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# Charter of the Selection and Appointment Committee

Annex E  
Charter Supervisory Board

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## **Selection and Appointment Committee Charter**

### **Charter of the Selection and Appointment Committee**

This charter was prepared on 26 January 2004 on the basis of article 5.2. of the charter of the supervisory board, and last amended as per January 4, 2010 by the Supervisory Board.

#### **Article 1 Responsibilities**

1.1. Notwithstanding article 5.1 of the charter of the supervisory board, the selection and appointment committee shall be responsible for advising the supervisory board in relation to any of the responsibilities and proposed resolutions as referred to in article 1.2.

1.2. The responsibilities of the selection and appointment committee shall include:

- a. preparing the selection criteria and appointment procedures for members of the company's supervisory board and the executive board;
- b. periodically evaluating the scope and composition of the executive board and supervisory board, and proposing the profile of the supervisory board in relation thereto;
- c. periodically evaluating the functioning of individual members of the executive board and supervisory board and reporting the results thereof to the supervisory board;
- d. proposing the (re-)appointments of members of the company's executive board and supervisory board;
- e. supervising the policy of the executive board in relation to the selection and appointment criteria for senior management;
- f. periodically evaluating the company's corporate governance and reporting the results thereof to the supervisory board.

1.3. The selection and appointment committee shall prepare and publish a report of its deliberations and findings.

#### **Article 2 Composition, expertise and independence of the selection and appointment committee**

2.1 The selection and appointment committee shall consist of a minimum of three members.

2.2 Without prejudice to article 3.3 of the charter of the supervisory board, the following requirements must be observed in composing the selection and appointment committee:

- a. all of its members must be independent within the meaning of article 3.4 of the supervisory board charter, with the exception of no more than one member, provided such member shall not chair the remuneration committee;
- b. none of its members, with the exception of no more than one person, are (simultaneously) member of the managing board of any listed company other than the company.

#### **Article 3 Chairman**

3.1 Subject to article 2 of this charter, the supervisory board shall appoint one of the committee members as chairman.

3.2 The chairman shall be primarily responsible for the proper functioning of the selection and appointment committee. He/she shall act as the spokesperson of the selection and appointment committee and shall be the main contact for the supervisory board.

#### **Article 4 Selection and appointment committee meetings (committee calendar, participants, minutes)**

4.1 The selection and appointment committee will meet at least once a year and whenever one or more of its members have requested a meeting. Selection and appointment committee meetings are generally held at the offices of the company, but may also take place elsewhere.

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4.2 Members of the executive board shall not be invited to participate in the meetings of the selection and appointment committee, unless the selection and appointment committee determines otherwise.

4.3 Notices convening a meeting and the agenda of items to be considered and discussed therein shall be dispatched seven days before the meeting and sent to each member of the selection and appointment committee.

4.4 Minutes of the meeting shall be prepared by the corporate secretary. They shall generally be adopted in the next meeting of the selection and appointment committee. If all members of the committee agree on the contents of the minutes they may be adopted earlier. The minutes shall be dispatched to all members of the supervisory board as soon as practically possible.

### **Article 5**

#### **Annex to Supervisory Board charter**

The relevant provisions of the Supervisory Board charter shall be applicable to this charter.