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0. INTRODUCTION

- 0.1 This charter has been drawn up by the Supervisory Board pursuant to clause 5 of the Regulations of the Supervisory Board.
- 0.2 The Nomination Committee is a standing committee of the Supervisory Board.
- 0.3 Certain capitalised or uncapitalised terms used but not defined in this charter have the meanings given to them in the Regulations of the Supervisory Board and the List of Definitions attached to these Regulations as Annex 1.
- 0.4 Unless the context clearly indicates otherwise, references to words importing one gender shall include both genders.

1. COMPOSITION

- 1.1 The Nomination Committee shall consist of at least 3 members. All members of the Nomination Committee must also be members of the Supervisory Board. More than half of the members of the Nomination Committee shall be independent within the meaning of clause 1.5 of the Regulations of the Supervisory Board.¹
- 1.2 The Chairman of the Supervisory Board is a member in his capacity as such, and the chairman of the Nomination Committee. The other members of the Nomination Committee shall be appointed and may be replaced from their position at any time by the Supervisory Board.
- 1.3 The term of office of a member of the Nomination Committee will generally not be set beforehand. It will, *inter alia*, depend on the composition of the Supervisory Board as a whole and that of other committees from time to time.
- 1.4 The Executive Vice President Group People & Organization shall act as secretary to the Nomination Committee. He may delegate his duties, or parts thereof, under this charter, to a deputy appointed by him in consultation with the chairman of the Nomination Committee.

¹ Dutch Corporate Governance Code, best practice provision 2.3.4 and 2.1.8.

2. DUTIES AND POWERS

2.1 The Nomination Committee is within the Supervisory Board especially charged with the following:

- (a) to draft selection criteria and appointment procedures for Supervisory Board members and Managing Board members;²
- (b) to assess periodically the size and composition of the Supervisory Board and the Managing Board, and to make proposals for the Supervisory Board Profile;³
- (c) to assess periodically the functioning of individual Supervisory Board members and Managing Board members, and report their findings to the Supervisory Board;⁴
- (d) to draft a plan for the succession of Managing Board members and Supervisory Board members, that is aimed at retaining the balance in the requisite expertise, experience and diversity;⁵
- (e) to make proposals for (re)appointments;⁶
- (f) to supervise the policy of the Managing Board on the selection criteria and appointment procedures for senior management, including the members of the Executive Committee;⁷
- (g) to prepare the decision-making process of the Supervisory Board on the acceptance by a member of the Managing Board of the membership of a supervisory board; and
- (h) to prepare the decision-making process of the Supervisory Board concerning any conflicts of interest that may arise in the acceptance by members of the Supervisory Board of additional positions.

2.2 In the conduct of their duties referred to in clause 2.1, the Nomination Committee takes the diversity policy of the Company in consideration.

2.3 When exercising its duties regarding the composition of the Supervisory Board, the Nomination Committee shall observe the criteria on the composition of the Supervisory Board as laid down in clause 1 of the Regulations of the Supervisory Board.

2.4 The Nomination Committee may only exercise such powers as are explicitly attributed to it by the Supervisory Board and may never exercise powers beyond those exercisable by the Supervisory Board as a whole.

² Dutch Corporate Governance Code, best practice provision 2.2.5, part i.

³ Dutch Corporate Governance Code, best practice provision 2.2.5, part ii.

⁴ Dutch Corporate Governance Code, best practice provision 2.2.5, part iii.

⁵ Dutch Corporate Governance Code, best practice provision 2.2.5, part iv and best practice provision 2.2.4.

⁶ Dutch Corporate Governance Code, best practice provision 2.2.5, part v.

⁷ Dutch Corporate Governance Code, best practice provision 2.2.5, part vi.

3. MEETINGS

- 3.1 The Nomination Committee shall meet as often as required for a proper functioning of the Nomination Committee. The Nomination Committee shall meet if this is deemed necessary by the chairman of the Nomination Committee, or by two other members of the Nomination Committee.
- 3.2 Meetings of the Nomination Committee are in principle called by the Secretary of the Nomination Committee in consultation with the chairman of the Nomination Committee. Save in urgent cases, to be determined by the chairman of the Nomination Committee, the agenda for the meeting shall be sent at least five working days before the meeting to all members of the Nomination Committee. To the extent possible, written explanations and/or other related documents will be enclosed for each item on the agenda.
- 3.3 The Nomination Committee shall decide if and when the CEO should attend its meetings. In addition, independent experts may be invited to attend meetings of the Nomination Committee. Each member of the Supervisory Board may attend meetings of the Nomination Committee.
- 3.4 The Nomination Committee members shall endeavour to achieve that resolutions are, as much as possible, adopted unanimously. Each member of the Nomination Committee has the right to cast one vote. All resolutions must be adopted by an absolute majority of the votes cast. If there is a tie in voting, the chairman of the Nomination Committee shall have a casting vote.
- 3.5 The secretary of the Nomination Committee or any other person designated for such purpose by the chairman of the meeting shall draw up minutes of the meeting of the Nomination Committee. The minutes shall provide insight into the decision-making process at the meeting. The minutes shall be adopted by the Remuneration Committee at the next meeting.

4. REPORTING TO THE SUPERVISORY BOARD

- 4.1 The Nomination Committee must inform the Supervisory Board in a clear and timely manner about the way it has used its powers and of major developments in the area of its responsibilities.
- 4.2 The chairman of the Nomination Committee shall at meetings of the Supervisory Board provide the Supervisory Board with further information on the outcome of the discussions of the Nomination Committee.⁸ The minutes of the meetings of the Nomination Committee shall be circulated as soon as possible after the meeting among all members of the Supervisory Board.
- 4.3 Every Supervisory Board member shall have unrestricted access to all records of the Nomination Committee.

⁸ Dutch Corporate Governance Code, best practice provision 2.3.5.

5. MISCELLANEOUS

- 5.1 The chairman of the Nomination Committee (or one of the other Nomination Committee members) shall be available to answer questions regarding the Nomination Committee's activities at the annual General Meeting of Shareholders.
- 5.2 The Supervisory Board may occasionally decide not to comply with this charter, subject to applicable law and regulations.
- 5.3 The Nomination Committee shall review and reassess the adequacy of this charter annually, report its assessment to the Supervisory Board and recommend, where appropriate, any proposed changes to the Supervisory Board.
- 5.4 The Supervisory Board can at all times amend this charter and/or revoke any powers granted by it to the Nomination Committee.
- 5.5 Clauses 24.4 to 24.7 inclusive of the Regulations of the Supervisory Board apply by analogy to the Nomination Committee, while for the application of this charter the power of the Supervisory Board or the Chairman referred to in these clauses is considered a power of the Supervisory Board or the Chairman of the Nomination Committee.