

**HUNTER DOUGLAS N.V. – ESTABLISHED ON CURACAO, NETHERLANDS ANTILLES
PROPOSAL FOR AMENDMENT OF THE ARTICLES OF ASSOCIATION
TO THE ANNUAL GENERAL MEETING OF HOLDERS OF COMMON AND PREFERRED SHARES
OF
16 JUNE 2009 – 10.00 A.M.**

The amendment relates to article 12.

Explanation: Netherlands Antilles legislation provides that the articles of association may determine that a buy out is possible if at least 90% of the equity of a limited liability company (Naamloze Vennootschap) is held for one's own account by a shareholder or by two or more group companies. The company is of the opinion that, if it occurs that a shareholder or two group companies would hold at least 90% of the equity, a buy out should be possible.

Article 12 - Buy Out

<u>Present text</u>	<u>Proposed amendment</u>
The shareholder who for his own account holds shares that represent at least ninety five per cent (95%) of the equity of the company, can institute a claim against the joint remaining shareholders to transfer their shares to the claimant. This also applies to two or more subsidiaries who jointly own the required number of shares and jointly institute a claim to transfer to one of them.	The shareholder who for his own account holds shares that represent at least ninety per cent (90%) of the equity of the company, can institute a claim against the joint remaining shareholders to transfer their shares to the claimant. This also applies to two or more subsidiaries who jointly own the required number of shares and jointly institute a claim to transfer to one of them.