

Charter Supervisory Board's Nomination Committee

January 1, 2005

Article 1. Responsibilities

- 1.1 The Nomination Committee shall advise the Supervisory Board in relation to its responsibilities and shall prepare resolutions of the Supervisory Board in relation thereto.
- 1.2 The responsibilities of the Nomination Committee shall include:
- a. drawing up selection criteria and appointment procedures for members of the Supervisory Board and of the Board of Management;
 - b. periodically assessing the size and composition of the Supervisory Board and the Board of Management, and making a proposal for a composition profile of the Supervisory Board;
 - c. periodically assessing the functioning of individual members of the Supervisory Board and of the Board of Management, and reporting on this to the Supervisory Board;
 - d. making proposals for the (re-)appointment of members of the Supervisory Board and of the Board of Management;
 - e. supervising the policy of the Board of Management on the selection criteria and the appointment procedures for senior management.
 - f. prepare the decision-making process of the Supervisory Board concerning any conflicts of interest that may arise in the acceptance by the Supervisory Board of other positions.
- 1.3 The Nomination Committee shall present all material findings and recommendations to the Supervisory Board for consideration. The Nomination Committee shall prepare and publish on an annual basis a report of its deliberations and findings.

Article 2. Composition, expertise and independence of the Nomination Committee

- 2.1 The Nomination Committee shall consist of 3 members.
- 2.2 Without prejudice to article 2 of the Supervisory Board's Regulations, the following requirements must be observed in composing the Nomination Committee:
- a. each of its members must be independent within the meaning of article 2.2 of the Supervisory Board's Regulations, with the exception of no more than one member;
 - b. no more than one member of the Nomination Committee shall be a member of the Board of Management of any other listed Dutch company.



Article 3. Chairman

Subject to article 2 of this Charter, the Supervisory Board shall appoint one of the committee members as chairman. The chairman shall be primarily responsible for the proper functioning of the Nomination Committee. He/she shall act as the spokesman of the Nomination Committee and shall be the main contact for the Supervisory Board.

Article 4. Nomination Committee meetings (agenda, attendance, minutes)

4.1 The Nomination Committee will hold at least 1 meeting per year and whenever one or more of its members have requested a meeting. Nomination Committee meetings are generally held at the offices of the Company, but may also take place elsewhere.

4.2 The Nomination Committee may be assisted by a secretary who shall be appointed and may be dismissed at any time by the Nomination Committee. The secretary shall not be a member of the Nomination Committee. The secretary of the Nomination Committee will keep minutes of each meeting of the Nomination Committee. The minutes of each meeting shall be approved by the Nomination Committee in its first meeting following the relevant meeting or, if circumstances so require, the (draft) minutes of a meeting may be certified by the chairman of the Nomination Committee and the secretary before the formal approval by the Nomination Committee.

4.3 No one other than the Nomination Committee's chairman, members and secretary is entitled to be present at a meeting of the Nomination Committee, unless otherwise decided by the chairman or a majority of the members of the Nomination Committee.

4.4 In principle no later than on the fifth day before any meeting of the Nomination Committee, the agenda of the meeting will be sent by the secretary of the Nomination Committee in consultation with the chairman of the Nomination Committee to the members together with the relevant documents, unless otherwise determined by the Chairman, if in his reasonable discretion circumstances so require.

4.5 The (draft) minutes of the Nomination Committee will be sent to the members of the Supervisory Board after their approval by the Nomination Committee or, if circumstances so require, their certification by the chairman and the secretary of the Nomination Committee.

Article 5. Amendment of Charter

The Nomination Committee is authorized to propose changes to this Charter. This Charter may be amended at any time by the Supervisory Board and any such amendment shall be effective as of such date determined by the Supervisory Board.