

## SELECTION AND APPOINTMENT 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 Selection and Appointment Committee

#### 2.1 Responsibilities

2.1.1 The Selection and Appointment Committee prepares the Supervisory Board's decision making regarding:

- (a) the drawing up of selection criteria and appointment procedures for Management Board members and Supervisory Board members;
- (b) the periodical assessment of the size and composition of the Management Board and the Supervisory Board, and the making of proposal for a composition profile of the Supervisory Board;
- (c) the periodical assessment of the performance of individual Management Board members and Supervisory Board members and reporting this to the Supervisory Board;
- (d) the drawing up of a plan for the succession of Management Board members and Supervisory Board members
- (e) the proposal for appointment and reappointment of Management Board members and Supervisory Board members;
- (f) the supervision of the policy of the Management Board regarding the selection criteria and appointment procedures for senior management
- (g) the training and education of the skillset of Management Board members and Supervisory Board members on an annual basis, covering general financial, environmental, social, governance and legal affairs, financial reporting by the Company and specific aspects that are unique to the Company and its business activities and the Company's culture; and
- (h) the drawing up of the Company's diversity policy for the composition of the Management Board and the Supervisory Board that addresses the concrete targets relating to diversity, taking into account applicable law on diversity, and the diversity aspects relevant to the Company, such as nationality, age, gender, and background of education and professional experience.

2.1.2 In discharging its responsibilities as set out in 2.1.1, above, the Selection and Appointment Committee will take into account aspects and competencies in the field of environmental, social and governance (ESG) relevant for the Company.

#### 2.2 Composition

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

2.2.2 Members of the Selection and Appointment Committee are appointed by the Supervisory Board.

2.2.3 More than half of the members of the Selection and Appointment 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 chairperson of the Selection and Appointment Committee.

### **3 Meetings and attendance**

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

### **4 Report to the Supervisory Board**

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

### **5 Miscellaneous**

Clause 11 of the Supervisory Board Rules applies equally to this Selection and Appointment Committee Charter.

*Adopted by the Supervisory Board  
13 October 2022*