

Regulations concerning ownership of and transactions in securities ¹

This document describes the regulations concerning ownership of and transactions in securities other than those issued by Mediq N.V. by Board of Management and Supervisory Board members of Mediq N.V.

Article 1 - Terms of reference

- 1.1 The Supervisory Board of Mediq N.V. has established the following regulations of conduct regarding ownership of and transactions in securities by Board of Management and Supervisory Board members, particularly those relating to securities other than those issued by Mediq N.V. ('Other Securities'). Article 4 contains a provision concerning securities in listed companies in general.
- 1.2 These regulations do not affect Board of Management and Supervisory Board members' personal responsibility for compliance with the legal restrictions applicable to the conduct of transactions and the associated notification requirements.

Article 2 - Central Officer

- 2.1 The Supervisory Board shall appoint a Central Officer, and may dismiss this officer at any time. The Supervisory Board shall inform concerned parties of the identity of the Central Officer, and of where he may be contacted. At the time of the establishment of these regulations, the Central Officer is the company secretary.
- 2.2 The Central Officer has the duties and responsibilities assigned to him in these regulations. The Supervisory Board may assign supplementary duties and responsibilities to the Central Officer.
- 2.3 The Central Officer may, in consultation with the chairman of the Supervisory Board, designate persons to deputise for him in case of his absence.
- 2.4 The Central Officer shall report to the chairman of the Supervisory Board.

Article 3 - Notification requirements

- 3.1 Board of Management and Supervisory Board members shall periodically, and at least once per quarter within one month of the end of each calendar quarter, report their ownership of, and all transactions in, 'Other Securities' to the Central Officer or, if no Central Officer has

been designated, to the chairman of the Supervisory Board. 'Other securities' includes securities in stock exchange listed companies worldwide that are active in the same industries as Mediq or in related industries, including pharmaceutical distribution companies, pharmaceutical retail companies, medicine manufacturers, manufacturers or distributors of medical aids and, in countries in which Mediq operates, health insurers. In so far as a Board of Management or Supervisory Board member invests in listed investment funds, or has transferred the discretionary management of his securities portfolio to an independent third party by means of a written mandate agreement, he is exempted from compliance with this provision.

- 3.2 The periodic reports shall be made in writing, and in such a specific and, if necessary, documented manner that they provide the Central Officer with a clear indication of the changes which have taken place in the ownership of 'Other Securities' by the Board of Management or Supervisory Board member in the quarter concerned.

Article 4 - Prohibitory clause for Board of Management and Supervisory Board members

- 4.1 The Central Officer may, after receiving the approval of the chairman of the Board of Management or the chairman of the Supervisory Board, stipulate that Board of Management and/or Supervisory Board members may carry out transactions in securities of specific named listed companies for a definite or indefinite period indicated by the Central Officer because, by virtue of their membership of the Board of Management or the Supervisory Board, they have or could have access to particular information concerning the securities of the company through which, or with the co-operation of which, the securities are issued, or because they might give the impression of 'insider trading' if they were to carry out transactions in these securities. Information may be regarded as falling into this category if, amongst other things, the Board of Management or Supervisory Board member is able, by virtue of his position, to make a better appraisal of the course of events within the body issuing the securities than would be possible on the basis of information in the public sphere, for example concerning certain competitors of Mediq N.V.
- 4.2 No Board of Management or Supervisory Board member may carry out a transaction in securities specified by the Central Officer, and of which he has informed the parties concerned, in accordance with the provisions of this Article.
- 4.3 The provisions of these regulations also apply if the person concerned carries out a transaction at another person's expense, or as a representative of another person, unless the transaction is carried out at the expense of another person in the normal course of the employment, profession or position of the person concerned.
- 4.4 The Central Officer may, at the request of a Board of Management or Supervisory Board member, under exceptional circumstances and after receiving the approval of the Supervisory Board chairman, grant an exemption from a prohibition which has been imposed. The request shall be made and the exemption shall be granted in writing.

Article 5 - Register and reporting

- 5.1 The Central Officer shall maintain a register of communications received and correspondence entered into concerning the prohibitions imposed and any exemptions granted concerning them.
- 5.2 The Central Officer shall report periodically to the chairman of the Supervisory Board on the communications received by him from Board of Management and Supervisory Board members. These reports shall in any event include information on transactions in securities in listed companies, regardless of which country they are established in or are active in, which operate in the same business sector as Mediq N.V.
- 5.3 The chairman of the Supervisory Board is authorised to call Board of Management and Supervisory Board members to account for their investment activities, and to impose restrictions upon them. If so desired, the Board of Management or Supervisory Board member concerned may request the full Supervisory Board to declare its opinion about the restrictions imposed by the chairman.
- 5.4 A Board of Management or Supervisory Board member has the right to inspect the details recorded in the register, in so far as they concern him or her.
- 5.5 The chairman of the Supervisory Board has the right to inspect the register at any time.
- 5.6 The Central Officer may delete details which are seven years old from the register.

Article 6 - Management agreement

- 6.1 Every Board of Management or Supervisory Board member is obliged to supply the Central Officer with a copy of the management agreement, and to inform the Central Officer in writing of any amendments to the management agreement if he has transferred the discretionary management of his securities portfolio to an independent third party by means of a written mandate agreement.

Article 7 - Amendments

- 7.1 The provisions of these regulations may be amended or added to if the Supervisory Board so decides. Amendments and additions come into force from the moment that they are announced, unless a later date is indicated in the announcement.

Article 8 - Other

- 8.1 The chairman of the Supervisory Board is authorised to make decisions on matters not covered by these regulations.
- 8.2 The vice-chairman of the Supervisory Board is authorised in situations which concern the chairman or in case the chairman is otherwise engaged or absent.
- 8.3 Dutch law is applicable to these regulations.
- 8.4 The provisions of these regulations continue to be applicable for six months after a Board of Management or Supervisory Board member has left this position.
- 8.5 These regulations come into force on 8 February 2006, and shall be placed on the company website. The regulations were established at the meeting of the Supervisory Board held on 8 February 2006.

Utrecht, 8 February 2006