

<b>B #:</b>	0819-15
<b>Date:</b>	05/07/2015
<b>To:</b>	All Participants
<b>Category:</b>	Dividends
<b>From:</b>	Supervisor, Stock Dividend Department
<b>Attention:</b>	Dividend Managers, Cashiers, and Reorganization Managers
<b>Subject:</b>	<b>REVISED</b> Optional Dividend: Royal DSM N.V. (Sponsored ADR) CUSIP: 780249108 R/D: 05/06/2015 P/D: TBD Rate: \$ 0.3010 CA Web Instruction Cut-Off: 05/14/2015 8:00 P.M. New York Time

\*\*\*\*\* WARNING TIME CRITICAL \*\*\*\*\*

**Revised to include the Globe Tax Notice**

DSM N.V. has announced a EUR 1.10 per share dividend (one ordinary share represents 4 ADRs). As an alternative to receiving the dividend in cash, holders may elect to receive a scrip dividend of new ADRs at U.S. stock rate TBD per ADR. The dividend will be paid on a date to be announced by the issuer to DSM N.V. ADR holders of record as of the close of business on 05/06/2015. The ratio of the value of the stock dividend to that of the cash dividend will be determined on May 21, 2015 before the opening of trading on the Euronext Amsterdam.

**Option #1 (CASH):** You may elect to receive the dividend in U.S. dollars less 15% Netherlands withholding tax at an approximate net rate of \$0.2558 per ADRs. Eligible holders who elected the cash option may be entitled to a reduce cash rate. **(Default)**

**Option #2 (ADR):** You may elect to receive additional ADRs payable in DSM N.V. at a rate TBD per ADR. Fractional ADR entitlements will be paid in cash (No withholding tax).

**CLIENTS SHOULD SUBMIT ELECTION INSTRUCTIONS THROUGH THE CORPORATE ACTION WEB INSTRUCTION TAB. PLEASE REFER TO IMPORTANT NOTICE [B#0178-15](#) FOR MORE INFORMATION**

**RECORD DATE POSITION INFORMATION SHOULD BE CONFIRMED THROUGH THE CA WEB.**

Participants not responding to the above option by 05/14/2015, 8:00 P.M., New York Time will receive the mandatory distribution in accordance with Option #1.

If there are any questions regarding this Important Notice or the processing of CA Web related instructions. Participants should contact DTC's Customer Help Line at (888) 382-2721.

If there are any questions regarding GlobeTax Important Notice accompanying this Important Notice please contact Ms. Kasey Harbes GlobeTax at 212-747-9100.

DTCC offers enhanced access to all important notices via a Web-based subscription service. The notification system leverages RSS Newsfeeds, providing significant benefits including real-time updates and customizable delivery. To learn more and to set up your own DTCC RSS alerts, visit [http://www.dtcc.com/subscription\\_form.php](http://www.dtcc.com/subscription_form.php).

**Important Legal Information:** The Depository Trust Company ("DTC") does not represent or warrant the accuracy, adequacy, timeliness, completeness or fitness for any particular purpose of the information contained in this communication, which is based in part on information obtained from third parties and not independently verified by DTC and which is provided as is. The information contained in this communication is not intended to be a substitute for obtaining tax advice from an appropriate professional advisor. In providing this communication, DTC shall not be liable for (1) any loss resulting directly or indirectly from mistakes, errors, omissions, interruptions, delays or defects in such communication, unless caused directly by gross negligence or willful misconduct on the part of DTC, and (2) any special, consequential, exemplary, incidental or punitive damages. To ensure compliance with Internal Revenue Service Circular 230, you are hereby notified that: (a) any discussion of federal tax issues contained or referred to herein is not intended or written to be used, and cannot be used, for the purpose of avoiding penalties that maybe imposed under the Internal Revenue Code; and (b) as a matter of policy, DTC does not provide tax, legal or accounting advice and accordingly, you should consult your own tax, legal and accounting advisor before engaging in any transaction.

DTCC offers enhanced access to all important notices via a Web-based subscription service. The notification system leverages RSS Newsfeeds, providing significant benefits including real-time updates and customizable delivery. To learn more and to set up your own DTCC RSS alerts, visit [http://www.dtcc.com/subscription\\_form.php](http://www.dtcc.com/subscription_form.php).



**DSM N.V.** has announced an optional STOCK / CASH dividend. Deutsche Bank Trust Company Americas acts as the Depositary for the company's American Depositary Receipt ("ADR") program.

Participants can use DTC's Corporate Actions Web (CA Web) instructions tab to elect the **CASH** or **STOCK** option. If no election is made, the **CASH** option is the **DEFAULT**.

On ADR pay date, all holders will receive this dividend net of the full Netherlands statutory rate with the possibility to obtain a post-pay date refund as outlined in the below Eligibility Matrix.

DIVIDEND EVENT DETAILS	
COUNTRY OF ISSUANCE	NETHERLANDS
ISSUE	DSM N.V.
CUSIP#	780249108
DEPOSITARY	DEUTSCHE BANK TRUST COMPANY AMERICAS
ADR RECORD DATE	MAY 6, 2015
ADR PAY DATE	TBA
GROSS DIVIDEND RATE ON PAY DATE	TBA
ORD GROSS DIVIDEND RATE ON PAY DATE	€1.10
RATIO	1 ORD : 4 ADRs
STATUTORY WHT RATE	15%

CHARGES & DEADLINES (CASH OPTION ONLY)				
FILING METHOD	PAYMENT METHOD	TAX RELIEF FEE	MINIMUM SERVICE CHARGE PER BENEFICIAL HOLDER	FINAL SUBMISSION DEADLINE (ALL TIMES EST)
PRIMARY LONG FORM BATCH	CHECK	UP TO \$0.01 PER ADR	\$25	JUNE 10, 2015 (8PM)
LONG FORM	CHECK	UP TO \$0.01 PER ADR	\$25	OCTOBER 30, 2020 (8PM)

ELIGIBILITY MATRIX (CASH OPTION ONLY)			
RATE DESCRIPTION	RECLAIM RATE	ELIGIBLE RESIDENTS	DOCUMENTATION REQUIRED
UNFAVORABLE 15%	0%	Non-Treaty Countries	NONE
FAVORABLE 10% POST PAY DATE	5%	Bahrain, China, Hong Kong, Indonesia, Kuwait, Oman, Portugal, Qatar, Saudi Arabia, Slovak Republic, South Africa, Taiwan, United Arab Emirates, Venezuela	1. ESP SUBMISSION <b>OR</b> COVER LETTER (EXHIBIT A) 2. CERTIFIED IB 92 UNIVERSEEL
FAVORABLE 10% POST PAY DATE	5%	Ghana, Japan, United Kingdom	1. ESP SUBMISSION <b>OR</b> COVER LETTER (EXHIBIT A) 2. CERTIFIED IB 93 UNIVERSEEL
EXEMPT 0% POST PAY DATE	15%	U.S. ARTICLE 36 - CHARITIES under 501(a), 501(c)(3), 509(a)(1), 509(a)(2), 509(a)(3), 17-(b)	1. ESP SUBMISSION <b>OR</b> COVER LETTER (EXHIBIT A)
EXEMPT 0% POST PAY DATE	15%	U.S. ARTICLE 35 - PENSIONS and IRAs under 401(a), 401(k), 457(b), 403(b), 408, 408(a), 501(a)	1. ESP SUBMISSION <b>OR</b> COVER LETTER (EXHIBIT A)
EXEMPT 0% (FOREIGN TAX EXEMPT) POST PAY DATE	15%	Any entity domiciled in a country in which it is not subject to tax on profits, as long as that state has an Exchange of Tax Information Agreement in place with the Netherlands, & that entity would not be subject to profits tax in the Netherlands if it were based therein.	1. ESP SUBMISSION WITH APPROVED E-CODE <b>OR</b> 1. COVER LETTER (EXHIBIT A) 2. DIV 16 FORM 3. CERTIFICATE OF RESIDENCY (COR) 4. ARTICLES OF ASSOCIATION

DESCRIPTION OF VARIOUS DOCUMENTATION			
DOCUMENT NAME	DESCRIPTION	ORIGINAL / COPY	SIGNATURE REQUIREMENT
IB 92 UNIVERSEEL	DUTCH TAX FORM REQUIRED FOR ANY BENEFICIAL HOLDER, DOMICILED IN <b>NON-REMITTANCE-BASED</b> JURISDICTIONS, ATTEMPTING TO RECLAIM THE 5% ENTITLEMENT; THIS FORM MUST BE CERTIFIED BY THE BENEFICIAL HOLDER'S LOCAL TAX OFFICE.	ORIGINAL	BENEFICIAL HOLDER & MUST BEAR THE STAMP OF LOCAL TAX AUTHORITY
IB 93 UNIVERSEEL	DUTCH TAX FORM REQUIRED FOR ANY BENEFICIAL HOLDER, DOMICILED IN <b>REMITTANCE-BASED</b> JURISDICTIONS, ATTEMPTING TO RECLAIM THE 5% ENTITLEMENT; THIS FORM MUST BE CERTIFIED BY THE BENEFICIAL HOLDER'S LOCAL TAX OFFICE.	ORIGINAL	BENEFICIAL HOLDER & MUST BEAR THE STAMP OF LOCAL TAX AUTHORITY
DIV 16	THIS FORM IS USED TO APPLY FOR A REFUND FOR FOREIGN BODIES NOT SUBJECT TO ANY TAX ON PROFITS. (SEE ELIGIBILITY MATRIX)	ORIGINAL	BENEFICIAL HOLDER
ARTICLES OF ASSOCIATION	A DOCUMENT SPECIFYING THE REGULATIONS FOR THE OPERATIONS OF A LEGAL ENTITY. THE ARTICLES OF ASSOCIATION DEFINE THE ENTITY'S PURPOSE, ORGANIZATIONAL STRUCTURE, AND HOW FINANCIAL RECORDS ARE MAINTAINED.	COPY ACCEPTED	PROVIDED BY BENEFICIAL HOLDER
COVER LETTER (EXHIBIT A)	A LISTING OF THE BENEFICIAL HOLDER'S DETAILS, TAXPAYER ID NUMBERS, NUMBER OF ADRS, AND ENTITY TYPE (CHARITY OR PENSION). THE COVER LETTER IS PROVIDED TO DEUTSCHE BANK TRUST COMPANY AMERICAS BY THE PARTICIPANT, EITHER THROUGH ESP SUBMISSION OR THROUGH TRADITIONAL HARD COPY RECLAIM COVER LETTER.	ORIGINAL	DTC PARTICIPANT
APPROVED E-CODE	SEVEN (7) DIGIT ELECTRONIC FILING CODE RECEIVED FROM THE DUTCH TAX AUTHORITIES— PROOF SHOWING APPROVAL FROM DUTCH TAX AUTHORITY ("DTA") MUST BE SUBMITTED.	COPY ACCEPTED	DTC PARTICIPANT OR BENEFICIAL HOLDER

## CONTACT DETAILS

PRIMARY CONTACT	KASEY HARBES
DOMESTIC PHONE / FAX (U.S.)	1-800-876-0959 / 1-866-888-1120
INTERNATIONAL PHONE / FAX	1-212-747-9100 / 1-212-747-0029
EMAIL ADDRESS	DUTCHESP@GLOBETAX.COM
COMPANY	DEUTSCHE BANK TRUST COMPANY AMERICAS / GLOBETAX
STREET ADDRESS	90 BROAD STREET 16TH FLOOR
CITY/STATE/ZIP	NEW YORK, NY 10004
ADDITIONAL CONTACTS	STEPHANIE URUGUTIA; TROY DRAYTON

# ESP

powered by **GLOBETAX**

Deutsche Bank Trust Company Americas offers ESP powered by GlobeTax, a paperless withholding tax reclaim process, for Exempt U.S. Organizations (qualified under Article 36 of the Tax Convention), Exempt U.S. Pension Trusts (qualified under Article 35 of the Tax Convention), Exempt Foreign Entities, and Favorable Foreign Entities, to participants holding ADRs.

These claims should be submitted through the following web site. (Requires a one-time registration): <https://esp.globetax.com>

Please contact Kasey Harbes at 1-800-876-0959 or via email at [DutchESP@GLOBETAX.COM](mailto:DutchESP@GLOBETAX.COM) if you have any questions about this process.

## DISCLAIMER

### All Post-Electronic Reclaims filing Long-Form:

U.S. residents and non-U.S. residents who have missed the Quick Refund Process deadlines may file for a “long-form” refund by submitting a claim via either ESP or traditional methods to Deutsche Bank Trust Company Americas / GlobeTax prior to the expiry of the right to claim. Based on their country, that period generally expires five (5) years from the end of the year in which the dividend was paid in the local market. Claims received after the long form deadline will be filed on a best effort basis at the discretion of Deutsche Bank Trust Company Americas / GlobeTax.

All tax information contained in this Important Notice is based on a good faith compilation of information obtained from multiple sources. The information is subject to change. Actual deadlines frequently vary from the statutory deadlines because of local market conditions and advanced deadlines set by local agents. To mitigate risk it is strongly advised that DTC Participants file their claims as soon as possible as the depositary and/or their agents will not be liable for claims filed less than six months before the specified deadline. In the event that local market rules, whether implemented by a local agent or a Tax Authority, conflict with the information provided in the important notice, either prior to or after publication, the local market rules will prevail.

## FREQUENTLY ASKED QUESTIONS (FAQs)

### GENERAL QUESTIONS

QUESTION	ANSWER
WILL I RECEIVE A DECLARATION IN LIEU OF DIVIDEND NOTE ("DLD" or "CERT") FOR MY ARTICLE 35 PENSIONS OR ARTICLE 36 CHARITIES?	<b>NO</b> , ALL DECLARATION IN LIEU OF DIVIDEND NOTES ARE MAINTAINED BY THE DEPOSITARY, TO BE RELEASED ONLY UPON WRITTEN REQUEST BY THE PARTICIPANT.
AM I REQUIRED TO FILE THROUGH ESP?	<b>NO</b> , YOU MAY SUBMIT A TRADITIONAL CLAIM THROUGH STANDARD MAIL IF YOU CANNOT SUBMIT CLIENT DATA THROUGH ESP. WE STRONGLY SUGGEST LOGGING IN TO ESP TO DOWNLOAD THE TEMPLATE PROVIDED WHEN PREPARING YOUR CLAIM, REGARDLESS OF YOUR ULTIMATE SUBMISSION METHOD.
IS THERE ANY CASE IN WHICH A U.S. RESIDENT 401(a), 401(K), 457(b), 403(b), IRA, ROTH IRA, EMPLOYEE PENSION PLAN OR SIMPLE RETIREMENT ACCOUNT WOULD NOT QUALIFY FOR TREATY BENEFITS UNDER ARTICLE 35 OF THE TREATY BETWEEN THE U.S. AND THE NETHERLANDS FOR THE AVOIDANCE OF DOUBLE TAXATION?	<b>YES</b> , FOR INSTANCE, THESE ACCOUNT TYPES <b>WILL NOT</b> BE CONSIDERED ELIGIBLE FOR TREATY BENEFITS UNDER ARTICLE 35 OF THE TREATY BETWEEN THE U.S. AND THE NETHERLANDS FOR THE AVOIDANCE OF DOUBLE TAXATION IN ANY TAXABLE YEAR IF <b>LESS THAN 70%</b> OF THE TOTAL AMOUNT OF WITHDRAWALS FROM SUCH U.S. TRUST DURING THAT YEAR IS USED TO PROVIDE PENSION, RETIREMENT OR OTHER EMPLOYEE BENEFITS AS MEANT IN ARTICLE 35 OF THE ABOVE MENTIONED TREATY.
WILL DEUTSCHE BANK TRUST COMPANY AMERICAS ACCEPT CLAIMS FILED DIRECTLY TO THEM BY BENEFICIAL HOLDERS?	DEUTSCHE BANK TRUST COMPANY AMERICAS ONLY ACCEPTS CLAIMS FILED BY THE DTC PARTICIPANT WHO HELD THE SECURITIES THROUGH DTC AND ONLY TO THE EXTENT THAT DTC HAS REPORTED THESE HOLDINGS TO US AS VALID.
HOW CAN I OBTAIN AN APPROVED ELECTRONIC FILING CODE?	TO OBTAIN AN APPROVED E-CODE FOR A FOREIGN EXEMPT BENEFICIAL HOLDER HARD COPY DOCUMENTATION (TYPICALLY DIV 16 APPLICATION FORM) MUST BE SENT TO THE DUTCH TAX AUTHORITIES (DTA). THE DOCUMENTATION IS REVIEWED AND THE BENEFICIAL HOLDER IS JUDGED BY THE DTA.
IF I HAVE AN ELECTRONIC FILING CODE, IS THE BENEFICIAL HOLDER APPROVED?	<b>NO</b> , THE DTA ISSUES E-CODES TO ALL BENEFICIAL HOLDERS THAT THEY JUDGE. IF YOU WOULD LIKE TO KNOW IF AN E-CODE IS APPROVED PLEASE CONTACT GLOBETAX WITH THE BENEFICIAL HOLDER'S NAME AND ADDRESS.

### STOCK OPTION QUESTIONS

QUESTION	ANSWER
CAN I RECLAIM THE WITHHOLDING TAX IF I HAVE ELECTED STOCK INSTEAD OF CASH?	<b>NO</b> , THERE IS NO WITHHOLDING TAX ON THE STOCK OPTION.
WHAT IS THE DEFAULT ELECTION?	CASH.

## FREQUENTLY ASKED QUESTIONS (FAQs)

### LONG FORM QUESTIONS

QUESTION	ANSWER
HOW LONG DOES IT TAKE FOR PAYMENT ON LONG FORM CLAIMS?	APPROXIMATELY 4-6 MONTHS.
WILL I BE PAID THROUGH DTC FOR CLAIMS SUBMITTED THROUGH THE LONG FORM PROCESS?	<b>NO</b> , YOU WILL BE PAID BY CHECK.
DO I NEED TO PHYSICALLY SEND ANY DOCUMENTS TO DEUTSCHE BANK TRUST COMPANY AMERICAS IN ORDER TO PARTICIPATE IN THE QUICK REFUND PROCESS?	<p>ARTICLE 35 U.S. PENSION &amp; IRAS, ARTICLE 36 U.S. CHARITABLE ENTITIES, AND FOREIGN EXEMPT ENTITIES WITH APPROVED E-CODES MUST ONLY PROVIDE THE BENEFICIAL HOLDER BREAKDOWN VIA ESP.</p> <p>NON-U.S. ENTITIES WITHOUT AN APPROVED E-CODE MUST PROVIDE A COVER LETTER, THE TAX FORM DIV 16, COR, AND THE ARTICLES OF ASSOCIATION AS DEFINED IN DESCRIPTION OF VARIOUS DOCUMENTATION.</p> <p>ENTITIES CLAIMING THE FAVORABLE RATE MUST PROVIDE THE BENEFICIAL HOLDER BREAKDOWN VIA ESP AND THE CERTIFIED IB92 OR IB93 AS DEFINED IN DESCRIPTION OF VARIOUS DOCUMENTATION.</p>
DOES THE LONG FORM PROCESS HAVE A MINIMUM POSITION REQUIREMENT PER BENEFICIAL HOLDER? WHAT WILL THE FEE BE IF A BENEFICIAL HOLDER'S CLAIM IS FOR LESS THAN \$50?	<b>NO</b> , ALL CLAIMS WILL BE PROCESSED THOUGH THERE IS A MINIMUM FEE OF \$25 PER BENEFICIAL HOLDER. DEUTSCHE BANK TRUST COMPANY AMERICAS WAIVES THE \$25 MINIMUM ON AN EXCEPTIONAL BASIS IN FAVOR OF A SPLIT OF THE RECLAIMED FUNDS (50/50) FOR ANY BENEFICIAL HOLDER RECLAIMING LESS THAN \$50.
IS THE LONG FORM PROCESS FREE OF CHARGE?	<b>NO</b> . THIS TAX RECLAIM ASSISTANCE SERVICE IS WHOLLY VOLUNTARY AND DISCRETIONARY. FEES WILL BE CHARGED FOR THIS ASSISTANCE SERVICE OF UP TO \$0.01 PER ADR FOR STANDARD LONG FORM RECLAIMS WITH A MINIMUM OF \$25.00. RECLAIMS RECEIVED POST DEADLINE CANNOT BE ASSURED AND MAY BE SUBJECT TO A PER BENEFICIARY FEE AS WELL AS OTHER CHARGES, FEES OR EXPENSES PAYABLE BY OR DUE TO DEUTSCHE BANK TRUST COMPANY AMERICAS OR ITS AGENTS, INCLUDING THE TAX AUTHORITIES. IN ADDITION, CHARGES MAY APPLY TO ANY LONG FORM CLAIMS REJECTED OR NOT ACCEPTED BY THE TAX AUTHORITY. FEES PAID TO DEUTSCHE BANK TRUST COMPANY AMERICAS MAY BE SHARED WITH ITS AGENTS.
IS THIS LONG FORM PROCESS FOR TAX RELIEF OFFERED BY DEUTSCHE BANK TRUST COMPANY AMERICAS AN OPTIONAL PROCESS?	<b>YES</b> , THIS IS A DISCRETIONARY, OPTIONAL SERVICE.

**EXHIBIT A — COVER LETTER**  
*(Please place on your Company Letterhead)*

**Tax Relief Request Form**

ISSUE: DSM N.V.  
CUSIP: 780249108  
RECORD DATE: May 6, 2015  
PAY DATE: TBA

<u>Name of Beneficial Holder</u>	<u>Address of Beneficial Holder</u>	<u>Tax Payer I.D. #</u>	<u>Type of Account</u>	<u># of ADRs Held</u>	<u>Reclaim %</u>
1)					
2)					
Note: for more than 10 Beneficial Holders, please provide an excel breakdown of shareholder information					

**Total Shares:** \_\_\_\_\_

We ask that GlobeTax, file these withholding tax relief requests for the above-mentioned beneficial holder(s). Please contact the undersigned should you have any questions.

**INDEMNIFICATION**

I / We certify that to the best of my knowledge the individual beneficial holder(s) are eligible for the preferential rates as stated herein and I declare that I have performed all the necessary due diligence to satisfy myself as to the accuracy of the information submitted to me by these beneficial holders.

In consideration of the services provided by Deutsche Bank Trust Company Americas contemplated hereby and the assistance provided by the issuer of the shares underlying the ADRs (the "Issuer"), we agree to indemnify, defend, hold and save Deutsche Bank Trust Company Americas, the Issuer and their respective affiliates, and the respective directors, offices, agents and employees of Deutsche Bank Trust Company Americas, the Issuer and each of their affiliates from and against any and all costs, damages or liabilities (including, without limitation, tax payments, interest charges, penalties or other costs assessed by relevant tax and administrative authorities, and the reasonable fees and disbursements of counsel), and any of them, arising out of or relating to the information provided by the undersigned in, or in connection with, this document.

Sincerely,

Title:

Address:

DTC Participant #:

Completed claims should be sent to:

**Deutsche Bank Trust Company Americas / GlobeTax**  
**90 Broad Street, 16th Floor**  
**New York, NY 10004**  
**Attn: Dutch Reclaim Group**