

E-voting Regulations

As referred to in article 25b of the Articles of Association of BumaStemra adopted by the Board of Directors on 1 October 2018, and approved by the General Members' Meeting on 29 October 2018.

Including an **Explanation of the e-voting registration procedure and e-voting rules**

Whereas

1. Different procedural rules apply for e-voting than for ordinary voting.
2. An e-voter is personally responsible for the availability of their own hardware and internet connection.
3. In the event of e-voting during the meeting, the order of the meeting and the voting at the meeting will be leading in the voting process.

Definitions and scope of application

Article 1 – Definitions

- a. E-voting: the ability to exercise voting rights remotely outside of the General Members' Meeting (i.e., while not actually present at the meeting in person) by electronic means by members and affiliates of Buma and Stemra in the way, and about the subjects, determined in these Regulations.
- b. Regulations: the e-voting regulations as referred to in article 25b of the Articles of Association of Buma and Stemra.
- c. E-voter: a meeting participant of Buma and/or Stemra with voting rights who wants to use e-voting.
- d. General Members' Meeting: the General Members' Meeting of Buma and/or the Meeting of Affiliates of Stemra as referred to in article 25 of the Articles of Association.
- e. Articles of Association: the articles of association of Buma and/or Stemra.

Article 2 – Scope of application

These Regulations are applicable to the remote exercising of voting rights by members and affiliates of BumaStemra in the sense of article 2b, paragraph 5, of the Supervision Act 2016 and/or in the sense of article 25b of the Articles of Association in relation to the subjects referred to in article 3 of these Regulations.

Remote voting during the General Members' Meeting

Article 3 – e-voting subjects

E-voting will only be used for the subjects placed on the agenda for decision-making as detailed in the second invitation letter (two weeks before the GMM).

Article 4 - registration for e-voting, swapping of e-voting for voting rights at the meeting

1. Participants will receive an announcement (invitation letter) about the General Members' Meeting with an **"Explanation of the e-voting registration procedure and e-voting rules"** six weeks before the General Members' Meeting.
2. E-voters have to register in advance for each GMM. Registration is possible as of six weeks before the GMM, but by no later than six working days before the GMM (not including weekends and public holidays).
3. After the registration period specified in paragraph 2 has expired, no-one will be eligible to register for e-voting in relation to that GMM.
4. A registered e-voter who attends the GMM in person and who registers at the meeting in order to be allowed to vote at that meeting will automatically lose their e-voting rights in relation to that GMM.

Article 5 – personal and non-transferable code, audio stream or video stream

1. A registered e-voter will get a personal, non-transferable, code and any other necessary login details by SMS or by e-mail before the start of the General Members' Meeting so that they are able to vote remotely and follow the proceedings of the GMM via an audio stream or video stream.
2. The login details are personal and must not be shared with another person. Likewise, the audio stream/video stream must not be shared with another person.

Article 6 – voting procedure and outcome

1. E-voting will take place on each subject within a timeframe set for each subject that has been announced beforehand.
2. Unless the Articles of Association state otherwise, all participants with voting rights will have one vote, regardless of whether the vote is cast at the meeting or by e-voting.
3. Unless the Articles of Association state otherwise, the outcome will be determined by the result of the votes cast by both the e-voters and the participants at the meeting. The outcome will then be announced to those present at the meeting and thereafter to the e-voters.
4. E-voting shall be carried out via the electronic hardware of the e-voter (using a suitable internet connection), such as a mobile telephone, tablet and/or laptop, unless stated otherwise in the invitation letter. The e-voter is responsible for the availability of their own hardware/service providers.

Article 7 – loss of voting rights via e-voting

Different procedural rules apply for e-voting than for the casting of votes at the meeting. The right to cast votes via e-voting will be lost if a registered e-voter:

- a. has given a proxy to another person in the sense of article 25, paragraph 5, of the Articles of Association.
- b. has revealed their personal e-voting login details to another person.
- c. attends the meeting in person and registers at the meeting in order to be allowed to vote at that meeting.

Article 8 – exceptional circumstances

1. In exceptional circumstances, following complaints by a substantial number of e-voters about a fault in the e-voting system, and after consulting the Council of Members, the Board of Directors can decide to declare the voting/outcome invalid and/or suspend the implementation of a decision of the GMM, and convene a new GMM. A complaint can be made, for example, in the event of a fault in the e-voting system that lies within the control of BumaStemra (e.g., a large number of incorrect login details have been issued, the registration period was not long enough).
2. Any faults in the e-voting system that are beyond the control of BumaStemra (e.g., faults at the provider of BumaStemra or of individual e-voters) will not have any consequences for the voting/outcome.

Explanation of the e-voting registration procedure and e-voting rules

1. If you are a member with voting rights and are not able to attend the General Members' Meeting in person, but you would still like to vote, you can register for e-voting (remote voting).
2. You will receive a link so you can register for e-voting in the first invitation letter for the General Members' Meeting (GMM) six weeks before the GMM. This means that if you are not able to attend the meeting in person, you will still be able to cast your vote. For information about whether or not you have voting rights, you can contact the Customer Care department of BumaStemra via info@bumastemra.nl.
3. E-voting will only be used the subjects placed on the agenda for decision-making as stated in the second invitation letter (two weeks before the GMM).
4. You can register for e-voting via an online registration system. You will receive the link for this system in the first invitation letter for the General Members' Meeting (six weeks before the GMM).
5. You have to register for e-voting by no later than six working days before the GMM (not including weekends and public holidays).
6. After you have registered, you will receive a unique code so you can login to the system. This code will be sent to you via the e-mail address and/or mobile number given by you when you registered (for e-voting).
7. E-voting will take place on each subject within a timeframe set for each subject that has been announced beforehand.
8. E-voting will take place via your smartphone, your tablet, or your laptop, with an internet/wifi connection. You are personally responsible for the electronic device and the use of such (including the charging of the device).
9. After the voting on a subject has finished, the votes cast by e-voting and the votes cast at the meeting will be added together, and this will then be the outcome. The final outcome will then be announced to those present at the meeting and thereafter to the e-voters who have cast their votes remotely.

For the full conditions and provisions in relation to voting via e-voting, please see the E-voting Regulations.