

schedule 5

Nomination, Selection and Remuneration Committee charter

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

1.1 responsibilities

- 1.1.1 The Nomination, Selection and Remuneration Committee (“**NSR**”) prepares the Supervisory Board’s decision making regarding the determination of the remuneration of individual Managing Directors, including severance payments.
- 1.1.2 The NSR 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 NSR 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 NSR charter.
- 1.1.4 The NSR 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;
 - (g) the drawing up of the Company’s diversity and inclusion policy for the composition of the Management Board and the Supervisory Board;
 - (h) the supervision of the people & culture policy (including diversity and inclusion) of the Company; and
 - (i) the supervision of the sustainable entrepreneurship policy of the Company.

1.2 composition

- 1.2.1 The Supervisory Board determines the size of the NSR, provided that the NSR consists of at least two members.
- 1.2.2 Members of the NSR are appointed by the Supervisory Board.
- 1.2.3 At least half of the members of the NSR 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 NSR.
- 1.3.2 The chairman will serve as a member of the NSR.

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