

**SCHEDULE 5 RULES GOVERNING THE APPOINTMENT AND REMUNERATION
COMMITTEE OF THE SUPERVISORY BOARD**

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 the Supervisory Board profile;
 - c) the periodical assessment of the performance of individual Managing Directors and Supervisory Directors and reporting on 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 (re-)appointment of Managing Directors and Supervisory Directors;
 - f) the supervision of the policy of the Management Board on the selection criteria and appointment procedures for senior management; and
 - g) the drawing up of the Company's diversity and inclusion policy for the composition of 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.

Chair

- 1.5 The Supervisory Board appoints one of its members as chair of the Appointment Committee. The chair is primarily responsible for the proper functioning of the Appointment Committee. The chair

acts as the spokes person of the Appointment Committee and is the main contact for the Supervisory Board.

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, 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 At least once every four years, the Remuneration Committee submits a proposal to the Supervisory Board concerning the remuneration policy for the Management Board and Supervisory Board (such policies to be adopted by the General Meeting).

The remuneration policy must be clear and comprehensible and includes at least the following items required pursuant to 2.135a(6) BW:

- a) An explanation of how the remuneration policy contributes to the business strategy, long-term interests and sustainability of the Company;
- b) a description of the different components of fixed and variable remuneration, stating their relative proportion;
- c) an explanation as to how the remuneration policy takes into account the remuneration and employment terms of the Company's employees;
- d) an explanation as to how in the remuneration policy account has been taken of: i) the identity, mission and values of the Company and its affiliated enterprise; ii) the payratio's within the Company and the enterprise affiliated therewith; and iii) the social support base.

- e) if the company grants variable remuneration: i) the financial and non-financial targets set by or on behalf of the Company on which the granting of the variable remuneration depends, and an explanation of how these criteria contribute to the objectives under a) above; ii) the methods used to decide to what extent the financial and non-financial objectives set by or on behalf of the Company have been achieved; iii) the period, if any, by which the remuneration is payable; and iv) a description of the possibility of reclaiming the remuneration referred to in article 2:135(8) BW;
 - f) if the company grants remuneration based on shares: i) a description of the remaining term of the rights not yet exercised; ii) a description of the period in which the Managing Director may not yet transfer the acquired shares as far as applicable; and iii) an explanation of the way in which the share-based remuneration contributes to the objective referred to under a);
 - g) a description of the term of the contracts with Managing Directors and the applicable periods of notice, the main features of supplementary pension schemes and early retirement schemes, the conditions for termination, as well as the payments relating to the termination;
 - h) a description of the decision-making process used to adopt, review and implement the remuneration policy; and
 - i) if the policy is revised: i) a description and explanation of the significant changes; and ii) a description and explanation of the way in which the votes and the views of the shareholders on the remuneration policy and the remuneration reports since the previous vote on the remuneration policy at the General Meeting have been taken into account.
- 4.3 The Remuneration Committee submits a proposal to the Supervisory Board concerning the remuneration of each 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;
 - b) the amount of the fixed and variable remuneration components;
 - c) the performance criteria used;
 - d) the scenario analyses that are carried out; and
 - e) the pay ratios within the Company and its business.
- 4.4 The Remuneration Committee will take note of individual Managing Directors' own views about the amount and structure of their own remuneration. The Managing Directors will be asked to pay attention to the aspects referred to under (a) through (e) of clause 4.3 of these Remuneration Committee rules.
- 4.5 Within the limits of the remuneration policy for the Supervisory Board, 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.

- 4.6 The Remuneration Committee prepares the remuneration report on the remuneration policies for the Management Board and the Supervisory Board.

Composition

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

Chair

- 4.10 The Supervisory Board appoints one of its members as chair of the Remuneration Committee. The chair is primarily responsible for the proper functioning of the Remuneration Committee. The chair acts as the spokesperson of the Remuneration Committee and is the main contact for the Supervisory Board.
- 4.11 The Chair or a former Managing Director cannot serve as chair 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, the composition of the Remuneration Committee, the number of meetings of the Remuneration Committee and the main items discussed at those meetings.
