

AGENDA
of the 2008 Annual General Meeting of Shareholders of
CRUCCELL N.V. (the "Company")
Friday 30 May 2008 at 2.00 p.m.
Hooglandse kerk, Middelweg 2, 2312 KH. 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 2007 that ended 31 December 2007.
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 2007 that ended 31 December 2007. (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. Resignation of Mr. Dominik Koechlin as member of the Supervisory Board and proposal to grant discharge to him. (Resolution)
8. Proposal to appoint Mr. Steve Davis as member of the Supervisory Board, such in accordance with the nomination drawn up by the Supervisory Board. (Resolution)
9.
 - a) Proposal to re-appoint Mr. Ronald Brus as member of the Board of Management for a term of four (4) years, such in accordance with the nomination drawn up by the Supervisory Board. (Resolution)
 - b) Proposal to re-appoint Mr. Leonard Kruimer as member of the Board of Management for a term of four (4) years, such in accordance with the nomination drawn up by the Supervisory Board. (Resolution)

- c) Proposal to re-appoint Mr. Jaap Goudsmit as member of the Board of Management for a term of four (4) years, such in accordance with the nomination drawn up by the Supervisory Board. (Resolution)
 - d) Proposal to appoint Mr. Cees de Jong as member of the Board of Management for a term of four (4) years, such in accordance with the nomination drawn up by the Supervisory Board. (Resolution)
10. Proposal to adopt the remuneration of each member of the Supervisory Board and proposal to approve the remuneration based on shares of the Supervisory Board. (Resolution)
11. a) Proposal to approve the remuneration policy of the Board of Management. (Resolution)
- b) Proposal to approve the incentive plan of members of the Board of Management. (Resolution)
12. Proposal to grant authority to the Board of Management to repurchase shares in the Company's share capital for a period of 18 months (until 30 November 2009). (Resolution)
13. 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. (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. (Resolution)
14. Proposal to amend the articles of association in connection with modern electronic means of communication.
15. Questions.
16. Closing.