



Notes to the Agenda for the Annual General Meeting of Koninklijke DSM N.V.
to be held on Thursday, April 30, 2015

NOTES TO AGENDA ITEM 2

Annual Report for 2014 by the Managing Board

The Managing Board will comment on the Report by the Managing Board in DSM's Annual Report for 2014 (see pp. 18 to 61 of the Annual Report for 2014).

Subsequently, those present at the meeting will be given the opportunity to ask questions or make remarks about the Report by the Managing Board for 2014 and the Report by the Supervisory Board (included in the Annual Report for 2014 on pp. 102 to 111).

Under this agenda item questions can also be raised, and remarks can be made, on DSM's approach to the implementation of the Dutch Corporate Governance Code, and on the Sustainability Information, which is integrated in the Annual Report for 2014.

NOTES TO AGENDA ITEM 3

Implementation Managing Board Remuneration Policy in 2014

This agenda item provides, pursuant to Section 2:135(5a) of the Dutch Civil Code, for a discussion regarding the implementation in 2014 of the remuneration policy for the Managing Board. A short introduction on the implementation of the Managing Board remuneration policy in 2014 will be given by the Chairman of the Remuneration Committee of the Supervisory Board. The discussion takes place on the basis of the relevant information referred to in Section 2:383c up to and including Section 2:383e of the Dutch Civil Code, as included in the notes to the parent company financial statements in the Annual Report for 2014, pp. 192-198.

NOTES TO AGENDA ITEM 4

Financial Statements for 2014

Resolution

The Supervisory Board approved on 2 March 2015 the Financial Statements for 2014 drawn up by the Managing Board. The Financial Statements were published on 3 March 2015 and are now submitted for adoption by the General Meeting (see Article 31, section 2, of the Articles of Association).

Under this agenda item the accountant will give a short explanation on the audit of the Integrated Annual Report 2014 of Royal DSM NV.

NOTES TO AGENDA ITEM 5

a. Reserve policy and dividend policy

The reserve policy is unchanged compared with last year. The reserve policy is closely linked to the dividend policy. Every year the Managing Board, with the approval of the Supervisory Board, decides which part of the profit is to be appropriated to the reserves. The portion of the profit then remaining



and after deduction of the dividend on cumulative preference shares, is at the disposal of the General Meeting.

The dividend that the company pays its shareholders depends on business conditions, the company's financial performance and other relevant factors. DSM aims to provide a stable and preferably rising dividend. The Managing Board, with the approval of the Supervisory Board, may propose that the dividend will, up to the choice of a shareholder, be distributed in cash or in ordinary shares of DSM.

b. Adoption of the dividend for 2014 Resolution

With the approval of the Supervisory Board, the Managing Board is presenting to the General Meeting for adoption the proposal that the dividend per ordinary share to be paid for 2014 be €1.65 (see Article 32, section 5 of the Articles of Association). An interim dividend of €0.55 per ordinary share having been paid in August 2014, the final dividend thus amounts to €1.10 per ordinary share.

At the option of the shareholder, the final dividend will be made available in cash or in ordinary shares of DSM. The period in which this choice can be made is from 7 May 2015 to 20 May 2015 (3.00 pm CET). To the extent the final dividend is paid out in shares, these shares will be transferred out of the own shares DSM holds in stock and no new shares will be issued. The stock dividend is paid up from the tax-free share premium and thus, free from withholding tax in The Netherlands. Where shareholders have opted to receive their dividend in shares, the corresponding cash value of €1.10 per share will be deducted from the profit attributable to shareholders and added to the reserves.

The conversion rate of the stock dividend to that of the cash dividend will be determined on 21 May 2015, after close of trading on Euronext Amsterdam ('Euronext'), based on the Volume Weighted Average Price ('VWAP') of all DSM shares traded on Euronext over a five trading day-period from 14 May 2015 up to and including 20 May 2015. The value of the stock dividend, based on this VWAP, will, subject to rounding, be equal to the cash dividend. There will be no trading in stock dividend rights.

The ex-dividend date will be 5 May 2015, the record date 6 May 2015 and the dividend will be payable as from 26 May 2015.

NOTES TO AGENDA ITEM 6

a. Release from liability of the members of the Managing Board Resolution

It is proposed that the members of the Managing Board be released from liability in respect of their managerial activities (see Article 31, section 3, of the Articles of Association).

b. Release from liability of the members of the Supervisory Board Resolution

It is proposed that the members of the Supervisory Board be released from liability in respect of their supervisory role (see Article 31, section 3, of the Articles of Association).

NOTES TO AGENDA ITEM 7

According to the rotation schedule, in 2015 Mr. Tanda's and Mr. Doboczky's four year terms expire. The Supervisory Board appreciates proposing the reappointment of Mr. Tanda for a next four year term.

In view of the changes made in the pharma portfolio over the past period, it has been agreed between DSM and Mr. Doboczky that his term as a member of the Managing Board will not be renewed. Mr



Doboczky will leave DSM at June 1, 2015 and has accepted employment outside of DSM. DSM is very grateful for the contribution Mr. Doboczky made over many years and wishes him every success in his new employment.

Reappointment of Mr. S.B. Tanda as a member of the Managing Board

Resolution

In accordance with Article 17, section 2, of the Articles of Association, the Supervisory Board nominates Mr. Tanda for reappointment as member of the Managing Board. The Supervisory Board proposes to reappoint Mr. Tanda on the basis of his international experience, his managerial qualities and his knowledge of the Life Sciences and Materials Sciences industries as demonstrated during his past period as a member of DSM's Managing Board.

In accordance with Article 17, section 1, of the Articles of Association, it is proposed that the General Meeting reappoints Mr. Tanda as a member of the Managing Board of Koninklijke DSM NV in accordance with the nomination of the Supervisory Board, for a period of four years, with effect from 30 April 2015 and ending by close of the AGM to be held in 2019.

Mr. Stephan B. Tanda (Austrian) was born in 1965. He studied polymer engineering at the University of Leoben, Austria, and Business Administration at the Wharton Business School of the University of Pennsylvania, USA.

Mr. Tanda joined DSM on March 1, 2007 and became a member of the Managing Board on May 1, 2007, responsible for the Nutrition cluster. In addition he has corporate responsibilities for the Americas and the Marketing and Sales function.

Mr. Tanda started his career in 1991 with DuPont, where he held positions increasing in responsibility in Europe and the United States. In 1998 he was appointed Director Corporate Planning and later Vice President Strategic Planning & New Business Development Agriculture, Nutrition and Bio-Based Materials for DuPont in the USA. In 2000 he was appointed President of Protein Technologies International, Inc. and later President and CEO of The Solae Company, an innovative food ingredient Joint Venture between DuPont and Bunge.

In 2004 he was appointed President and CEO of Freudenberg Nonwovens, a global group of industrial businesses, based in Weinheim, Germany, and Durham, USA.

Mr. Tanda is a Board member of EuropaBio (European Biotechnology Industry Association), a board member of scienceindustries (Swiss association for the chemical, pharmaceutical and biotech industries) and BIO (US Biotechnology Industry Organization).

Mr. Tanda holds 39,928 DSM shares (including 26,938 vested performance shares).

NOTES TO AGENDA ITEM 8

Reappointment of Mrs. P.F.M. van der Meer Mohr as a member of the Supervisory Board

Resolution

According to the rotation schedule, in 2015 Mrs. Van der Meer Mohr's first four year term expires. She is available for reappointment.

In accordance with Article 24, section 2, of the Articles of Association, the Supervisory Board nominates Mrs. Van der Meer Mohr for reappointment as a member of the Supervisory Board of DSM on the basis of



her broad human resource management and international business experience and her qualities as Supervisory Board member as demonstrated during her past period as member of DSM's Supervisory Board. Mrs. van der Meer Mohr is an independent member of the Supervisory Board within the meaning of the Dutch corporate governance code and Article 1.4 of the Supervisory Board Regulations.

It is proposed that the Meeting reappoints Mrs. van der Meer Mohr as a member of the Supervisory Board of DSM in accordance with the nomination of the Supervisory Board with effect from 30 April 2015 for a period of four years, ending by close of the AGM to be held in 2019.

Mrs. Pauline van der Meer Mohr was born in 1960 and is a Dutch national. She earned a Master's degree in Alternative Dispute Resolution (cum laude) of the University of Amsterdam and a Master's Degree in Dutch Law of Erasmus University Rotterdam. Currently, she is President of the Executive Board of Erasmus University Rotterdam. Before that she was the founder and managing partner of Amstel Bridge Human Capital Strategies, Senior Executive Vice President and Head of Group Human Resources of ABN AMRO Bank N.V., Group Human Resources Director of TNT N.V., and held several senior positions at the Royal/Dutch Shell Group of Companies.

Mrs. van der Meer Mohr is a member of the Supervisory Board of ASML, chair of the Board of the Fulbright Center, director of the Hollandsche Maatschappij van Wetenschappen, member of the Economic Development Board of Rotterdam, member of the Board Concertgebouw Fonds and chair of the Supervisory Board Nederlands Danstheater.

Mrs. van der Meer Mohr holds no DSM shares.

NOTES TO AGENDA ITEM 9

Powers of the Managing Board

In order to be able to finance acquisitions in whole or in part through the issuance of shares, if necessary, and in order to be able to service the option rights of DSM managers and employees, it is desirable for the Managing Board to have restricted authority to issue ordinary shares and to grant options on ordinary shares.

In accordance with Articles 10 and 11 of the Articles of Association, the General Meeting, by virtue of the resolution adopted on 7 May 2014, has extended the period during which the Managing Board is authorized to issue shares and to limit or exclude the preferential right when issuing ordinary shares by 18 months. This authorization will therefore end on 7 November 2015, if it is not extended. The duration of the extension of this authorization is restricted by Dutch law to a maximum of five years. However, as in previous years, it is proposed that the authorization be extended to a date 18 months from the date of this General Meeting.

Resolutions whereby the Managing Board exercises these powers to issue ordinary shares and to limit or exclude the preferential right when issuing ordinary shares, are subject to approval by the Supervisory Board.

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| a. Extension of the period during which the Managing Board is authorized to issue ordinary shares | Resolution |
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A proposal is submitted to the General Meeting to extend the period during which the Managing Board is authorized to issue ordinary shares, which includes the granting of rights for the taking up of ordinary shares as provided for in Article 10 of the Articles of Association, to a date 18 months from the date of this General Meeting (i.e. up to and including 30 October 2016), on the understanding that this



authorization of the Managing Board is limited to a number of ordinary shares with a nominal value amounting to 10% of the issued capital at the time of issue, and to an additional 10% of the issued capital at the time of issue, if the issue takes place within the context of a merger or acquisition within the scope of DSM's strategy as published on DSM's website. The issue price will be determined by the Managing Board and shall as much as possible be calculated on the basis of the trading prices of ordinary shares on the Euronext Amsterdam Exchange.

- b. Extension of the period during which the Managing Board is authorized to limit or exclude the preferential right when issuing ordinary shares Resolution

A proposal is submitted to the General Meeting to extend the period during which the Managing Board is authorized to limit or exclude the preferential right when issuing ordinary shares, including the granting of rights for the taking up of ordinary shares, as provided for in Article 11 of the Articles of Association, to a date 18 months from the date of this General Meeting (i.e. up to and including 30 October 2016) on the understanding that this authorization of the Managing Board is limited to a number of ordinary shares amounting to 10% of the issued capital at the time of issue, and to an additional 10% of the issued capital at the time of issue if the issue takes place within the context of a merger or acquisition within the scope of the DSM's strategy as published on the DSM's website.

NOTES TO AGENDA ITEM 10

- Authorization of the Managing Board to have the company repurchase shares Resolution

DSM considers it desirable to have flexibility with regard to the repurchase of its own shares e.g. to service share options granted to management and personnel, or as part of a share buy-back program, or otherwise.

In accordance with Article 13 of the Articles of Association, the company may acquire its own shares by virtue of a resolution of the Managing Board, which resolution is subject to approval by the Supervisory Board. Under Article 98 of Book 2 of the Dutch Civil Code, this requires authorization by the General Meeting. The duration of such authorization is limited by Dutch law to a maximum of 18 months.

It is proposed that the General Meeting authorizes the Managing Board to repurchase shares, on the stock exchange or otherwise, as meant in Article 13 of the Articles of Association, for a period of 18 months from the date of this General Meeting (i.e. up to and including 30 October 2016), up to a maximum of 10% of the issued capital, provided that the company will hold no more shares in stock than at maximum 10% of the issued capital. The repurchase can take place - in the case of ordinary shares - for a price between the nominal value and the opening price on the Euronext Amsterdam Exchange on the day of purchase plus 10% and - in the case of cumulative preference shares A - for a price between the par value and the computation base referred to in Article 32, section 3, of the Articles of Association, plus 10%. The price range enables the company to adequately repurchase its own shares, also in volatile market conditions.

The authorization of the Managing Board to repurchase shares may be withdrawn by the General Meeting.

The proposed authorization will replace the authorization granted to the Managing Board on 7 May 2014.



NOTES TO AGENDA ITEM 11

Reduction of the issued capital by cancelling shares

Resolution

The issue of shares, for instance in connection with the exercise of the option rights annually granted to DSM's management and personnel, may lead to dilution of the share capital. To the extent that DSM's financial position allows this and the possibilities therefore exist on the share market, this disadvantage for holders of shares shall be offset as much as possible by the purchasing and possible cancellation of shares in DSM's own capital. The authorization to repurchase own shares is requested under item 10 of the agenda. The Managing Board, with due observance of the provisions of Article 14 of the Articles of Association and with the approval of the Supervisory Board, proposes that the General Meeting resolves to reduce the issued capital by cancellation of shares held by the company in its own capital up to a maximum of the number that is or will be bought by the company. This will enable the company to further optimize its equity structure.

The number of shares to be cancelled under this resolution shall be determined by the Managing Board and shall be limited to a maximum of 10% of the issued capital as appearing from the Financial Statements for 2014. The amount of the capital reduction shall always appear from a resolution adopted to this end by the Managing Board, which will be filed at the Trade Register.

The capital reduction shall take place with due observance of the applicable provisions of Dutch law and the Articles of Association.