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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 Sustainability Committee is a standing committee of the Supervisory Board.
- 0.3 Certain capitalized or un-capitalized 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 I.
- 0.4 Unless the context clearly indicates otherwise, references to words importing one gender shall include both genders.

1. COMPOSITION

- 1.1 The Sustainability Committee shall consist of at least 3 members. All members of the Sustainability Committee must also be members of the Supervisory Board. All members of the Sustainability Committee shall be independent within the meaning of clause 1.5 of the Regulations of the Supervisory Board.¹
- 1.2 The members of the Sustainability Committee shall be appointed and may be replaced at any time by the Supervisory Board. The Supervisory Board shall appoint one of the members of the Sustainability Committee as Chairman of the Sustainability Committee.
- 1.3 The term of office of a member of the Sustainability 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 Company Secretary shall act as Secretary to the Sustainability Committee. He may delegate his duties, or parts thereof, under this Charter, to a deputy appointed by him /her in consultation with the Chairman of the Sustainability Committee.

2. DUTIES AND POWERS

- 2.1 Within the Supervisory Board, the Sustainability Committee is especially charged with the following duties:
- (a) preparation of discussions by the Supervisory Board on the supervision of the Managing Board with respect to formulating, developing, implementing, monitoring and reporting on the Company's social and environmental policies in line with the DSM Code of Business Conduct²; and
 - (b) to prepare the meeting of the Supervisory Board with the Managing Board where the reporting on the Sustainability Information is discussed.

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

² As published on the DSM Website

- 2.2 While the Sustainability Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Sustainability Committee to determine that the reporting on the Sustainability Information in the Integrated Annual Report is approved, which is a duty of the Supervisory Board as a whole.
- 2.3 Each member of the Sustainability Committee has access to all relevant books, records and offices of the Company.
- 2.4 When performing its duties, the Sustainability Committee may seek assistance or information from one or more experts appointed by it at a price agreed upon the Sustainability Committee, which will be paid by the Company.
- 2.5 The Sustainability Committee may only exercise such powers as are explicitly attributed or delegated to it by the Supervisory Board and may never exercise powers beyond those exercisable by the Supervisory Board as a whole.

3. MEETINGS

- 3.1 The Sustainability Committee shall meet as often as required for a proper functioning of the Sustainability Committee. The Sustainability Committee shall meet if this is deemed necessary by the Chairman of the Sustainability Committee, or by two other members of the Sustainability Committee.
- 3.2 Meetings of the Sustainability Committee are in principle called by the Secretary of the Sustainability Committee in consultation with the Chairman of the Sustainability Committee. Save in urgent cases, to be determined by the Chairman of the Sustainability Committee, the agenda for the meeting shall be sent at least five working days before the meeting to all members of the Sustainability Committee. To the extent possible, written explanations and/or other related documents will be enclosed for each item on the agenda. If the members of the Sustainability Committee agree meetings can also be held via conference call. Members may mandate other members to represent them in meetings.
- 3.3 The Sustainability Committee shall decide if and when the CEO/chairman of the Managing Board should attend its meetings. In addition, senior staff members and / or independent experts may be invited to attend meetings of the Sustainability Committee. Each member of the Supervisory Board may attend meetings of the Sustainability Committee.
- 3.4 The Secretary of the Sustainability Committee or any other person designated for such purpose by the chairman of the meeting shall draw up minutes of the meeting of the Sustainability Committee. The minutes shall provide insight into the decision-making process at the meeting. The minutes shall be adopted by the Sustainability Committee at the next meeting.

4. REPORTING TO THE SUPERVISORY BOARD

- 4.1 The Sustainability Committee must inform the Supervisory Board in a clear and timely manner about the way it has used delegated powers and of major developments in the area of its responsibilities.
- 4.2 The chairman of the Sustainability Committee (or one of the other Sustainability Committee members) shall at meetings of the Supervisory Board provide the Supervisory Board with further information on the outcome of the discussions of the Sustainability Committee³. The minutes of the meetings of the Sustainability Committee shall be circulated as soon as possible after the meeting among all members of the Supervisory Board.
- 4.3
- 4.4 Every Supervisory Board member shall have unrestricted access to all records of the Sustainability Committee.

5. MISCELLANEOUS

- 5.1 The Chairman of the Sustainability Committee (or one of the other Sustainability Committee members) shall be available to answer questions regarding the Sustainability 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 Sustainability 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 Sustainability Committee.
- 5.5 Clauses 24.4 to 24.7 inclusive of the Regulations of the Supervisory Board apply by analogy to the Sustainability Committee, while the power of the Supervisory Board or the Chairman referred to in these Clauses shall be for the application of this charter be considered a power of the Supervisory Board or the Chairman of the Sustainability Committee.

³ Dutch Corporate Governance Code, best practice provision 2.3.5