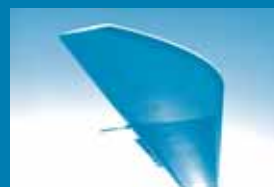


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# Information notice

Annual General Meeting  
on Thursday, May 4, 2006

Text of the resolutions proposed  
by the Board of Directors



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## First Resolution

Approval of the Report  
of the Board of Directors

**RESOLVED THAT** the Report of the Board of Directors, as submitted to the Annual General Meeting, including the chapter on corporate governance, the policy on dividends and proposed remuneration policy including arrangements for the grant of stock options and performance shares and rights to subscribe for shares for the Board of Directors, be and hereby is accepted and approved.

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## Second Resolution

Adoption of the audited accounts  
for the financial year 2005

**RESOLVED THAT** the audited accounts for the accounting period from January 1, 2005 to December 31, 2005, as submitted to the Annual General Meeting by the Board of Directors, be and hereby are adopted.

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## Third Resolution

Approval of the result allocation,  
distribution and payment date

**RESOLVED THAT** the net profit of € 1,676 million, as shown in the audited profit and loss statement for the financial year 2005, shall be added to retained earnings and that a payment of a gross amount of € 0,65 per share shall be made to the shareholders from distributable reserves on June 1, 2006.

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## Fourth Resolution

Release from liability of the members  
of the Board of Directors

**RESOLVED THAT** the members of the Board of Directors be and hereby are granted a release from liability for the performance of their duties during and with respect to the financial year 2005, to the extent that their activity has been reflected in the audited annual accounts for the financial year 2005 or in the Report of the Board of Directors.



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**Text of the resolutions proposed  
by the Board of Directors**



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**Fifth Resolution**

**Appointment of the auditors  
for the financial year 2006**

**RESOLVED THAT** the Company's auditors for the accounting period being the financial year 2006 shall be Ernst & Young Accountants whose registered office is at Drentestraat 20, 1083 HK Amsterdam, The Netherlands, and KPMG Accountants N.V., whose registered office is at K.P. van der Mandelelaan 41-43, 3062 MB Rotterdam, The Netherlands.

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**Sixth Resolution**

**Delegation to the Board of Directors  
of powers to issue shares and to set aside  
preferential subscription rights  
of existing shareholders**

**RESOLVED THAT** in accordance with the Articles of Association, the Board of Directors be and hereby is designated, subject to revocation by the General Meeting, to have powers to issue shares of the Company which are part of the Company's authorized share capital provided that such powers shall be limited to 1 % of the Company's authorized capital from time to time and to have powers to limit or to exclude preferential subscription rights, in both cases for a period expiring at the Annual General Meeting to be held in 2007. Such powers include the approval of share-related long term incentive plans (such as stock option, performance and restricted share plans) and employee share ownership plans. Such powers may also include the granting of rights to subscribe for shares which can be exercised at such time as may be specified in or pursuant to such plans and the issue of shares to be paid up from freely distributable reserves.

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**Seventh Resolution**

**Cancellation of shares repurchased  
by the Company**

**RESOLVED THAT** the number of shares in the Company held by the Company, up to a maximum of 6,656,970 shares, be cancelled and both the Board of Directors and the Chief Executive Officers be and hereby are authorized, with powers of substitution, to implement this resolution in accordance with Dutch law.

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**Eighth Resolution**

**Renewal of the authorization for the Board  
of Directors to repurchase shares  
of the Company**

**RESOLVED THAT** the Board of Directors be and hereby is authorized, for a new period of 18 months from the date of this Annual General Meeting, to repurchase shares of the Company, by any means, including derivative products, on any stock exchange or otherwise, as long as, upon such repurchase, the Company will not hold more than 10 % of the Company's issued share capital and at a price not less than the nominal value and not more than the higher of the price of the last independent trade and the highest current independent bid on the trading venues of the regulated market of the country in which the purchase is carried out. This authorization supersedes and replaces the authorization given by the Annual General Meeting of May 11, 2005 in its tenth resolution.