

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/03/2009

CONVEYING PARTY DATA

Name	Execution Date
De Ruiters Seeds B.V.	09/02/2009
De Ruiters Seeds R&D B.V.	09/02/2009
De Ruiters Seeds Production B.V.	09/02/2009
Stagros Amsterdam B.V.	09/02/2009

RECEIVING PARTY DATA

Name:	Monsanto Invest N.V.
Street Address:	Handelsweg 53 N
City:	Amstelveen
State/Country:	NETHERLANDS
Postal Code:	1181 ZA

PROPERTY NUMBERS Total: 1

Property Type	Number
Application Number:	12256992

CORRESPONDENCE DATA

Fax Number: (617)720-9601
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: jiwani@bannerwitcoff.com
 Correspondent Name: John P. Iwanicki
 Address Line 1: 28 State Street
 Address Line 2: Suite 1800
 Address Line 4: Boston, MASSACHUSETTS 02109

ATTORNEY DOCKET NUMBER:	05032-00180
NAME OF SUBMITTER:	John P. Iwanicki

CH \$40.00 12256992

Total Attachments: 24

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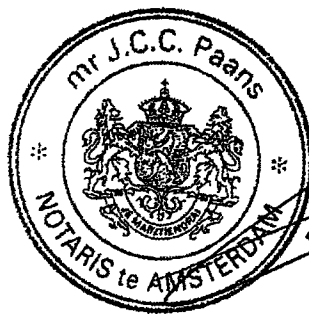


The undersigned:

Johannes Cornelis Christiaan Paans, a civil-law notary in Amsterdam, the Netherlands, declares that the attached document is a fair English translation of the deed of legal merger between **Monsanto Invest N.V.**, as the Acquiring Company and **De Ruiter Seeds B.V.**, as the Company Ceasing to Exist 1 and **De Ruiter Seeds R&D B.V.**, as Company Ceasing to Exist 2 and **De Ruiter Seeds Production B.V.**, as Company Ceasing to Exist 3 and **Stagros Amsterdam B.V.**, as Company Ceasing to Exist 4, executed on September 2, 2009. The legal merger became effective as of September 3, 2009.

In this translation an attempt has been made to be as literal as possible without jeopardizing the overall continuity. Inevitably, differences may occur in translation, and if so the Dutch text will govern by law.

Amsterdam, the Netherlands, September 8, 2009.



A handwritten signature in black ink, consisting of several loops and a long horizontal stroke, is written over the notary seal.

Monsanto Invest N.V. (Acquiring Company)
and
De Ruiter Seeds B.V. (Company Ceasing to Exist 1)
and
De Ruiter Seeds R&D B.V. (Company Ceasing to Exist 2)
and
De Ruiter Seeds Production B.V. (Company Ceasing to Exist 3)
and
Stagros Amsterdam B.V. (Company Ceasing to Exist 4)

Deed of legal merger

CERTIFIED COPY of a notarial deed of legal merger between Monsanto Invest N.V., as Acquiring Company and De Ruiter Seeds B.V., as Company Ceasing To Exist 1 and De Ruiter Seeds R&D B.V., as Company Ceasing to Exist 2 and De Ruiter Seeds Production B.V., as Company Ceasing to Exist 3 and Stagros Amsterdam B.V., as Company Ceasing to Exist 4, executed on September 2, 2009 before J.C.C. Paans, a civil-law notary in Amsterdam, the Netherlands. The legal merger became effective as of September 3, 2009.

DEED OF MERGER

On this day, the second day of September two thousand and nine, appeared before me, Johannes Cornelis Christiaan Paans, a civil-law notary in Amsterdam, hereinafter referred to as: "notary":

Gillis Rogier Kempe, born in Woerden on the ninth day of April nineteen hundred and eighty-one, for the purpose hereof electing as his domicile the office of the notary (1082 MD Amsterdam, Claude Debussylaan 54),

here acting upon written powers of attorney, granted by:

1. **Monsanto Invest N.V.**, a public company, having its statutory seat in Maarssen and its office address at Handelsweg 53 N, 1181 ZA Amstelveen, registered with the Trade Register of the Chamber of Commerce for Amsterdam under file number: 30150114, hereinafter referred to as: the "Acquiring Company";
2. **De Ruiter Seeds B.V.**, a private company with limited liability, having its statutory seat in Bergschenhoek and its office address at Leeuwenhoekweg 52, 2661 CZ Bergschenhoek, registered with the Trade Register of the Chamber of Commerce for Den Haag under file number: 24351219, hereinafter referred to as: the "Company Ceasing To Exist 1";
3. **De Ruiter Seeds R&D B.V.**, a private company with limited liability, having its statutory seat in Bergschenhoek and its office address at Leeuwenhoekweg 52, 2661 CZ Bergschenhoek, registered with the Trade Register of the Chamber of Commerce for Den Haag under file number: 24351228, hereinafter referred to as: the "Company Ceasing To Exist 2";
4. **De Ruiter Seeds Production B.V.**, a private company with limited liability, having its statutory seat in Bergschenhoek and its office address at Leeuwenhoekweg 52, 2661 CZ Bergschenhoek, registered with the Trade Register of the Chamber of Commerce for Den Haag under file number: 24351221, hereinafter referred to as: the "Company Ceasing To Exist 3"; and

5. **Stagros Amsterdam B.V.**, a private company with limited liability, having its statutory seat in Amsterdam and its office address at Leeuwenhoekweg 52, 2661 CZ Bergschenhoek, registered with the Trade Register of the Chamber of Commerce for Den Haag under file number: 33181133, hereinafter referred to as: the "Company Ceasing To Exist 4",
Company Ceasing To Exist 1, Company Ceasing to Exist 2, Company Ceasing to Exist 3 and Company Ceasing To Exist 4, hereinafter jointly referred to as: the "Companies Ceasing To Exist".

The appearing person, acting as aforementioned, declared:

A. FACTS

1. The Acquiring Company and the Companies Ceasing To Exist - hereinafter also jointly referred to as: "Companies"- intend by executing this deed to conclude to a legal merger as defined in Title 7 of Book 2 of the Dutch Civil Code, as a result of which the Acquiring Company will under a universal title, acquire the entire capital (including, without limitation, all industrial and intellectual property around the world) of the Companies Ceasing To Exist and the Companies Ceasing To Exist will cease to exist.
2. The Acquiring Company holds all of the currently issued shares in the Companies Ceasing To Exist.
3. Neither of the Companies has been dissolved, declared bankrupt or granted a moratorium of payments.
4. The financial year of the Companies runs from the first day of September up to and including the thirty-first day of August of the following year. The most recently adopted annual accounts of the Acquiring Company were drawn up as of the thirty-first day of August two thousand and seven and were adopted by the general meeting of shareholders on the twentieth day of July two thousand and nine. The most recently adopted annual accounts of the Company Ceasing To Exist 1, Company Ceasing To Exist 2 and Company Ceasing To Exist 3 were drawn up as of the thirty-first day of December two thousand and seven and have been adopted by the general meeting of shareholders on the twentieth day of May two thousand and eight. The most recently adopted annual accounts of each of the Company Ceasing To Exist 4 were drawn up as of the thirty-first day of December two thousand and

seven and have been adopted by the general meetings of shareholders on the twenty-fifth day of March two thousand and eight.

An interim statement of assets and liabilities of each of the Companies was drawn up on the thirty-first day of May two thousand and nine.

5. The Acquiring Company's first annual accounts after the merger, in which the financial accounts of the Companies Ceasing To Exist have been included, will relate to the financial year which commenced on the first day of September two thousand and nine.
6. There are no persons who, in a capacity other than shareholder, have special rights towards the Companies Ceasing To Exist as referred to in article 2:312, paragraph 2(c), of the Dutch Civil Code.
7. All shares in the Acquiring Company and the Companies Ceasing To Exist have been fully paid and these shares have not been encumbered with any usufruct or pledge. No depositary receipts for shares have been issued with the co-operation of the Acquiring Company or the Companies Ceasing To Exist.
8. The Companies have not instituted a Supervisory Board.

B. PREPARATION

1. The Management Boards of the Companies have drawn up a merger proposal, as meant in article 2:312 of the Dutch Civil Code, and which merger proposal will hereinafter to be referred to as: "Merger Proposal". A copy of the Merger Proposal is attached to this deed.
2. Pursuant to article 2:314, paragraph 1 of the Dutch Civil Code, the Merger Proposal, together with the other documents mentioned in the aforementioned article, were filed with the Trade Register at the Chambers of Commerce for Amsterdam and Den Haag on the twenty-fourth day of July two thousand and nine, which filing appears from two (2) statements that are attached to this deed.
3. At the same time as the filing mentioned above under B.2., the Merger Proposal, the explanatory statements as defined in article 2:313 paragraph 1 of the Dutch Civil Code and the other documents mentioned in article 2:314 paragraph 2 of the Dutch Civil Code, were, pursuant to the latter article, filed at the registered offices of the Companies, where these documents will remain filed in favor of the persons mentioned in that article.

4. Pursuant to article 2:314, paragraph 3 of the Dutch Civil Code the filings mentioned above under B.2. and B.3. were given notice of on the twenty-fifth day of July two thousand and nine in Trouw (a Dutch daily newspaper). A copy of the aforementioned notice is attached to this deed.
5. The Merger Proposal was not changed after signing and the Management Boards of the Companies are not aware of any changes in the circumstances appearing after the Merger Proposal which are material with regards to the information set forth in the Merger Proposal or in the explanatory statement.
6. With the District Courts of Utrecht, Rotterdam and Amsterdam, no creditors of the Companies have opposed to the merger by filing a petition as defined in article 2:316 of the Dutch Civil Code, appearing from three (3) statements of non-petition that are attached to this deed.
7. Today, the general meetings of shareholders of each of the Companies have resolved to effect a legal merger in conformity with the Merger Proposal. The notarized minutes of those five (5) meetings were drawn up and executed before the notary today.

C. MERGER

1. The Companies hereby conclude to a legal merger, as defined in Title 7 of Book 2 of the Dutch Civil Code, as a result of which the Acquiring Company will under universal title, acquire the entire capital of the Companies Ceasing To Exist, and the Companies Ceasing To Exist will cease to exist.
2. With regards to the merger, the Companies state the following:
 - a. The merger becomes effective on the day following the day of the execution of this deed of merger.
 - b. In connection with this merger, the Articles of Association of the Acquiring Company will be amended.
 - c. There are no persons who have special rights towards the Companies Ceasing To Exist as referred to in article 2:320, paragraph 1, Dutch Civil Code and thus, no rights will be allocated as referred to in article 2:312, paragraph 2(c), Dutch Civil Code.
 - d. In connection with the merger, no benefits will be conferred upon the Managing Directors of the Companies or upon any other persons involved

therein.

- e. In connection with the merger the composition of the Management Board of the Acquiring Company will not be changed.
- f. The financial data of the Companies Ceasing To Exist will be accounted for in the annual accounts of the Acquiring Company as of the first day of September two thousand and nine.
- g. As a result of the merger, the shares in the Companies Ceasing To Exist will be canceled pursuant to article 2:325, paragraph 4, Dutch Civil Code. No shares in the Acquiring Company will be redeemed or issued.
- h. The activities of the Companies Ceasing To Exist will be continued by the Acquiring Company.
- i. The merger will have no negative effect on the amount of goodwill and the distributable reserves of the Acquiring Company.
- j. By virtue of article 2:318, paragraph 2, of the Dutch Civil Code, the notary will at the end of this deed release an opinion stating that all requirements prescribed by Title 7 of Book 2 of the Dutch Civil Code and the Articles of Association of the merging Companies for the completion of this merger, have been complied with.
- k. The Acquiring Company will, within eight days after the execution of this deed of merger, ensure the registration of the merger by filing a certified copy of this deed and the legal opinion of the notary, with the Trade Register of the Chambers of Commerce in Amsterdam and Den Haag and with its registered office.
- l. Within one month after the execution of this deed of merger, the Acquiring Company will notify the keepers of domestic and foreign public registers in which any devolution of rights or the merger may be registered.

D. TRANSFER TAX

With respect to the real property of the Company Ceasing To Exist 4, the Acquiring Company appeals to the dispensation of the transfer tax of article 15 section 1 letter h law on the taxes on legal transactions juncto article 5b an order implementing law on the taxes on legal transactions, since the Acquiring Company and the Company Ceasing To Exist 4 belong to the same group and it concerns an internal reorganization.

Therefore, no transfer tax is due regarding the real property that the Acquiring Company acquires as a consequence of this merger.

The existence of the powers of attorney to the appearing person appears from five (5) private instruments to be attached to this deed.

The appearing person is known to me, notary.

WITNESSETH THIS DEED,

the original of which was drawn up and executed in Amsterdam on the date stated in the first paragraph of this deed. The substance of this deed was stated and clarified to the appearing person. The appearing person declared that he had taken note of the content of this deed timely before its execution, agreed to its content and did not require a full reading of this deed. Subsequently, after limited reading in accordance with the law, this deed was signed by the appearing person and me, notary.

The undersigned,

Johannes Cornelis Christiaan Paans, a civil law notary in Amsterdam, the Netherlands,

herewith certifies:

pursuant to article 2:318, paragraph 2, Dutch Civil Code, that he has satisfied himself that the procedural requirements for the resolutions, required by Title 7 of Book 2 of the Dutch Civil Code and under the Articles of Association of the Companies for affecting the merger, were duly observed and that the further requirements of Title 7 of Book 2 of the Dutch Civil Code and of the Articles of Association of the Companies have been performed.

Signed in Amsterdam, the second day of September two thousand and nine.

FUSIEVOORSTEL

De ondergetekenden:

1. **Monsanto Invest N.V.**, een naamloze vennootschap, statutair gevestigd te Maarssen en kantoorhoudende te Handelsweg 53 N, 1181 ZA Amstelveen, ingeschreven in het Handelsregister van de Kamer van Koophandel voor Amsterdam onder nummer: 30150114, hierna te noemen: “**Verkrijgende Vennootschap**”;
2. **De Ruiter Seeds B.V.**, een besloten vennootschap met beperkte aansprakelijkheid, statutair gevestigd te Bergschenhoek en kantoorhoudende te Leeuwenhoekweg 52, 2661 CZ Bergschenhoek, ingeschreven in het Handelsregister van de Kamer van Koophandel voor Den Haag onder nummer: 24351219, hierna te noemen: “**Verdwijnende Vennootschap 1**”;
3. **De Ruiter Seeds R&D B.V.**, een besloten vennootschap met beperkte aansprakelijkheid, statutair gevestigd te Bergschenhoek en kantoorhoudende te Leeuwenhoekweg 52, 2661 CZ Bergschenhoek, ingeschreven in het

MERGER PROPOSAL

The undersigned:

1. **Monsanto Invest N.V.**, a public company, having its statutory seat in Maarssen and its office address at Handelsweg 53 N, 1181 ZA Amstelveen, registered with the Trade Register of the Chamber of Commerce for Amsterdam under file number: 30150114, hereinafter referred to as: “**Acquiring Company**”;
2. **De Ruiter Seeds B.V.**, a private company with limited liability, having its statutory seat in Bergschenhoek and its office address at Leeuwenhoekweg 52, 2661 CZ Bergschenhoek, registered with the Trade Register of the Chamber of Commerce for Den Haag under file number: 24351219, hereinafter referred to as: “**Company Ceasing To Exist 1**”;
3. **De Ruiter Seeds R&D B.V.**, a private company with limited liability, having its statutory seat in Bergschenhoek and its office address at Leeuwenhoekweg 52, 2661 CZ Bergschenhoek, registered with the Trade Register of the Chamber of

Handelsregister van de Kamer van
Koophandel voor Den Haag onder nummer:
24351228,
hierna te noemen: "**Verdwijnende
Vennootschap 2**";

Commerce for Den Haag under file
number: 24351228,
hereinafter referred to as: "**Company
Ceasing To Exist 2**";

4. **De Ruiter Seeds Production B.V.**, een
besloten vennootschap met beperkte
aansprakelijkheid, statutair gevestigd te
Bergschenhoek en kantoorhoudende te
Leeuwenhoekweg 52, 2661 CZ
Berschenhoek, ingeschreven in het
Handelsregister van de Kamer van
Koophandel voor Den Haag onder nummer:
24351221,
hierna te noemen: "**Verdwijnende
Vennootschap 3**"; en

4. **De Ruiter Seeds Production B.V.**, a
private company with limited liability,
having its statutory seat in Bergschenhoek
and its office address at Leeuwenhoekweg
52, 2661 CZ Bergschenhoek, registered
with the Trade Register of the Chamber of
Commerce for Den Haag under file
number: 24351221,
hereinafter referred to as: "**Company
Ceasing To Exist 3**"; and

5. **Stagros Amsterdam B.V.**, een besloten
vennootschap met beperkte
aansprakelijkheid, statutair gevestigd te
Amsterdam en kantoorhoudende te
Leeuwenhoekweg 52, 2661 CZ
Berschenhoek, ingeschreven in het
Handelsregister van de Kamer van
Koophandel voor Den Haag onder nummer:
33181133,
hierna te noemen: "**Verdwijnende
Vennootschap 4**".

5. **Stagros Amsterdam B.V.**, a private
company with limited liability, having its
statutory seat in Amsterdam and its office
address at Leeuwenhoekweg 52, 2661 CZ
Berschenhoek, registered with the Trade
Register of the Chamber of Commerce for
Den Haag under file number: 33181133,
hereinafter referred to as: "**Company
Ceasing To Exist 4**".

Verdwijnende Vennootschap 1,
Verdwijnende Vennootschap 2,
Verdwijnende Vennootschap 3 en
Verdwijnende Vennootschap 4, hierna

Company Ceasing To Exist 1, Company
Ceasing To Exist 2, Company Ceasing To
Exist 3 and Company Ceasing To Exist 4,
hereinafter jointly referred to as:

tezamen te noemen: “Verdwijnende Vennootschappen”,

“Companies Ceasing To Exist”,

in aanmerking nemende:

whereas:

1. De Verkrijgende Vennootschap en de Verdwijvende Vennootschappen, hierna gezamenlijk ook te noemen: “Vennootschappen”, zijn voornemens een juridische fusie - in de zin van Titel 7 Boek 2 van het Burgerlijk Wetboek - aan te gaan, ten gevolge waarvan de Verkrijgende Vennootschap het gehele vermogen van de Verdwijvende Vennootschappen onder algemene titel zal verkrijgen en de Verdwijvende Vennootschappen op zullen houden te bestaan.
 2. De Verkrijgende Vennootschap zal ten tijde van de fusie houder zijn van het gehele heden geplaatste kapitaal aan aandelen in de Verdwijvende Vennootschappen, zodat het bepaalde in artikel 2:333 lid 1 van het Burgerlijk Wetboek van toepassing is op de voorgestelde fusie.
 3. Geen van de Vennootschappen is ontbonden, in staat van faillissement verklaard of is surséance van betaling verleend.
 4. Het boekjaar van de Vennootschappen loopt van één september tot en met éénendertig augustus van het
1. The Acquiring Company and the Companies Ceasing To Exist, hereinafter jointly also referred to as: “Companies”, deem it advisable to enter into a legal merger -within the meaning of Title 7 Book 2 of the Dutch Civil Code - as a result of which the Acquiring Company will, under a universal title, acquire the entire capital of the Companies Ceasing To Exist, and the Companies Ceasing To Exist will cease to exist.
 2. The Acquiring Company will hold all of the currently issued shares in the capital of the Companies Ceasing To Exist as of the merger, therefore, the provisions set forth in article 2:333 paragraph 1 of the Dutch Civil Code will apply to the proposed merger.
 3. Neither of the Companies have been dissolved, have been declared bankrupt or have been granted a moratorium of payments.
 4. The financial year of the Companies runs from the first day of September up to and including the thirty-first day of August of

daaropvolgende jaar. De laatst vastgestelde jaarrekening van de Verkrijgende Vennootschap is opgemaakt per éénendertig augustus tweeduizend zeven en door de algemene vergadering van aandeelhouders vastgesteld op twintig juli tweeduizend negen. De laatst vastgestelde jaarrekening van de Verdwijnde Vennootschap 1, Verdwijnde Vennootschap 2 en Verdwijnde Vennootschap 3 is opgemaakt per éénendertig december tweeduizend zeven en door de algemene vergadering van aandeelhouders vastgesteld op twintig mei tweeduizend acht. De laatst vastgestelde jaarrekening van de Verdwijnde Vennootschap 4 is opgemaakt per éénendertig december tweeduizend zeven en door de algemene vergaderingen van aandeelhouders vastgesteld op vijftwintig maart tweeduizend acht.

Een tussentijdse vermogensopstelling van elk van de Vennootschappen is opgemaakt per éénendertig mei tweeduizend negen.

5. De eerste jaarrekening van de Verkrijgende Vennootschap na de fusie zal betrekking hebben op het boekjaar dat is aangevangen op één september tweeduizend acht.

the following year. The most recently adopted annual accounts of the Acquiring Company were drawn up as of the thirty-first day of August two thousand and seven and were adopted by the general meeting of shareholders on the twentieth day of July two thousand and nine. The most recently adopted annual accounts of the Company Ceasing To Exist 1, Company Ceasing To Exist 2 and Company Ceasing To Exist 3 were drawn up as of the thirty-first day of December two thousand and seven and have been adopted by the general meeting of shareholders on the twentieth day of May two thousand and eight. The most recently adopted annual accounts of each of the Company Ceasing To Exist 4 were drawn up as of the thirty-first day of December two thousand and seven and have been adopted by the general meetings of shareholders on the twenty-fifth day of March two thousand and eight.

An interim statement of assets and liabilities of each of the Companies was drawn up on the thirty-first day of May two thousand and nine.

5. The Acquiring Company's first annual accounts after the merger will relate to the financial year which commenced on the first day of September two thousand and eight.

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| <p>6. Er zijn geen personen die jegens de Verdwijnende Vennootschappen, anders dan als aandeelhouder, bijzondere rechten hebben als bedoeld in artikel 2:312 lid 2 onder c van het Burgerlijk Wetboek.</p> | <p>6. There are no persons who, in a capacity other than shareholder, have special rights towards the Companies Ceasing To Exist as referred to in article 2:312 paragraph 2(c) Dutch Civil Code.</p> |
| <p>7. Alle aandelen in de Vennootschappen zijn volgestort en er zijn geen certificaten van aandelen met medewerking van de Vennootschappen uitgegeven en op geen van de aandelen is een recht van vruchtgebruik of een pandrecht gevestigd.</p> | <p>7. All shares in the Companies have been fully-paid, no depositary receipts have been issued for those shares with the cooperation of the Companies, and the shares have not been encumbered with any usufruct or pledge.</p> |
| <p>8. De Vennootschappen hebben geen Raad van Commissarissen.</p> | <p>8. The Companies do not have a Supervisory Board.</p> |
| <p>9. De statuten van de Verdwijnende Vennootschap 4 maken melding van een goedkeuringsvereiste door de algemene vergadering van aandeelhouders; derhalve heeft de aandeelhouder van de Verdwijnende Vennootschap 4 goedkeuring verleend aan het onderhavige fusievoorstel. De statuten van de Verkrijgende Vennootschap en de Verdwijnende Vennootschappen 1, 2 en 3 maken geen melding van een goedkeuringsvereiste door de algemene vergadering van aandeelhouders.</p> | <p>9. The Articles of Association of the Company Ceasing To Exist 4 do stipulate a required approval by the general meeting of shareholders; as a result, the shareholder of the Company Ceasing To Exist 4 resolved to approve this merger proposal. The Articles of Association of the Acquiring Company and the Companies Ceasing To Exist 1,2 and 3 do not stipulate approval requirements by the general meeting of shareholders.</p> |
| <p>10. In de statuten van de Vennootschappen zijn geen bepalingen opgenomen omtrent goedkeuring van het besluit tot fusie, als bedoeld in artikel 2:312 lid 2 sub i van het</p> | <p>10. According to the articles of association of the Companies, approval, as mentioned in article 2:312 paragraph 2 sub i of the Dutch Civil Code is not required,</p> |

Burgerlijk Wetboek,

doen hierbij het navolgende fusievoorstel:

hereby make the following merger proposal:

Fusievoorstel

Merger-proposal

- A. 1. De Verkrijgende Vennootschap en de Verdwijnde Vennootschappen zullen met elkaar een juridische fusie - in de zin van Titel 7 Boek 2 van het Burgerlijk Wetboek - aangaan, waarbij de Verkrijgende Vennootschap het gehele vermogen van de Verdwijnde Vennootschappen onder algemene titel zal verkrijgen, en de Verdwijnde Vennootschappen zullen ophouden te bestaan.
2. De statuten van de Verkrijgende Vennootschap luiden thans conform de bijlage 1.
3. De statuten van de Verkrijgende Vennootschap zullen in verband met de voorgenomen fusie worden gewijzigd conform bijlage 2
4. Er zijn geen personen die bijzondere rechten jegens de Verdwijnde Vennootschappen hebben, als bedoeld in artikel 2:320 lid 1 Burgerlijk Wetboek, zodat er geen

- A. 1. The Acquiring Company and the Companies Ceasing To Exist will merge in accordance with Title 7 Book 2 Dutch Civil Code, as a result of which the Acquiring Company will acquire the entire equity of the Companies Ceasing To Exist under a universal title, and thereafter the Companies Ceasing To Exist will cease to exist.
2. The Acquiring Company's articles of association in their present form are attached hereto as appendix 1.
3. In connection with the proposed merger, the articles of association of the Acquiring Company will be amended in conformity with appendix 2.
4. There are no persons who have special rights towards the Companies Ceasing To Exist as referred to in article 2:320 paragraph 1 Dutch Civil Code and thus, no

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|----|---|----|---|
| | rechten als bedoeld in artikel 2:312 lid 2 letter c Burgerlijk Wetboek zijn of zullen worden toegekend. | | rights will be allocated as referred to in article 2:312 paragraph 2(c) Dutch Civil Code. |
| 5. | In verband met de fusie worden geen voordelen toegekend aan de bestuurders van een van de Vennootschappen of aan anderen die bij de fusie zijn betrokken. | 5. | In connection with the merger, no benefits will be conferred upon the Managing Directors of the Companies or upon any other persons involved therein. |
| 6. | Er zijn geen plannen om de samenstelling van het bestuur van de Verkrijgende Vennootschap in verband met de fusie te wijzigen. | 6. | There are no intentions to change the composition of the Board of Managing Directors of the Acquiring Company in connection with the merger. |
| 7. | Met ingang van één september tweeduizend negen zullen de financiële gegevens van de Verdwijnende Vennootschappen worden verantwoord in de jaarrekening van de Verkrijgende Vennootschap. | 7. | The financial data of the Companies Ceasing To Exist will be accounted for in the annual accounts of the Acquiring Company as of the first day of September two thousand and nine. |
| 8. | Als gevolg van de fusie zullen de aandelen in de Verdwijnende Vennootschappen – op grond van artikel 2:325 lid 4 Burgerlijk Wetboek - komen te vervallen, terwijl er geen aandelen in de Verkrijgende Vennootschap zullen worden ingetrokken, noch nog niet geplaatste aandelen in de | 8. | As a result of the merger, the shares in the Companies Ceasing To Exist will be cancelled pursuant to article 2:325 paragraph 4 Dutch Civil Code. With regard to the Acquiring Company, no shares will be redeemed or issued. |

Verkrijgende Vennootschap worden uitgegeven.

9. De Verkrijgende Vennootschap zal de werkzaamheden van de Verdwijvende Vennootschappen op dezelfde voet voortzetten.
10. De fusie zal geen negatieve invloed hebben op de grootte van de goodwill en de uitkeerbare reserves van de Verkrijgende Vennootschap.

Formaliteiten, procedure

- B.
1. Dit fusievoorstel wordt namens de Vennootschappen wat betreft de juridische, economische en sociale aspecten nader toegelicht.
 2. Het besluit tot fusie, welke voor zowel de Verkrijgende Vennootschap als de Verdwijvende Vennootschappen zal worden genomen bij besluit van de algemene vergadering van aandeelhouders, behoeft geen goedkeuring van enig orgaan van de Vennootschappen of van anderen, als bedoeld in artikel 2:312 lid 2 letter i Burgerlijk Wetboek.
 3. Dit fusievoorstel zal tezamen met de bijlagen, alsmede de overige in

9. The activities of the Companies Ceasing To Exist will be continued by the Acquiring Company in the same way.

10. The merger will have no negative effect on the extent of the goodwill and the distributable reserves of the Acquiring Company.

Formalities, procedure

- B.
1. As to the legal, economic and social aspects of the merger, this proposal will be explained in greater detail on behalf of the Companies.
 2. The decision to merge, which will be taken by means of a resolution adopted by the general meetings of shareholders of the Acquiring Company and the Companies Ceasing To Exist, does not require the approval of any company organ or other body as referred to in article 2:312 paragraph 2(i) Dutch Civil Code.
 3. This merger proposal and appendices, as well as the other

artikel 2:314 Burgerlijk Wetboek
genoemde stukken, worden
nedergelegd ten kantore van het
Handelsregister bij de Kamers van
Koophandel voor Amsterdam en Den
Haag.

Ten kantore van de Vennootschappen
zullen de stukken, alsmede de onder
B.1. bedoelde toelichting worden
nedergelegd.

Deze nederleggingen zullen voorts
worden aangekondigd in een
landelijk verspreid dagblad.

4. Indien er een schriftelijk advies of
opmerkingen als bedoeld in artikel
2:314 lid 4 Burgerlijk wetboek
worden ingediend, zullen deze tevens
ten kantore van de Vennootschappen
worden nedergelegd.

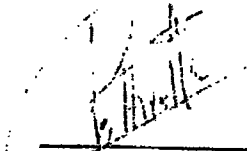
documents referred to in article
2:314 of the Dutch Civil Code, will
be deposited at the office of the
Trade Registers of the Chambers of
Commerce for Amsterdam and Den
Haag.

Said documents and the explanation
referred to in item B.1 of this
proposal will also be deposited for
inspection at the registered offices of
the Companies.

Notice of such deposits will be
given in a national daily newspaper.

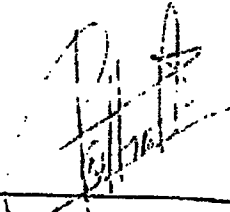
4. In case a written advice or
observations as meant in article
2:314 paragraph 4 of the Dutch Civil
Code have been submitted these will
also be deposited at the registered
offices of the Companies.

Aldus overeengekomen in meervoud
op 24 juli 2009.



Monsanto Invest N.V.
Door : M.H.P. Rottiers
Titel : directeur

Thus agreed in counterparts
on July 24, 2009.



Monsanto Invest N.V.
By : M.H.P. Rottiers
Title : Managing Director

Monsanto Invest N.V.
Door : G.B. Klaiber
Titel : directeur

Monsanto Invest N.V.
By : G.B. Klaiber
Title : Managing Director

De Ruiter Seeds B.V.
Door : De Ruiter Seeds Group B.V.
Titel : directeur
Door : G. Bernardotto
Titel : directeur

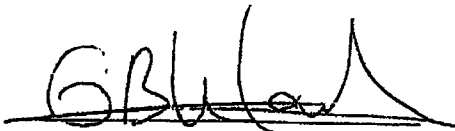
De Ruiter Seeds B.V.
By : De Ruiter Seeds Group B.V.
Title : Managing Director
By : G. Bernardotto
Title : Managing Director

Aldus overeengekomen in meervoud
op ____ juli 2009.

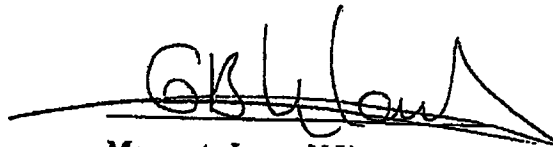
Thus agreed in counterparts
on July ____, 2009.

Monsanto Invest N.V.
Door : M.H.P. Rottiers
Titel : directeur

Monsanto Invest N.V.
By : M.H.P. Rottiers
Title : Managing Director



Monsanto Invest N.V.
Door : G.B. Klaiber
Titel : directeur



Monsanto Invest N.V.
By : G.B. Klaiber
Title : Managing Director

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Door : G. Bernardotto
Titel : directeur

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Title : Managing Director
By : G. Bernardotto
Title : Managing Director

Aldus overeengekomen in meervoud
op ____ juli 2009.

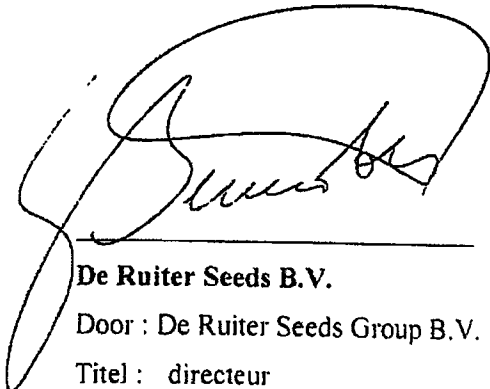
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Monsanto Invest N.V.
Door : M.H.P. Rottiers
Titel : directeur

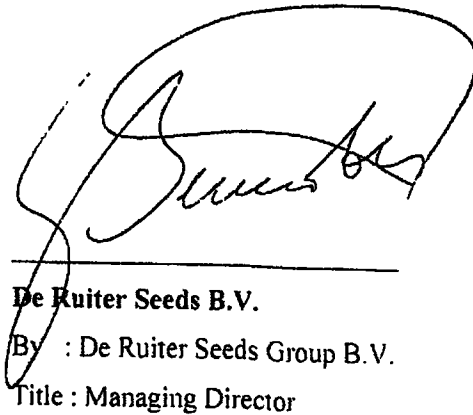
Monsanto Invest N.V.
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Title : Managing Director

Monsanto Invest N.V.
Door : G.B. Klaiber
Titel : directeur

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Title : Managing Director



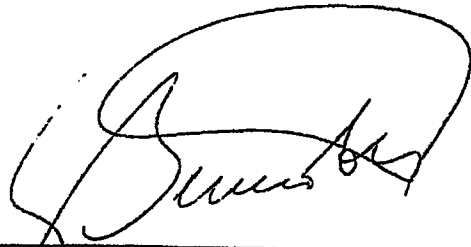
De Ruiters Seeds B.V.
Door : De Ruiters Seeds Group B.V.
Titel : directeur



De Ruiters Seeds B.V.
By : De Ruiters Seeds Group B.V.
Title : Managing Director

Door : G. Bernardotto
Titel : directeur

By : G. Bernardotto
Title : Managing Director



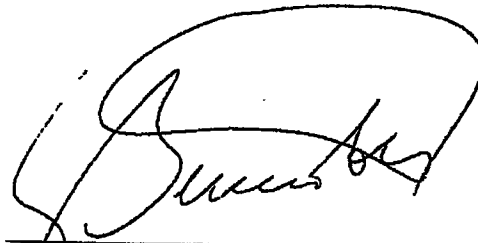
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Door : De Ruiter Seeds Group B.V.

Titel : directeur

Door : G. Bernardotto

Titel : directeur



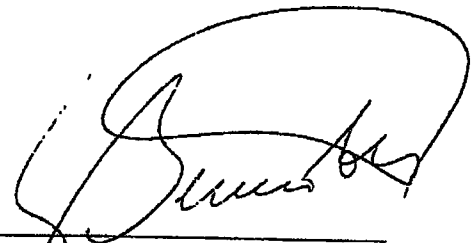
De Ruiter Seeds R&D B.V.

By : De Ruiter Seeds Group B.V.

Title : Managing Director

By : G. Bernardotto

Title : Managing Director



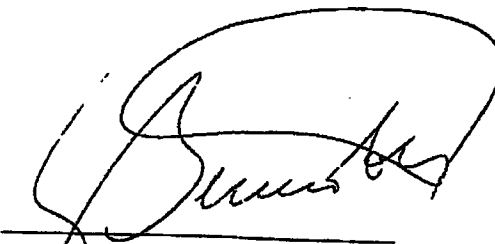
De Ruiter Seeds Production B.V.

Door : De Ruiter Seeds Group B.V.

Titel : directeur

Door : G. Bernardotto

Titel : directeur



De Ruiter Seeds Production B.V.

By : De Ruiter Seeds Group B.V.

Title : Managing Director

By : G. Bernardotto

Title : Managing Director

Stagros Amsterdam B.V.

Door : Monsanto Invest N.V.

Titel : directeur

Door : M.H.P. Rottiers

Titel : directeur

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By : Monsanto Invest N.V.

Title : Managing Director

By : M.H.P. Rottiers

Title : Managing Director

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Door : G. Bernardotto

Titel : directeur

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By : G. Bernardotto

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Door : De Ruiter Seeds Group B.V.

Titel : directeur

Door : G. Bernardotto

Titel : directeur


De Ruiter Seeds Production B.V.

By : De Ruiter Seeds Group B.V.

Title : Managing Director

By : G. Bernardotto

Title : Managing Director



Stagros Amsterdam B.V.

Door : Monsanto Invest N.V.

Titel : directeur

Door : M.H.P. Rottiers

Titel : directeur



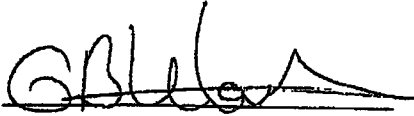
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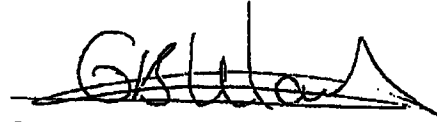
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Titel : directeur

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