

CODE OF CONDUCT FOR COMMISSIONERS

ANNEX 1 – DECLARATION OF INTERESTS

Full name:

Neelie KROES, July 19 1941, Rotterdam, The Netherlands

I. OUTSIDE ACTIVITIES

I.1. Posts in foundations or similar bodies

I.1.1 Posts held over the last 10 years

National (The Netherlands):

- World Cancer Research Fund Netherlands

Member Governing Board

16.12.2003 until 01.09.2004

World Cancer Research Fund Netherlands is a foundation which promotes and supports worldwide scientific research into cancer-prevention, located in Amsterdam, being part of World Cancer Research International

- Advisory Council on International Affairs (AIV)

01.01.1998 – 01.01.2002

Member of Advisory Board

The AIV is an advisory body for the Dutch government and parliament. In particular its reports address the policy of the Minister of Foreign Affairs, the Minister of Defence, the Minister of Development Cooperation and the State Secretary of Foreign Affairs with respect to human rights, peace and security, development cooperation and European integration.

- Delta Psychiatric hospital

19.09.1994 – 01.09.2004

Chairman of the Governing Board

The Delta Psychiatric hospital, located in Portugaal, is a healthcare-institute (foundation), treating psychiatric patients.

- Dutch Aviation Platform (NLO)

01.10.2003 – 01.09.2004

Chairman

The NLO is a platform that is dedicated to availability of aviation in the Netherlands. In the NLO users and providers of aviation are united.

- Bezinningsgroep Water

16.05.2000 – 01.04.2003

Chairman

Civil society think-tank on issues of water management.

- Kunsthal
1991 – 15.12.2000
Chairman of Governing Board
De Kunsthal is a museum (foundation), without possessing a private collection, located in Rotterdam. It serves as a museum with artistic exhibitions and cultural manifestations.
- TBS Mental Hospital De Kijvelanden
19.09.1994 – 01.04.2003
Chairman of Governing Board
De Kijvelanden is a (medical) correctional facility, in Portugaal, connected to the ministry of Justice. It provides psychiatric and psychological monitoring and care for those who have been convicted in accordance with the provisions of Dutch criminal law.
- Rembrandt House Foundation
12.02.2001 – 01.09.2004
Chairman of Governing Board
The Rembrandt House, the original residence and studio of Rembrandt, is a museum which exhibits Rembrandt's work in the widest form. The foundation supervises the exploitation of the Rembrandt House, a cultural institute in Amsterdam.
- NSK B.V.
1991 – 10.09.2004
Chairman
NSK was a private company, in which Ms Kroes was the only shareholder. It was in charge of financial and administrative management of Ms Kroes' business activities and overlooking private investments.
- Overlegorgaan Waterbeheer en Noordzee angelegenheden
01.11.2001 – 04.09.2004
Chairman of Governing Board
The 'overlegorgaan Waterbeheer en Noordzee aangelegenheden' is an advisory body for the Dutch government and parliament. In particular its reports address the policy of the minister of Transport, Public Works and Telecommunication and the minister of Environment on issues regarding water and North Sea policy.
- Foundation International Human Resources Development VNO/NCW
1997 – 01.09.2004
Member of Governing Board
VNO/NCW is the Dutch platform for entrepreneurs and employers, located in the Hague. The Foundation is focused on issues of International Human Resources management.
- Friends of the Nelson Mandela Children's Fund
1999 – 01.09.2004
Member of Governing Board
Charitable organisation aiming to address children's issues and relevant aid programmes in South Africa.

- Poets of all nations
1997 – 01.09.2004
Chairman of Governing Board
Organisation granting rewards/scholarships to help poets in countries where freedom of expression is under pressure. Including invitation-programs for Dutch universities and benefit-festivals.
- De Veerstichting
1998 – 03.2001
Member of the Governing Board
De Veerstichting is a charity foundation in the academic field. It aims to promote debate between the academic world and policymakers; this is implemented by the organisation of an annual congress.
- AH Vaste Klantenfonds
1992 – 21.01.2003
Member Supervisory board
The 'AH Vaste Klantenfonds' is a customer investment fund of Albert Heijn-supermarkets (Mutual closed end fund). It was established in 1992 to give AH supermarket customers the possibility to invest in the Albert Heijn-supermarket.
- Arcadia Bouwinfra /Heidemij/Grabowsky) B.V.
23.06.1993 – 01.07.2000
Advisor
Arcadis is a global service provider in the field of engineering, located in Arnhem. Ms Kroes was member of the supervisory board of Grabowsky (23.06.1993 – 01.12.1996). When Grabowsky was taken over by Arcadis (01.01.1997) she became advisor to Arcadis until 2000.
- Ballast Nedam NV
01.01.1990 – 01.09.2004
Member Supervisory board
Ballast Nedam is a construction company, located in Nieuwegein. Its activities include building, the entire construction process, project financing as well as maintenance and exploitation after completion.
- Córío NV
21.04.1994 – 01.09.2004
Member Supervisory Board
Corio (formerly VIB NV) is a real estate-/property investment company, located in Utrecht. It has a primary focus on property investment in retail.
- Fondel Finance BV
01.01.2002 – 01.01.2003
Member Supervisory Board
*Fondel Finance B.V. is a privately owned investment company, located in Rotterdam, to which also *ÄWOMY B.V.* is affiliated. The company has a focus on metal trading but also has involvement in other matters, such as international goods trading, shipping, retail and environmental services.*

- Lucent Technologies Netherlands BV
21.10.1999 – 01.09.2004
Lucent is a global service-provider in the field of communications, located in Hilversum.
- MeyerMonitor B.V.
01.01.2002 – 01.09.2004
Chairman Supervisory Board
MeyerMonitor, a consultancy firm for research and strategy, located in Amsterdam. It specializes in efficiency of organisations.
- NCM Holding NV
14.06.1995 – 19.12.2001
Member Supervisory Board
NCM was a credit-insurance-provider. NCM was taken over by Swiss Reinsurance Company in 1998.
- NIB Capital NV
01.01.1990 – 01.01.2002
Chairman Supervisory Board
NIB Capital is an independent merchant bank with a global distribution network, located in Den Haag. NIB used to be a government institution before it was taken over by the pension fund ABP-PGGM. She was respectively member of the Supervisory Board and Chairman of the Supervisory Board
- Nederlands Spoorwegen NV (Dutch railways)
01.07.2002 – 01.09.2004
Member Supervisory Board
Nederlands Spoorwegen is a transport provider in the railway sector, located in Utrecht.
- Royal P&O Nedlloyd NV
01.01.1991 – 01.09.2004
Member Supervisory Board
Royal Nedlloyd NV is an international logistics services provider, located in Rotterdam, specialising mainly in container logistics and global shipping. Nedlloyd also holds a 50% interest in Martinair, a charter airline.

Before the merger of P&O and Nedlloyd, Ms Kroes was member of the supervisory board of Nedlloyd, a global shipping line and international logistics provider in the Netherlands.
- New Skies Satellites NV
27.05.1999 – 01.09.2004
Member Supervisory Board
New Skies Satellites is a communications service provider, located in Den Haag. It owns and operates five geostationary communications satellites with global coverage.
- Port Support International B.V.
01.09.2000 – 15.04.2003
Chairman Supervisory Board
Port Support is a provider of shipping back-office-services for Ocean Carriers, located in Rotterdam.

- PriceWaterhouseCoopers B.V.

01.01.1994 – 01.01.2002

Member Advisory Board

PriceWaterhouseCoopers provides industry-focused assurances, tax and advisory services for public and private clients, located in Amsterdam. It primarily focused on four areas: corporate accountability; risk management; structuring and mergers and acquisitions; and performance and process improvement.

- Thales Netherlands Group B.V.

14.04.2003 – 01.09.2004

Member Supervisory Board

Thales Nederland is a provider of services and materials for supporting operational military missions, located in Hengelo.

- KLM Assurances

01.07.2004 – 01.09.2004

KLM Assurances is a foundation responsible for monitoring the KLM-Air France cooperation.

- Royal Trade Fir (Koninglijke Jaarbeurs) Holding

01.06.1999 – 01.06.2003

Member of Governing Board/non executive

Jaarbeurs is a organizer of fairs and public events, located in Utrecht. It focuses on event-organisations in the field of business and communications, in multimedia, and in entertainment.

International:

- MMO2 Plc

12.2001 – 01.09.2004

Non Executive Board Member

MMO2 is a provider of mobile communications services active in the UK, Germany and Ireland, located in London.

- Brambles Industries Ltd. Australia

16.11.1990 – 01.08.2001

Member Supervisory Board

Brambles is a global support services group, located in Sydney. The group's major businesses are CHEP, Cleanaway, Recall and Brambles Industrial Services

- Monitor Group Inc.

1998 – 01.01.2004

Advisor of the Board for European Commission The Monitor Group is a family of professional service firms active in the field of consultancy, located in London, United Kingdom.

- Prologis European Properties

01.09.1999 – 01.05.2002

Member Supervisory Board

- ProLogis International Inc.

01.05.2002 – 01.09.2004

Member Board of Trustees

ProLogis is a global provider of distribution facilities and services, located in Denver.

- Volvo Group AB

09.04.2003 – 01.09.2004

Member Supervisory Board

Volvo group is a global supplier of transport solutions and automotive products for commercial use. It is located in Göteborg.

- European Commission

Member of various ad hoc committees to the Commission

Member of various ad hoc committees to the Commission, including competitiveness group, group on transeuropean networks, group Transport 2000+.

I.1.2 Posts currently held

None

1.2. Posts held in educational institutions

I.2.1 Posts held over the last 10 years

- Nijenrode Business University

1991 – 2000

Director

Nijenrode is a University specialising in Business administration, located in Breukelen. In her capacity as (former) Director Ms Kroes held connected functions, including chairman of the Nijenrode fund until 01.01.2004 and the NYFER foundation.

I.2.2 Posts currently held

None

1.3. Former public offices

| | |
|-------------|--|
| 1982 – 1989 | Cabinet Minister of Transport, Public Works and Telecommunications |
| 1981 – 1982 | Member of Parliament |
| 1977 – 1981 | Deputy Minister of Public Works and Telecommunications |
| 1971 – 1977 | Member of Parliament |
| 1969 – 1971 | Member of the Rotterdam Municipal Council |

II. FINANCIAL INTERESTS

Shares

| Company | Number of shares | Total current value |
|----------------|-------------------------|----------------------------|
|----------------|-------------------------|----------------------------|

Other stock

| Company | Number of securities | Total current value |
|----------------|-----------------------------|----------------------------|
|----------------|-----------------------------|----------------------------|

| | | |
|------------------|------------|-----------|
| Bergsche Maas BV | 400 (100%) | € 1.1 min |
|------------------|------------|-----------|

(See Annex 1)

III. ASSETS

III.1 Real estate

Wassenaar, the Netherlands (private home)

III.2 Other property

None

IV. SPOUSE'S PROFESSIONAL ACTIVITY

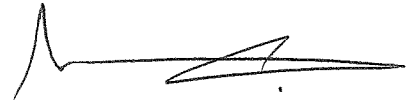
None.

I hereby declare that the information given above is correct.

Date:

- 6 JAN. 2010

Signature:

A handwritten signature in black ink, consisting of a series of connected, fluid strokes that form a stylized name or set of initials.

Annex 1:

Ms Kroes is the 100%-shareholder of a BV (a limited liability company according to Dutch law). The articles of association of this BV have been amended. The official authorities, including the Ministry of Justice, of the Netherlands approved this change. The sole purpose of Bergsche Maas BV is the passive investment of cash in order to fulfil the future pension payments to Ms Kroes.

Ms Kroes has established a so-called Foundation ('Stichting Administratiekantoor', hereinafter to be referred 'Stichting') with two independent members in the board, unknown to Ms Kroes. She transferred the legal ownership of the shares to the 'Stichting'. In exchange she received depository receipts ('certificaten van aandelen'). The voting rights (including the right to pay out a dividend) attached to the shares are in the possession of the 'Stichting'. The depository receipts reflect only the economic value of the shares. It is prohibited to convert these depository receipts into common shares during the period that she is a Commissioner in the European Commission.

This structure is commonly known under Dutch law and also used and approved by Dutch cabinet-ministers or deputy-ministers with business interests in the form of a substantial share in a BV. The structure is comparable with an irrevocable trust, governed by an independent trustee with discretionary powers under Anglo-Saxon law.

Ms Kroes resigned as a managing director of the BV. A new independent managing director of the BV has been appointed. As of September 1st, 2004, he has not received any salary from the BV.

As far as the cash of the pension-BV will be invested, the rules of the Code of Conduct will be fully respected. The BV will only invest money in certificates of investment funds (unit-trust) on basis of a discretionary mandate given to a bank.

As explained above, Ms Kroes is not entitled and will not take any decisions about the investments of the BV. The director (trustee) will passively follow the performance of the investments in unit-trusts.