

CHARTER GOVERNING THE SUPERVISORY BOARD'S NOMINATION AND ESG COMMITTEE

This Charter was updated on April 30, 2021, on the basis of article 12.1. of the Charter of the Supervisory Board.

Article 1 – Responsibilities

- 1.1. The Nomination & ESG Committee shall advise 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 Nomination & ESG Committee shall include:
 - a) preparing the selection criteria and appointment procedures for members of the company's Supervisory Board and the Managing Board;
 - b) periodically evaluating the scope and composition of the Managing Board and Supervisory Board, and proposing the profile of the Supervisory Board in relation thereto;
 - c) periodically evaluating the functioning of individual members of the Managing Board and Supervisory Board and reporting the results thereof to the Supervisory Board;
 - d) proposing the (re-)appointments of members of the company's Managing Board and Supervisory Board;
 - e) supervising the policy of the Managing Board in relation to the selection and appointment criteria for senior management.
 - f) Periodically discuss, review and evaluate the Company's environmental, social and human rights policies and the related reporting by the Company.
 - g) Periodically review the Company's Corporate Governance structure in line with applicable legal requirements and recommend changes to the Supervisory Board.
- 1.3. The Nomination & ESG Committee shall prepare and submit to the Supervisory Board reports of its deliberations and findings.

Article 2 – Composition, expertise and independence of the Nomination & ESG Committee

The Nomination & ESG Committee shall consist of at least two (2) members.

Article 3 – Appointment

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

Article 4 – Chair

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

Article 5 – Nomination & ESG Committee meetings (agenda, attendance, minutes)

- 5.1. The Nomination & ESG Committee will hold at least three (3) meetings per year, and whenever one or more of its members have requested a meeting. Committee meetings are generally held at the offices of the Company.
- 5.2. Where this is practically possible, notices convening a meeting and the agenda of items to be considered and discussed therein shall be dispatched seven (7) working days before the meeting and sent to each member of the Committee.
- 5.3. Minutes of the meeting shall be prepared by the Chairman. They shall generally be adopted in the next meeting of the Committee. If all members of the Committee agree on the contents of the minutes, they may be adopted earlier. The minutes shall be signed for adoption by the Chairman and shall be dispatched to all members of the Supervisory Board as soon as practically possible.