



NOMINATION COMMITTEE REGULATIONS

INTRODUCTION

The Supervisory Board appointed a Nomination Committee, such in accordance with Article 6 of the Regulations.

Capitalised terms used in these Nomination Committee regulations (**Nomination Committee Regulations**) have the meaning set forth in the list of definitions as attached to the Regulations.

1 General role and responsibilities

- 1.1 Without prejudice to Article 6.1 of the Regulations, the Nomination Committee advises the Supervisory Board in relation to its responsibilities and shall prepare resolutions of the Supervisory Board in relation thereto.
- 1.2 The Nomination Committee shall in any event focus on:
 - (a) drawing up selection criteria and appointment procedures for Supervisory Board members and Management Board members;
 - (b) periodically assessing the size and composition of the Supervisory Board and the Management Board, and making a proposal for a composition profile of the Supervisory Board;
 - (c) periodically assessing the functioning of individual Supervisory Board members and Management Board members, and reporting on this to the Supervisory Board;
 - (d) making proposals for appointments and reappointments; and
 - (e) supervising the policy of the Management Board on the selection criteria and appointment procedures for senior management.
- 1.3 The Nomination Committee shall prepare the decision making of the Supervisory Board.
- 1.4 The Supervisory Board shall receive a report from the Nomination Committee of their deliberations and findings.
- 1.5 Every member of the Supervisory Board shall have unrestricted access to all records of the Nomination Committee.

2 Composition and size Nomination Committee

- 2.1 The Nomination Committee shall consist of at least two members. More than half of the members of the Nomination Committee, including the chairperson of the Nomination Committee, shall be independent within the meaning of Article 3.5 of the Regulations.



- 2.2 All members of the Nomination Committee must be members of the Supervisory Board. The Supervisory Board shall appoint the members of the Nomination Committee.
- 2.3 The Supervisory Board may substitute the members of the Nomination Committee at any time.
- 2.4 The Nomination Committee may not be chaired by the Chairperson or by a former member of the Management Board. The chairperson of the Nomination Committee shall be designated by the Supervisory Board.
- 2.5 Generally the term of office of a member of the Nomination Committee will not be set in advance. It will, *inter alia*, depend on the composition of the Supervisory Board as a whole and the other Committees from time to time.
- 2.6 The composition of the Nomination Committee shall be mentioned in the Supervisory Board Report.
- 2.7 The Company Secretary shall act as the secretary to the Nomination Committee.
- 2.8 No member of the Nomination Committee may receive, directly or indirectly, any compensation from the Company other than remuneration paid to members of the Supervisory Board for service on the Supervisory Board or a Committee thereof.
- 2.9 The chairperson of the Nomination Committee or one of the other Nomination Committee members shall use its best efforts to be available to answer questions about the Nomination Committee's activities at the annual General Meeting.

3 Meetings of the Nomination Committee

- 3.1 The Nomination Committee shall hold at least two meetings per year and whenever one or more of its members have requested a meeting. The meetings shall generally be held at the office of the Company, but may also take place elsewhere or by means of a conference call, video-conference, or similar communications equipment provided that all members of the Nomination Committee participating in the meeting can hear each other and none of them has objected to this way of decision making. The quorum of any meeting shall be two members.
- 3.2 The convocation notices of a Nomination Committee meeting shall be given by e-mail, fax or mail, at such time that all the members of the Nomination Committee are given opportunity to participate in and prepare themselves for the meeting ultimately eight days in advance. In urgent cases, the chairperson of the Nomination Committee may determine that the meeting shall be convened upon shorter notice, but in any case no later than two business days before the meeting. Any notice of the Nomination Committee meeting shall contain the agenda for the meeting. The agenda stating the matters for decision, shall be drawn up by the chairperson of the Nomination Committee. The other information and decision material for the meeting shall be circulated as soon as possible, but in any case no later than two business days before the meeting.



- 3.3 The secretary of the Nomination Committee shall take minutes of the meeting. The minutes shall be adopted in the same meeting or in the next meeting of the Nomination Committee, and shall be signed by the chairperson and the secretary of the Nomination Committee. A copy of the minutes will be sent to the Supervisory Board.
- 3.4 If and when required, the chairperson of the Nomination Committee shall provide further information to the Supervisory Board during its meetings on the results of The Nomination Committee's discussions.
- 3.5 The number of meetings of the Nomination Committee and the main items discussed shall be mentioned in the Supervisory Board Report.

4 Amendment

The Supervisory Board may amend these Nomination Committee Regulations and/or revoke any powers granted by it to the Nomination Committee.

5 Regulations *mutatis mutandis* applicable

The relevant Articles of the Regulations shall apply *mutatis mutandis* to these Nomination Committee Regulations.