

SCHEDULE 4 RULES GOVERNING AUDIT COMMITTEE OF THE SUPERVISORY BOARD

1 RESPONSIBILITIES AND COMPOSITION OF THE AUDIT COMMITTEE

Responsibilities

- 1.1 The Audit Committee prepares the Supervisory Board's decision making regarding the supervision of the integrity and quality of the Company's financial and sustainability reporting and the effectiveness of the Company's internal risk management and control systems.
- 1.2 Among other things, the Audit Committee focuses on the supervision of the Management Board with regard to:
 - a) relations with the internal and external auditors, the Assurance Provider any other external party involved in auditing or providing assurance about the financial or sustainability reporting, and compliance with their recommendations and follow-up on observations;
 - b) the Company's funding;
 - c) the application of information, communication technology and cybersecurity; and
 - d) the Company's tax policy.
- 1.3 In addition, the Audit Committee carries out the following duties:
 - a) recommending persons for appointment or dismissal as senior internal auditor;
 - b) annually forming a position on how the internal audit function fulfils its responsibility. The internal audit function shall be evaluated by an independent third party at least every five years;
 - c) if the Company does not have an internal audit department, recommending annually to the Supervisory Board whether adequate alternative measures have been taken;
 - d) monitoring the financial and sustainability reporting process and where necessary ensuring that proposals are drawn up to safeguard the integrity and quality of these processes;
 - e) monitoring and discussing with the Management Board the effectiveness of the design and operation of the internal risk management and control systems, including but not limited to internal risk management and control systems with regard to the Company's financial and sustainability reporting;
 - f) monitoring the statutory audit of the annual accounts, the consolidated annual accounts and the assurance of the sustainability reporting;
 - g) assessing and monitoring the independence of the external auditor or the audit firm of the Company, and the Assurance Provider, if applicable, specifically taking into account the provision of any ancillary services to the Company;

- h) determining the selection process for the external auditor or the audit firm of the Company, and the Assurance Provider, as applicable, and the nomination regarding the assignment to carry out the statutory audit and the assurance of the sustainability reporting; and
- i) coordinating and monitoring compliance with best practice provisions 1.3.1 through 1.3.5 (internal audit) and 1.6 through 1.7 (external audit) of the Code.

Composition

- 1.4 The Supervisory Board determines the size of the Audit Committee, provided that the Audit Committee consists of at least three members.
- 1.5 More than half of the members of the Audit Committee must be independent pursuant to best practice provision 2.1.8 of the Code.
- 1.6 At least one member of the Audit Committee must have specific expertise in financial reporting and in the reviewing of financial reports.

Chair

- 1.7 The Supervisory Board appoints one of its members as chair of the Audit Committee. The Chair or a former Managing Director cannot serve as chair. The chair is primarily responsible for the proper functioning of the Audit Committee. The chair acts as the spokes person of the Audit 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 Audit Committee, provided that:
 - a) meetings of the Audit Committee are attended by the Chief Financial Officer, the internal auditor and the external auditor, unless the Audit Committee determines otherwise;
 - b) the Audit Committee may decide that, and if so when, the Chief Executive Officer attends its meetings; and
 - c) the Audit Committee may decide that, and if so when, the Assurance Provider attends its meetings.

3 REPORT TO THE SUPERVISORY BOARD

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

- 3.2 In particular, the Audit Committee reports on the results of the annual statutory audit and the results of the assurance of the sustainability reporting to the Supervisory Board. This report includes information on how the statutory audit and the assurance of the sustainability reporting has contributed to the integrity of the financial reporting or the sustainability reporting, and also addresses the role of the Audit Committee in that process.
