
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; and
- (g) the drawing up of the Company's diversity policy for the composition of the Management Board and the Supervisory Board.

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.

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- 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 chairman of the Selection and Appointment Committee.

3 MEETINGS AND DECISION-MAKING

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
6 December 2017*