DRAFT FOR DISCUSSION PURPOSES ONLY

Shareholder's resolution

Undersigned:

[___________], a limited liability company incorporated under [_____] law, having its seat ("*statutaire zetel")* in [__________],[___________] and place of business at[____________], [________], [__________](hereinafter: "**Shareholder**").

Whereas:

A. Shareholder holds all issued shares in the issued share capital of [__________] **B.V.** (hereinafter: the "**Shares**"), a limited liability company (*"besloten vennootschap met beperkte* aansprakelijkheid") incorporated under Dutch law, having its seat ("*statutaire zetel")* and its place of business at [__________] , at the [_________], [__________] (hereinafter: the "**Company**");

B. all resolutions may also be adopted at meetings by all shareholders voting unanimously unless there are holders of depositary receipts.

C. No depositary receipts for shares have been issued or rights of usufruct or pledge established on shares with the Company's cooperation;

D. The Board of Directors has been examined and has had the opportunity to give its advice to this resolution.

Adoption:

The general meeting of shareholders of the Company hereby adopts the resolutions:

1. To [___________].

This shareholders' resolution or a copy thereof shall be sent to the board of directors of the Company in order to enable them to file this resolution in the Company's books and records.

Thus made up and signed on [_________].

[________________]: