

---

## **REMUNERATION COMMITTEE CHARTER**

### **1 DEFINITIONS**

Capitalized terms used but not defined herein shall have the meaning assigned to them in the Supervisory Board Rules.

### **2 RESPONSIBILITIES AND COMPOSITION OF THE REMUNERATION COMMITTEE**

#### **2.1 Responsibilities**

2.1.1 The Remuneration Committee prepares the Supervisory Board's decision making regarding the determination of the remuneration of individual Management Board members, including severance payments.

2.1.2 The Remuneration Committee submits a proposal to the Supervisory Board concerning the remuneration of Management Board members. The proposal is drawn up according to the remuneration policy that has been established and in any event covers:

- (a) the remuneration structure;
- (b) the amount of the fixed and variable remuneration components;
- (c) the performance criteria used;
- (d) the scenario analyses that are carried out; and
- (e) the pay ratios within the Company and its business.

2.1.3 The Remuneration Committee will take note of individual Management Board members' own views with regard to the amount and structure of their own remuneration. The Management Board members will be requested to pay attention to the aspects referred to under (a) through (e) of clause 2.1.2 of this Remuneration Committee Charter.

#### **2.2 Composition**

2.2.1 The Supervisory Board determines the size of the Remuneration Committee, provided that the Remuneration Committee consists of at least two (2) members.

- 
- 2.2.2 Members of the Remuneration Committee are appointed by the Supervisory Board.
- 2.2.3 More than half of the members of the Remuneration Committee must be independent pursuant to Best Practice provision 2.1.8 of the Code.
- 2.2.4 The Supervisory Board appoints one of its members as chairman of the Remuneration Committee.
- 2.2.5 The Chairman or a former Management Board member cannot serve as chairman of the Remuneration Committee.

### **3 MEETINGS AND DECISION-MAKING**

Clause 5 of the Supervisory Board Rules applies equally to the meetings and decision making of the Remuneration Committee.

### **4 REPORT TO THE SUPERVISORY BOARD**

The Remuneration Committee reports on its deliberations and findings to the Supervisory Board. This report includes information on how the duties of the Remuneration Committee were carried out in the financial year, and also reports on the composition of the Remuneration Committee, the number of meetings of the Remuneration Committee and the main items discussed at those meetings.

### **5 MISCELLANEOUS**

Clause 11 of the Supervisory Board Rules applies equally to this Remuneration Committee Charter.

*Adopted by the Supervisory Board  
6 December 2017*