usufructuary or pledgee to whom the voting rights accrue shall be entitled to exercise the voting rights in the General Meeting. Shareholders and other Persons with Meeting Rights may be represented in a meeting by a proxy authorised in writing.

**25.2** The Management Board may determine that the Meeting Rights and the voting rights may be exercised by electronic means of communication, either in person or by a proxy authorised in writing. In order to do so, a Person with Meeting Rights, or their proxy authorised in writing, must, through the electronic means of communication, be identifiable, be able to directly observe the proceedings at the meeting, be able to participate in the discussions and, if the voting rights accrue to such Person with Meeting Rights, be able to exercise the voting rights. The Management Board may attach conditions to the use of the electronic means of communication, which conditions shall be announced with the notice of the meeting.

**25.3** At a meeting, each person present with voting rights, or their proxy authorised in writing, must sign the attendance list. The chairperson of the General Meeting may decide that the attendance list must also be signed by other persons present at the meeting. The names of the persons who participate in the meeting pursuant to article 25.2 or who have cast their votes in the manner referred to in article 27.6 shall be added to the attendance list.

**25.4** The Managing Directors and the Supervisory Directors shall have the right to cast an advisory vote in the General Meetings.

**25.5** The chairperson of the General Meeting shall decide on the admittance of other persons to the meeting.

**26 Chairperson and secretary of General Meetings**

**26.1** The General Meetings shall be presided over by the chairperson of the Supervisory Board. In the absence of the chairperson of the Supervisory Board, the Supervisory Directors present at the meeting shall appoint a Supervisory Director as chairperson of the General Meeting. If no such appointment is made, the chairperson of the meeting shall be appointed by the General Meeting.

**26.2** The chairperson of the General Meeting shall appoint a secretary for the meeting.

## **27 Resolutions in General Meetings**

- 27.1** Each Share confers the right to cast one vote.
- 27.2** 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. However, usufructuaries and pledgees of Shares owned by the Company or a Subsidiary are not excluded from exercising voting rights if the right of usufruct or the right of pledge 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 the Company or a Subsidiary holds a right of usufruct or a right of pledge.
- 27.3** To the extent that the laws of the Netherlands or these articles of association do not provide otherwise, all resolutions of the General Meeting shall be adopted by a majority of more than half of the votes cast, without a quorum being required.
- 27.4** If there is a tie in voting in a General Meeting, the proposal is rejected.
- 27.5** If the formalities for convening and holding of General Meetings, as prescribed by the laws of the Netherlands or these articles of association, have not been complied with, valid resolutions of the General Meeting may only be adopted in a meeting, if all Persons with Meeting Rights have consented to the decision-making taking place and the Managing Directors and the Supervisory Directors have been given the opportunity to give advice prior to the decision-making.
- 27.6** The Management Board may determine that votes cast by electronic means of communication prior to the General Meeting shall be treated equally to votes cast during the meeting. The Management Board shall determine the period of time during which votes may be cast in the manner provided in the preceding full sentence; this period of time may not commence any earlier than on the thirtieth day before the day of the General Meeting.
- 27.7** The secretary of a General Meeting shall keep minutes of the proceedings at the meeting. The minutes shall be adopted by the chairperson and the secretary of the meeting and as evidence thereof shall be signed by them.
- 27.8** The Management Board shall keep record of all resolutions adopted by the General Meeting. If the Management Board is not represented at a meeting, the chairperson of the meeting shall ensure that the Management Board is provided with a transcript of the resolutions adopted, as soon as possible after the meeting. The records shall be deposited at the Company's office for inspection by the Shareholders and the other Persons with Meeting Rights. On application, each of them shall be provided with a copy of or an extract from the records, at not more than cost price.

## **28 Resolutions without holding General Meetings**

- 28.1** Shareholders may adopt resolutions of the General Meeting other than in a meeting, provided that all Persons with Meeting Rights have consented to this manner to adopt a resolution. In case of adoption of resolutions other than in a meeting, the votes shall be cast in writing. The requirement that votes must be cast in writing shall have been met if the resolutions have been put in writing specifying the way in which each Shareholder has cast its vote. The Managing

Directors and the Supervisory Directors shall be given the opportunity to give advice prior to the decision-making.

- 28.2** Each Shareholder must ensure that the Management Board is informed of the resolutions thus adopted as soon as possible in writing. The Management Board shall keep record of the resolutions adopted and shall add such records to those referred to in article 27.8.

**29 Notifications**

- 29.1** Subject to the provisions of article 24.5, notifications to Shareholders and the other Persons with Meeting Rights shall be sent to the addresses of the Shareholders and the other Persons with Meeting Rights shown in the register referred to in article 5.

- 29.2** Notifications to Managing Directors and Supervisory Directors shall be sent to the address of the Company, as registered with the Dutch Trade Register.

**30 Amendment of articles of association**

- 30.1** The General Meeting may resolve to amend these articles of association.

- 30.2** A resolution to amend these articles of association as a result of which the voting rights will be amended can only be adopted by unanimous vote in a General Meeting where the entire issued capital of the Company is represented.

- 30.3** A resolution to amend these articles of association as a result of which a place outside the Netherlands will be designated as place where General Meetings are held, can only be adopted by unanimous vote in a General Meeting where the entire issued capital of the Company is represented and provided that all Persons with Meeting Rights have consented to the amendment of the articles of association.

- 30.4** When a proposal to amend these articles of association is to be made to the General Meeting, the notice convening the General Meeting must state so and a copy of the proposal, including the verbatim text thereof, shall be deposited and kept available at the Company's office for inspection by the Shareholders and the other Persons with Meeting Rights, until the conclusion of the meeting.

**31 Dissolution and liquidation**

- 31.1** The Company may be dissolved pursuant to a resolution to that effect by the General Meeting. When a proposal to dissolve the Company is to be made to the General Meeting, this must be stated in the notice convening the General Meeting.

- 31.2** If the Company is dissolved pursuant to a resolution of the General Meeting, the Managing Directors shall become liquidators of the dissolved Company's assets, unless the General Meeting resolves to appoint one or more other persons as liquidators. The Supervisory Directors shall be charged with the supervision of the liquidation.

- 31.3** During liquidation, the provisions of these articles of association shall remain in force to the extent possible.

- 31.4** The balance remaining after payment of the debts of the dissolved Company shall be transferred to the Shareholders in proportion to the aggregate paid up part of the nominal value of the Shares held by each.

- 31.5** After the end of the liquidation, the books, records and other data carriers of the dissolved Company shall remain in the custody of the person designated for