



CHARTER GOVERNING THE SUPERVISORY BOARD'S SELECTION AND APPOINTMENT COMMITTEE

This Charter was prepared on April 26, 2005 on the basis of article 12.1. of the charter of the Supervisory Board.

Article 1

Responsibilities

- 1.1. The Selection and Appointment 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 Selection and Appointment 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.
- 1.3. The Selection and Appointment Committee shall prepare and submit to the Supervisory Board on an annual basis a report of its deliberations and findings.

Article 2

Composition, expertise and independence of the Selection and Appointment Committee

The Selection and Appointment Committee shall consist of at least two 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
Chairman**

The Chairman shall be primarily responsible for the proper functioning of the Selection and Appointment Committee. He/she shall act as the spokesman of the Selection and Appointment Committee and shall be the main contact for the Supervisory Board.

**Article 5
Selection and appointment committee meetings (agenda, attendance, minutes)**

- 5.1 The Selection and Appointment Committee will hold at least one meeting per year and whenever one or more of its members have requested a meeting. Selection and appointment committee meetings are generally held at the offices of the company, but may also take place elsewhere.
- 5.2 Members of the Managing Board shall not be invited to participate in the meetings of the Selection and Appointment Committee, unless the Selection and Appointment Committee determines otherwise.
- 5.3 Selection and Appointment Committee meetings shall be convened by the member(s) requesting the meeting. Where this is practically possible, notices convening a meeting and the agenda of items to be considered and discussed therein shall be dispatched 7 working days before the meeting and sent to each member of the Selection and Appointment Committee.
- 5.4 Minutes of the meeting shall be prepared by the Chairman. They shall generally be adopted in the next meeting of the Selection and Appointment 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.