

**AGENDA**  
of the 2009 Annual General Meeting of Shareholders of  
**CRUCELL N.V.** (the "Company")  
Friday 5 June 2009 at 2.00 p.m.  
Pieterskerk, Kloksteeg 16, 2311 SL Leiden

AGENDA:

1. Opening by the Chairman of the Supervisory Board.
2. Report of the Board of Management on the state of affairs and on the Annual Accounts for the financial year 2008 that ended 31 December 2008.
3.
  - a) Proposal to maintain the use of the English language for the Annual Accounts of the Company. (Resolution)
  - b) Proposal to adopt the Annual Accounts for the financial year 2008 that ended 31 December 2008. (Resolution)
4. Reservation and dividend policy.
5.
  - a) Proposal to grant release from liability to the members of the Board of Management for their management, insofar as the exercise of their duties is reflected in the financial reporting. (Resolution)
  - b) Proposal to grant release from liability to the members of the Supervisory Board for their supervision, insofar as the exercise of such duties is reflected in the financial reporting. (Resolution)
6. Proposal to reappoint Deloitte Accounts B.V. as the external auditor of the Company. (Resolution)
7.
  - a) Resignation of **Philip Satow** as member of the Supervisory Board in accordance with the rotation schedule and Article 24 paragraph 3 of the Articles of Association of the Company and proposal to grant discharge to him. (Resolution)
  - b) Resignation of **Arnold Hoevenaars** as member of the Supervisory Board in accordance with the rotation schedule and Article 24 paragraph 3 of the Articles of Association of the Company and proposal to grant discharge to him. (Resolution)
8.
  - a) Proposal to reappoint **Philip Satow** as member of the Supervisory Board as of today, such in accordance with the nomination drawn up by the Supervisory Board. (Resolution)

- b) Proposal to reappoint **Arnold Hoevenaars** as member of the Supervisory Board as of today, such in accordance with the nomination drawn up by the Supervisory Board. (Resolution)
  - c) Proposal to appoint **Floris Waller** as member of the Supervisory Board as of today, such in accordance with the nomination drawn up by the Supervisory Board. (Resolution)
9. Proposal to extent the authority of the Board of Management to repurchase shares in the Company's share capital for a period of 18 months (until 30 November 2010). (Resolution)
  10.
    - a) Proposal to extend the period in which the Board of Management is authorized to issue shares and to grant rights to subscribe for shares (until 30 November 2010). (Resolution)
    - b) Proposal to extend the period in which the Board of Management is authorized to limit or exclude pre-emptive rights when shares are issued (until 30 November 2010). (Resolution)
  11. Proposal to amend the Articles of Association of the Company in connection with new legislation following from the European Transparency Directive (EC Directive 2007/36) and a legislative change with regard to capital maintenance requirements which came into effect on 11 June 2008 (Resolution).
  12. Questions.
  13. Closing.