

Takeaway.com N.V.

Explanatory notes to the proposed amendment of the articles of association of Takeaway.com N.V.
(agenda item 6)

Notes

This document contains an explanation to the proposed amendment of the articles of association of Takeaway.com N.V. (the "**Company**"), included in the agenda of the annual general meeting as agenda item 6. The left column displays the current unofficial translation of the provision of the articles of association for which an amendment is proposed. The middle column displays an unofficial translation of the proposed amendments. The right column includes an explanation to the amendments. Only the provisions of the articles of association for which an amendment is proposed have been included in this triptych. Additions are shown underlined and deletions are shown by means of ~~striketrough~~.

We refer to the website of the Company (corporate.takeaway.com) for the complete text of the current articles of association of the Company and the unofficial English translation thereto.

UNOFFICIAL TRANSLATION PROVISION OF THE ARTICLES OF ASSOCIATION BEFORE THE PROPOSED AMENDMENTS	UNOFFICIAL TRANSLATION PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION	EXPLANATORY NOTES
<p><u>Definitions.</u> <u>Article 1.</u> In these articles of association each of the following terms has the meaning as defined below:</p> <p>AFM : the Netherlands Authority for Financial Markets (<i>Stichting Autoriteit Financiële Markten</i>)</p> <p>AFM Register : the register as referred to in section 1:107 Dutch Financial Supervision Act (<i>Wet op het financieel toezicht</i>) kept by AFM, which is accessible through the website of AFM;</p> <p>Annual Accounts : the annual accounts referred to in section 2:361 BW;</p> <p>Auditor : a registered accountant or another expert, as referred to in section 2:393(1) BW;</p> <p>BW : the Dutch Civil Code;</p> <p>CEO : a Managing Director with the title Chief Executive Officer or CEO;</p>	<p><u>Definitions.</u> <u>Article 1.</u> In these articles of association each of the following terms has the meaning as defined below:</p> <p>AFM : the Netherlands Authority for Financial Markets (<i>Stichting Autoriteit Financiële Markten</i>)</p> <p>AFM Register : the register as referred to in section 1:107 Dutch Financial Supervision Act (<i>Wet op het financieel toezicht</i>) kept by AFM, which is accessible through the website of AFM;</p> <p>Annual Accounts : the annual accounts referred to in section 2:361 BW;</p> <p>Auditor : a registered accountant or another expert, as referred to in section 2:393(1) BW;</p> <p>BW : the Dutch Civil Code;</p> <p>CEO : a Managing Director with the title Chief Executive Officer or CEO;</p>	<p>It is proposed to remove the definitions of Prime Ventures, Prime III and PTV III from the list of definitions, as the specific rights of Prime Ventures under the Company's articles of association have lapsed.</p> <p>In addition, it is proposed to add the definitions of Persons with Meeting Rights and Persons with Voting Rights and to delete the definitions of Meeting Rights Holders and Voting Rights Holders from the list of definitions, in relation to the proposed amendment of article 8.4.1.</p>

UNOFFICIAL TRANSLATION PROVISION OF THE ARTICLES OF ASSOCIATION BEFORE THE PROPOSED AMENDMENTS	UNOFFICIAL TRANSLATION PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION	EXPLANATORY NOTES
<p>Central Institute : a central institute as referred to in the Wge;</p> <p>Chairman : a Supervisory Director with the title Chairman</p> <p>CFO : a Managing Director with the title Chief Financial Officer or CFO;</p> <p>Collective Depot : collective depot as referred to in the Wge</p> <p>Company : the limited liability company, the organization of which is laid down in these articles of association;</p> <p>Company Secretary : a person acting as secretary of the Company pursuant to article 7.1.4;</p> <p>Cumulative Preference Share : a cumulative preference share in the share capital of the Company;</p> <p>General Meeting : the corporate body that consists of shareholders entitled to vote and all other persons entitled to vote / the</p>	<p>Central Institute : a central institute as referred to in the Wge;</p> <p>Chairman : a Supervisory Director with the title Chairman</p> <p>CFO : a Managing Director with the title Chief Financial Officer or CFO;</p> <p>Collective Depot : collective depot as referred to in the Wge</p> <p>Company : the limited liability company, the organization of which is laid down in these articles of association;</p> <p>Company Secretary : a person acting as secretary of the Company pursuant to article 7.1.4;</p> <p>Cumulative Preference Share : a cumulative preference share in the share capital of the Company;</p> <p>General Meeting : the corporate body that consists of shareholders entitled to vote and all other persons entitled to vote / the</p>	

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	meeting in which shareholders and all other persons entitled to attend general meetings assemble;		meeting in which shareholders and all other persons entitled to attend general meetings assemble;	
Giro Depot	: a giro depot as referred to in the Wge;	Giro Depot	: a giro depot as referred to in the Wge;	
Gribhold	: Gribhold B.V., a private company with limited liability, registered with the Trade Register under number: 06089183;	Gribhold	: Gribhold B.V., a private company with limited liability, registered with the Trade Register under number: 06089183;	
Group Company	: a group company as referred to in section 2:24b BW;	Group Company	: a group company as referred to in section 2:24b BW;	
Intermediary	: an intermediary as referred to in the Wge;	Intermediary	: an intermediary as referred to in the Wge;	
Management Board	: the corporate body entrusted with the management of the Company;	Management Board	: the corporate body entrusted with the management of the Company;	
Management Board Rules	: rules of the Management Board governing its internal proceedings, providing for the division of its duties among the Managing	Management Board Rules	: rules of the Management Board governing its internal proceedings, providing for the division of its duties among the Managing	

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	Directors and setting out the adoption of resolutions;		Directors and setting out the adoption of resolutions;	
Management Report	: the management report referred to in section 2:391 BW;	Management Report	: the management report referred to in section 2:391 BW;	
Managing Director	: a member of the Management Board;	Managing Director	: a member of the Management Board;	
Meeting Rights	: the right to attend the general meeting and to address such meeting, either in person or by proxy authorized in writing;	Meeting Rights	: the right to attend the general meeting and to address such meeting, either in person or by proxy authorized in writing;	
Meeting Rights Holders	: shareholders as well as holders of a right of usufruct and a right of pledge as further determined in article 8.4.1;	Meeting Rights Holders	: shareholders as well as holders of a right of usufruct and a right of pledge as further determined in article 8.4.1;	
Ordinary Share	: an ordinary share in the share capital of the Company;	Ordinary Share	: an ordinary share in the share capital of the Company;	
Prime III	: Prime III Co-Investment Vehicle I B.V., a private company with limited liability,	<u>Persons with Meeting Rights</u>	: <u>Shareholders as well as holders of a right of usufruct</u>	

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	registered with the Trade Register under number 57743487;	and holders of a right of pledge with Meeting Rights, subject to article 8.4.1:	
Prime Ventures	: Prime III and PTV III together;	Persons with Voting Rights : Shareholders with voting rights as well as holders of a right of usufruct and holders of a right of pledge with voting rights, subject to article 8.4.1;	
PTV III	: PTV III Holding 17 B.V. a private company with limited liability, registered with the Trade Register under number: 34309681;		
Record Date	: the twenty-eighth day prior to a General Meeting;	Prime III : Prime III Co-Investment Vehicle I B.V., a private company with limited liability, registered with the Trade Register under number 57743487;	
Share	: an Ordinary Share or a Cumulative Preference Share;	Prime Ventures : Prime III and PTV III together;	
Shareholder	: a holder of a Share;	PTV III : PTV III Holding 17 B.V. a private company with limited liability, registered with the Trade Register under number: 34309681;	
Subsidiary	: a subsidiary as referred to in section 2:24a BW;		
Supervisory Board	: the corporate body entrusted with the statutory supervision of the policies of the Management Board and the other responsibilities imposed on the Supervisory	Record Date : the twenty-eighth day prior to a General Meeting;	

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Supervisory Board Rules	Board by the law and these articles of association; : rules of the Supervisory Board governing its internal proceedings;	Share	: an Ordinary Share or a Cumulative Preference Share;	
Supervisory Director	: a member of the Supervisory Board;	Shareholder	: a holder of a Share;	
Vice-Chairman	: a Supervisory Director with the title Vice-Chairman;	Subsidiary	: a subsidiary as referred to in section 2:24a BW;	
Voting Rights Holders	: Shareholders with voting rights as well as holders of a right of usufruct and holders of a right of pledge with voting rights; and	Supervisory Board	: the corporate body entrusted with the statutory supervision of the policies of the Management Board and the other responsibilities imposed on the Supervisory Board by the law and these articles of association;	
Wge	: the Dutch Act on Securities Transactions by Giro (<i>Wet giraal effectenverkeer</i>).	Supervisory Board Rules	: rules of the Supervisory Board governing its internal proceedings;	
		Supervisory Director	: a member of the Supervisory Board;	
		Vice-Chairman	: a Supervisory Director with the title Vice-Chairman; and	
		Voting Rights		

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	<p>Holders : Shareholders with voting rights as well as holders of a right of usufruct and holders of a right of pledge with voting rights; and</p> <p>Wge : the Dutch Act on Securities Transactions by Giro (<i>Wet giraal effectenverkeer</i>).</p>	
<p>7.2.5. If the suspension or dismissal of a Managing Director was proposed to the General Meeting by the Supervisory Board, the resolution is adopted by an absolute majority of the votes cast without a quorum required. In all other cases, the General Meeting may only suspend or dismiss a Managing Director:</p> <p>a. with a qualified majority of two thirds (2/3) of the votes cast, representing more than one half (1/2) of the issued share capital;</p> <p>or</p> <p>b. with an absolute majority of the votes cast,</p>	<p>7.2.5. If the suspension or dismissal of a Managing Director was proposed to the General Meeting by the Supervisory Board, the resolution is adopted by an absolute majority of the votes cast without a quorum required. In all other cases, the General Meeting may only suspend or dismiss a Managing Director:</p> <p>a. with a qualified majority of two thirds (2/3) of the votes cast, representing more than one half (1/2) of the issued share capital;</p> <p>or</p> <p>b. with an absolute majority of the votes cast,</p>	<p>It is proposed to remove subparagraph a, as its applicability, as set out in article 7.2.6, has lapsed.</p>

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<p>representing more than one third (1/3) of the issued share capital.</p>	<p>representing more than one third (1/3) of the issued share capital.</p>	
<p>7.2.6. Article 7.2.5 subparagraph a. applies only until the earlier of (i) the first day of January two thousand nineteen and (ii) the date it becomes public information by means of the AFM Register that Gribhold holds less than twenty-five per cent (25%) of the issued Ordinary Shares. Article 7.2.5 subparagraph b. applies only after the earlier date as referred to in the previous sentence.</p>	<p>7.2.6. Article 7.2.5 subparagraph a. applies only until the earlier of (i) the first day of January two thousand nineteen and (ii) the date it becomes public information by means of the AFM Register that Gribhold holds less than twenty-five per cent (25%) of the issued Ordinary Shares. Article 7.2.5 subparagraph b. applies only after the earlier date as referred to in the previous sentence.</p>	<p>It is proposed to remove this article 7.2.6 as the date mentioned herein, regarding the applicability of article 7.2.5 subparagraph a, has passed.</p>
<p>7.2.7. The Supervisory Board may also at all times suspend but not dismiss a Managing Director. A General Meeting must be held within three months after a suspension of a Managing Director has taken effect, in which meeting a resolution must be adopted to either terminate or extend the suspension for a</p>	<p>7.2.67. The Supervisory Board may also at all times suspend but not dismiss a Managing Director. A General Meeting must be held within three months after a suspension of a Managing Director has taken effect, in which meeting a resolution must be adopted to either terminate or extend the suspension for a</p>	<p>Renumbering and removal of a cross-reference because of the proposed deletion of article 7.2.6.</p>

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<p>maximum period of another three months, with articles 7.2.4, 7.2.5 and 7.2.6 taken into account. The suspended Managing Director must be given the opportunity to account for his actions at that meeting.</p> <p>If neither such resolution is adopted nor the General Meeting has resolved to dismiss the Managing Director, the suspension will terminate after the period of suspension has expired.</p>	<p>maximum period of another three months, with articles 7.2.4, and 7.2.5 and 7.2.6 taken into account. The suspended Managing Director must be given the opportunity to account for his actions at that meeting.</p> <p>If neither such resolution is adopted nor the General Meeting has resolved to dismiss the Managing Director, the suspension will terminate after the period of suspension has expired.</p>	
<p>7.2.8. If one or more Managing Directors are prevented from acting, or in the case of a vacancy or vacancies for one or more Managing Directors, the remaining Managing Directors will temporarily be in charge of the management, without prejudice to the right of the Supervisory Board to appoint a temporary Managing Director to replace the Managing Director concerned.</p> <p>If all Managing Directors are prevented from acting or there are vacancies for all Managing Directors, the Supervisory</p>	<p>7.2.7⁸. If one or more Managing Directors are prevented from acting, or in the case of a vacancy or vacancies for one or more Managing Directors, the remaining Managing Directors will temporarily be in charge of the management, without prejudice to the right of the Supervisory Board to appoint a temporary Managing Director to replace the Managing Director concerned.</p> <p>If all Managing Directors are prevented from acting or there are vacancies for all Managing Directors, the Supervisory</p>	<p>Renumbering because of the proposed deletion of article 7.2.6.</p>

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<p>Board will temporarily be in charge of the management; the Supervisory Board will be authorized to designate one or more temporary Managing Directors.</p>	<p>Board will temporarily be in charge of the management; the Supervisory Board will be authorized to designate one or more temporary Managing Directors.</p>	
<p>7.5.1. The Management Board, as well as the CEO and the CFO acting individually, as well as two Managing Directors acting jointly, are authorized to represent the Company.</p>	<p>7.5.1. The Management Board <u>as well as each Managing Director acting individually may</u>, as well as the CEO and the CFO acting individually, as well as two Managing Directors acting jointly, are authorized to represent the Company.</p>	<p>It is proposed to implement a "one-signature regime" for all members of the Management Board, as a result of which each Managing Director will be authorized to represent the Company acting individually.</p>
<p>7.6.3. The Supervisory Directors will be appointed by the General Meeting as follows:</p> <ul style="list-style-type: none"> (i) one Supervisory Director, who will be appointed as Chairman, shall be appointed upon a binding nomination by the Supervisory Board; (ii) one Supervisory Director, who will be appointed as Vice-Chairman, shall be 	<p>7.6.3. The Supervisory Directors will be appointed by the General Meeting as follows:</p> <ul style="list-style-type: none"> (i) one Supervisory Director, who will be appointed as Chairman, shall be appointed upon a binding nomination by the Supervisory Board; (ii) one Supervisory Director, who will be appointed as Vice-Chairman, shall be 	<p>As the specific rights of Prime Ventures have lapsed, it is proposed to remove these rights from the Company's articles of association.</p>

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<p>appointed upon a binding nomination by Gribhold until the date it becomes public information by means of the AFM Register that Gribhold holds less than ten per cent (10%) of the issued Ordinary Shares;</p> <p>(iii) one Supervisory Director shall be appointed upon a binding nomination by Prime Ventures until the date it becomes public information by means of the AFM Register that Prime Ventures holds less than ten per cent (10%) of the issued Ordinary Shares;</p> <p>(iv) any other Supervisory Director shall be appointed upon the binding nomination of the Supervisory Board;</p>	<p>appointed upon a binding nomination by Gribhold until the date it becomes public information by means of the AFM Register that Gribhold holds less than ten per cent (10%) of the issued Ordinary Shares;</p> <p>(iii) one Supervisory Director shall be appointed upon a binding nomination by Prime Ventures until the date it becomes public information by means of the AFM Register that Prime Ventures holds less than ten per cent (10%) of the issued Ordinary Shares;</p> <p>(iii) any other Supervisory Director shall be appointed upon the binding nomination of the Supervisory Board;</p>	

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<p>(v) after the date as referred to in sub (ii) of this paragraph, that Supervisory Director shall be appointed upon a binding nomination of the Supervisory Board;</p> <p>(vi) after the date as referred to in sub (iii) of this paragraph, that Supervisory Director shall be appointed upon a binding nomination of the Supervisory Board.</p> <p>The General Meeting may at all times overrule the binding nomination by an absolute majority of the votes cast, representing more than one third (1/3) of the issued share capital. If the General Meeting overrules the binding nomination, a new meeting shall be convened and the party who made the initial binding nomination shall make a new binding nomination. A second general meeting as referred to in section</p>	<p>(<u>v</u>) after the date as referred to in sub (ii) of this paragraph, that Supervisory Director shall be appointed upon a binding nomination of the Supervisory Board.</p> <p>(vi) after the date as referred to in sub (iii) of this paragraph, that Supervisory Director shall be appointed upon a binding nomination of the Supervisory Board.</p> <p>The General Meeting may at all times overrule the binding nomination by an absolute majority of the votes cast, representing more than one third (1/3) of the issued share capital. If the General Meeting overrules the binding nomination, a new meeting shall be convened and the party who made the initial binding nomination shall make a new binding nomination. A second general meeting as referred to in section</p>	

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<p>2:120(3) BW cannot be convened in respect of matters referred to in this article.</p> <p>The nomination must be included in the notice of the General Meeting at which the appointment will be considered.</p>	<p>2:120(3) BW cannot be convened in respect of matters referred to in this article.</p> <p>The nomination must be included in the notice of the General Meeting at which the appointment will be considered.</p>	
<p>7.6.7. If the suspension or dismissal was proposed to the General Meeting by the Supervisory Board, the resolution is adopted by an absolute majority without a quorum required. In all other cases, the General Meeting may only suspend or dismiss a Supervisory Director:</p> <ul style="list-style-type: none"> a. with a qualified majority of two thirds (2/3) of the votes cast, representing more than one half (1/2) of the issued share capital; or b. with an absolute majority of the votes cast, representing more than one third (1/3) of the issued share capital. 	<p>7.6.7. If the suspension or dismissal was proposed to the General Meeting by the Supervisory Board, the resolution is adopted by an absolute majority without a quorum required. In all other cases, the General Meeting may only suspend or dismiss a Supervisory Director:</p> <p style="color: red;">with a qualified majority of two thirds (2/3) of the votes cast, representing more than one half (1/2) of the issued share capital; or</p> <p>b. with an absolute majority of the votes cast, representing more than one third (1/3) of the issued share capital.</p>	<p>It is proposed to remove subparagraph a, as its applicability, as set out in article 7.6.8, has lapsed.</p>

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<p>7.6.8. Article 7.6.7 subparagraph a. only applies until the earlier of (i) the first day of January two thousand nineteen and (ii) the date it becomes public information by means of the AFM Register that Gribhold holds less than twenty five (25%) of the issued Ordinary Shares. Article 7.6.7 subparagraph b. only applies after the earlier date as referred to in the previous sentence.</p>	<p>7.6.8. Article 7.6.7 subparagraph a. only applies until the earlier of (i) the first day of January two thousand nineteen and (ii) the date it becomes public information by means of the AFM Register that Gribhold holds less than twenty five (25%) of the issued Ordinary Shares. Article 7.6.7 subparagraph b. only applies after the earlier date as referred to in the previous sentence.</p>	<p>It is proposed to remove this article 7.6.8 as the date mentioned herein, regarding the applicability of article 7.6.7 subparagraph a, has passed.</p>
<p>7.6.9. A General Meeting must be held within three months after a suspension of a Supervisory Director has taken effect, in which meeting a resolution must be adopted to either terminate or extend the suspension for a maximum period of another two months, with articles 7.6.6, 7.6.7 and 7.6.8 taken into account. The suspended Supervisory Director must be given the opportunity to account for his actions at that meeting.</p>	<p>7.6.8<u>9</u>. A General Meeting must be held within three months after a suspension of a Supervisory Director has taken effect, in which meeting a resolution must be adopted to either terminate or extend the suspension for a maximum period of another two months, with articles 7.6.6; <u>and</u> 7.6.7 and 7.6.8 taken into account. The suspended Supervisory Director must be given the opportunity to account for his actions at that meeting.</p>	<p>Renumbering and removal of a cross-reference because of the proposed deletion of article 7.6.8.</p>

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<p>If neither such resolution is adopted nor the General Meeting has resolved to dismiss the Supervisory Director, the suspension will terminate after the period of suspension has expired.</p>	<p>If neither such resolution is adopted nor the General Meeting has resolved to dismiss the Supervisory Director, the suspension will terminate after the period of suspension has expired.</p>	
<p>7.6.10. If one or more supervisory directors are prevented from acting, or in the case of a vacancy or vacancies for one or more Supervisory Directors, the remaining Supervisory Directors will temporarily be in charge of the supervision, without prejudice to the right of the General Meeting to appoint a temporary Supervisory Director to replace the Supervisory Director concerned.</p>	<p>7.6.9¹⁰. If one or more supervisory directors are prevented from acting, or in the case of a vacancy or vacancies for one or more Supervisory Directors, the remaining Supervisory Directors will temporarily be in charge of the supervision, without prejudice to the right of the General Meeting to appoint a temporary Supervisory Director to replace the Supervisory Director concerned.</p>	<p>Renumbering because of the proposed deletion of article 7.6.8.</p>
<p>7.6.11. The Supervisory Board may institute committees from among its members.</p>	<p>7.6.10¹¹. The Supervisory Board may institute committees from among its members.</p>	<p>Renumbering because of the proposed deletion of article 7.6.8.</p>
<p>7.6.12. The Supervisory Board shall prepare a profile of its size and composition, taking account of the nature of the business, its</p>	<p>7.6.11¹². The Supervisory Board shall prepare a profile of its size and composition, taking account of the nature of the business, its</p>	<p>Renumbering because of the proposed deletion of article 7.6.8.</p>

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<p>activities and the desired expertise and background of the Supervisory Directors.</p>	<p>activities and the desired expertise and background of the Supervisory Directors.</p>	
<p>8.3.2. The Management Board or Supervisory Board may decide that the notice to a Meeting Rights Holder who agrees to an electronic notification, is replaced by a legible and reproducible message sent by electronic mail to the address indicated by him to the Company for such purpose.</p>	<p>8.3.2. The Management Board or Supervisory Board may decide that the notice to a Person with Meeting Rights Meeting Rights Holder who agrees to an electronic notification, is replaced by a legible and reproducible message sent by electronic mail to the address indicated by him to the Company for such purpose.</p>	<p>Change of definition in relation to the proposed amendment of article 8.4.1.</p>
<p>8.4.1. Meeting Rights Holders are persons who:</p> <p>(a) are a Shareholder on the Record Date or a person who is otherwise entitled to attend a General Meeting on the Record Date;</p> <p>(b) are registered as such in a register or one or more parts of a register designated for this purpose by the Management Board (together: the "register"); and</p>	<p>8.4.1. In respect of a specific General Meeting "Persons with Meeting Rights" and "Persons with Voting Rights" means those persons who:</p> <p>a. are Persons with Meeting Rights or Persons with Voting Rights, respectively, on the Record Date for the relevant General Meeting; and</p>	<p>It is proposed to amend article 8.4.1, to further align this provision with Dutch law and clarify in the Company's articles of association which persons, in respect of a specific General Meeting, have Meeting Rights and Voting Rights.</p>

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<p>(c) have given notice in writing to the Company prior to a date set in the notice to attend a General Meeting, regardless of who will be Shareholder at the time of the meeting. The notice must contain the name and the number of Shares the person will represent in the meeting. The provision above under (c) concerning the notice to the Company also applies to the proxy holder of a Meeting Rights Holder.</p>	<p><u>b. are registered as such in a register designated for this purpose by the Management Board, regardless of who is entitled to the Shares at the time of the relevant General Meeting.</u></p> <p>Meeting Rights Holders are persons who:</p> <p>(a) are a Shareholder on the Record Date or a person who is otherwise entitled to attend a General Meeting on the Record Date;</p> <p>(b) are registered as such in a register or one or more parts of a register designated for this purpose by the Management Board (together: the "register"); and</p> <p>(c) have given notice in writing to the Company prior to a date set in the notice to attend a General Meeting, regardless of who will be Shareholder at the time of the meeting. The notice must contain the name and the number of Shares the person will represent in the meeting. The provision above under (c)</p>	

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	<p>concerning the notice to the Company also applies to the proxy holder of a Meeting Rights Holder.</p>	
	<p><u>8.4.2. In order for a person to be able to exercise Meeting Rights and the right to vote in a specific General Meeting, that person must notify the Company in writing of his or her intention to do so no later than on such day and at such place mentioned in the notice convening the General Meeting. The notice must contain the name and the number of Shares the person will represent in the General Meeting.</u></p>	<p>It is proposed to add a new paragraph to article 8.4, partly replacing article 8.4.1 and setting out the applicable rules based on Dutch law.</p>
	<p><u>8.4.3. In the event that Meeting Rights or the right to vote in a General Meeting are to be exercised by a proxy authorised in writing, the proxy must have been received by the Company no later than the date determined by the Management Board as referred to in article 8.4.2. The</u></p>	<p>It is proposed to add a new paragraph to article 8.4 partly replacing article 8.4.1 and clarifying the procedure of exercising Meeting Rights or the right to vote in a General Meeting in case exercised by a proxy authorised in writing.</p>

UNOFFICIAL TRANSLATION PROVISION OF THE ARTICLES OF ASSOCIATION BEFORE THE PROPOSED AMENDMENTS	UNOFFICIAL TRANSLATION PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION	EXPLANATORY NOTES
	requirement that a proxy must be in writing is satisfied when the power of attorney is recorded electronically.	
<p>8.4.2. The Management Board may decide that Voting Rights Holders may, within a period prior to the General Meeting to be set by the Management Board, which period cannot begin prior to the Record Date, cast their votes electronically in a manner to be decided by the Management Board. Votes cast in accordance with the previous sentence are equal to votes cast at the meeting.</p>	<p>8.4.4<u>2</u>. The Management Board may decide that each Person with Voting Rights Voting Rights Holders may, within a period prior to the General Meeting to be set by the Management Board, which period cannot begin prior to the Record Date, cast their votes electronically in a manner to be decided by the Management Board. Votes cast in accordance with the previous sentence are equal to votes cast at the meeting.</p>	<p>Change of definition in relation to the proposed amendment of article 8.4.1 and renumbering because of two new paragraphs added to article 8.4, i.e. article 8.4.2 and 8.4.3.</p>
<p>8.4.3. The Management Board may decide that the business transacted at a General Meeting can be recorded by electronic means of communication.</p>	<p>8.4.5<u>3</u>. The Management Board may decide that the business transacted at a General Meeting can be recorded by electronic means of communication.</p>	<p>Renumbering because of two new paragraphs added to article 8.4, i.e. article 8.4.2 and 8.4.3.</p>
<p>8.4.4. The Management Board may decide that each Voting Rights Holder may, either in person or by written proxy, participate,</p>	<p>8.4.6<u>4</u>. The Management Board may decide that each Voting Rights Holder Person with Meeting Rights and each Person with</p>	<p>The amendments are proposed to clarify the procedures in the event the Management Board decides that each Person with Meeting Rights and</p>

UNOFFICIAL TRANSLATION PROVISION OF THE ARTICLES OF ASSOCIATION BEFORE THE PROPOSED AMENDMENTS	UNOFFICIAL TRANSLATION PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION	EXPLANATORY NOTES
<p>address and vote at that meeting by electronic means of communication, provided that the person can be identified via the electronic means of communication and furthermore provided that the person can directly take note of the business transacted at the General Meeting concerned and can exercise his voting rights. The Management Board may attach conditions to the use of the electronic means of communication, which conditions must be announced at the convocation of the General Meeting and be posted on the Company's website.</p>	<p><u>Voting Rights</u> may has the right, either-in person or <u>represented</u> by <u>a</u> written proxy, participate to take part in, address and, <u>where applicable</u>, vote at that meeting <u>the General Meeting using</u> by electronic means of communication, provided that the such person can be identified via the <u>same</u> electronic means of communication and furthermore provided that the person can <u>is able to directly observe take note of the business transacted the proceedings</u> and, <u>where applicable</u>, can exercise his voting rights <u>vote</u> at the General Meeting. The Management Board may attach conditions to the use of the electronic means of communication, which conditions must be announced at the convocation of the General Meeting and be posted on the Company's website <u>provided that these conditions are reasonable and necessary for the identification of the Person with Meeting Rights or the Person with Voting Rights and for the reliability and security of the</u></p>	<p>each Person with Voting Rights has the right, in person or represented by a written proxy, to take part in, address and, where applicable, vote at the General Meeting using electronic means of communication.</p> <p>In addition, a renumbering is required because of two new paragraphs added to article 8.4, i.e. article 8.4.2 and 8.4.3.</p>

UNOFFICIAL TRANSLATION PROVISION OF THE ARTICLES OF ASSOCIATION BEFORE THE PROPOSED AMENDMENTS	UNOFFICIAL TRANSLATION PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION	EXPLANATORY NOTES
	communication. The conditions must be included in the notice convening the General Meeting and be published on the Company's website.	
8.4.5. Managing Directors and Supervisory Directors are entitled to attend the General Meetings. They will have an advisory vote at the General Meetings.	8.4. 75 . Managing Directors and Supervisory Directors are entitled to attend the General Meetings. They will have an advisory vote at the General Meetings.	Renumbering because of two new paragraphs added to article 8.4, i.e. article 8.4.2 and 8.4.3.
8.4.6. Furthermore, admission must be given to the persons whose attendance at the General Meeting is approved by the chairman of the meeting.	8.4. 86 . Furthermore, admission must be given to the persons whose attendance at the General Meeting is approved by the chairman of the meeting.	Renumbering because of two new paragraphs added to article 8.4, i.e. article 8.4.2 and 8.4.3.
8.4.7. All issues concerning the admission to the General Meeting will be decided by the chairman of the meeting.	8.4. 97 . All issues concerning the admission to the General Meeting will be decided by the chairman of the meeting.	Renumbering because of two new paragraphs added to article 8.4, i.e. article 8.4.2 and 8.4.3.
8.7.1. Voting Rights Holders may also adopt any resolutions which they may adopt at a General Meeting without holding a meeting, provided that the resolution is	8.7.1. Persons with Voting Rights Voting Rights Holders may also adopt any resolutions which they may adopt at a General Meeting without holding a meeting,	Change of definitions in relation to the proposed amendment of article 8.4.1.

UNOFFICIAL TRANSLATION PROVISION OF THE ARTICLES OF ASSOCIATION BEFORE THE PROPOSED AMENDMENTS	UNOFFICIAL TRANSLATION PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION	EXPLANATORY NOTES
<p>adopted in writing by the unanimous vote of all Voting Rights Holders. Resolutions cannot be adopted outside a meeting if registered depositary receipts for shares have been issued with the Company's cooperation.</p>	<p>provided that the resolution is adopted in writing by the unanimous vote of all <u>Persons with Voting Rights</u> Voting Rights Holders. Resolutions cannot be adopted outside a meeting if registered depositary receipts for shares have been issued with the Company's cooperation.</p>	
<p>9.1.3. The Company must ensure that the Annual Accounts as prepared, the Management Report and the other particulars referred to in article 9.1.2 are made available at the office of the Company as of the date of the notice of the General Meeting at which they are to be discussed.</p> <p>The Shareholders and other Meeting Rights Holders may inspect these documents at the office of the Company and obtain a copy of these documents at no cost.</p>	<p>9.1.3. The Company must ensure that the Annual Accounts as prepared, the Management Report and the other particulars referred to in article 9.1.2 are made available at the office of the Company as of the date of the notice of the General Meeting at which they are to be discussed.</p> <p>The Shareholders and other <u>Persons with Meeting Rights</u> Meeting Rights Holders may inspect these documents at the office of the Company and obtain a copy of these documents at no cost.</p>	<p>Change of definition in relation to the proposed amendment of article 8.4.1.</p>

UNOFFICIAL TRANSLATION PROVISION OF THE ARTICLES OF ASSOCIATION BEFORE THE PROPOSED AMENDMENTS	UNOFFICIAL TRANSLATION PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION	EXPLANATORY NOTES
<p>11.1.2. A specific right of Prime Ventures or Gribhold, as the case may be, set out in these articles of association, cannot be amended without the prior written consent of Prime Ventures or Gribhold, as the case may be, until the date such right has lapsed.</p>	<p>11.1.2. A specific right of Prime Ventures or Gribhold, as the case may be, set out in these articles of association, cannot be amended without the prior written consent of Prime Ventures or Gribhold, as the case may be, until the date such right has lapsed.</p>	<p>As the specific rights of Prime Ventures have lapsed, it is proposed to remove the reference to Prime Ventures in this article 11.1.2.</p>