

## Curriculum Vitae

This curriculum vitae is dated 1 January 2010.

### RESUME OF STEVEN R. SCHUIT

#### 1. Summary

##### Personal details:

Date of birth: 9 October 1942  
Married to Marjolaine Williams. One child(Solco).

##### Languages:

Dutch, native speaker  
English, fluent  
French and German, proficient

##### Office address:

c/o Allen & Overy  
Apolloolaan 15  
1077 AB Amsterdam  
The Netherlands

##### Current positions:

Professor International Commercial and Financial Law, Law Faculty, Utrecht University,  
Professor Corporate Governance and Responsibility, Strategy Center, Nyenrode Business University

Member of the Board of Directors of New World Resources N.V. (mining)

- Audit Committee
- Safety and Health Committee
- Real Estate Committee

Member Supervisory Board of Breevast B.V.

Member Supervisory Board of Amodo N.V.,

Member Supervisory Board of ZBG Finance N.V.,

Member of the Supervisory Board of Sahara B.V (j.v. of Belgacom sa/nv),

Chairman of the Board of Stichting Giving Back (charity),

Chairman of the Board of The Law Firm School

Member of the Curatorium of De Baak Management Center VNO-NCW,

Member of the Board of Grotius Academie,

Legal Counsel at Allen & Overy, Amsterdam office

##### Professional experience:

Steven Schuit was partner of Allen & Overy from 2000 to 2005. Previous to that he was a partner of Loeff Claeys Verbeke (from 1975). Resident partner of Loeff Claeys Verbeke in New York from 1980 to 1990. Concentration area; international mergers and acquisitions. Author of various publications on corporate law, privatisations, corporate governance and pension fund governance , "Mergers and Acquisitions in the Netherlands" and "Corporate Law and Practice in the Netherlands" and editor-in-chief of the treatise "Dutch Business Law".

Significant recent publications:

- "M&A in the Netherlands", Editor-in-Chief, Kluwer Law International, 1996, ISBN 90-41103198
- "Dutch Business Law", loose-leaf, Kluwer, 2005, ISBN 90-65449744
- Author of "Corporate Law and Practice in the Netherlands", Kluwer Law International, 2002, ISBN 90-411-1906
- "Pension Fund Governance", a report on good management in pension funds, by order of the Minister of Social Affairs, 2004
- "De rol van de commissaris bij naleving van wet- en regelgeving", Kluwer 2006, ISBN 90-811374-1-7
- "Tien wijze lessen bij overname contracten", Tijdschrift Contracteren, 2006/4
- "Onderneming en integriteit: De Bestuurder", Kluwer, Deventer, 2007, ISBN 97-890 13045 925;
- "Corporatism is a set back for Dutch corporate governance (the Agency costs are excessive)", in: Nyenrode about Corporate Governance, 2008.

## 2. Board Positions

1965 – 1968 Chairman of the Groningen University student body organizing student housing, medical care and sport facilities, resulting in a honorary medal, awarded in 1974

1971 – 1980 Active member of the Bar for Junior Lawyers (Jonge Balie) and the organisation of a national network and the annual conference

1975 – 1982 Member of the Supervisory Board of Cyanamid N.V.

1977 – 1979 Member of the Supervisory Board of Burroughs N.V.

1985 – 1993 Member of the Board of Directors of the Netherlands-US Chamber of Commerce

1988 - Co-founder and member of the Board of Directors of Stichting Grotius Academie

1993 – 1998 Member of the Board of Governors (Algemene Raad) of the Dutch National Bar (Nederlandse Orde van Advocaten)

2003 – 2004 Member of the Special Committee of the Dutch government to advise on commercial products of Dutch pension funds (Commissie Staatsen)

2004 – 2005 Special Commission to Professor Schuit by the Dutch Minister of Social Affairs to investigate the governance of the Dutch pension funds and to report on proposed courses of action; the report was presented on 6 September 2004

2002 – 2006 Member of the Board of De Baak Management Centrum VNO-NCW

2006 - 2010 Chairman of the Board of De Baak Management Centrum VNO-NCW

2005 - Directors' College, Stanford Law School

2006 - 2010 Chairman of the Board of Directors of De Baak Management Centrum VNO-NCW

2004 - 2007 Member of the Supervisory Board of Numico N.V., Chairman of its Governance Committee and member of its Audit Committee

2006 - Member of the Supervisory Board of Breevast B.V.

2006 - Member of the Supervisory Board of Amodo N.V.

2006 - Member of the Supervisory Board of ZBG finance N.V.

2006 - Chairman of Stichting Giving Back, a charity for talented underprivileged children (age 16 – 18), mainly from immigrant families

2007 - Member of the Board of Directors of Sahara B.V.

2007 - Member of the Board of Directors of New World Resources N.V., a major coal mining company in the Czech Republic and Poland. Listings in London, Prague and Warsaw

· Audit Committee

· Safety and Health Committee

· Real Estate Committee

2007 - Chairman of the Board The Law Firm School

## 3. Career as Practising Lawyer

Note: Under applicable professional rules, only mention will be made of matters, actions or positions that no longer require professional confidentiality.

### 3.1 Firm affiliations

1970 Internship at the European Commission in Brussels (Internal Markets) with extended stay to assist in the completion of a harmonisation proposal by the European Commission  
1971 Admitted to the Bar (beëdigd als advocaat)  
1971 – 1973 Groningen (Vos Seidel, Van der Minne)  
1973 – 1976 Rotterdam office of Loeff Fruin Boeles & Salomonson  
1976 – 1980 Amsterdam office of Loeff Van der Feltz & Voûte  
1976 Full equity partner of Loeff Van der Feltz & Voûte  
1980 – 1990 New York resident partner of Loeff & Van der Ploeg  
1990 – 2000 M&A practice Amsterdam office Loeff Claeys Verbeke  
2000 – 2005 Full equity partner Allen & Overy, Amsterdam office (Allen & Overy Amsterdam was formed in 2000 by approx. 40 Loeff partners joining Allen & Overy)  
1996 – 2006 Chair of the Corporate Law Group (werkgroep ondernemingsgroep)  
1978 – 2000 Many Loeff management positions, including oversight over foreign offices in Paris, Jakarta and New York  
2006 - Of Counsel, advising Allen & Overy clients and others on an ad-hoc basis and assisting Allen & Overy in educational matters

### 3.2 Specialisations

#### Environmental law

1973 – 1977 Representation of corporate clients, faced with strong demands from NGO's and governmental agencies with regard to various forms of pollution, mainly in the greater Rotterdam industrial area (Rijnmond), including Cyanamid, Oxyrane, Wilton Feijenoord, Air Liquide, and also elsewhere: Cacao de Zaan (Bussum; Zaanstreek), Aagrunol (Groningen), Wessanen (various locations), Cargill (Amsterdam, Bergen op Zoom, Rotterdam) and International Flavour and Fragrances (IFF) (Hilversum; Tilburg)  
This environmental law experience with strong links to administrative and public policy matters formed the basis for continued focus on cross links between corporate and public interests.

#### Mergers & Acquisitions

1975 – 1980 Principal Dutch legal outside advisor to Cyanamid N.V. in various corporate and contractual matters, in close cooperation with its US headquarters (Wayne, NJ)  
1976 – 1980 Principal Dutch legal outside advisor to Burroughs in various corporate and contractual matters, in close cooperation with its US headquarters (Chicago, IL.), including the sale and installation of major computer mainframes  
1976 – 1984 Negotiated and concluded major transactions in the US, Taiwan, Okinawa, Thailand, Indonesia, Guam, Saudi Arabia and Malaysia for several clients, including Friesland Foods, Unilever, Elsevier and ABN  
1978 – 1984 Principal legal advisor to the Dutch pension fund PGGM for its numerous real property transactions globally, including the Netherlands, Germany, France and in the US (Florida, Georgia, South Carolina, North Carolina)  
1976 – 1980/  
1990 – 2000 Principal Dutch legal advisor to Cargill, with various transactions in the Netherlands and Belgium  
1980 – 1990 Numerous M&A transactions for Dutch clients in the US and US clients in Europe  
1982 – 1986 Representing the Dutch major shipyard RSV (in bankruptcy) and its US subsidiaries (Metec, Inc.) in the continued exploration, the re-capitalisation and the eventual sale of its coal mining equipment, and terminating various contractual and corporate arrangements with RSV's US partners  
1982 – 1990 Various loan and financing documentations for ABN, New York office  
1982 – 1984 Major litigation and settlement in the Netherlands Antilles for Lebanese parties, involving Netherlands Antilles holding structures  
1984 – 1988 Single Dutch legal counsel to 40 US banks in claims against the Hunt brothers, foreclosing their collateral interests in various North Sea gas properties (Placid Oil), with weekly strategy meetings in Dallas and elsewhere and numerous negotiations with Dutch governmental instrumentalities  
1986 – 2002 Representing various US clients involved in the Netherlands Antilles corporate structures, including financing companies, offshore trading purposes, captive insurance purposes  
1988 – 1990 Representing Americana Hotels (Chicago, IL.) in the reorganisation of its hotels in the Netherlands Antilles; exit negotiations and massive legal interventions in Aruba

1991 – 1992 Elaborate negotiations representing KLM in its failed attempt for a merger with British Airways

1991 – 2006 Principal outside legal advisor to KPN

1992 Representation of Polygram in its divestiture by Philips N.V.

1992 – 1998 Principal legal counsel to Unisource N.V., a joint venture for all non-domestic telecom operations between PTT Telecom, Telia, Swisscom and Telefonica, including strong involvement in the governance of this highly complex pan-European joint venture; negotiations and corporate/contractual arrangements between the joint venture partners; negotiations and transactions between Unisource and various other parties, including AT&T in the US

1994 – 2003 Negotiations and transactions in Prague for a controlling interest of KPN in Czesky Telecom, subsequent negotiations with the Czech government, and the eventual exit of KPN. Numerous negotiations with governmental instrumentalities, banks and other telecom operators; strong involvement in strategy and governance matters

1994, 2004 IPO of KPN, with stock listings in Amsterdam, New York, London and Frankfurt

1995 Formation of complex joint venture between KPN Telecom, Schiphol Airport and KLM concerning the network infrastructure in the Schiphol area

1996 Negotiations and transactions for the unique merger between public legal entities concerning all forms of water (surface water, drinking water, waste water, public waterways and water protection) and the formation of Stichting Amsterdam Water

1996 – 1997 Principal legal advisor to KPN for the public offer on TNT Limited, negotiated and made in Sydney (NSW)

1997 – 1998 Carve-out of TNT (originally TPG N.V.) and IPO at Amsterdam and New York stock exchanges

1997 – 2006 Principal outside legal advisor to TNT

1998 – 1999 Representing all four utilities in the merger for the formation of Nuon N.V.; strong involvement in the governance and in the regulatory strategies; ample negotiations with over 140 provincial and municipal shareholders of the four merging parties; negotiations with major customers; negotiations with various governmental instrumentalities

1998 – 2003 Principal legal advisor to Epon N.V. (electricity generator) and subsequent sale of Epon to Electrabel N.V.; strong involvement in the privatisation issues which required extensive negotiations with the Dutch government for compensation payments (bakstenen)

1998 – 2003 Formation of KPN Qwest N.V. and its IPO in the Netherlands; principal legal advisor to KPN Qwest, with strong involvement in government and strategy matters; negotiations between the shareholders and third parties; strong involvement in the roll-out of the fibre network

1998 – 2005 Principal outside legal advisor to Nuon N.V.

1999 Representing Van Leer N.V. in its sale by the Van Leer Foundation and the subsequent de-listing of Van Leer N.V.

1999 – 2000 Negotiations and transaction with BellSouth in Atlanta, GA for the acquisition by KPN Mobile of E-Plus

1999 – 2005 Representing Pinault-Printemps-Redoute (against LVMH) in its successful attempt to acquire Gucci, with four court investigations (Ondernemingskamer) and two cases before the Supreme Court; lengthy negotiations and strong involvement in the legal strategy

2000 Carve-out of KPN Telecom N.V. from KPN

2000 Negotiations and transaction in Jakarta for the exit of the Indonesian minority partners of KPN Telecom in its Indonesian joint venture

2000 Negotiations and transaction in London for the merger between British Steel and Hoogovens, for the formation of Corus

2000 – 2001 Negotiations in France for the failed attempt for a merger between KPN and France Telecom

2000 – 2001 Negotiations in Spain for the failed attempt for a merger between KPN and Telefonica

2000 – 2001 Negotiations and transaction in Italy for the sale of Van Melle to Perfetti

2001 Negotiations and transaction in Hong Kong for the joint venture between KPN Mobile and Hutchison Whampoa

2003 Negotiations in Italy for the failed attempt for a joint venture between KPN Mobile and Telecom Italia

2003 Negotiations in Belgium for the failed attempt for a merger between KPN and Belgacom

2003 – 2004 Representing ABN Amro in the sale of Leaseplan N.V.

2003 – 2007 Representing TNT in major investigations by tax authorities in the UK, US, Australia and Hong Kong, with several major investigations involving the SEC and the AEX

2004 IPO of KPN, with stock listings in Amsterdam, New York, London and Frankfurt

2004 Chairman of the arbitration panel for the determination of the terms for the buy-out of minority shareholders in Noordelijke Dagblad Combinatie  
2004 – 2005 Negotiating a transaction for TNT in Shanghai  
2005 – 2006 Representing BCD (J. Fentener van Vlissingen) in negotiating and in the formation of the second largest business travel organisation globally  
2006 Representing Friesland Foods in negotiations and transactions in Indonesia and Singapore for the buy-out of local partners  
2007 Formation of Water International by Amsterdam Water  
Privatisations (for the transactions: see above under Mergers & Acquisitions)  
1991 – 2001 founder and chief editor of the Privatisation Journal (Tijdschrift Privatisering)  
1992 KPN  
1992 – 2000 Assisting various local public entities providing public transportation and managing waste incineration and destruction disposal  
1995 Assisting KPN and its participation Czesky Telecom in the privatisation of this participation  
1996 Amsterdam Water  
1998 – 2006 Nuon  
1999 Epon

#### 4. Academic Positions

1966 – 1969 Member of the Board of Editors of the national student law journal *Ars Aequi*; editor in charge of special issues concerning  
(i) *Algemene Rechtsleer*; and  
(ii) *Jurimetrie*  
1967 – 1969 Student assistant of Professor Cluysenaer at the Groningen Law Faculty  
1968 – 1973 Chairman of the Werkgroep *Algemene Rechtsleer*, a national study group concerning legal philosophy (Ter Heide, Esser, Glastra van Loon, W. Friedmann, Langemeijer)  
1971 – 1973 Member of the Special Committee of the National Bar (Nederlandse Orde van Advocaten) to advise on mandatory legal education for practicing lawyers (Commissie De Brauw)  
1972 – 1976 Founder of the first post-academic legal education (PAO) at the Erasmus University, Rotterdam (with Professor Christiaanse and W. le Rûtte)  
1990 – 1996 Member of the Advisory Board for post-academic legal education at the Free University, Amsterdam  
1993 – 2005 Program Director for corporate law of Pallas (fulltime post-graduate study for lawyers) at Nijmegen – Erasmus program  
1994 Lecturer on corporate law aspects in the post-graduate education of Grotius Academy in the special course concerning environmental law-  
1996 Mergers & Acquisitions course at INSEAD, Fontainebleau  
1999 - Part-time professor of International Commercial and Financial Law at the faculty of law, Utrecht University; a course for the Masters program for approx. 70 students annually in 10 inter-active lectures of 3 hours each; students are required to submit 5 papers; supervision of numerous theses  
2003 - Program Director of the course on Mergers & Acquisitions by Grotius Academy for legal post-graduates  
2005 - Program Director of the Masters program at Utrecht University for International Commercial Law Practice; this Masters program is currently being followed by approx. 50 students  
2007 - Chairman of the Board of Directors of The Law Firm School, an academic program supported by the law faculty of Utrecht University and the law faculty of the Radboud University of Nijmegen for approx. 250 associates of the international law firms in the Netherlands

#### 5. Publications

1967 *Algemene Rechtsleer*, a special of *Ars Aequi* (*Ars Aequi*, the national student law journal)  
1969 *Jurimetrie*, a survey of the various uses that in the practice of law can be made of computers (*Ars Aequi*, the national student law journal)  
1971 - Various articles, presentations and lectures concerning corporate law, corporate governance and privatisation  
1976 *Dutch Business Law* (bound volume, first edition), Kluwer, Deventer  
1984 *Dutch Business Law* (bound volume, second edition), Kluwer, Deventer  
1996 *Mergers & Acquisitions in the Netherlands* (co-author), Kluwer Law International

1996 Dutch Business Law (loose leaf), as the editor in chief and as the author of the chapters concerning Corporate Law and Mergers & Acquisitions, Kluwer, Deventer  
2002 Corporate law and practice in the Netherlands, Kluwer Law International  
2004 Pension Fund Governance, a report on good management in pension funds, by order of the Minister of Social Affairs  
2006 De rol van de commissaris bij naleving van wet- en regelgeving, Kluwer, Deventer  
2006 Tien wijze lessen bij overname contracten, Tijdschrift Contracteren  
2007 Onderneming en integriteit: De Bestuurder, Kluwer, Deventer  
2008 Corporatism is a set back for Dutch corporate governance (the Agency costs are excessive), in: Nyenrode about Corporate Governance