



Schedule 8 Selection and Appointment Committee Charter

- 1 RESPONSIBILITIES AND COMPOSITION OF THE SELECTION AND APPOINTMENT COMMITTEE**
 - 1.1 Responsibilities**
 - 1.1.1 The Selection and Appointment Committee prepares the Supervisory Board's decision-making regarding:
 - (a) the drawing up of selection criteria and appointment procedures for Executive Board members and Supervisory Board members;
 - (b) the periodical assessment of the size and composition of the Executive 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 Executive Board members and Supervisory Board members and reporting this to the Supervisory Board;
 - (d) the drawing up of a plan for the succession of Executive Board members and Supervisory Board members;
 - (e) the proposal for appointment and reappointment of Executive Board members and Supervisory Board members;
 - (f) the supervision of the policy of the Executive 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 Executive Board and the Supervisory Board.
 - 1.2 Composition**
 - 1.2.1 The Supervisory Board determines the size of the Selection and Appointment Committee, provided that the Selection and Appointment Committee consists of at least two members.
 - 1.2.2 Members of the Selection and Appointment Committee are appointed by the Supervisory Board.
 - 1.2.3 More than half of the members of the Selection and Appointment Committee 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 Selection and Appointment Committee.
- 2 MEETINGS AND DECISION-MAKING**
 - 2.1.1 Clause 5 of these rules applies equally to the meetings and decision-making of the Selection and Appointment Committee.
- 3 REPORT TO THE SUPERVISORY BOARD**
 - 3.1.1 The Selection and Appointment Committee reports on its deliberations and findings to the Supervisory Board. This report includes information on how the duties of the Selection and Appointment Committee were carried out in the financial year, and also reports on the composition of the Selection and Appointment Committee, the number of meetings of the Selection and Appointment Committee, and the main items discussed at those meetings.