

Minutes of the 2007  
General Meeting of Shareholders of  
**CRUCELL N.V.** (the Company or Crucell)  
Friday, June 1, 2007 at 2.00 p.m.  
At the Pieterskerk, Pieterskerkhof 1a, Leiden, the Netherlands

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Acting as Chairman of the meeting in accordance with the provisions in paragraph 1 of Article 38 of the Articles of Association of Crucell (the Articles of Association) is Mr. Jan Oosterveld, Chairman of the Supervisory Board. Representing Crucell and attending as nominees of the Management Board are Ronald Brus, President & Chief Executive Officer, Jaap Goudmit, Chief Scientific Officer and Leonard Kruimer, Chief Financial Officer. Also present are the members of the Management Committee, Messrs. René Beukema, General Counsel & Corporate Secretary, Kuno Sommer Chief Business Officer, Arthur Lahr Chief Strategic Officer & Executive Vice-President Sales and Business Development Björn Sjöstrand, Head of Vaccins and Simon Rothen Chief Operations Officer. Also present is Mr. Robert Jan Lijdsman, Civil-law notary of the firm Allen & Overy in Amsterdam and Pieter van der Goor, Deloitte Accountants

The other members of the Supervisory Board present are Messrs. Claes Wilhemsson, Seán Lance, Dominik Koechlin. Messrs Jürg Witmer, Claude Thomann and Phillip Satow are absent.

The agenda for the meeting is as follows:

**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 2006 ended 31 December 2006.
3. Corporate Governance.
4. a) Proposal to maintain the use of the English language for the Annual Accounts of the Company.  
b) Proposal to adopt the Annual Accounts for the financial year 2006 ended 31 December 2006.
5. Reservation and dividend policy.
6. 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.

- 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.
  - 7. Proposal to reappoint Deloitte Accountants B.V. as the external auditor of the Company.
  - 8. Proposal to extend authority to the Board of Management to repurchase shares in the Company's share capital for a period of 18 months.
  - 9. Resignation of Mr. Sean Lance as member of the Supervisory Board and the proposal to grant discharge to him and proposal to re-appoint Mr. Sean Lance as member of the Supervisory Board, such in accordance with the nomination drawn up by Supervisory Board.
  - 10. Resignation of Mr. Claes Wilhelmsson as member of the Supervisory Board and the proposal to grant discharge to him and proposal to re-appoint Mr. Claes Wilhelmsson as member of the Supervisory Board, such in accordance with the nomination drawn up by Supervisory Board.
  - 11. Resignation of Mr. Jürg Witmer as member of the Supervisory Board and the proposal to grant discharge to him.
  - 12. Resignation of Mr. Claude Thomann as member of the Supervisory Board and the proposal to grant discharge to him.
  - 13. Miscellaneous.
  - 14. Closing.
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**Agenda item 1:**  
**Opening by the Chairman of the Supervisory Board**

The Chairman opens the Meeting at 14.00 hours and welcomes those present to this Annual General Meeting of Shareholders of the Company.

The Chairman appoints Mr Robert Jan Lijdsman, Civil-law notary of the firm Allen & Overy, secretary for this Meeting.

The Chairman notes:

- 1. That the Meeting was convened by means of advertisements in the following newspapers: the Official List, the Financieele Dagblad, the Telegraaf and Berner Zeitung, Neue Zürcher Zeitung, Le Temps and der Bund, all on 14 May 2007. Thus, prior to the 15<sup>th</sup> day before the Meeting. And, that in accordance with statutory requirements, the agenda, the notes thereto and all the documents relating to the Meeting have been deposited and made available for the Shareholders;
- 2. That the Management Board adopted 25 May 2007 as the final date by which the Management Board must have been informed of the intention of the holders of registered shares and holders of a right of pledge or usufruct on registered shares to whom the voting rights accrue to attend this Meeting. The transfer agent in

- America has informed the Company that the proxy statement was sent to the holders of American Depositary Shares on 9 May 2007;
3. That 29 May 2007 was adopted as the deadline for submitting the statement concerning the deposit of bearer documents;
  4. That the right to attend the Meeting and exercise rights there accrues to the holder of a written proxy, provided the Management Board has received the written proxy no later than 25 May 2007.

The Chairman notes that all statutory requirements and requirements under the Articles of Association have been satisfied, so that valid resolutions can be adopted relating to all items on the agenda.

According to the attendance list, votes representing 23.287.121 shares may be cast at this Meeting.

**Agenda item 2:**

**Report of the Board of Management on the state of affairs and on the Annual Accounts for the financial year 2006 ended 31 December 2006.**

The Chairman gives the floor to Ronald Brus to present an overview of the current business situation and thereafter to Leon Kruimer for a presentation on the Annual Accounts for the financial year 2006 ended 31 December 2006. Thereafter he gives the floor to the audience to pose their questions. *(Secretary note: reference is made to the integral text of the meeting and audio webcast both posted on the company's web site).*

**Agenda item 3:**

**Corporate Governance.**

The Chairman moves on to agenda item 3 and requests Mr. Robert Jan Lijdsman to provide for an overview on Corporate Governance. Thereafter he gives the floor to the audience to pose their questions. *(Secretary note: reference is made to the integral text of the meeting and audio webcast both posted on the company's web site).*

**Agenda item 4 a):**

**Proposal to maintain the use of the English language for the Annual Accounts of the Company.**

The Chairman moves on to agenda item 4 a). Thereafter he gives the floor to the audience to pose their questions. *(Secretary note: reference is made to the integral text of the meeting and audio webcast both posted on the company's web site).*

The Chairman subsequently puts the proposal to a vote and notes that the that the proposal is adopted by acclamation.

**Agenda item 4 b):**

**Proposal to adopt the Annual Accounts for the financial year 2006 ended 31 December 2006.**

The Chairman notes that there are questions about the annual accounts and gives the floor to the audience to poses their questions. *(Secretary note: reference is made to the integral text of the meeting and audio webcast both posted on the company's web site).*

Thereafter he proposes to adopt the annual accounts. The Chairman subsequently puts the proposal to a vote and notes that the that the proposal is adopted by acclamation.

**Agenda item 5:**  
**Reservation and dividend policy.**

The Chairman requests Leon Kruimer to provide for comments on this agenda item 5. Leon Kruimer notes Crucell never paid dividend in the past and has no intentions to pay dividend in the future. Future dividend is dependent on legal and financial requirements, which will be taken into consideration if and when applicable.

The Chairman notes that there are no questions on this agenda item 5. and subsequently notes that none of those present desire a vote and thus, that the proposal is adopted.

**Agenda item 6 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.**

The Chairman notes that there are questions (*Secretary note: reference is made to the integral text of the meeting and audio webcast both posted on the company's web site*).

Thereafter he proposes 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.

The Chairman subsequently puts the proposal to a vote and notes that the that the proposal is adopted by acclamation.

**Agenda item 6 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.**

The Chairman notes that there are questions about this agenda item 6 b) and gives the floor to the audience to poses their questions. (*Secretary note: reference is made to the integral text of the meeting and audio webcast both posted on the company's web site*).

Thereafter he proposes 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. The Chairman subsequently notes that none of those present desire a vote and thus, that the proposal is adopted by acclamation.

**Agenda item 7:**  
**Proposal to reappoint Deloitte Accountants B.V. as the external auditor of the Company.**

The Chairman moves on to agenda item 7 and proposes a resolution for the proposal to reappoint Deloitte Accountants B.V. as the external auditor of the Company.

The Chairman subsequently notes that Mr. Rus representing app 3.700.000 shares from nine shareholders votes against this proposal. The Chairman notes none of those present desire a vote and, thus, that the proposal is adopted by acclamation.

**Agenda item 8:**

**Proposal to extend authority to the Board of Management to repurchase shares in the Company's share capital for a period of 18 months.**

The Chairman moves on to agenda item 8 and proposes a resolution to extend authority to the Board of Management to repurchase shares in the Company's share capital for a period of 18 months

The Chairman notes that there are no questions about this agenda item 8 and subsequently notes that none of those present desire a vote and thus, that the proposal is adopted by acclamation.

**Agenda item 9:**

**Resignation of Mr. Sean Lance as member of the Supervisory Board and the proposal to grant discharge to him and proposal to re-appoint Mr. Sean Lance as member of the Supervisory Board, such in accordance with the nomination drawn up by Supervisory Board.**

The Chairman moves on to agenda item 9 and proposes a resolution for the resignation of Mr. Sean Lance as member of the Supervisory Board and the proposal to grant discharge to him and proposal to re-appoint Mr. Sean Lance as member of the Supervisory Board, such in accordance with the nomination drawn up by Supervisory Board.

The Chairman notes that there are no questions about this agenda item 9 and subsequently notes that none of those present desire a vote and thus, that the proposal is adopted by acclamation.

**Agenda item 10:**

**Resignation of Mr. Claes Wilhelmsson as member of the Supervisory Board and the proposal to grant discharge to him and proposal to re-appoint Mr. Claes Wilhelmsson as member of the Supervisory Board, such in accordance with the nomination drawn up by Supervisory Board.**

The Chairman moves on to agenda item 10 and proposes a resolution for the resignation of Mr. Claes Wilhelmsson as member of the Supervisory Board and the proposal to grant discharge to him and proposal to re-appoint Mr. Claes Wilhelmsson as member of the Supervisory Board, such in accordance with the nomination drawn up by Supervisory Board.

The Chairman notes that there are no questions about this agenda item 10 and subsequently notes that none of those present desire a vote and thus, that the proposal is adopted by acclamation.

**Agenda item 11:**  
**Resignation of Mr. Juerg Witmer as member of the Supervisory Board and the proposal to grant discharge to him.**

The Chairman subsequently notes that Mr. Kok representing the Bank of New York with 4400 shares votes against this proposal. The Chairman notes none of those present desire a vote and, thus, that the proposal is adopted by acclamation.

**Agenda item 12**  
**Resignation of Mr. Claude Thomann as member of the Supervisory Board and the proposal to grant discharge to him.**

The Chairman subsequently notes that Mr. Kok representing the Bank of New York with 4400 shares votes against this proposal. The Chairman notes none of those present desire a vote and, thus, that the proposal is adopted by acclamation.

**Agenda item 13:**  
**Miscellaneous.**

The Chairman notes that there are additional questions and gives the floor to the audience to pose their questions. *(Secretary note: reference is made to the integral text of the meeting and audio webcast both posted on the company's web site).*

The Chairman then notes that there are no other agenda items.

**Agenda item 14:**  
**Closure**

The Chairman thus notes that all formal items have been dealt with and closes the meeting. He thanks everyone for their attendance and participation.

Adopted in Leiden

**Chairman,**  
J. Oosterveld

**Secretary,**  
R.J. Lijdsman