

schedule 5

Remuneration, Selection and Appointment Committee charter

1 responsibilities and composition of the Remuneration, Selection and Appointment Committee

1.1 responsibilities

- 1.1.1 The Remuneration, Selection and Appointment Committee (“**RemCo**”) prepares the Supervisory Board’s decision making regarding the determination of the remuneration of individual Managing Directors, including severance payments.
- 1.1.2 The RemCo 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;
 - (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.
- 1.1.3 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 1.1.2 of this Remuneration Committee Charter.
- 1.1.4 The RemCo 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.

1.2 composition

- 1.2.1 The Supervisory Board determines the size of the RemCo, provided that the RemCo consists of at least two members.
- 1.2.2 Members of the RemCo are appointed by the Supervisory Board.
- 1.2.3 At least half of the members of the RemCo must be independent pursuant to Best Practice provision 2.1.8 of the Code.

1.3 chairman

- 1.3.1 The Supervisory Board appoints one of its members as chairman of the RemCo.
- 1.3.2 The chairman will serve as a member of the RemCo.

2 meetings and decision making

- 2.1 Clause 5 of the rules of the Supervisory Board applies equally to the meetings and decision making of the RemCo provided that the RemCo will prepare an annual meeting schedule listing a number of meetings necessary to fulfil their task.

3 report to the Supervisory Board

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

Effective as of 17 April 2018