



# **SUPERVISORY BOARD RULES BASIC-FIT N.V.**

These Rules were adopted by the Management Board and approved by the Supervisory Board on the 8<sup>th</sup> of February 2023.

**BASIC-FIT**

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# SUPERVISORY BOARD RULES

## BASIC-FIT N.V.

### 1. DEFINITIONS

The words and expressions used in these Rules have the following meaning:

-  **"Articles of Association"**: the articles of association of the Company;
-  **"Chairman"**: the chairman of the Supervisory Board;
-  **"Code"**: the Dutch Corporate Governance Code, as amended from time to time;
-  **"Company"**: the company with limited liability Basic-Fit N.V., with seat in Hoofddorp, the Netherlands;
-  **"Company Secretary"**: the secretary of the Company, as appointed in accordance with the Articles of Association;
-  **"Dutch Law"**: Netherlands law;
-  **"Leadership Team"**: the leadership team of the Company, existing of (i) the members of the Management Board, together with (ii) the key officers that have been appointed by the Management Board to manage the Company together with the Management Board.
-  **"Extraordinary Material Transaction"**: a Material Transaction between the Company and a Related Party outside the ordinary course of business or on terms that are not customary for arm's length transactions in the relevant branch of business, excluding a transaction (a) between the Company and a Subsidiary, (b) regarding (part of) the remuneration of Management Board members and Supervisory Board members, (c) of credit institutions within the meaning of section 2:398 paragraph 7 sub b of the Dutch Civil Code entered into based on measures to safeguard stability of such institutions, adopted by the Dutch Central Bank or the European Central Bank, if authorised to supervise pursuant to section 4 and 6 of the regulation on banking supervision as referred to in section 1:1 of the Dutch Financial Supervision Act (*Wet op het financieel toezicht*), or (d) which is offered to all Shareholders on the same terms, provided that equal treatment of all Shareholders and the interests of the Company are safeguarded;
-  **"General Meeting"**: the Company's general meeting;
-  **"Group"**: the Company and its Subsidiaries;
-  **"Management Board"**: the management board of the Company;
-  **"Material Transaction"**: a transaction between the Company or a Subsidiary and a Related Party, which constitutes inside information within the meaning of Section 7 paragraph 1 of the Market Abuse Regulation. Non-material transactions entered into with the same Related Party during the same financial year should be aggregated for the purpose of this definition;

-  "Related Party": a related party of the Company within the meaning of section 2:167 of the Dutch Civil Code;
-  "Relationship Agreement": the relationship agreement between the Company and certain of its Shareholders;
-  "Rules": these Supervisory Board rules;
-  "Shareholder": a holder of one or more shares in the capital of the Company;
-  "Subsidiary": has the meaning as referred to in section 2:24a of the Dutch Civil Code;
-  "Supervisory Board": the supervisory board of the Company.

## 2. STATUS AND CONTENTS OF THE RULES

- 2.1. The Rules have been drawn up pursuant to article 20.9 of the Articles of Association and complement the rules and regulations that are applicable to the Supervisory Board under Dutch Law or the Articles of Association. The Rules are published on the Company's website.
- 2.2. Where these Rules are inconsistent with Dutch Law or the Articles of Association, Dutch Law or, as the case may be, the Articles of Association shall prevail. Where the Rules are in accordance with the Articles of Association but are inconsistent with Dutch Law, the latter shall prevail. If one or more provisions of the Rules are or become invalid, this shall not affect the validity of the remaining provisions. The Supervisory Board shall use its best efforts to replace the invalid provisions with provisions which are valid and the effect of which is, given the contents and purpose of these Rules, to the greatest extent possible, similar to that of the invalid provisions.
- 2.3. The Supervisory Board and each member of the Supervisory Board shall observe and comply with these Rules and the Relationship Agreement (as long as it's in force). Upon their appointment to the Supervisory Board, new members shall receive a copy of these Rules and the Relationship Agreement (as long as it's in force) and shall return a signed copy of these Rules and the Relationship Agreement (as long as it's in force) to the Company Secretary confirming that he/she will observe and comply with these Rules and the Relationship Agreement (as long as it's in force).
- 2.4. Capitalised terms not defined herein shall have the meanings given to them in the Articles of Association.
- 2.5. The Rules can only be amended by a resolution of the Supervisory Board to that effect. Any amendment of these Rules shall be laid down in writing.
- 2.6. Save as otherwise provided in the Articles of Association or by Dutch Law, the Supervisory Board may in exceptional cases, as the circumstances may require, at its discretion unanimously decide to deviate from the Rules.

### **3. RESPONSIBILITIES OF THE SUPERVISORY BOARD**

- 3.1. The Supervisory Board shall be charged with the supervision of the policy of the Management Board, the Leadership Team and the general course of affairs in the Company and the business affiliated with it and with advising the Management Board. It should supervise the manner in which the Management Board implements the Company's strategy. The Supervisory Board should regularly discuss the strategy, the implementation of the strategy and the principal risks associated with it. The Supervisory Board includes an account of its involvement in the establishment of the strategy, and the way in which it monitors its implementation.
- 3.2. In the performance of their duties the members of the Supervisory Board shall be guided by the interests of the Company and the business affiliated with it, taking into consideration the interests of the Company's stakeholders. The Supervisory Board will be responsible for the quality of its own performance.
- 3.3. The responsibilities of the Supervisory Board shall include:
- (a) monitoring, supervising and advising the Management Board and the Leadership Team;
  - (b) disclosing, complying with, and enforcing the Company's corporate governance structure subject to and in accordance with or with due observance of applicable law and regulations, the Code (including compliance by explaining deviations from the Code) and the Articles of Association;
  - (c) reviewing the annual accounts, and adopting the Company's business plan (including budget);
  - (d) annually assessing, on the basis of a recommendation issued by the Audit and Risk Committee, whether adequate alternative measures have been taken in connection with the absence of an internal audit department, and considering whether it is necessary to establish an internal audit department;
  - (e) after consultation with the Management Board, recommending the appointment of the Company's external auditor to the General Meeting;
  - (f) approving certain resolutions of the Management Board;
  - (g) selecting and proposing members of the Management Board to the General Meeting for appointment;
  - (h) selecting and proposing members of the Supervisory Board to the General Meeting for appointment;
  - (i) monitoring the operation of the procedure for reporting actual or suspected misconduct or irregularities;
  - (j) evaluating and assessing the functioning of the Management Board, the Leadership Team and the Supervisory Board, and their individual members; and
  - (k) determining whether Material Transactions are entered into within the ordinary course of business and on terms that are customary for arm's-

- length transactions in the relevant branch of business, at least semi-annually, without the Related Party concerned being present; and
- (l) adopting the D&I policy for the composition of the Management Board and the Supervisory Board;
  - (m) approving the D&I policy for the Leadership Team, senior management and the rest of the company, drafted and adopted by the Management Board
- 3.4. The Supervisory Board shall prepare and publish a report on its functioning and activities during the preceding financial year, which shall include all items required to be included by the Code and shall be included in the annual report.
- 3.5. The Supervisory Board shall advise the Management Board on the appointment and dismissal of the Company Secretary.
- 3.6. The Supervisory Board is responsible for encouraging openness and accountability within the Supervisory Board, and between the different corporate bodies of the Company.

## **4. COMPOSITION PROFILE, SUITABILITY AND INDEPENDENCE OF THE SUPERVISORY BOARD<sup>1</sup>**

- 4.1. The Supervisory Board shall consist of at least three natural persons. The Supervisory Board shall prepare a profile for its size and composition, taking into account the nature of the business, its activities, and the desired expertise, experience, diversity (in line with Company's policy on diversity and inclusion) and independence of its members. The Supervisory Board shall evaluate the profile annually.
- 4.2. The composition of the Supervisory Board shall be in accordance with the Articles of Association and applicable legislation and regulations.
- 4.3. The composition of the Supervisory Board shall be subject to the following requirements:
- (a) each of its members must have the specific expertise required for the fulfilments of his duties;
  - (b) each of its members must be capable of assessing the broad outline of the overall policy of the Company;
  - (c) each of its members must meet the profile and following any member's appointment or re-appointment, the Supervisory Board as a whole must be composed in accordance with clause 0;
  - (d) at least one of the members of the Supervisory Board must have relevant expertise in financial administration / accounting for listed companies or other large companies;
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- (e) the composition of the Supervisory Board must comply with the independence requirements under the Code;
- (f) none of its members may maintain more than five memberships of supervisory boards in Dutch listed companies (including the Company); in this connection, a chairmanship of a supervisory board counts double;
- (g) the Chairman may not be a former member of the Management Board and must be independent within the meaning of the Code.

If one or more these requirement are not met, the Supervisory Board will remain validly constituted and operational, but the Supervisory Board will endeavor to meet the requirements as soon as possible.

- 4.4. Members of the Supervisory Board must meet the requirements, if any, under applicable law.
- 4.5. The Supervisory Board may appoint one or more members as delegated members of the Supervisory Board. The delegation will occur in writing, and be in accordance with terms of reference that will be published on the Company's website. Delegated members of the Supervisory Board are members of the Supervisory Board with special responsibilities. Such delegated authority may not exceed the powers of the member of the Supervisory Board and therefore does not go so far as managing the Company. Instead it involves more intensive supervision and advice and more frequent consultation with the Management Board. Such delegated authority shall be of a temporary nature only and shall not detract from the function and power of the Supervisory Board. Delegated members of the Supervisory Board shall remain members of the Supervisory Board and shall report regularly on the execution of his or her duty to the Supervisory Board.
- 4.6. The Chairman shall ensure that personal information on all members of the Supervisory Board as required by Dutch Law and the Code, such as gender, age, profession, principal position, nationality, other positions of relevance to the duties as a member of the Supervisory Board, the date of their initial appointment and their current term of office, is disclosed in the Company's annual report.

## **5. CHAIRMAN, VICE-CHAIRMAN AND COMPANY SECRETARY**

- 5.1. The Supervisory Board shall appoint one of its members as Chairman and one of its members as vice-chairman. The Chairman has the following responsibilities, without limitation:
  - (a) co-ordinating the Supervisory Board's decision-making process;
  - (b) ensuring the adequate and timely submission of information to the members of the Supervisory Board as necessary for the proper performance of their duties;
  - (c) ensuring there is ample time for consultation, consideration and decision-making by the Supervisory Board;
  - (d) ensuring the Supervisory Board has proper contact with the Management Board and the General Meeting and, if applicable, any works councils;

- (e) ensuring the General Meeting is conducted in an orderly and efficient manner and that effective communication with Shareholders is assured;
  - (f) the annual evaluation and assessment of the functioning of the members of the Management Board and the Supervisory Board and of the Management Board as a whole and the Supervisory Board as a whole;
  - (g) ensuring that the members of the Management Board and the Supervisory Board follow their induction programme and any subsequent education and training programme;
  - (h) ensuring that the Management Board creates a culture focussed on sustainable long-term value creation and performs activities in respect of culture;
  - (i) ensuring that the Supervisory Board recognizes signs from the business affiliated with the Company and ensures that any (suspicion of) material misconduct and irregularities are reported to the Supervisory Board without delay;
  - (j) ensuring that the Supervisory Board is involved closely and at an early stage in any merger or takeover processes involving the Company; and
  - (k) determining the agenda of the Supervisory Board meetings, chairing the Supervisory Board meetings and monitoring the proper functioning of the Supervisory Board and its committees.
- 5.2. The Supervisory Board shall be assisted by the Company Secretary. The Company Secretary shall be primarily responsible for:
- (a) ensuring that the functioning of the Supervisory Board complies with the applicable legislation, regulations, the Code (to the extent applicable and not deviated from), the Articles of Association and the rules and regulations issued pursuant thereto;
  - (b) assisting the Chairman with logistical matters connected with the Supervisory Board (information, agendas, evaluations, etc.);
  - (c) facilitating the provision of information to the Management Board and the Supervisory Board;
  - (d) acting as contact person for members of the Supervisory Board; and
  - (e) maintaining the induction, education and training programme.
- 5.3. The Company Secretary shall, either on recommendation of the Supervisory Board or otherwise, be appointed and dismissed by the Management Board, after the approval of the Supervisory Board has been obtained.
- 5.4. The members of the Supervisory Board and the Management Board shall consider and treat the Company Secretary as being independent from the Management Board and the Supervisory Board. If the Company Secretary also undertakes work for the Management Board and notes that the interests of the Management Board and the Supervisory Board diverge, as a result of which it is unclear which interests the Company Secretary should represent, the Company Secretary shall report this to the Chairman.



## 6. APPOINTMENT, REAPPOINTMENT, TERM OF OFFICE AND RESIGNATION

- 6.1. Members of the Supervisory Board shall be appointed by the General Meeting. Each member of the Supervisory Board shall be appointed for a maximum period of four years. A member of the Supervisory Board may be re-appointed for another period of four years. The Supervisory Board member may then subsequently be reappointed again for a period of two years, which appointment may be extended by at most two years. In the event of a reappointment after an eight-year period, reasons should be given in the report of the Supervisory Board.
- 6.2. Before accepting a position on the Supervisory Board, a candidate will determine together with the Chairman whether the candidate would be allowed to accept the position under provisions that limit the number of positions a member of the supervisory board may hold under Dutch Law or regulatory provisions.
- 6.3. The Supervisory Board ensures that a formal and transparent procedure is in place for the appointment and reappointment of Management Board and Supervisory Board members and shall ensure that there is a sound plan for the succession of Management Board and Supervisory Board members, with due regard to the diversity policy.
- 6.4. The Supervisory Board shall prepare a rotation schedule in order to avoid, to the extent possible, a situation in which many Supervisory Board members resign at the same time. The rotation schedule shall be posted on the Company's website. Notwithstanding any other provision of this clause 6, members of the Supervisory Board shall resign in accordance with the rotation schedule.
- 6.5. Members of the Supervisory Board who take on the management of the Company temporarily, in the event that members of the Management Board are absent or unable to perform their duties, shall resign temporarily from the Supervisory Board in order to do so.
- 6.6. Members of the Management Board and the Supervisory Board will annually provide the Supervisory Board and the Company Secretary with an overview of the additional functions (*nevenfuncties*) they perform, which will be discussed at the Supervisory Board meeting. New appointments to additional functions will be disclosed to the Supervisory Board and the Company Secretary in advance, with details about the function and the size and other relevant characteristics of the company involved.
- 6.7. If a member of the Supervisory Board takes on an additional position with or interest in another company, he or she shall ensure that he/she is still able to fulfil his or her responsibilities as a member of the Supervisory Board.
- 6.8. Members of the Supervisory Board shall resign prematurely in the event of inadequate functioning, structural incompatibility of interests, and in other instances in which this is deemed necessary by the Supervisory Board.
- 6.9. By signing a statement to that effect provided by the Company Secretary, members of the Supervisory Board shall declare that they shall act in accordance with the rules regarding securities transactions by members of the Supervisory Board.

## **7. REMUNERATION**

- 7.1. The Company has a policy governing the remuneration of the Supervisory Board. The policy shall be adopted by the General Meeting pursuant to and in accordance with a proposal thereto by the Supervisory Board. The General Meeting may grant a fixed remuneration to members of the Supervisory Board with due observance of the remuneration policy as referred to in the first sentence of this clause, which is not dependent on the results of the Company and may grant an additional fixed remuneration to the Chairman and the vice-chairman. The remuneration of the Supervisory Board members should reflect the time spent and the responsibilities of their role.
- 7.2. The following rules regarding remuneration must also be observed.
- (a) None of the members of the Supervisory Board may receive shares and/or options or similar rights to acquire shares in the Company as part of their remuneration.
  - (b) Members of the Supervisory Board may not engage in short-term speculative transactions involving securities of the Company.
  - (c) None of the members of the Supervisory Board may accept personal loans, guarantees or the like from the Company other than in the normal course of business and with the approval of the Supervisory Board. No remission of loans shall be granted.
- 7.3. Apart from their remuneration, Supervisory Board members shall be reimbursed for all reasonable costs incurred in connection with their attendance of meetings, the reasonableness of such costs being assessed by the Chairman (costs incurred by the Chairman are assessed by the vice-chairman). Any other expenses are only reimbursed, in whole or in part, if incurred with the consent of the Chairman or the Company Secretary on his behalf (or if it concerns the Chairman, the vice-chairman or the Company Secretary on his behalf).

## **8. INDUCTION PROGRAMME AND ON-GOING TRAINING AND EDUCATION**

- 8.1. Once appointed, in prior consultation with the Management Board, each member of the Supervisory Board shall follow an induction programme, prepared and sponsored by the Company, that covers:
- (a) governance and regulatory environment of the Company;
  - (b) financial and sustainability reporting by the Company;
  - (c) specific aspects unique to the Company and its business activities;
  - (d) the culture of the Company and the relationship with any works councils; and
  - (e) responsibilities of members of the Supervisory Board.
- 8.2. The Supervisory Board holds an evaluation once a year to identify specific areas where members of the Supervisory Board require further training and education. Periodically, the evaluation will take place periodically under the supervision of an external expert.

## 9. THE SUPERVISORY BOARD AND COMMITTEES

- 9.1. The Supervisory Board shall have an audit and risk committee and a selection, appointment and remuneration committee and at its own option such other committees as the Supervisory Board deems fit. These committees shall be appointed by the Supervisory Board from among its members. The authorities of committees shall be limited to making proposals and recommendations to the Supervisory Board and shall not include the right to adopt resolutions on behalf of the Supervisory Board. More than half of the members of each committee should be independent within the meaning of the Code. The Supervisory Board shall remain responsible for the decisions even if they have been prepared by one of the committees.
- 9.2. The Supervisory Board shall prepare rules governing the respective committee's principles and best practices (responsibilities, composition, meetings, etc.).
- 9.3. The Supervisory Board's report shall set out the composition of the committees, the number of committee meetings and the main items discussed at those meetings. The rules and the composition of the committees shall be placed on the Company's website.
- 9.4. If a committee as referred to in clause 0 has not been instituted, the practices and principles for that committee as set out in the relevant committee charter shall apply to the Supervisory Board.
- 9.5. The Supervisory Board shall receive in a timely manner from each committee a report of its deliberations and findings.

## 10. SUPERVISORY BOARD MEETINGS

- 10.1. The Supervisory Board endeavours to meet at least six times a year and whenever one or more of its members request a meeting, the Management Board so requests, or when a meeting is necessary pursuant to the provisions of the Articles of Association.
- 10.2. Supervisory Board meetings are generally held at the offices of the Company, but may take place elsewhere, as decided by the Chairman. In addition, meetings may be conducted by telephone or via videoconferencing facilities, provided that each member of the Supervisory Board taking part in such meeting is able to hear the deliberations and can be heard by the other members of the Supervisory Board and no member of the Supervisory Board objects thereto.
- 10.3. Unless the Chairman decides otherwise, Supervisory Board meetings shall be attended by all members of the Management Board, save for meetings concerning:
  - (a) the evaluation of the performance by the Management Board and its individual members, and the conclusions to be drawn from that evaluation;
  - (b) the evaluation of the performance by the Supervisory Board, its various committees and its individual members, and the conclusions to be drawn from that evaluation;

- (c) the desired profile, the composition and competence of the Supervisory Board, on which three topics the Management Board will have the opportunity to render its prior advice;
- (d) conflicts of interest or potential conflicts of interest of Management Board members; and
- (e) an Extraordinary Material Transaction, in which a Management Board Member is involved.

The Supervisory Board may invite other persons to attend a Supervisory Board meeting in whole or in part.

- 10.4. If a member of the Supervisory Board cannot attend a meeting, he can give a proxy to another member of the Supervisory Board.
- 10.5. Supervisory Board meetings shall in principle be attended by all members of the Supervisory Board. If members are unable to attend and the minutes require explanation, the Chairman shall inform the absent members about the resolutions passed and the discussions held in the meeting in question. The Chairman shall contact members of the Supervisory Board who are frequently absent from Supervisory Board meetings and discuss their absence. The report of the Supervisory Board shall state the absenteeism rate from Supervisory Board and committee meetings of each Supervisory Board member.
- 10.6. The Company's external auditor shall attend in any event the Supervisory Board meeting at which the report of the external auditor on the audit of the financial statements is discussed. The external auditor shall receive all financial information related to the annual accounts and other interim financial reports, and shall be given the opportunity to express its response regarding this information to the Management Board or directly to the Supervisory Board. The Supervisory Board gives the external auditor a general idea of the content of the reports relating to their functioning. The Supervisory Board should be permitted to examine the most important points of discussion arising between the external auditor and the Management Board based on the draft management letter or the draft audit report.
- 10.7. Meetings shall be convened by the Company Secretary on behalf of the Chairman or by the member of the Supervisory Board requesting the meeting. Where this is practical, notices convening the meeting, the agenda of the meeting and the enclosures with the agenda shall be dispatched seven days before the meeting.
- 10.8. Minutes of each meeting shall be prepared by the Company Secretary and generally be adopted in the next meeting. If all members of the Supervisory Board agree on the contents of the minutes, they may be adopted earlier. The Company Secretary may issue and sign extracts of the adopted minutes for external use.

## **11. SUPERVISORY BOARD RESOLUTIONS**

- 11.1. The Supervisory Board shall pass resolutions by an absolute majority of the votes cast. The members of the Supervisory Board strive for consensus in connection with any decision-making within the Supervisory Board. Each member of the Supervisory Board may cast one vote. Blank votes, invalid votes and abstentions shall be considered as not cast. In the event that the votes are tied, the Chairman

shall have a casting vote. The Supervisory Board may adopt resolutions outside a formal meeting provided that this is done in writing, by telefax, or by electronic mail and provided that all members of the Supervisory Board have had the opportunity to express their opinion in respect of the proposal concerned and none of the members of the Supervisory Board has declared himself against this form of decision-making. The adoption of Supervisory Board resolutions outside a meeting must be reported at the following meeting of the Supervisory Board. Resolutions thus adopted shall be recorded by the Company Secretary in writing and kept with the minutes of the previous meetings.

- 11.2. Members of the Supervisory Board who have a conflict of interest and/or, in case of an Extraordinary Material Transaction, who are involved in such Extraordinary Material Transaction shall not be considered present or represented at the meeting for the agenda item for which he or she has a conflict of interest and/or for which he or she is involved in an Extraordinary Material Transaction.
- 11.3. The on-going items to be considered at Supervisory Board meetings include but are not limited to the review of the Company's budget and financial results, and the discussion of corporate strategy, and changes thereto, in consultation with the Management Board.
- 11.4. At least once a year, the Supervisory Board shall discuss without the Management Board being present:
  - (a) the functioning of the Supervisory Board and its individual members, and the conclusions to be drawn on the basis thereof;
  - (b) the functioning of the Management Board and its individual members and the conclusions to be drawn on the basis thereof.
- 11.5. The report of the Supervisory Board will refer to the fact that such discussions were held.

## **12. CONFLICT OF INTEREST**

- 12.1. The members of the Supervisory Board shall avoid, as much as possible, all conflicts of interest between themselves and the Company.
- 12.2. The Supervisory Board is responsible for the decision-making on dealing with conflicts of interest regarding members of the Management Board and members of the Supervisory Board and majority Shareholders, if any, in relation to the Company.
- 12.3. A member of the Supervisory Board may not participate in the deliberation and the decision-making process of the Supervisory Board if it concerns a subject in which this member of the Supervisory Board has a direct or indirect personal interest which conflicts with the interest of the Company and its business enterprise. In such event, the other members of the Supervisory Board shall be authorised to adopt the resolution (without prejudice to any quorum and/or qualified majority requirements, if any). If all members of the Supervisory Board have a conflict of interest as referred to above, the resolution shall be adopted by the Supervisory Board, irrespective of the conflict of interest.
- 12.4. A member of the Supervisory Board should report any actual or potential conflict of interest in a transaction that is of material significance to the Company and/or

to such Supervisory Board member to the chairman of the Supervisory Board without delay and should provide all relevant information in that regard. If the Chairman has a conflict of interest or potential conflict of interest, he should report this to the vice-chairman of the Supervisory Board without delay.

- 12.5. For the avoidance of any possible doubt: the mere fact that a member of the Supervisory Board is connected to a direct or indirect Shareholder does in itself not constitute a conflict of interest.
- 12.6. Members of the Supervisory Board shall not:
- (a) enter into competition with the Company or the Group;
  - (b) accept any gifts or other benefits of any kind from third parties other than in accordance with the applicable compliance policy of the Group;
  - (c) provide unjustified advantages to third parties to the detriment of the Company; or
  - (d) take advantage of business opportunities to which the Company is entitled for themselves or for their spouses, registered partners or other life companions, foster children or relatives by blood or marriage up to the second degree.
- 12.7. The following transactions require the approval of the Supervisory Board:
- (a) a transaction between the Company and a legal entity in which a member of the Supervisory Board personally has a material financial interest; or
  - (b) a transaction between the Company and a legal entity which has a member of the management board or the supervisory board who is related under family law to a member of the Supervisory Board.

## **13. RELATED PARTY TRANSACTION**

- 13.1. A member of the Supervisory Board who is involved in an Extraordinary Material Transaction shall not participate in the decision-making process with respect to such Extraordinary Material Transaction. In such event, the other members of the Supervisory Board shall be authorised to adopt the resolution (without prejudice to any quorum and/or qualified majority requirements, if any). If all members of the Supervisory Board are involved in an Extraordinary Material Transaction as referred to above, the resolution shall be adopted by [the Supervisory Board][the general meeting], irrespective of the Extraordinary Material Transaction.
- 13.2. Any Extraordinary Material Transaction requires the approval of the Supervisory Board.

## **14. INFORMATION, AND RELATIONSHIP WITH THE MANAGEMENT BOARD**

- 14.1. The Supervisory Board and its individual members have their own responsibility for obtaining all information from the Management Board and the external auditors that the Supervisory Board requires for the proper performance of its duties. Where necessary, the Supervisory Board may obtain information from

officers and external advisors of the Company. The Management Board shall provide the necessary means for this purpose. The Supervisory Board may require that certain officers and external advisors attend its meetings. The Company will furnish or reimburse any reasonable costs or expenses incurred by the Supervisory Board, including those of external advisors reasonably engaged by the Supervisory Board.

- 14.2. The Management Board ensures that internal procedures are established and maintained which safeguard that all information relevant to the Company is available to the Management Board and the Supervisory Board in a timely fashion. The Supervisory Board supervises the establishment and implementation of these procedures.
- 14.3. Without prejudice to the above, once a year, and in any event by the last meeting of the year, the Management Board shall provide the Supervisory Board with a budget for the following year and an overview of the main features of strategic policy, the general and financial risks run by the Company, the Company's management and control systems, and any detected material non-compliance of the Company with any applicable laws and regulations.
- 14.4. If a member of the Supervisory Board receives information or indications concerning the Supervisory Board and the improper performance of its supervisory and advisory tasks from a source other than the Management Board or Supervisory Board, he or she shall make this information available to the Chairman as soon as possible. The Chairman shall decide whether the entire Supervisory Board should be informed.

## 15. GENERAL MEETING

- 15.1. In accordance with the Articles of Association, General Meetings may be convened by the Supervisory Board or the Management Board. A convening notice shall state the subjects to be considered.
- 15.2. All members of the Management Board and the Supervisory Board shall participate in General Meetings unless there are serious grounds preventing them from doing so. As a general rule, the Chairman shall chair General Meetings. The ruling pronounced by the Chairman in respect of the outcome of a vote in a General Meeting shall be decisive, subject to the provisions of section 2:13 of the Dutch Civil Code.
- 15.3. The Supervisory Board shall provide the General Meeting with any information it may require concerning an item on the agenda, unless it is prevented from doing so in view of important interests (*zwaarwegende belangen*) of the Company, or by a law, rules or regulations applicable to the Company. The Supervisory Board shall specify the reasons why important interests are considered to apply.
- 15.4. Without prejudice to contractual arrangements made in the Relationship Agreement and other contractual arrangements that may exist from time to time, the Supervisory Board and the Management Board shall treat Shareholders in equal circumstances in the same way when supplying information.

- 15.5. The Management Board and the Supervisory Board are responsible for the corporate governance structure of the Company and for compliance with the Code. They are accountable for this to the General Meeting.
- 15.6. Each significant change in the Company's corporate governance structure or compliance with the Code shall be addressed in a separate item on the agenda for consideration by the General Meeting.

## **16. CONFIDENTIALITY**

Every member of the Supervisory Board shall treat all information and documentation obtained in connection with his or her position with the necessary discretion and, in the case of confidential information, with the appropriate secrecy. Without prejudice to contractual arrangements made in the Relationship Agreement and other contractual arrangements that may exist from time to time, confidential information shall not be disclosed outside the Group, made public or otherwise made available to third parties, even if the member resigns from the Supervisory Board, unless (i) such disclosure is requested or required by applicable law, by a competent court, by any competent securities exchange or by any competent regulatory or governmental body, or (ii) it has been made public by the Company, or (iii) it has been established that the information is already in the public domain without breach of the provisions of this clause 16 by the relevant incumbent or former member of the Supervisory Board, or (iv) the Company has given its written consent to disclosure, such consent not to be unreasonably withheld or delayed.

## **17. GOVERNING LAW AND JURISDICTION**

- 17.1. These Rules shall be governed by and construed in accordance with the laws of the Netherlands.
- 17.2. The courts of Amsterdam, the Netherlands, shall have exclusive jurisdiction over any disputes arising from or in connection with these Rules, including any disputes regarding the existence, validity or termination of these Rules.