

**SCHEDULE 5 OF THE SUPERVISORY BOARD RULES**

**RULES GOVERNING THE APPOINTMENT AND REMUNERATION COMMITTEE OF THE SUPERVISORY BOARD**

**AS PER 8 AUGUST 2017**

The Appointment and Remuneration Committee consists of the Appointment Committee and the Remuneration Committee.

**1 RESPONSIBILITIES AND COMPOSITION OF THE APPOINTMENT COMMITTEE**

**Responsibilities**

- 1.1 The Appointment Committee prepares the Supervisory Board's decision making regarding:
- (a) the drawing up of selection criteria and appointment procedures for Managing Directors and Supervisory Directors;
  - (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 Managing Directors and Supervisory Directors and reporting this to the Supervisory Board;
  - (d) the drawing up of a plan for the succession of Managing Directors and Supervisory Directors;
  - (e) the proposal for appointment and reappointment of Managing Directors and Supervisory Directors;
  - (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.

**Composition**

- 1.2 The Supervisory Board determines the size of the Appointment Committee, provided that the Appointment Committee consists of at least three members.
- 1.3 Members of the Appointment Committee are appointed by the Supervisory Board.
- 1.4 More than half of the members of the Appointment Committee must be independent pursuant to best practice provision 2.1.8 of the Code.

### **Chairman**

- 1.5 The Supervisory Board appoints one of its members as chairman of the Appointment Committee.

## **2 MEETINGS AND DECISION MAKING**

- 2.1 Clause 5 of the Supervisory Board rules applies equally to the meetings and decision making of the Appointment Committee.

## **3 REPORT TO THE SUPERVISORY BOARD**

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

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

### **Responsibilities**

- 4.1 The Remuneration Committee prepares the Supervisory Board's decision making regarding the determination of the remuneration of individual Managing Directors, including severance payments.
- 4.2 The Remuneration Committee submits a proposal to the Supervisory Board concerning the remuneration of Managing Directors. The proposal is drawn up according to the remuneration policy that has been established and in any event covers:
- (a) the remuneration structure;
  - (a) the amount of the fixed and variable remuneration components;
  - (b) the performance criteria used;
  - (c) the scenario analyses that are carried out; and
  - (d) the pay ratios within the Company and its business.
- 4.3 The Remuneration Committee will take note of individual Managing Directors' own views with regard to the amount and structure of their own remuneration. The Managing Directors will be requested to pay attention to the aspects referred to under (a) through (e) of clause 4.2 of these Remuneration Committee Rules.
- 4.4 The Remuneration Committee prepares a proposal for the Supervisory Board's remuneration to the general meeting. The remuneration of Supervisory Directors promotes an adequate performance of their role and is not dependent on the results of the Company. The remuneration of the Supervisory Directors reflects the time spent and the responsibilities of their role. Supervisory Directors are not awarded remuneration in the form of shares and/or rights to shares. Shares held by a Supervisory Director in the Company are held as long-term investments.

### **Composition**

- 4.5 The Supervisory Board determines the size of the Remuneration Committee, provided that the Remuneration Committee consists of at least three members.
- 4.6 Members of the Remuneration Committee are appointed by the Supervisory Board.
- 4.7 More than half of the members of the Remuneration Committee must be independent pursuant to best practice provision 2.1.8 of the Code.

### **Chairman**

- 4.8 The Supervisory Board appoints one of its members as chairman of the Remuneration Committee.
- 4.9 The Chairman or a former Managing Director cannot serve as chairman of the Remuneration Committee.

## **5 MEETINGS AND DECISION MAKING**

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

## **6 REPORT TO THE SUPERVISORY BOARD**

- 6.1 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.

----