

Invitation to attend an Extraordinary General Meeting of Shareholders of Crucell N.V. on 8 February 2011

An Extraordinary General Meeting of Shareholders (the **Meeting**) of Crucell N.V. (the **Company**) will be held on 8 February 2011 at 2.00 p.m. at Hotel Okura, Ferdinand Bolstraat 333, 1072 LH Amsterdam, the Netherlands.

The agenda for the Meeting is as follows:

1. **Opening of the meeting by the Chairman of the Supervisory Board**
2. **Discussion of the contemplated offer of Johnson & Johnson for all the outstanding shares in the capital of the Company and all aspects in connection therewith**
3. **Amendment of the Articles of Association**
 - a. Proposal to amend the articles of association of the Company with effect of the **Settlement Date**, being the date no later than the third business day after the date the Offer has been declared unconditional, under the condition precedent of the contemplated offer of Johnson & Johnson for all the outstanding shares in the capital of the Company (the **Offer**) being declared unconditional. (Resolution).
 - b. Proposal to authorise each member of the Board of Management of the Company and also each civil law notary, deputy civil law notary and notarial assistant of Allen & Overy LLP, each of them severally, with effect of the Settlement Date, under the condition precedent of the Offer being declared unconditional, to apply to the Dutch Ministry of Justice for the Statement of No Objections and to have the Deed of Amendment of the Articles of Association executed. (Resolution).
4. **Resignation Supervisory Board and discharge**

Resignation of Messrs. W.M. Burns, S.A. Davis, P. Satow, J.S.S. Shannon, G.R. Siber, F.F. Waller and C.-E. Wilhelmsson as members of the Supervisory Board and the proposal to grant discharge with effect of the Settlement Date, under the condition precedent of the Offer being declared unconditional. (Resolution).
5. **Appointment Supervisory Board**
 - a. proposal to appoint Mr. J.H.J. Peeters as member of the Supervisory Board with effect of the Settlement Date, under the condition precedent of the Offer being declared unconditional. (Resolution).

- b. proposal to appoint Mr. P. Stoffels as member of the Supervisory Board with effect of the Settlement Date, under the condition precedent of the Offer being declared unconditional. (Resolution).
- c. proposal to appoint Mr. T.J. Heyman as member of the Supervisory Board with effect of the Settlement Date, under the condition precedent of the Offer being declared unconditional. (Resolution).
- d. proposal to appoint Mr. J.J.U. Van Hoof as member of the Supervisory Board with effect of the Settlement Date, under the condition precedent of the Offer being declared unconditional. (Resolution).
- e. proposal to appoint Ms. J.V. Griffiths as member of the Supervisory Board with effect of the Settlement Date, under the condition precedent of the Offer being declared unconditional. (Resolution).
- f. proposal to appoint Mr. B.W. van Zijll Langhout as member of the Supervisory Board with effect of the Settlement Date, under the condition precedent of the Offer being declared unconditional. (Resolution).
- g. proposal to appoint Mr. P. Korte as member of the Supervisory Board with effect of the Settlement Date, under the condition precedent of the Offer being declared unconditional. (Resolution).
- h. proposal to appoint Mr. D.-J. Zweers as member of the Supervisory Board with effect of the Settlement Date, under the condition precedent of the Offer being declared unconditional. (Resolution).
- i. proposal to appoint Mr. J.C. Bot as member of the Supervisory Board with effect of the Settlement Date, under the condition precedent of the Offer being declared unconditional. (Resolution).

6. **Miscellaneous**

7. **Closing**

Other information:

As of today until the end of the Meeting, the agenda for the Meeting and the explanatory notes thereto as well as the shareholders circular, the personal details in relation to the members of the Supervisory Board to be appointed, the position of the works council of Crucell Holland B.V. in relation to item 5 of the agenda and a verbatim of the proposed amendment of the articles of association are available at the offices of the Company during office hours, as well as at ING Bank N.V. (**ING**), Bijlmerplein 888, 1102 MG Amsterdam, the Netherlands. The meeting

documents are available to shareholders at the Company free-of-charge, as well as at ING, telephone +31 20 563 6900, email: iss.pas.hbk@ing.nl. The meeting documents are also available on the website of the Company (www.crucell.com).

Only those shareholders who hold meeting rights and are registered as such by the Management Board in the relevant (sub)register at the close of trade at Euronext Amsterdam by NYSE Euronext on Tuesday 11 January 2011 (the **Record Date**) are entitled to attend the Meeting. For holders of ordinary shares in bearer form, the (sub)registers are administered by banks and brokers that are admitted institutions (*aangesloten instellingen*) with NECIGEF Nederland and indicate who is entitled to such shares at the Record Date.

Holders of ordinary shares in bearer form who wish to attend the Meeting can, as of the Record Date, file with ING a written statement from a bank or broker that is an admitted institution (*aangesloten instelling*) with NECIGEF Nederland, in which it is confirmed that (i) the holder is entitled to a certain amount of shares in bearer form that are part of its collective deposit (*verzameldepot*) of ordinary shares in the Company, and (ii) the holder is entitled to those shares at the Record Date. The statement must be filed with ING by the bank or broker that is an admitted institution (*aangesloten instelling*) with NECIGEF Nederland no later than on Thursday 3 February 2011.

All holders of registered shares and holders of a right of pledge or usufruct on registered shares to whom meeting rights accrue who wish to attend the Meeting must inform the Company of their intention to attend the Meeting in writing no later than on Thursday 3 February 2011. The notices of the intention to attend the Meeting are to be sent to the Company, Archimedesweg 4-6, 2333 CN Leiden, the Netherlands, to the attention of the General Counsel & Corporate Secretary or by email to m.immers@crucell.com.

Meeting rights can be exercised by an attorney. For this purpose a form is available at the Company free-of-charge, as well as at ING. Any written form must be received by the Company by post or per email at m.immers@crucell.com no later than on Thursday 3 February 2011.

Leiden, 8 December 2010
The Management Board
Crucell N.V.