



Schedule 5 Responsibilities of the Chairman and the Vice-Chairman

1 RESPONSIBILITIES OF THE CHAIRMAN AND THE VICE-CHAIRMAN

1.1 Chairman

1.1.1 The Chairman is primarily responsible for ensuring that:

- (a) the Supervisory Board has proper contact with the Executive Board, any employee participation body and the General Meeting;
- (b) the Supervisory Board elects a Vice-Chairman;
- (c) there is sufficient time for deliberation and decision-making by the Supervisory Board;
- (d) the Supervisory Board members receive all information that is necessary for the proper performance of their duties in a timely fashion;
- (e) the Supervisory Board and its committees function properly;
- (f) the performance of individual Executive Board members and Supervisory Board members is assessed at least annually;
- (g) the Supervisory Board members and Executive Board members follow their induction programme;
- (h) the Supervisory Board members and Executive Board members follow their education or training programme;
- (i) the Executive Board performs activities in respect of culture;
- (j) the Supervisory Board recognises signs from the Business and ensures that any material misconduct and irregularities, or suspicion thereof, are reported to the Supervisory Board without delay;
- (k) the General Meeting proceeds in an orderly and efficient manner;
- (l) effective communication with shareholders is assured; and
- (m) the Supervisory Board is involved closely, and at an early stage, in any merger or takeover process.

1.1.2 The Chairman acts on behalf of the Supervisory Board as the main contact for the Executive Board, Supervisory Board members and shareholders.

1.1.3 The Chairman must consult regularly with the chairman of the Executive Board.

1.2 Vice-Chairman

1.2.1 The Vice-Chairman deputises for the Chairman in the event that the position of Chairman is vacant (*ontstentenis*) or if the Chairman is unable to act (*belet*).