

Stichting Communicatiekanaal Aandeelhouders
[Shareholders' Communication Channel Foundation]

Protocol for Use of Communication Channel by Shareholders for Annual Meetings

This is a translation of the original Dutch document. In matters of interpretation, the Dutch text will prevail.

When the Company sends Information to its Shareholders, Shareholders can also use the Communication Channel for sending Requested Information to their co-Shareholders in the Company with respect to items placed on the agenda for the Company's General Meeting of Shareholders. The following rules and conditions apply to the use of the Communication Channel by the Shareholders.

1 Definitions

- a) "Shares": shares of a Company or depositary receipts for shares which have been issued in co-operation with a Company which are listed on the Euronext Amsterdam N.V. Stock Exchange and which are part of a joint stock deposit in the Netherlands;
- b) "Shareholder": a person who, in accordance with the provisions of the Securities Act, is registered, in the Bank records designated for that purpose, as an empowered participant in a joint stock deposit maintained by a Bank of the Shares of the Company concerned;
- c) "Request for an Opinion": a written request by the Petitioners to the Supervisory Committee to the effect that a binding opinion be provided on a full or partial denial of a Request by a Company as referred to in Article 4;
- d) "Bank": an institution affiliated with the central institute within the meaning of the Securities Act;
- e) "Stock Exchange Day": a day on which the Euronext Amsterdam N.V. Stock Exchange is open for regular trading of securities;
- f) "Communication Channel": the system set up by Euronext, SCA and the *Nederlandse Vereniging van Banken* [Netherlands' Bankers Association] for communication between a Company and its Shareholders and between its Shareholders themselves;
- g) "Euronext": Euronext Amsterdam Intermediary B.V.;
- h) "Information": information which a Company intends to send via the Communication Channel;
- i) "Supervisory Committee": the body mentioned in SCA's Articles of Association and described in the Standing Rules of the Supervisory Committee;
- j) "Relevant Information": information which is relevant to Shareholders of a Company in their capacity as investor in the Company;
- k) "Company": a company which has become a party to the agreement between Euronext, SCA and the *Nederlandse Vereniging van Banken* and which, as such, is affiliated with the Communication Channel as a participant;
- l) "Request": a request to send information via the Communication Channel;

- m) "Petitioners": Shareholders of a Company which have asked the Company to send information via the Communication Channel;
- n) "Petitioners' Information": information which the Petitioners ask the Company to send via the Communication Channel;

2 Obligations of Petitioners

2.1 To be able to make a Request, the Petitioners must own Shares which together represent at least 1% of the issued capital of the Company, or, if this is lower, to own Shares with a market value of at least EUR 250,000 (to be determined based on the closing price on the Euronext Amsterdam N.V. Stock Exchange two Stock Exchange Days prior to the day on which the Request is made to the Company by the Petitioners). The Petitioners must submit proof of this stock ownership with the Request. Further, it must be reasonably likely to the Company that the Petitioners did not acquire the stock ownership with the predominant objective of being able to send information via the Communication Channel, with the exception of Petitioners whose primary objective and activities, under the Articles of Association or not, are to represent investors' interests.

2.2 The Petitioners' Information must satisfy the following conditions:

- a) The Petitioners' Information clearly indicates a date and the date of the shareholders' meeting concerned;
- b) The Petitioners' Information clearly indicates the name and address of the Petitioners;
- c) The Petitioners' Information is only directly related to one or more of the items presented for decision or information or discussion as shown by the agenda for the shareholders' meeting concerned and is reasonably relevant for the decision-making and/or relevant discussion. The items concerned have been indicated as such in the Petitioners' Information;
- d) The Petitioners' Information is Relevant Information;
- e) The Petitioners' Information does not relate to any personal grievance;
- f) The Petitioners' Information is not confusing, inaccurate or misleading;
- g) The requested Information does not contain any (i) voting form, (ii) request for an expression of support (except with respect to advice on how to vote) and (iii) request to provide authorisation to speak and/or vote on behalf of the one giving authorisation at the Company shareholders' meeting concerned;
- h) The Petitioners' Information does not contain any commercial statements;
- i) The Petitioners' Information does not exceed two double-sided, printed A4 sheets;
- j) The Petitioners' Information is not of such a nature that the Company cannot reasonably be expected to cooperate in sending it out.

The Petitioners' Information must be formulated in both Dutch and English if the Company has indicated that it normally sends information to its Shareholders in these languages.

- 2.3 Through a statement directed to the Company, the Petitioners undertake not to transfer the Shares in the Company which have been counted in the criterion of representation mentioned in Article 2.1 before the end of the shareholders' meeting to which the Petitioners' Information pertains, or to encumber these with a usufruct or pledge if that results in granting the voting right to the usufructuary or pledgee.
- 2.4 Through a statement directed to the Company, the Petitioners undertake to be present, through an authorised representative or not, at the shareholders' meeting to which the Petitioners' Information pertains.
- 2.5 Through a statement directed to the Company, the Petitioners undertake to accept the provisions of this Protocol as well as the Standing Rules of the Supervisory Committee and to therefore declare that they agree to the provision concerning the binding opinion as stated in the Standing Rules of the Supervisory Committee.

3 Provision of Information by the Company

- 3.1 At least 40 Stock Exchange Days before the date intended for the Company to send Information ("Sending Date"), the Company shall provide SCA and Euronext with the following dates/information:
- a) The date on which the Company must have received the Request ("Request Date");
 - b) The latest date by which the Company shall inform the Petitioners whether the Company believes that the conditions referred to in Article 2 and Article 4.1 have been satisfied and that, therefore, the Petitioners' Information can or cannot be sent with the Information ("Decision Date");
 - c) The latest date ("Opinion Request Date") by which the Petitioners must state whether they will request a binding opinion from the Supervisory Committee in regard to presenting for the Supervisory Committee's evaluation whether the Company has reasonably decided that the conditions referred to in Article 2 and/or Article 4.1 have not been satisfied;
 - d) The latest date by which the Supervisory Committee shall provide the binding opinion referred to under Article 3.1(c) ("Opinion Date") if the Company has indicated to the Petitioners that the conditions referred to in Article 2 and/or Article 4.1 have not been satisfied and the Petitioners have made a Request for an Opinion in this regard to the Supervisory Committee;
 - e) The latest date by which the Company or a mail-order company indicated by the Company must have received the Petitioners' Information if the Company has stated to the Petitioners that the conditions mentioned in Article 2 and Article 4.1 ("Receipt Date") have been satisfied.
 - f) The language in which the Petitioners' Information must be formulated (only in Dutch or in both Dutch and English).

- 3.2 Time Periods:
- a) The Request Date is at least three Stock Exchange Days before the Decision Date.
 - b) The Decision Date is at least two Stock Exchange Days before the Opinion Request Date.
 - c) The Opinion Request Date is at least three Stock Exchange Days before the Opinion Date.
 - d) The Opinion Date is at least two Stock Exchange Days before the Receipt Date.
 - e) The Receipt Date is at least five Stock Exchange Days before the Sending Date.
- 3.3 If a Company has not mentioned one or more of these dates in its written notification as referred to in Article 3.1, the minimum time periods as referred to in Article 3.2 of this Protocol shall apply, calculated as from the Sending Date. If the Company has not mentioned in which language the Petitioners' Information must be formulated, the Petitioners' Information need only be formulated in Dutch.
- 3.4 The Company shall ensure that shareholders are able to receive notice of the dates/information provided by the Company as referred to in Article 3.1. To this end, the Company shall arrange for Euronext to have the Company's Request Date published in the Official List of Euronext Amsterdam N.V.

4 Procedure

- 4.1 The Request must be submitted in writing to the Company and have been received by the Company by no later than the Request Date. The Request shall contain the following:
- a) An overview showing that the representation criterion mentioned in Article 2.1 has been satisfied;
 - b) The Petitioners' Information;
 - c) The address information for the Petitioners, including telephone and fax number;
- 4.2 By no later than the Decision Date, the Company shall inform the Petitioners in writing whether, in the Company's judgement, the Petitioners' Information and Request satisfy the conditions referred to in Article 2 and Article 4.1. If this is not the case in the Company's opinion, the Company may deny the Request or impose further conditions which must be satisfied with regard to the Petitioners' Information before the Company will send the Petitioners' Information. The Company shall send its decision in writing to the Petitioners, and, if applicable, with a succinct explanation of its objections; at the same time, the Company shall send a copy of its decision to SCA's Secretariat and the Chairperson of the Supervisory Committee. The Petitioners may ask for a binding opinion from the Supervisory Committee regarding this decision of the Company by no later than the Opinion Request Date. In this regard, the Petitioners shall submit four copies of a written request ("Request for an Opinion") to the Supervisory Committee at SCA's address, containing at least:
- a) The Request;
 - b) The written denial of the Request by the Company;

- c) The objections to the denial of the Request;
- d) The name, telephone number and fax number of the Petitioners' contact person.

At the same time as the Request for an Opinion is submitted, the Petitioners shall send a copy of this to the Company and SCA's Secretariat. If (i) the Petitioners have provided notification in writing that they are withdrawing their Request or (ii) the Petitioners do not submit a Request for an Opinion by no later than the Opinion Request Date, the Company shall have no obligation whatsoever to send the Petitioners' Information. In appropriate cases, the Petitioners shall be discharged from the obligations they have undertaken based on the provisions in Articles 2.3, 2.4 and 2.5, such as from the time notification is provided or from the Opinion Request Date. The previous two sentences shall not apply in the event that the Company has imposed further conditions on the Petitioners' Information as referred to in Article 4.2 and the Petitioners satisfy these conditions within the applicable time period.

- 4.3 The Standing Rules of the Supervisory Committee shall provide additional rules concerning the composition and operation of the Supervisory Committee. The Supervisory Committee shall provide a binding opinion by no later than the Opinion Date. The binding opinion provided by the Supervisory Committee shall be binding for the Petitioners and the Company.

If and as soon as the Supervisory Committee provides a binding opinion to the effect that the Petitioners' Information does not have to be sent by the Company, the Company shall have no obligation whatsoever to send the Petitioners' Information and the Petitioners shall be discharged from what they have undertaken based on the provisions in Articles 2.3, 2.4 and 2.5.

- 4.4 The Company shall inform the Petitioners by no later than the Opinion Date about the manner in which the Petitioners' Information must be delivered as well as the number of copies of the Petitioners' Information which the Petitioners must deliver.
- 4.5 By no later than the Receipt Date, the Petitioners shall deliver the Petitioners' Information to the Company or to a mail-order company indicated by the Company in the manner indicated by the Company.

5 Costs

- 5.1 The copying and sending costs of the Petitioners' Information shall be borne by the Company insofar as these costs may be considered reasonable.