
PROPOSAL II

TO AMEND THE ARTICLES OF ASSOCIATION
of
NXP Semiconductors N.V.,
with official seat in Eindhoven, the Netherlands.

As this will be proposed for adoption at the
Extraordinary General Meeting of Shareholders
to be held on 27 January 2017.

PROPOSAL II TO CONVERT NXP SEMICONDUCTORS N.V. INTO A PRIVATE LIMITED LIABILITY COMPANY AND TO AMEND THE ARTICLES OF ASSOCIATION

In view of the conversion of NXP Semiconductors N.V. (**NXP**) into a Dutch private limited liability company (*besloten vennootschap met beperkte aansprakelijkheid*) the following amendments to the articles of association of NXP are proposed.

References to the articles of association preceded by the term ‘*old*’ are references to articles of the articles of association of NXP following the amendment to the articles of association in accordance with Proposal I. References preceded by the term ‘*new*’ are references to articles of the articles of association of NXP as they are proposed to read after the amendment of the articles of association in accordance with this Proposal II.

If and when NXP is converted into a Dutch private limited liability company, the articles of association of NXP will be amended and completely readopted as the articles of association of NXP should include provisions to apply to a Dutch private limited liability company.

Furthermore,

- The name of the company will therefore be changed from “NXP Semiconductors N.V.” in “NXP Semiconductors B.V.” (see *new* article 2.1).
- The provision regarding the authorised capital will be deleted (see *old* article 4.1). In addition, the share capital will only consist of common shares. All references to preferred shares and separate classes of shares will be deleted (see *old* article 4.1, and consequently in the entire text of the articles of association) and the provisions that relate to distributions and liquidation proceeds are amended.
- Shares will remain freely transferable; no restrictions on transferability will apply (see *new* article 8.3).
- NXP will continue to have a one tier board structure. Nomination rights will be deleted (see *old* article 14.3 and further and *new* article 11).
- References to provisions applicable on Dutch public companies will be amended to provisions applicable on Dutch private limited liability companies.

FULL TEXT OF THE PROPOSED AMENDMENTS

Proposal I and Proposal II can be found on NXP's website and are available for inspection at NXP's offices.

The text of the proposal to amend the articles of association below is an English translation of a proposal prepared in Dutch. In preparing the text below, an attempt has been made to translate as literally as possible without jeopardising 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 translation, Dutch legal concepts are expressed in English 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.

ARTICLES OF ASSOCIATION

CHAPTER 1. DEFINITIONS AND CONSTRUCTION.

Article 1. Definitions and Construction.

1.1 In these Articles of Association, the following terms have the following meanings:

Share means a share in the capital of the Company.

Shareholder means a holder of one or more Shares.

General Meeting or **General Meeting of Shareholders** means the body of the Company consisting of the person or persons holding the voting rights attached to Shares, as a Shareholder or otherwise, or (as the case may be) a meeting of such persons (or their representatives) and other persons holding Meeting Rights.

Board means the board of the Company.

Director means a member of the Board and refers to both an Executive Director and a Non-Executive Director.

Chief Executive Officer means the Chief Executive Officer as referred to in Article 10.3.

Non-Executive Director means a Director appointed as Non-Executive Director referred to in Article 10.1.

Executive Director means a Director appointed as Executive Director referred to in Article 10.1.

Company means the company the internal organisation of which is governed by these Articles of Association.

Meeting Rights means the right to attend General Meetings of Shareholders and to speak at such meetings, as a Shareholder or as a person to whom these rights have been attributed in accordance with Article 9.

1.2 A message **in writing** means a message transmitted by letter, by telecopier, by e-mail or by any other means of electronic communication provided the relevant message or document is legible and reproducible, and the term **written** is to be construed accordingly.

1.3 The Board and the General Meeting each constitute a distinct body of the Company.

1.4 References to **Articles** refer to articles which are part of these Articles of Association, except where expressly indicated otherwise.

- 1.5 Unless the context otherwise requires, words and expressions contained and not otherwise defined in these Articles of Association bear the same meaning as in the Dutch Civil Code. References in these Articles of Association to the law are references to provisions of Dutch law as it reads from time to time.

CHAPTER 2. NAME, OFFICIAL SEAT AND OBJECTS.

Article 2. Name and Official Seat.

- 2.1 The Company's name is:
NXP Semiconductors B.V.
- 2.2 The official seat of the Company is in Eindhoven, the Netherlands.

Article 3. Objects.

The objects of the Company are to participate in, to take an interest in any other way in, to conduct the management of other business enterprises of whatever nature, to provide services to other business enterprises of whatever nature, furthermore to finance third parties, in any way to provide security or undertake the obligations of third parties and finally all activities which are incidental to or which may be conducive to any of the foregoing.

CHAPTER 3. CAPITAL AND SHARES.

Article 4. Capital.

- 4.1 The capital of the Company consists of one or more Shares. Each Share has a nominal value of twenty eurocent (EUR 0.20). The Shares shall consecutively be numbered from 1 onwards.
- 4.2 All Shares are registered. No share certificates will be issued.

Article 5. Register of Shareholders.

- 5.1 The Board must keep a register of Shareholders in which the names and addresses of all Shareholders are recorded. In the register of Shareholders, the names and addresses of all other persons holding Meeting Rights must also be recorded, as well as the names and addresses of all holders of a right of pledge or usufruct in respect of Shares not holding Meeting Rights.
- 5.2 Section 2:194 of the Dutch Civil Code applies to the register of Shareholders.

Article 6. Issuance of Shares.

- 6.1 Shares may be issued pursuant to a resolution of the General Meeting. The General Meeting may transfer this authority to another body of the Company and may also revoke such transfer.
- 6.2 A resolution to issue Shares must stipulate the issue price and the other conditions of issue.
- 6.3 The issue of a Share furthermore requires a notarial deed, to be executed for that purpose before a civil law notary registered in the Netherlands, to which deed those involved in the issuance must be parties.
- 6.4 Upon issuance of Shares, each Shareholder will have a right of pre-emption in proportion to the aggregate nominal value of his Shares, subject to the relevant limitations prescribed by law and the provisions of Article 6.5.
- 6.5 Prior to each single issuance of Shares, the right of pre-emption may be limited or excluded by the body of the Company competent to issue such Shares.

- 6.6 The Board is authorised to perform legal acts relating to non-cash contributions on Shares and other legal acts mentioned in Section 2:204 of the Dutch Civil Code, without prior approval of the General Meeting.

Article 7. Own Shares; Reduction of the Issued Capital.

- 7.1 The Company and its subsidiaries (*dochtermaatschappijen*) may acquire fully paid-up Shares or depositary receipts thereof, with due observance of the relevant statutory provisions.
- 7.2 In the General Meeting, no voting rights may be exercised for any Share held by the Company or a subsidiary (*dochtermaatschappij*) thereof, nor for any Share for which the Company or a subsidiary (*dochtermaatschappij*) thereof holds the depositary receipts.
- 7.3 The General Meeting may resolve to reduce the Company's issued capital in accordance with the relevant statutory provisions.

Article 8. Transfer of Shares; No Share Transfer Restrictions.

- 8.1 The transfer of a Share requires a notarial deed, to be executed for that purpose before a civil law notary registered in the Netherlands, to which deed those involved in the transfer must be parties.
- 8.2 Unless the Company itself is party to the transfer, the rights attributable to the Share can only be exercised after the Company has acknowledged said transfer or said deed has been served upon it, in accordance with the relevant provisions of the law.
- 8.3 No restriction as referred to in Section 2:195 paragraph 1 of the Dutch Civil Code is applicable on the transfer of Shares.

Article 9. Pledging of Shares and Usufruct in Shares; Depositary Receipts.

- 9.1 The provisions of Articles 8.1 and 8.2 apply by analogy to the pledging of Shares.
- 9.2 The voting rights attached to pledged Shares accrue to the Shareholder. However, pursuant to a written agreement between the Shareholder and the pledgee, the voting rights may accrue to the pledgee if such transfer of voting rights has been approved by the General Meeting. The Meeting Rights accrue to the Shareholder, whether holding voting rights or not, and to the pledgee holding voting rights, but will not accrue to the pledgee not holding voting rights.
- 9.3 The provisions of Articles 8.1 and 8.2 apply by analogy to the creation or transfer of a right of usufruct in Shares. The voting rights attached to Shares encumbered by a right of usufruct accrue to the Shareholder. The Meeting Rights will not accrue to the holder of a right of usufruct.
- 9.4 The Company will not grant Meeting Rights to holders of depositary receipts issued for Shares.

CHAPTER 4. THE BOARD.

Article 10. Directors.

- 10.1 The Board must consist of one or more Executive Directors and Non-Executive Directors.
- 10.2 The total number of Directors, as well as the number of Executive Directors and Non-Executive Directors, is determined by the Board.
- 10.3 The General Meeting may appoint one of the Executive Directors as Chief Executive Officer, for such period as the Board may decide. In addition, the Board may grant other titles to Executive Directors.
- 10.4 Only individuals can be Non-Executive Directors.

- 10.5 The authority to establish remuneration and other conditions of employment for Directors is vested in the General Meeting.

Article 11. Appointment and Removal.

- 11.1 Directors are appointed by the General Meeting. A Director shall be appointed either as an Executive Director or as a Non-Executive Director.
- 11.2 Each Director may be removed by the General Meeting at any time.
- 11.3 Each Director may be suspended by the General Meeting at any time. An Executive Director may also be suspended by the Board. A suspension may be extended one or more times, but may not last longer than three months in aggregate. If, at the end of that period, no decision has been taken on termination of the suspension or on removal, the suspension shall end. A suspension can be ended by the General Meeting at any time.
- 11.4 On re-appointment of a Director the provisions of this Article 11 regarding appointment of a Director apply by accordingly.

Article 12. Chairman.

- 12.1 The Board appoints a Non-Executive Director as Chairman of the Board for a term to be determined by the Board.
- 12.2 The Board may appoint one or more other Directors as Vice-Chairman of the Board for a term to be determined by the Board.

Article 13. Duties and Powers. Allocation of Duties.

- 13.1 The Board is entrusted with the management of the Company. In the exercise of their duties, the Directors must be guided by the interests of the Company and the business connected with it. Each Director is responsible for the general course of affairs.
- 13.2 The Executive Directors are charged with the daily management of the business related to the Company.
- 13.3 The Non-Executive Directors must supervise the performance of duties by the Executive Directors as well as the general course of affairs of the Company and the business connected with it. They will also be charged with the duties assigned to them pursuant these Articles of Association or by the Board.
- 13.4 In addition to Articles 13.2 and 13.3 the Board may assign duties and powers to individual Directors and/or committees that are composed of two or more Directors. This may also include a delegation of resolution-making power, provided this is laid down in writing. A Director to whom and a committee to which powers of the Board are delegated, must comply with the rules set in relation thereto by the Board.

Article 14. Representation.

- 14.1 The Board is authorised to represent the Company. Each Executive Director is also authorised to represent the Company.
- 14.2 The Board may appoint officers with general or limited power of representation. Each of these officers may represent the Company subject to the limitations relating to his power. Their titles shall be determined by the Board.

Article 15. Meetings; Decision-making Process.

- 15.1 The Board meets as often as deemed desirable by the Chairman, the Chief Executive Officer or

- at least two other Directors. The meeting is presided by the Chairman, or in his absence a Vice-Chairman, of the Board. Minutes of the proceedings at the meeting must be kept.
- 15.2 Board resolutions are adopted by absolute majority of the votes cast. If there is a tie in voting, the Chairman has a decisive vote. However, the Board may designate types of resolutions which also require the consenting vote of a majority of the Non-Executive Directors. These types of resolutions must be clearly specified and laid down in writing.
- 15.3 Resolutions of the Board can be adopted either in or outside a meeting.
- 15.4 Decisions taken at a meeting of the Board shall only be valid if the majority of the Directors is present or represented at the meeting. However, the Board may designate types of resolutions which are subject to a deviating requirement. These types of resolutions and the nature of the deviation must be clearly specified and laid down in writing.
- 15.5 Meetings of the Board may be held by means of an assembly of the Directors in person in a formal meeting or by conference call, video conference or by any other means of communication, provided that all Directors participating in such meeting are able to communicate with each other simultaneously. Participation in a meeting held in any of the above ways shall constitute presence at such meeting.
- 15.6 For adoption of a resolution other than at a meeting, it is required that the proposal is submitted to all Directors, none of them has objected to the relevant manner of adopting resolutions and such majority of the Directors as determined pursuant to Article 15.4 has expressly consented to the relevant manner of adopting resolutions. In the next meeting held after such consultation of Directors, the Chairman of that meeting shall inform about the results of the consultation.
- 15.7 Third parties may rely on a written declaration by the Chairman or a Vice-Chairman of the Board, or by the Company Secretary, concerning resolutions adopted by the Board or a committee thereof. Where it concerns a resolution adopted by a committee, third parties may also rely on a written declaration by the chairman of such committee.
- 15.8 The Board may establish additional rules regarding its working methods and decision-making process.

Article 16. Conflict of Interests.

- 16.1 A Director having a conflict of interests as referred to in Article 16.2 or an interest which may have the appearance of such a conflict of interests (both a **(potential) conflict of interests**) must declare the nature and extent of that interest to the other Directors. If the (potential) conflict of interests concerns all Directors, this declaration must be made to the General Meeting as well.
- 16.2 A Director may not participate in deliberating or decision-making within the Board, if with respect to the matter concerned he has a direct or indirect personal interest that conflicts with the interests of the Company and the business connected with it.
- 16.3 A conflict of interests as referred to in Article 16.2 only exists if in the situation at hand the Director must be deemed to be unable to serve the interests of the Company and the business connected with it with the required level of integrity and objectivity. If a transaction is proposed in which apart from the Company also an affiliate of the Company has an interest, then the mere fact that a Director holds any office or other function with the affiliate concerned or another affiliate, whether or not it is remunerated, does not mean that a conflict of interests as referred to in Article 16.2 exists.
- 16.4 The Director who in connection with a (potential) conflict of interests does not exercise certain duties and powers will insofar be regarded as a Director who is unable to perform his duties (*belet*).

- 16.5 A (potential) conflict of interests does not affect the authority concerning representation of the Company set forth in Article 14.1. The General Meeting may, ad hoc or otherwise, determine that, in addition, one or more persons will be authorised pursuant to this Article 16.5 to represent the Company in matters in which a (potential) conflict of interests exists between the Company and one or more Directors.

Article 17. Vacancy or Inability to Act.

- 17.1 If a seat on the Board is vacant (*ontstentenis*) or a Director is unable to perform his duties (*belet*), the remaining Directors or Director will be temporarily entrusted with the management of the Company.
- 17.2 If the seats of one or more Executive Directors are vacant or one or more Executive Directors are unable to perform his duties, the Board may temporarily entrust duties and powers of an Executive Director to another Executive Director (if any is remaining), a Non-Executive Directors or another person.
- 17.3 If all seats on the Board are vacant or all Directors or the sole Director, as the case may be, are unable to perform their duties, the management of the Company will be temporarily entrusted to one or more persons designated for that purpose by the General Meeting.
- 17.4 When determining to which extent Directors are present or represented, consent to a manner of adopting resolutions, or vote, no account will be taken of vacant board seats and Directors who are unable to perform their duties.

Article 18. Company Secretary.

- 18.1 The Board may appoint a Company Secretary and is authorised to replace him at any time.
- 18.2 The Company Secretary holds the duties and powers vested in him pursuant to these Articles of Association or a resolution of the Board.
- 18.3 In absence of the Company Secretary, his duties and powers are exercised by his deputy, if designated by the Board.

Article 19. Indemnity.

- 19.1 Unless law provides otherwise, the following shall be reimbursed to current and former members of the Board:
- (a) the reasonable costs of conducting a defence against claims (also including claims by the Company) based on acts or failures to act in the exercise of their duties or any other duties currently or previously performed by them at the Company's request;
 - (b) any damages payable by them as a result of an act or failure to act as referred to under (a);
 - (c) the reasonable costs of appearing in other legal proceedings in which they are involved as current or former members of the Board, with the exception of proceedings primarily aimed at pursuing a claim on their own behalf.
- 19.2 There shall be no entitlement to reimbursement as referred to in Article 19.1 if and to the extent that (i) a Dutch court has established in a final and conclusive decision that the act or failure to act of the person concerned may be characterised as wilful (*opzettelijk*), intentionally reckless (*bewust roekeloos*) or seriously culpable (*ernstig verwijtbaar*) conduct, unless law provides otherwise or this would, in view of the circumstances of the case, be unacceptable according to standards of reasonableness and fairness, or (ii) the costs or financial loss of the person concerned are covered by an insurance and the insurer has paid out the costs or financial loss. If

and to the extent that it has been established by a Dutch court in a final and conclusive decision that the person concerned is not entitled to reimbursement as referred to above, he shall immediately repay the amount reimbursed by the Company. The Company may request that the person concerned provide security for his repayment obligation. The Company may take out liability insurance for the benefit of the persons concerned. The Board may by agreement or otherwise give further implementation to the above.

CHAPTER 5. ANNUAL ACCOUNTS AND DISTRIBUTIONS.

Article 20. Financial Year and Annual Accounts.

- 20.1 The Company's financial year runs from the first Monday following the last Sunday of September up to and including the last Sunday of September of the following year.
- 20.2 Annually, not later than five months after the end of the financial year, save where this period is extended by the General Meeting by not more than five months by reason of special circumstances, the Board must prepare annual accounts, and must deposit the same for inspection by the Shareholders and other persons holding Meeting Rights at the Company's office.
- 20.3 Within the same period, the Board must also deposit the report of the Board for inspection by the Shareholders and other persons holding Meeting Rights, unless the Company is not obliged thereto pursuant to Section 2:396 or Section 2:403 of the Dutch Civil Code.
- 20.4 The annual accounts must be signed by the Directors. If the signature of one or more of them is missing, this must be stated and reasons for this omission must be given.
- 20.5 The Company may, and if the law so requires must, appoint an accountant to audit the annual accounts. Such appointment must be made by the General Meeting.
- 20.6 The annual accounts must be submitted to the General Meeting for adoption.
- 20.7 At the General Meeting of Shareholders at which it is resolved to adopt the annual accounts, a proposal concerning release of the Directors from liability for the management pursued, insofar as the exercise of their duties is reflected in the annual accounts or otherwise disclosed to the General Meeting prior to the adoption of the annual accounts, must be brought up separately for discussion.

Article 21. Profits and Distributions.

- 21.1 The authority to decide over the allocation of profits determined by the adoption of the annual accounts and to make distributions is vested in the General Meeting, with due observance of the limitations prescribed by law.
- 21.2 The authority of the General Meeting to make distributions applies to both distributions at the expense of non-appropriated profits and distributions at the expense of any reserves, and to both distributions on the occasion of the adoption of the annual accounts and interim distributions.
- 21.3 A resolution to make a distribution will not be effective until approved by the Board. The Board may only refuse to grant such approval if it knows or reasonably should foresee that after the distribution the Company would not be able to continue to pay its debts as they fall due.

CHAPTER 6. GENERAL MEETING OF SHAREHOLDERS.

Article 22. General Meetings of Shareholders.

- 22.1 The annual General Meeting of Shareholders must be held within six months after the end of the financial year, except in case the period in which the annual accounts must be prepared is extended in accordance with Article 20.1; provided that at least one General Meeting shall be held during each financial year.
- 22.2 Other General Meetings of Shareholders will be held as often as the Board deems necessary.
- 22.3 Shareholders and/or other persons holding Meeting Rights representing in the aggregate at least one per cent of the Company's issued capital may request the Board to convene a General Meeting of Shareholders, stating specifically the business to be discussed. If the Board has not given proper and timely notice of a General Meeting of Shareholders such that the meeting can be held within four weeks after receipt of the request, the applicants will be authorised to convene a meeting themselves.

Article 23. Notice, Agenda and Venue of Meetings.

- 23.1 Notice of General Meetings of Shareholders will be given by the Board, without prejudice to the provisions of Article 22.3.
- 23.2 Notice of the meeting must be given no later than on the eighth day prior to the day of the meeting, without prejudice to the provision of Article 27.4. The notice is given in accordance with Article 30.1.
- 23.3 The notice convening the meeting must specify the place, date and starting time of the meeting, as well as the business to be discussed. Other business not specified in such notice may be announced at a later date, with due observance of the term referred to in Article 23.2.
- 23.4 Items for which a written request has been submitted by one or more Shareholders and/or other persons holding Meeting Rights, alone or jointly representing at least one per cent of the issued capital, must be included in the notice or announced in the same manner, provided that the Company received the request no later than on the eighth day before the abovementioned latest date the notice convening the meeting can be given.
- 23.5 General Meetings of Shareholders are held in the municipality in which, according to these Articles of Association, the Company has its official seat or at any other place in the Netherlands.

Article 24. Admittance and Rights at Meetings.

- 24.1 Each Shareholder, and any other person holding Meeting Rights, is entitled to attend the General Meetings of Shareholders, to address the meeting and, to the extent this right has accrued to him, to exercise his voting rights. They may be represented in a meeting by a proxy authorised in writing.
- 24.2 The Meeting Rights and voting rights may be exercised using any appropriate means of electronic communication, if that possibility is expressly provided for in the notice of the meeting or accepted by the chairperson of the meeting. The means of electronic communication used must be such that the persons holding Meeting Rights or their representatives can be identified through it to the satisfaction of the chairperson of the meeting. The notice of the meeting may contain further details and the chairperson of the meeting may give further requirements with respect to the permitted means of electronic communication and its use.
- 24.3 The chairperson of the meeting may determine that each person with voting rights present at a meeting must sign the attendance list. The chairperson of the meeting may also decide that the attendance list must be signed by other persons present at the meeting as well.
- 24.4 The Directors have the right to give advice in the General Meetings of Shareholders.

24.5 The chairperson of the meeting decides on the admittance of other persons to the meeting.

Article 25. Chairperson and Secretary of the Meeting.

25.1 The chairperson of a General Meeting of Shareholders will be the Chairman of the Board, or in his absence a Vice-Chairman of the Board. If they are absent the chairperson of the General Meeting of Shareholders will be appointed by a majority of the votes cast by the persons with voting rights present at the meeting. The provision of Article 27.1 applies.

25.2 The chairperson of the meeting must appoint a secretary for the meeting.

Article 26. Minutes; Recording of Shareholders' Resolutions.

26.1 The secretary of a General Meeting of Shareholders must keep minutes of the proceedings at the meeting. The minutes must be adopted by the chairperson and the secretary of the meeting and as evidence thereof must be signed by them.

26.2 The Board must keep a record of all resolutions adopted by the General Meeting. If the Board is not represented at a meeting, the chairperson of the meeting must ensure that the Board is provided with a transcript of the resolutions adopted, as soon as possible after the meeting. The records must be deposited at the Company's office for inspection by the Shareholders. On application, each of them must be provided with a copy of or an extract from the records.

Article 27. Adoption of Resolutions in a Meeting.

27.1 Each Share confers the right to cast one vote.

27.2 To the extent that the law or these Articles of Association do not provide otherwise, all resolutions of the General Meeting will be adopted by a simple majority of the votes cast, without a quorum being required.

27.3 If there is a tie in voting, the proposal will thus be rejected.

27.4 If the formalities for convening and holding of General Meetings of Shareholders, as prescribed by law or these Articles of Association, have not been complied with, valid resolutions of the General Meeting may only be adopted in a meeting, if all Shareholders and all other persons holding Meeting Rights have consented therewith and, prior to the resolution-making, the Directors have been given the opportunity to give advice.

27.5 When determining how many votes are cast by Shareholders, how many Shareholders are present or represented, or what portion of the Company's issued capital is represented, no account will be taken of Shares for which no vote can be cast pursuant to the law.

Article 28. Voting.

28.1 All voting must take place orally. The chairperson is, however, entitled to decide that votes be cast by a secret ballot. If it concerns the holding of a vote on persons, anyone present at the meeting with voting rights may demand a vote by a secret ballot. Votes by secret ballot must be cast by means of secret, unsigned ballot papers.

28.2 Blank and invalid votes will not be counted as votes.

28.3 Resolutions may be adopted by acclamation if none of the persons with voting rights present at the meeting objects.

28.4 The chairperson's decision at the meeting on the result of a vote will be final and conclusive. The same applies to the contents of an adopted resolution if a vote is taken on an unwritten proposal. However, if the correctness of such decision is challenged immediately after it is pronounced, a new vote must be taken if either the majority of the persons with voting rights

present at the meeting or, where the original vote was not taken by roll call or in writing, any person with voting rights present at the meeting, so demands. The legal consequences of the original vote will be made null and void by the new vote.

Article 29. Adoption of Resolutions without holding Meetings.

- 29.1 Resolutions of the General Meeting can be adopted without holding a meeting, provided all persons with Meeting Rights have consented with such manner of resolution-making in writing. For adoption of a resolution outside a meeting it is required that all votes are cast in writing or that the resolution is recorded in writing mentioning how the votes were cast. Prior to the resolution-making, the Directors must be given the opportunity to give advice. The provisions of Articles 27.1, 27.2, 27.3 and 27.5 apply by analogy.
- 29.2 Those having adopted a resolution outside a meeting must ensure that the Board is informed of the resolution thus adopted as soon as possible in writing. The Board must keep a record of the resolution adopted and it must add such records to those referred to in Article 26.2.

Article 30. Notices and Announcements.

- 30.1 The notice of a General Meeting must be in writing and sent to the addresses of the Shareholders and all the other persons holding Meeting Rights as shown in the register of Shareholders. However, if a Shareholder or another person holding Meeting Rights has provided the Company with another address for the purpose of receiving such notice, the notice may alternatively be sent to such other address.
- 30.2 The provisions of Article 30.1 apply by analogy to notifications which pursuant to the law or these Articles of Association must be made to the General Meeting, as well as to other announcements, notices and notifications to Shareholders and other persons holding Meeting Rights.

CHAPTER 7. AMENDMENT OF THE ARTICLES OF ASSOCIATION, DISSOLUTION AND LIQUIDATION.

Article 31. Amendment of the Articles of Association.

The General Meeting may resolve to amend these Articles of Association. When a proposal to amend these Articles of Association is to be made to the General Meeting, the notice convening the General Meeting must state so and a copy of the proposal, including the verbatim text thereof, must be deposited and kept available at the Company's office for inspection by the Shareholders and other persons holding Meeting Rights, until the conclusion of the meeting.

Article 32. Dissolution and Liquidation.

- 32.1 The Company may be dissolved pursuant to a resolution to that effect by the General Meeting. When a proposal to dissolve the Company is to be made to the General Meeting, this must be stated in the notice convening the General Meeting.
- 32.2 If the Company is dissolved pursuant to a resolution of the General Meeting, the Directors become the liquidators of the dissolved Company's property, unless the General Meeting resolves to appoint one or more other persons as liquidator.
- 32.3 During liquidation, the provisions of these Articles of Association remain in force to the extent possible.

- 32.4 The balance remaining after payment of the debts of the dissolved Company must be transferred to the Shareholders in proportion to the aggregate nominal value of the Shares held by each. In addition, the liquidation is subject to the relevant provisions of Book 2, Title 1, of the Dutch Civil Code.

Article 33. Transitory Provisions.

- 33.1 The financial year of the Company which started on the first day of January two thousand and seventeen, shall end on the thirtieth day of September two thousand and eighteen.
- 33.2 This Article 33, including its heading, expires at the end of the current financial year, being the thirtieth day of September two thousand and eighteen.