

CHARTER GOVERNING THE SUPERVISORY BOARD'S COMPENSATION & HUMAN RESOURCES COMMITTEE

This Charter was updated on April 30, 2021, on the basis of Article 11 of the Charter of the Supervisory Board.

Article 1 – Purpose, Responsibilities and Authority

1.1 The purpose of the Compensation & Human Resources Committee is:

- to discharge the responsibilities of the Supervisory Board relating to compensation of the Company's Supervisory Board and Managing Board;
- to review and approve the equity-based plans of the company and to assist and review the general compensation policies and practices of the company; and
- to oversee the annual process of evaluation of the performance of the Company's Managing Board; and
- to provide oversight of the Company's programs, policies and practices related to its management of human capital resources; and
- to perform such other duties and responsibilities consistent with this Charter.

Notwithstanding Article 11 of the Charter of the Supervisory Board, the Compensation & Human Resources Committee advises the Supervisory Board in relation to the following responsibilities and shall prepare resolutions of the Supervisory Board in relation thereto.

1.2 The responsibilities of the Compensation & Human Resources Committee shall include:

1.2.1 Compensation of the Supervisory Board:

- to make (non-binding) recommendations to the Supervisory Board in respect of the compensation of Supervisory Directors to be finally approved by the Shareholders of the Company.

1.2.2 Compensation of the Managing Board

- a) reviewing and preparing a proposal concerning the individual compensation of the members of the Managing Board to be adopted by the Supervisory Board, which proposal will in any event include: (i) the compensation structure and (ii) the amount of the fixed compensation, cash-based bonuses, the shares, stock options or other equity-based compensation and/or other variable components including pension rights, severance pay and any other forms of compensation to be awarded, as well as the performance criteria and the application thereof;
- b) preparing the Supervisory Board's remuneration report on the compensation for the Managing Board members for the previous year to be adopted by the

Supervisory Board. The remuneration report comprises a report on the way in which the remuneration policy was implemented in the most recent fiscal year and comprises an outline of the remuneration policy that will be implemented in the next forthcoming fiscal year and the years following such year; the outline at least contains the information as referred to in 3.4.1 of the Code. The remuneration report will be placed on the company's website.

- c) preparing a proposal for the Supervisory Board concerning the remuneration policy for the Managing Board members to be adopted by the general meeting as well as assess the results of the Company's most recent advisory vote on executive compensation.

1.2.3 Additional Responsibilities of the Committee include:

- a) provide oversight of the Company's programs, policies and practices related to its management of human capital resources including, talent management, culture, diversity and inclusion.
- b) review on an annual basis the succession planning programs with respect to the Managing Board and other key executives.

1.3 The Compensation & Human Resources Committee shall have sole authority to retain and terminate any compensation consultant to be used to assist in the performance of the Committee's duties, and shall have sole authority to approve the consultant's fees and other retention terms provided it is aligned with market standards. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation of any such advisors. Before selecting any such consultant, counsel or advisor, the Committee shall consider the following independence factors:

- the provision of other services to the Company by the person that employs the consultant, counsel or advisor (the "Employing Firm").
- the amount of fees received from the Company by the Employing Firm, as a percentage of the total revenue of the Employing Firm.
- the policies and procedures of the Employing Firm that are designed to prevent conflicts of interest.
- any business or personal relationship of the consultant, counsel or advisor with a member of the Committee.
- any business or personal relationship of the consultant, counsel, advisor or Employing Firm with an executive officer of the Company.
- any stock of the Company owned by the consultant, counsel or advisor.

Article 2 – Appointment

The Chair and members of the Committee shall be appointed by the Supervisory Board and serve for a term of one year.

Article 3 - Chair

The Chair shall be primarily responsible for the proper functioning of the Compensation & Human Resources Committee. This person shall act as the spokesman of the Committee and shall be the main contact for the Supervisory Board.

Article 4 – Compensation & Human Resources Committee Composition and Meetings

- 4.1. The Compensation & Human Resources Committee shall consist of at least two (2) members each of whom must be determined by the Board to be “independent” under the rules of the New York Stock Exchange, the Dutch Corporate Governance Code and applicable law. In addition to the general independence standard required for membership on the Committee, the Supervisory Board must consider all factors relevant to determining whether the Supervisory Director has a relationship to the Company that is material to that Supervisory Director’s ability to be independent from management in connection with the duties of a Committee member, including any affiliate relationships between the Supervisory Director and the Company or any of its subsidiaries. In addition, the Supervisory Director may not accept directly or indirectly any consulting, advisory or other compensatory fee from the Company or any subsidiary thereof (other than Supervisory Director fees).
- 4.2. The Compensation & Human Resources Committee will hold at least two (2) meetings per year, and whenever one or more of its members request a meeting. The Committee meetings are generally held at the offices of the company. Such meeting may be held via telephone or video conference also provided that no member of the Committee objects hereto.
- 4.3. Each meeting shall be documented by written minutes. These minutes shall generally be adopted by or in the next meeting of the Compensation & Human Resources Committee. If all Committee members agree on the contents of the minutes they may be adopted earlier. The minutes shall be signed for adoption by the Chair and shall be dispatched to all members of the Supervisory Board as soon as practically possible.

Article 5 – Self Evaluation and Charter

The Compensation & Human Resources Committee shall annually review and assess the adequacy of this Charter. The Committee shall also perform an evaluation of its performance under this charter at least annually to determine whether it is functioning effectively, and shall present the result of the evaluation to the Supervisory Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.