
DSM Policy regarding the Hybrid Extraordinary General Meeting of Shareholders



On Monday 23 January 2023 at 2:00 pm Central European Time, DSM facilitates a hybrid Extraordinary General Meeting of Shareholders (**EGM**) by providing Shareholders the opportunity to participate and to vote both in person as well as virtually during the EGM.

This policy outlines the guidelines for virtual participation at the EGM. Even though DSM has used its best efforts to ensure that Shareholders are offered a best in market application to participate and vote virtually, Shareholders may experience issues related to any online application.

Capitalised definitions used are explained in the Annex to this Policy.

1. General

- 1.1 DSM aims to assist its Shareholders who wish to attend the EGM virtually by providing an adequate opportunity to attend the EGM and vote electronically and real time during the EGM.
- 1.2 The platform for virtual participation and voting during the EGM will be provided by a Third-Party Agent with access via the Third-Party Agent.
- 1.3 Shareholders who choose to attend the EGM virtually must identify themselves electronically via the Third-Party Agent to enter the EGM through a secured access as set out in the Terms of Use of the Third-Party Agent.
- 1.4 Participation instructions for Shareholders will be included in the convocation of the EGM.
- 1.5 DSM reserves the right at all times to modify, suspend, cancel or restrict the mechanisms for electronic voting when this becomes necessary or advisable for technical or security reasons.

2. Technical infrastructure

- 2.1 DSM ensures, to the extent reasonably possible, that the technical infrastructure for virtual participation in the EGM is properly in place, secured and accessible for Shareholders with compatible devices. DSM will make use of reputable third parties for providing the technical infrastructure required for conducting Hybrid Meetings.
- 2.2 Shareholders should be aware that there will always be certain residual risks in relation to the technical infrastructure used for creating the possibility to join the EGM virtually. These risks include, amongst others: any failure in virtual meeting equipment, software, network infrastructure, servers, internet or telephone connectivity, video or voice equipment, whether or not caused by an information security incident (which includes but is not limited to any unauthorised use, hacking, a Denial of Services attack, a denial of access, any failure or intrusion resulting from the theft or unlawful interception of a password or network access code and any other cyber-attack) or caused by any type of mechanical failure such as any electrical power outage. The failure of technology can happen both on the side of DSM (and/or the Third-Party Agent) or with Shareholders. To avoid such risks, Shareholders are advised to vote by proxy or to attend the EGM in person.
- 2.3 The technical infrastructure will be implemented in a timely manner before the EGM in order to allow Shareholders to test their access and to verify that they would be able to participate virtually in the EGM. DSM will take all reasonable efforts to keep technical

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support lines available for Shareholders who attend the meeting virtually.

- 2.4 Shareholders may inform DSM of any failure of the technical infrastructure via the technical support lines referred to in Clause 2.3. Any failure in virtual meeting equipment, software, network infrastructure, servers, internet or telephone connectivity, an electrical power outage or similar events, including an information security incident (which includes any unauthorised use, hacking, a Denial of Services attack, a denial of access, any failure or intrusion resulting from the theft or unlawful interception of a password or network access code and any other cyber-attack), that might prevent virtual participation in the EGM, will in any event be at the risk and to the account of such Shareholder.
- 2.5 Any failure of the technical infrastructure that occurs during the EGM which comes to the attention of the Chair and which affects significantly the course of the EGM, shall be communicated by the Chair to all Shareholders who participate in the EGM (both in person as virtually). The Chair may decide at his own discretion, taking into account the potential impact on the decision-making process within the EGM, whether or not the EGM must proceed without the possibility for some or all Shareholders to participate, vote and/or follow the EGM virtually.
3. **Meeting rights and voting by Virtual Shareholders in the EGM**
 - 3.1 Each Shareholder may choose to follow the proceedings of the EGM, participate and vote in real time electronically, provided that he or she timely selects this option via the Third Party Agent in accordance with the instructions provided in the convocation of the EGM.
 - 3.2 Shareholders who opted to participate virtually in the EGM must login via the Third-Party Agent to the voting platform facilitating the EGM from two hours prior to the meeting until the start of the EGM. Shareholders who will participate virtually in the EGM and login for the first time after the opening of the EGM by the Chair will not be counted as attending Shareholders and will not be able to participate and vote in the EGM; they will only have access to the livestream to follow the EGM.
 - 3.3 Shareholders attending the EGM either virtually, by proxy or in person, are counted in the time frame of two hours before the start of the EGM as in-person attendees for calculating how many Shareholders are represented at the EGM and which percentage of the issued and outstanding share capital is represented at the EGM. Any early log-off by a Shareholder who participates in the EGM virtually, will therefore not affect such calculation. In case of dropped or terminated connection to the EGM, the Shareholder who participates virtually in the EGM will be allowed to re-join the EGM only if he or she was already accounted for at the beginning of the EGM. The names of the Shareholders who participate virtually in the EGM will be put on the registration list of Shareholders attending the EGM in-person or by proxy, in accordance with the provisions of the Articles of Association of DSM.
 - 3.4 Split voting on a shareholding that is held in one security account is not yet supported by the platform and will therefore not be possible.
 - 3.5 Questions on the topics mentioned on the agenda, may be submitted prior to the EGM in accordance with the instructions provided in the convocation of the EGM. Timely received questions will be answered at the latest during the meeting and possibly thematic.

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- 3.6 During the meeting it will be possible to raise questions virtually via a separate video connection. In order to raise questions via the video connection it is required that (i) Shareholders are registered for online participation via the e-voting system of ABN Amro (www.abnamro.com/evoting), since only then the identity of the Shareholder can be verified and (ii) the Shareholder has indicated upfront that he or she would like to use this opportunity via corporate.governance@dsm.com. Shareholders who will participate virtually in the EGM will get further details in advance of the meeting on how to participate via a video connection and ask questions remotely. The language of the EGM will be English.
- 3.7 The Chair may set time limits and/or question limits for Shareholders when deemed appropriate by him. The Chair will at his own discretion, alternate among in-person attendees, questions submitted in advance, and those Shareholders online who may be submitting questions in real time. The Chair may require Shareholders who have already asked questions, to wait until all other questioners have had a turn to ask questions on a given matter before asking any other questions or making any comments.
- 3.8 Questions or comments that are, for example (but not limited to), not related to the proposal under discussion, are (substantially) already being asked or made at the EGM, are about personal concerns not shared by Shareholders generally, or use blatantly offensive or inappropriate language may be ruled out of order by the Chair at his own discretion. In the interest of the order of the meeting, the Chair can take further measures.
- 3.9 Questions or comments submitted by a Shareholder virtually via the internet in real time, may be checked, sorted out and combined first by a person designated thereto at the beginning of the EGM by the Chair.
- 3.10 Questions and comments are in principle not asked or made anonymously by a Shareholder as his or her name may be disclosed by the Chair. When you submit questions during the EGM and these questions are answered individually in the EGM, your name will be disclosed in the context of the answer and you will be recorded on video. By participating in the EGM, a Shareholder agrees with the relevant processing of its personal information in accordance with the relevant laws and regulations.
- 3.11 DSM avoids the appearance of, or potential for, manipulation with respect to the way it might screen, organise, combine, prioritise and answer, or fail to answer, Shareholders' questions received in advance or real time via the internet.
- 3.12 All appropriate questions that have been received prior and during the course of the EGM, and DSM's answers to these questions, will be inserted in or annexed to the written records.
- 3.13 The Company Secretary will *inter alia* observe the procedural aspects of the EGM and review the final vote reconciliation prior to certifying the final results.
- 3.14 Unless provided otherwise in the convocation of the EGM, polls about an agenda item shall be held after the deliberation about such item has been closed by the Chair. The Chair may

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decide at the beginning of the EGM that the polls for some or all items will be open during the EGM and closed after a particular or last voting item on the agenda has been discussed. Provisional voting results will not be disclosed during the EGM. The Company Secretary will determine when the polls about particular items will be open and closed exactly, taking into account the previous sentences. The polls are not open for voting prior to the start of the EGM.

3.15 At the close of each poll (or all polls as the case may be – see Clause 3.14), the Chair's decision about the voting expressed in the meeting is decisive to determine whether or not resolutions have been adopted by the EGM.

4. Vote confirmation and results

4.1 Upon request of a Shareholder, a confirmation of receipt of his or her votes cast during the EGM will be sent to such Shareholder.

4.2 The voting results of the EGM will be placed on DSM's website in accordance with Dutch law. The notice of these results will also state whether there were any failures or issues encountered during the Hybrid Meeting from a technical infrastructural or information security perspective DSM has become aware of.

Annex: Definitions and Interpretation

Chair means the Chair of the Extraordinary General Meeting.

Company Secretary means the Company Secretary of DSM.

DSM means Koninklijke DSM N.V., a public company governed by Dutch law, having its official seat in Heerlen, the Netherlands.

General Meeting means the Extraordinary General Meeting of Shareholders of DSM.

Hybrid Meeting means an in-person (physical) Extraordinary General Meeting of which Shareholders are also able to attend virtually through an online (video) connection, and if they wish to do so, participate and cast votes electronically while the Extraordinary General Meeting is held.

Policy means the subject Policy regarding the Hybrid Extraordinary General Meeting of Shareholders.

Shareholder means a holder of one or more shares in the capital of DSM or for the purpose of this Policy of a right of pledge or usufruct to one or more shares or depository receipts for shares in the capital of DSM, provided that the holder has meeting rights and to the extent he or she may vote, that the holder also has the voting rights attached thereto.

Terms of Use of the Third Party Agent means the terms of use for the e-voting system of the Third Party Agent as they will read from time to time.

Third-Party Agent means ABN AMRO Bank N.V., a public company governed by Dutch law, having its official seat in Amsterdam, the Netherlands.

Vote Collector means the independent proxy holder (civil law notary) preselected by DSM whom a Shareholder can appoint as proxy holder with voting instructions.