

**RULES OF PROCEDURE FOR THE REMUNERATION, NOMINATION AND HR COMMITTEE OF ORDINA N.V.  
ANNEX TO THE RULES OF PROCEDURE FOR THE SUPERVISORY BOARD OF ORDINA N.V.**

**Article 1. Role and responsibilities of the remuneration, nomination and HR committee**

1. The remuneration, nomination and HR committee supports the Supervisory Board in the execution of its tasks pursuant to article 1.2 sections c, d, e, f, g, h, i, j, k and l of the rules of procedure for the Supervisory Board. To this end, the remuneration, nomination and HR committee will prepare the discussions and decision-making processes within the Supervisory Board with respect to at least the above-mentioned tasks.
2. In connection with the above, the tasks and responsibilities of the remuneration, nomination and HR committee encompass:
  - a) drawing up proposals relating to the (re)appointment, suspension and dismissal of members of the Management Board;
  - b) drawing up selection criteria and appointment procedures with respect to the (re)appointment of members of the Supervisory Board and members of the Management Board;
  - c) drawing up a plan for the succession of members of the Management Board and Supervisory Board;
  - d) drawing up a proposal regarding Ordina's diversity policy for the composition of the Management Board, the Supervisory Board and the Executive Committee;
  - e) supervising the policies of the Management Board with respect to selection criteria and appointment procedures for senior management positions, as well as the dynamics and the relationship between the Management Board and the Executive Committee;
  - f) assessing the size and composition of the Supervisory Board and the Management Board, and the evaluation of the profile of the Supervisory Board;
  - g) preparing the evaluation of the functioning of the Supervisory Board and its committees, as well as the functioning of the individual members;
  - h) drawing up proposals with respect to the determination of the remuneration and employment terms of the members of the Management Board, taking into account of individual management board members' views with regard to the amount and structure of their own remuneration;
  - i) drawing up proposals with respect to the performance criteria for the members of the Management Board and the performance of the Management Board and its individual members with respect to the established performance criteria, in accordance with the applicable remuneration policy of the Management Board;
  - j) assessing the remuneration policy of the members of the Management Board and, if needed, drawing up proposals to amend said policy;
  - k) drawing up a remuneration report.

To this end, the remuneration, nomination and HR committee assesses at least once a year:

- the size and composition of the Supervisory Board and the Management Board;
- the profile of the Management Board, the Supervisory Board, and the rotation schedule of the Supervisory Board;
- how the performance of the Supervisory Board's committees and the individual members of the Supervisory Board and Management Board will be assessed;
- the performance criteria for the members of the Management Board and the performance of the Management Board and the individual members vis-à-vis the established performance criteria;
- the current situation with respect to succession planning for Management Board and Supervisory Board, and management development principles;
- the rules governing the remuneration, nomination and HR committee.

## **Article 2. Reporting**

In the first meeting of the Supervisory Board following a meeting of the remuneration, nomination and HR committee, the chairman of the remuneration, nomination and HR committee shall submit a verbal report of the meeting of the remuneration, nomination and HR committee. Adopted minutes taken of the remuneration, nomination and HR committee meeting shall be sent to the members of the Supervisory Board and to the members of the Management Board, unless the latter is inappropriate.

The Remuneration, Nomination and HR committee shall draw up a remuneration report annually. This will include a report on how the remuneration policy was effected in the past financial year.

## **Article 3. Meetings**

3.1 The remuneration, nomination and HR committee shall meet as often as it deems necessary, but at least three times per annum in accordance with a schedule drawn up in advance.

3.2 At least two members of the remuneration, nomination and HR committee need to be present or represented at a meeting for any valid decisions to be taken at said meeting. A member of the Supervisory Board may only issue a written proxy to another member of the Supervisory Board.

3.3 Insofar as the remuneration, nomination and HR committee does not determine otherwise (whether or not with respect to specific agenda items), the following persons shall attend the meetings of the remuneration, nomination and HR committee:

- (i) the CEO;
- (ii) the Director HR; and
- (iii) the General Counsel & Compliance Officer.

Meetings in which i) the functioning of individual members of the Management Board and ii) the functioning of the Management Board and iii) the employment terms of individual members of the Management Board are discussed will be conducted in the absence of the members of the Management Board ('closed meeting').

#### **Article 4. Composition and organisation**

- 4.1 The remuneration, nomination and HR committee shall comprise of at least two members of the Supervisory Board. The remuneration committee will not be chaired by the chairman of the supervisory board or by a former member of the Management Board of the company. More than half of the members of the remuneration, nomination and HR committee is independent within the meaning of best practice provision 2.1.8 of the Dutch Corporate Governance Code.
- 4.2 The company shall provide the remuneration, nomination and HR committee with a secretary to draw up the minutes.