
**PROPOSED AMENDMENT TO THE
ARTICLES OF ASSOCIATION OF
Koninklijke DSM N.V.,
with its official seat in Heerlen.**

dated 23 March 2021 as adjusted on 8 April 2021, as it will be presented at
the Company's general meeting of shareholders,
to be held on 6 May 2021, for its approval.

ALLEN & OVERY

Office translation

In preparing this document, an attempt has been made to translate as literally as possible without jeopardizing the overall continuity of the text. Inevitably, however, differences may occur in translation, and if they do, the Dutch text will govern by law.

In this document, 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.

The text of the articles to be changed, as they currently read, is stated in the first column. The text of the proposed new text of those articles is stated in the second column.

Current text:

Article 28. Procedure and decision-making.

1. The Supervisory Board shall appoint from its members a chairman and a deputy chairman who shall replace the former in his absence. It shall appoint a secretary, either from its own members or otherwise, and shall make arrangements for the latter's replacement.
2. In the absence of the chairman and of the deputy chairman at a meeting, the meeting itself shall designate a chairman.
3. The Supervisory Board shall meet whenever the chairman or any two other members of the Supervisory Board so request, or the Managing Board makes such a request.
4. Minutes shall be kept by the secretary of the proceedings of the meeting of the Supervisory Board. The minutes shall be adopted at the same meeting or at a subsequent meeting of the Supervisory Board and signed by the chairman and the secretary in evidence thereof.
5. All decisions of the Supervisory Board shall be taken by an absolute majority of the votes cast.
6. The decisions taken at a meeting of the Supervisory Board shall only be valid if the majority of the members of the Supervisory Board is present or represented at the meeting.
7. A member of the Supervisory Board may be represented by a fellow member of the Supervisory Board by a written power of attorney. A member of the Supervisory Board may not act as representative for more than one fellow member of the Supervisory Board.
8. The Supervisory Board may also take decisions outside meetings, provided the proposal concerned has been submitted to all the members of the Supervisory Board and none of them have opposed this manner of decision-making. A report of decisions taken

Proposed new text:

Article 28. Procedure and decision-making.

in this way shall be drawn up by the secretary and signed by the chairman and secretary, and the answers received shall be attached. This manner of decision-making shall be noted in the minutes at the next meeting of the Supervisory Board.

9. The Supervisory Board shall meet jointly with the Managing Board as often as the Supervisory Board deems necessary or the Managing Board requests.
 10. A member of the Supervisory Board may not participate in deliberating and decision-making within the Supervisory Board, if with respect to the matter concerned he has a direct or indirect personal interest that conflicts with the interest of the Company and the business connected with it.
 11. In the event of the absence or inability to act of a member of the Supervisory Board, the other members or member of the Supervisory Board shall be entrusted temporarily with the supervision of the Managing Board.
 12. If and as long as all seats on the Supervisory Board are vacant, the Managing Board will decide to what extent and in which manner the duties and authorities of the Supervisory Board will temporarily be taken care of.
 13. The Supervisory Board shall draw up rules concerning the division of tasks, working methods and the method of decision-making.
12. **In the event of the absence or inability to act of all members of the Supervisory Board or of the only member of the Supervisory Board**, the Managing Board will decide to what extent and in which manner the duties and authorities of the Supervisory Board will temporarily be taken care of.

13. *Unchanged old section 13.*

Article 38. Place of the meeting.

The General Meeting of shareholders shall be held in Heerlen, Maastricht or Amsterdam.

Article 38. Place **and language** of the meeting.

1. The General Meeting of shareholders shall be held in Heerlen, Maastricht or Amsterdam.
2. **General Meetings of shareholders will be conducted in English.**

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