

## **Article 1 Status and organisation of the rules**

1.1 These rules (hereinafter to be referred to as the '**rules**') were amended partially by the Supervisory Board (hereinafter to be referred to as the '**Supervisory Board**') of N.V. Luchthaven Schiphol (hereinafter to be referred to as the '**company**') on 20 December 2013.

1.2 The following annexes are attached to, and form an integral part of, these rules:

**Annex A:** Profile of the Supervisory Board's scope and composition.

**Annex B:** Retirement rota for Supervisory Board members.

**Annex C:** Rules governing the Audit Committee of the Supervisory Board.

**Annex D:** Rules governing the Remuneration Committee of the Supervisory Board.

**Annex E:** Rules governing the Selection and Appointment Committee of the Supervisory Board.

**Annex F:** Rules governing the Public Affairs and Corporate Responsibility Committee of the Supervisory Board.

## **Article 2 Supervisory Board Responsibilities**

2.1. The Supervisory Board shall be responsible for supervising the company's management, the general performance of the company and that of its associated business, and shall advise the Management Board. In performing its duties, the Supervisory Board shall be guided by the interests of the company and its business; it shall take into account the relevant interests of all those involved in the company (including the company's shareholders). The Supervisory Board shall also have due regard for the corporate social responsibility issues that are relevant to the enterprise. The Supervisory Board is responsible for the quality of its own performance.

2.2. The responsibilities of the Supervisory Board shall include:

- a) Supervising and (prior) monitoring of, and advising the Management Board on: (i) achieving the company's objectives, (ii) the company's strategy and risks inherent to its business activities, (iii) the structure and functioning of the internal risk management and control systems, (iv) the financial reporting process, (v) compliance with legislation and regulations, (vi) the company-shareholder relationship, and (vii) corporate social responsibility issues that are relevant to the enterprise;
- b) Disclosing, complying with and enforcing the company's corporate governance structure;
- c) Signing the annual financial statements and approving the company's annual budget, major capital expenditures and the five-year business plan that the Management Board draws up for the company and its group companies each year (hereinafter to be referred to as the '**Business Plan**') and which includes the following:
  - 1) the operational, commercial and financial objectives of the company;
  - 2) the strategy for achieving the objectives;
  - 3) the pre-conditions pertaining to the strategy, for example with respect to the financial ratios, as well as the preparation by the Management Board of an annual budget for the subsequent year consisting of investment and operational estimates, supplementary estimates and appended notes (hereinafter to be referred to as the '**Budget**');
- d) Supervising the further deliberation, constructive consultation and exploration of the alternatives by the Management Board where the latter has invoked a response time as referred to in Article 11.4 of the company's Rules governing the Management Board if one or more shareholders intend to request that an item be put on the agenda for the General Meeting of Shareholders that may result in a change in the company's strategy;
- e) Selecting and recommending the appointment of the company's external auditor;

- f) Selecting, and appointing Management Board members, potentially suspending or dismissing Management Board members, proposing the remuneration policy for members of the Management Board (such policy to be adopted by the General Meeting of Shareholders of the company, hereinafter to be referred to as the '**General Meeting**'), defining the remuneration (in accordance with the above remuneration policy) and contractual terms and conditions of employment for Management Board members;
- g) Selecting and recommending the appointment of Supervisory Board members and proposing the remuneration of its members to be adopted by the General Meeting;
- h) Evaluating and assessing the functioning of the Management Board, the Supervisory Board, and their individual members (including evaluating the Supervisory Board's profile and the induction, education and training programme (see articles 3.1. and 8);
- i) Handling, and taking decisions on, any reported conflicts of interest between the company on the one hand and Management Board members, the external auditor and the major shareholder(s) on the other hand (see article 11);
- j) Handling, and taking decisions on, reported alleged irregularities that relate to the functioning of the Management Board, as referred to in article 12;
- k) Adopting the remuneration report on the remuneration policy conducted;
- l) Annually drawing up a report on the functioning and activities of the Supervisory Board and its committees for the company's annual report.

2.3. The Supervisory Board's task as supervisor and advisor to the Management Board shall furthermore be manifested by the obligation of the Management Board to submit for approval to the Supervisory Board resolutions for the following legal acts:

- a. The issue, including the granting of a right to take shares and to acquire shares in the company and debt instruments for account of the company or debt instruments for account of a limited partnership or general partnership of which the company is a fully liable partner;
- b. Assisting with the issue of share certificates;
- c. Requesting a quotation or withdrawal of the quotation of the documents referred to under points a. and b. above in the official list of any stock exchange;
- d. Entering into, altering or discontinuing permanent cooperation of the company, or a dependent company, as referred to in Section 2:152 of the Dutch Civil Code (hereinafter referred to as the '**dependent company**') with another legal entity or company, or as a fully liable partner in a limited partnership or general partnership, if such cooperation, alteration or discontinuation has far-reaching consequences for the company;
- e. The company or a dependent company taking an interest valued at no less than fifteen percent of the amount of the company's issued share capital plus the reserves in accordance with the balance sheet and explanatory notes in the capital of another company, or the substantial increase or decrease in such an interest;
- f. Investments that require an amount equal to at least one fourth part of the company's issued share capital plus the reserves of the company in accordance with its balance sheet and explanatory notes;
- g. A motion to amend the Articles of Association.
- h. A motion to dissolve the company.
- i. Filing for bankruptcy and applying for suspension of payments.
- j. Terminating the employment of a substantial number of company employees or employees of a dependent company, simultaneously or within a short period of time.
- k. A drastic change in the working conditions of a substantial number of company employees or employees of a dependent company.
- l. A motion to reduce the issued share capital.
- m. Obtaining, transferring and encumbering immovable goods above an amount of EUR 25,000,000.
- n. Performing all other legal acts that exceed an amount or value of EUR 25,000,000 as a lump sum or on an annual basis; with respect to the foregoing, the following exclusion applies: transactions with respect to the current account with the banking and giro institutions with which the company has an account as well as any related deposits; in the event of concurrence of agreements and/or acts pertaining to a single object, those agreements and/or acts will be considered a unified whole for the purpose of determining the amount and valuating the interest;

- o. Making investments that deviate from the amounts stated in the Budget or Business Plan, in as much as the investment concerned exceeds EUR 15,000,000; with respect to the foregoing, the following exclusion applies: transactions with respect to the current account with the banking and giro institutions with which the company has an account as well as any related deposits; in the event of concurrence of agreements and/or acts pertaining to a single object, those agreements and/or acts will be considered a unified whole for the purpose of determining the amount and valuating the interest;
- p. Presenting general standards for setting rates, rents and other generally prevailing payments;
- q. Attracting major credit facilities, entering into contracts of suretyship and providing cash loans (with respect to the latter, with the exception of customary staff salary advances) in excess of an amount and duration to be specified by the Supervisory Board;
- r. Transferring the enterprise or almost the entire enterprise to a third party;
- s. Exercising voting rights on shares held by the company in the share capital of companies with which the company is associated in a group as referred to in Section 2:24b of the Netherlands Civil Code, to the extent that this concerns the granting of approval to the Boards of Management of these companies for a resolution requiring approval pursuant to this paragraph if the resolution would be taken by the Management Board of the company.

### **Article 3 Composition, Expertise and Independence of the Supervisory Board**

- 3.1. The Supervisory Board shall consist of at least five and not more than eight members to be defined by the General Meeting in accordance with article 16 section 1 of the company's Articles of Association. The Supervisory Board has prepared a profile of its scope and composition taking into account the nature of the business, its activities, and the desired expertise, experience and independence of its members. The profile shall deal with aspects of diversity in the composition of the Supervisory Board that are relevant to the company and shall state what specific objective is pursued by the Board in relation to diversity. In so far as the existing situation differs from the intended situation, the Supervisory Board shall account for this in the report of the Supervisory Board and shall indicate how and within what period it expects to achieve this aim. The Supervisory Board shall evaluate the profile annually. The current profile of the Supervisory Board is attached as **Annex A**.
- 3.2. The composition of the Supervisory Board shall be such that the combined experience, expertise, independence and diversity of its members meets the profile outlined in Annex A and enables the Supervisory Board to best carry out the variety of its responsibilities and duties to the company and all others involved in the company (including its shareholders), consistent with applicable law and regulations. The Supervisory Board shall aim for diversity among its members in terms of factors such as gender and age. The division of duties among the members of the Supervisory Board emanates from the profile attached as Annex A.
- 3.3. In composing the Supervisory Board, the following requirements must be complied with:
  - a) Each of its members must be capable of assessing the broad outline of the company's overall policy and its business.
  - b) Each of its members must match the profile attached as Annex A and, by means of a member's respective participation in the Supervisory Board (upon (re)appointment and thereafter), the Supervisory Board as a whole must be composed in accordance with article 3.2.
  - c) At least one of the members of the Supervisory Board must have relevant expertise in financial administration and accounting for listed companies or other large entities.
  - d) Each of its members, with the exception of not more than one person, must be independent as referred to in article 3.4.
  - e) None of its members may be appointed after his/her second, four-year term, or his/her eighth year in office.
  - f) None of its members may maintain more than five supervisory directorships and/or positions as non executive officer with legal entities (as defined in section 2:142a Dutch Civil Code), whereas chairmanship counts twice.
  - g) The Chairman of the Supervisory Board may not be a former member of the

Management Board.

- 3.4. Members of the Supervisory Board shall not be considered independent as referred to in article 3.3 (and shall accordingly be considered independent if none of the points below apply to him/her) if he/she or his/her spouse, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree:
- a) Has been an employee or an executive director of the company (including issuing institutions as referred to in Article 5:48 of the Financial Supervision Act (in Dutch: *Wet op het financieel toezicht*) in the five years preceding his/her appointment as a supervisory director.
  - b) Receives personal financial compensation from the company or an affiliated company other than the compensation received for the work performed as supervisory director and to the extent that this is not in keeping with the normal course of business.
  - c) Has had a key business relationship with the company or a company associated with it in the year preceding his/her appointment. This shall in any event include the situation whereby a supervisory director, or the firm of which he/she is a shareholder, partner, associate or advisor, has acted as advisor to the company (consultant, external auditor, civil notary and lawyer) and the situation whereby a supervisory director is an executive director or an employee of any bank with which the company has a lasting and significant relationship.
  - d) Is an executive director of a company, of which an executive director of the company (that he/she supervises) is a supervisory director (cross-ties).
  - e) Holds at least ten percent of the shares in the company (including the shares held by natural persons or legal entities that co-operate with him/her under a legal, tacit, oral or written agreement).
  - f) Is an executive director or a supervisory director - or is a representative in some other way - of a legal entity that holds at least ten percent of the shares in the company, unless such entity is a member of the same group as the company.
  - g) Has temporarily managed the company during the preceding twelve months while executive directors were absent or unable to fulfil their duties.

In the Supervisory Board's report, the Supervisory Board shall declare that in its view article 3.3 subsection d) has been fulfilled. Where applicable, it shall also indicate which supervisory directors it considers as not independent.

- 3.5. The Supervisory Board may appoint one or more members as 'delegated' supervisory directors. A delegated supervisory director is a supervisory director with a special task. The delegated authority may not exceed the duties of the supervisory director him/herself and does therefore not include managing the company; it entails more intensive supervision and advice and more frequent consultation with the Management Board. The delegated supervisory directorship shall be of a temporary nature only. The delegated supervisory directorship may not detract from the responsibility and authority of the Supervisory Board. A delegated supervisory director shall remain a member of the Supervisory Board.
- 3.6. Each member of the Supervisory Board shall be required to submit to the board's Chairman such information as is necessary to record or update, as the case may be, his/her:
- a) gender
  - b) age
  - c) profession
  - d) principal position
  - e) nationality
  - f) other positions; as far as relevant to the duties as a Supervisory Board member;
  - g) date of initial appointment
  - h) current term in office

The Chairman shall ensure that such information is published in the Supervisory Board's report.

#### **Article 4 Chairman, Vice-Chairman and Company Secretary**

- 4.1. The Supervisory Board shall appoint one of its members as Chairman and one of its members as Vice-Chairman with due observance of the provisions of Article 3.3 subsection g). The Chairman shall ensure the proper functioning of the Supervisory Board and shall act on behalf of the Supervisory Board as the main contact for the Management Board and for shareholders regarding the performance of the members of the Management Board and the Supervisory Board. In his capacity of chairman, he shall ensure the orderly and efficient conduct of the General Meeting.

The Chairman of the Supervisory Board shall ensure:

- a) That the Supervisory Board members follow their induction, education and training programmes.
  - b) The adequate and timely submission of information to the Supervisory Board members as is necessary for the proper performance of their duties.
  - c) That the Supervisory Board has ample time for consultation, consideration and decision-making.
  - d) Supervision of the Supervisory Board committees and that they perform adequately.
  - e) The annual evaluation and assessment of the functioning of the Management Board and Supervisory Board members.
  - f) The appointment, if any, of one or two vice-chairmen by the Supervisory Board.
  - g) That the contact with the Management Board and the Central Works Council is productive and that the results thereof are timely and prudently communicated to the other members of the Supervisory Board.
  - h) Receiving and taking decisions on reported potential conflicts of interest as referred to in article 11.
  - i) Receiving and taking decisions on reported alleged irregularities relating to the functioning of the Management Board members as referred to in article 12.
- 4.2. The Vice-Chairman of the Supervisory Board shall deputise for the Chairman when the occasion arises. Supplementary to the provisions of Article 10.5.a below, the Vice-Chairman shall act as contact for individual Supervisory Board members and Management Board members concerning the performance of the Chairman of the Supervisory Board.
- 4.3. The Supervisory Board shall be assisted by the Company Secretary to be appointed and dismissed - whether or not on the recommendation of the Supervisory Board - by the Management Board subject to prior Supervisory Board approval. The Company Secretary shall be primarily responsible for:
- a) Following the correct procedures and complying with Dutch law, the company's Articles of Association and the rules and regulations issued pursuant thereto (including these rules).
  - b) Assisting the Chairman of the Supervisory Board in actually organizing the Supervisory Board proceedings (information, agenda, evaluation, etc.).
  - c) The induction, education and training programme.

#### **Article 5 Supervisory Board Committees**

- 5.1. The Supervisory Board shall consist of at least three standing committees, i.e., the Audit Committee and Remuneration Committee and a Public Affairs & Corporate Responsibility Commission. If selection and appointment of Management Board members or supervisory directors is due for discussion, the Supervisory Board may decide to institute the (temporary) Selection and Appointment Committee. The committees shall be selected by the Supervisory Board from the Supervisory Board's members. The (entire) Supervisory Board shall continue to be responsible for decisions even if they are prepared by one of the Board's committees.
- 5.2. The Supervisory Board shall prepare rules governing each respective committee's best practices and principles (responsibilities, composition, meetings, etc.). The current rules of the respective committees are attached as **Annexes C, D, E and F**.

- 5.3. The composition of the committees, the number of committee meetings and the main items to be discussed therein shall be recorded in the Supervisory Board's report. The rules governing the respective committee's best practices and principles and the composition of its respective members shall be posted on the company's website.
- 5.4. Should one or more committees as referred to in article 5.1. not (no longer) be instituted, their rules as set forth in the relevant Annex shall apply to the Supervisory Board.
- 5.5. The Supervisory Board shall receive from each of the committees a report of its deliberations and findings once a year; an (oral) account will also be given of these reports during the meeting of the Supervisory Board.
- 5.6. The Supervisory Board as well as each of its committees may, as far as necessary or appropriate, obtain advice from independent advisors on legal, accounting or other topics. The company will make available the financial means for this purpose.

#### **Article 6 (Re)appointment, Term and Retirement**

- 6.1. The members of the Supervisory Board shall be appointed in the manner as defined in the company's Articles of Association on the nomination of the Supervisory Board. The nomination for (re)appointment shall state the rationale. On reappointment, the manner in which the candidate fulfilled his/her duties as a Supervisory Board member shall be taken into account.

Supervisory directors shall serve on the Supervisory Board for a maximum period of four years and shall thereafter be eligible for re-appointment, provided that no member shall serve for more than two, four-year terms or eight years, as the case may be.

- 6.2. The Supervisory Board shall prepare a retirement rota to prevent, to the extent possible, re-appointments occurring simultaneously. The present retirement rota of the Supervisory Board is attached as **Annex B**. Without prejudice to article 6.3, members of the Supervisory Board shall retire in accordance with the retirement rota.
- 6.3. Members of the Supervisory Board shall retire early in the event of inadequate performance, structural incompatibility of interests, and other instances where retirement is deemed necessary at the discretion of the Supervisory Board.
- 6.4. Members of the Supervisory Board who assume executive directorship of the company temporarily, in the event Management Board members are absent or unable to fulfil their duties, shall (temporarily) retire from the Supervisory Board in order to do so.

#### **Article 7 Remuneration**

- 7.1. The Supervisory Board shall from time to time submit proposals to the General Meeting in respect of the remuneration to be paid to the Chairman and other Supervisory Board members. The remuneration of a Supervisory Board member may not be made dependent on the company's results. If Supervisory Board members are required to charge VAT on their fees, the company shall pay the amount of VAT.
- 7.2. In defining the remuneration of the Supervisory Board, the following requirements shall be deemed to be observed:
  - a) A supervisory director may not receive shares and/or options or similar rights to acquire shares in the company's capital as part of his/her remuneration.
  - b) None of its members may hold securities as referred to under subsection a) other than for long-term investment.
  - c) None of its members may accept personal loans, guarantees, et cetera, from the company, other than in the normal course of business and with the approval of the Supervisory Board. No remission of loans may be granted.
- 7.3. Members of the Supervisory Board shall be reimbursed for all reasonable costs incurred in

connection with their attendance of meetings. Any other expenses shall only be reimbursed, either in total or in part, if incurred with the prior consent of the Chairman; the Chairman shall inform the Supervisory Board thereof on an annual basis.

- 7.4. The company shall take out on behalf of the members of the Supervisory Board a liability insurance to cover (to the extent possible) any costs that the supervisory directors make if they are involved in civil-law, criminal or administrative-legal proceedings on account of the fact that they are or were a supervisory director of the company. This shall include lawyers' fees, fines, settlement amounts, etc.

#### **Article 8 Induction Programme and Ongoing Training and Education**

- 8.1. Once appointed, each member of the Supervisory Board shall follow an induction programme, prepared and financed by the company, addressing:
- a) General financial, social and legal affairs
  - b) Financial reporting by the company
  - c) Specific aspects unique to the company and its business activities
  - d) Responsibilities of Supervisory Board members
- 8.2. The Supervisory Board shall evaluate the induction programme annually to identify any other specific aspects in respect of which further training and education is required during a Supervisory Board member's term of office.

#### **Article 9 Supervisory Board Meetings (agenda, teleconferencing, attendance, minutes)**

- 9.1. The Supervisory Board shall hold at least five meetings a year and furthermore whenever one or more of its members have requested a meeting. Supervisory Board meetings shall in general be held at the offices of the company, but may also take place elsewhere. In addition, meetings may be held by telephone or video conference provided that all participating members can hear each other simultaneously.
- 9.2. Supervisory Board members frequently absent during Supervisory Board meetings shall be asked by the Chairman to explain their absence. A record will be made in the Supervisory Board's report of the Supervisory Board members that are frequently absent at meetings.
- 9.3. Unless the Supervisory Board decides otherwise, Supervisory Board meetings shall be attended by the Management Board, except for meetings concerning:
- a) The evaluation of the functioning of the Management Board and its individual members, and the conclusions to be drawn from that evaluation.
  - b) The evaluation of the functioning of the Supervisory Board and its individual members, and the conclusions to be drawn from that evaluation.
  - c) The desired profile, scope and composition of the Supervisory Board.
  - d) Potential conflicts of interest of Management Board members as referred to in article 11.

If the Chairman of the Audit Committee so requests, the company's external accountant shall attend Supervisory Board meetings at which the examination, adoption and, if applicable, approval of the annual financial statements are discussed.

- 9.4. Meetings shall be convened by the Company Secretary on behalf of the Chairman or two members of the Supervisory Board. Where this is practically possible, notices convening a meeting and the agenda items to be considered and discussed therein shall be dispatched seven working days before the meeting and sent to each member of the Supervisory Board and the Management Board.
- 9.5. Minutes of the meeting shall be prepared by the secretary of the meeting. They shall 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 minutes shall be signed for adoption by the Chairman and shall be dispatched to all members of the Supervisory Board as soon as possible. The Company Secretary may issue and sign extracts of the adopted minutes.

## **Article 10 Supervisory Board Resolutions (quorum, votes, items to be considered)**

- 10.1. The Supervisory Board can only validly adopt resolutions in a meeting at which at least half of its members are present or represented, provided that members having a conflict of interest as referred to in article 11 shall not be taken into account when calculating this quorum. The Supervisory Board may also adopt resolutions outside a meeting, provided that the motion in question has been submitted to all of its members, none of them has objected to this form of decision-making, and each of them participated in the voting, provided that members having a conflict of interest as referred to in article 11 shall not participate in the voting. The Chairman shall prepare and sign a report of the resolution adopted in this manner, enclosing any written replies received. The resolution shall furthermore be included in the minutes of the next Supervisory Board meeting.
- 10.2. Subject to article 11, the Supervisory Board may only adopt resolutions validly at or outside a meeting with the full majority of the votes cast. If the votes are equal, the proposal shall again be put to the vote at the end of the meeting if one or more of the supervisory directors so desires. If the votes are again equal, the proposal shall be deemed to have been rejected.
- 10.3. Contrary to article 11, a resolution to amend the profile can only be passed by unanimous vote at a meeting in which all supervisory directors are in attendance or are represented, if the amendment concerns components of the profile for which this is required.
- 10.4. The ongoing items to be considered and discussed at Supervisory Board meetings include reviewing the company's budget and financial results, approving major decisions requiring Supervisory Board action, corporate strategy and changes thereto (e.g. long-term strategy, capital expenditures in excess of the company's budget, long-term capital structures, setting up new company divisions, major acquisitions and divestments) and receiving reports from the Supervisory Board's committees.
- 10.5. At least once a year, the Supervisory Board shall discuss:
  - a) The functioning of the Supervisory Board, the functioning of its committees and its individual members, and the conclusions to be drawn on the basis thereof.
  - b) The desired profile, composition and competence of the Supervisory Board.
  - c) The functioning of the Management Board and its individual members and the conclusions to be drawn on the basis thereof.
  - d) The induction, education and training programme as referred to in article 8.
  - e) The corporate strategy and the main risks of the business, the result of the Management Board's evaluation of the structure and operation of the internal risk management and control systems, as well as any significant changes thereto.

The report of the Supervisory Board shall record the fact that the meetings were held. The report of the Supervisory Board shall also state how the functioning of the Supervisory Board, the separate committees and the individual Supervisory Board members has been evaluated.

## **Article 11 Conflict of Interest**

- 11.1 A Supervisory Board member shall not participate in the discussions and/or decision-making process on a subject or transaction in relation to which he/she has a conflict of interest with the company as referred to in article 11.2. Such a transaction may only be concluded on terms that are at least customary in the sector. Resolutions to enter into such transaction must be approved by the Supervisory Board. The Chairman of the Supervisory Board shall ensure that all transactions in respect of which Supervisory Board members have a conflict of interest shall be published in the company's annual report with reference to the conflict of interest and a declaration stating that articles 11.1, 11.2 and 11.3 were complied with.
- 11.2 A supervisory director shall in any event have a conflict of interest of substantive significance to the company and/or the relevant supervisory director (to be referred to as '**conflict of interest**'), notwithstanding provisions by law, if:
  - a) He/she personally has a material financial interest in a legal entity with which the company intends to enter into a transaction.

- b) The company intends to enter into a transaction with a legal entity of which a supervisory director is the spouse, registered partner or other life companion, foster child or (blood) relative up to the second degree of the supervisory director.
- c) The company intends to enter into a transaction with a legal entity at which the supervisory director holds an executive directorship or supervisory position.
- d) Under applicable law, including the rules of any stock exchange on which the company's shares (or share certificates thereof) might be listed, such conflict of interest exists or is deemed to exist.
- e) The Supervisory Board has ruled that a conflict of interest exists or is deemed to exist.

11.3. Each Supervisory Board member (other than the Chairman of the Supervisory Board) shall immediately report any potential conflict of interest to the Chairman of the Supervisory Board. The Supervisory Board member with a (potential) conflict of interest shall provide the Chairman of the Supervisory Board with all information relevant to the conflict of interest, including information relating to his/her spouse, registered partner or other life companion, foster child and relatives by blood or marriage up to the second degree. In all circumstances other than the ones listed in article 11.2 under subsections d) and e), the Supervisory Board shall mutually determine whether a reported (potential) conflict of interest qualifies as a conflict of interest to which article 11.1 applies.

In the event the Chairman of the Supervisory Board has a (potential) conflict of interest he shall immediately report such potential conflict to the Vice-Chairmen of the Supervisory Board. The Chairman of the Supervisory Board must provide the Vice-Chairmen of the Supervisory Board with all information relevant to the conflict of interest, including information relating to his/her spouse, registered partner or other life companion, foster child and relatives by blood or marriage up to the second degree. In all circumstances other than the ones listed in article 11.2 under subsections d) and e), the Supervisory Board shall determine whether a reported (potential) conflict of interest qualifies as a conflict of interest to which article 11.1 applies.

11.4. Article 11.2 applies *mutatis mutandis* to members of the Management Board. In addition, a conflict of interest is deemed to exist in the event the company intends to enter into a transaction with a natural person or legal entity holding at least ten percent of the company's shares.

Each Management Board member shall immediately report any potential conflict of interest to the Chairman of the Supervisory Board. The Management Board member with a (potential) conflict of interest must provide the Chairman of the Supervisory Board with all information relevant to the conflict of interest, including information relating to his/her spouse, registered partner or other life companion, foster child and relatives by blood or marriage up to the second degree. In all circumstances other than the ones listed in article 11.2 subsections d) and e), the Supervisory Board shall mutually determine whether a reported (potential) conflict of interest qualifies as a conflict of interest pursuant to which the transaction must be concluded on terms that are at least customary in the sector. Resolutions to enter into such transaction must be approved by the Supervisory Board. The Chairman of the Supervisory Board shall ensure that these transactions shall be published in the company's annual report with reference to the conflict of interest, including a declaration stating that article 11.4 has been complied with.

11.5. The external auditor shall in any event have a conflict of interest with the company, if:

- a) The independence of the external auditor with respect to their (supervision of) financial reporting is compromised by non-auditing activities for the company (including marketing, advice on (management) consultancy or information technology).
- b) The responsible partner in the external auditors firm has been in charge of auditing activities on behalf of the company for a consecutive period of six years without rotation.
- c) Under applicable law, including the rules of any stock exchange on which the company's shares (or share certificates thereof) are listed, such conflict of interest exists or is deemed to exist.
- d) The Supervisory Board has ruled that a conflict of interest exists or is deemed to exist.

The external auditor of the company, as well as each member of the Management Board and Supervisory Board shall immediately report any potential conflict concerning the external auditor to the Chairman of the Supervisory Board. The company's external auditor as well as each Management Board and Supervisory Board member must provide all information relevant to the conflict of interest to the Chairman of the Supervisory Board. In all circumstances other than those listed under subsections c) and d) above the Supervisory Board shall determine whether a reported (potential) conflict of interest qualifies as a conflict of interest pursuant to which the appointment of the external auditor will have to be reconsidered or whether other measures must be taken to resolve it. The Chairman of the Supervisory Board shall ensure that these measures shall be published in the company's annual report with reference to the conflict of interest, including a declaration stating that this article 11.5 has been complied with.

## **Article 12 Whistleblowers**

- 12.1. The Management Board shall ensure that employees have the possibility of reporting alleged irregularities of a general, operational and financial nature within the company to the President or to an official designated by him, without jeopardising their legal position.
- 12.2. Alleged irregularities relating to the functioning of the Management Board members shall be reported to the Chairman of the Supervisory Board.
- 12.3. Rules for whistleblowers shall be published on the company's website.

## **Article 13 Information, Relationship with the Management Board**

- 13.1 The Supervisory Board, and its individual members, have their own responsibility for obtaining all information from the Management Board and the external auditor that the Supervisory Board requires to be able to properly carry out its duties as a supervisory body. The Supervisory Board may obtain information from officers and external company advisors, if deemed necessary. The Management Board shall provide the necessary resources for this purpose. The Supervisory Board may require that certain officers and external advisors attend its meetings.
- 13.2 The Management Board shall provide the Supervisory Board with information to the best of its knowledge on a timely basis (in writing, if possible) on all facts and developments concerning the company, which the Supervisory Board may need to function as required and to properly carry out its duties.
- 13.3 The Management Board shall provide the Supervisory Board a monthly report prepared in a format to be agreed from time to time containing detailed information including *finance*, marketing, investments and staff. This periodic report shall be accompanied by a memorandum from the Management Board containing an explanation of, and comments on, the above as well as information on its policies.
- 13.4 Each year, without prejudice to the above, the Management Board shall provide the Supervisory Board with a Budget for the following year, an up-to-date version of its long-term plans, the main features of the strategic policy, the general and financial risks, the management and control systems of the company and the compliance with all relevant laws and regulations. In addition, the Management Board shall issue an annual declaration that it has provided the Supervisory Board with all relevant information required for the due performance of its duties. These documents shall be provided on a timely basis so as to enable the Supervisory Board to approve them by latest December of the current year.
- 13.5 If a member of the Supervisory Board should receive information (from a source other than the Management Board or Supervisory Board), which may be useful for the Supervisory Board to properly carry out its duties, he/she shall make this information available to the Chairman as soon as possible. The Chairman of the Supervisory Board shall subsequently inform the entire Supervisory Board.

## **Article 14 Relationship with the Shareholders**

14.1. In accordance with the company's Articles of Association, General Meetings may be convened at the request of the Supervisory Board or two members of the Supervisory Board acting jointly, the President, the Management Board or one of the shareholders. The (members of the) Supervisory Board or the Management Board convening the meeting shall ensure that it is held on a timely basis, that the agenda of the General Meeting lists which items are for discussion and which items are to be voted upon, and that the notes to the agenda deal with all facts and circumstances relevant to the item(s) on the agenda. The notes to the agenda shall be posted on the company's website.

If the General Meeting is convened at the request of a shareholder, the Chairman of the Supervisory Board and the Management Board shall jointly prepare said convocation and circular.

14.2. The Chairman of the Supervisory Board, the President and the Chief Financial Officer shall participate in General Meetings, unless they are prevented from attending for well-founded reasons. As a rule, the Chairman of the Supervisory Board shall chair the General Meeting, and shall decide on the contents of resolutions. 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 Netherlands Civil Code.

14.3. The Supervisory Board shall provide the General Meeting with any information it may require to the extent it relates to an agenda item, unless substantial company interests or any law, rules or regulations applicable to the company prevent it from doing so. The Supervisory Board shall specify the reasons for invoking such substantial interests.

14.4. The Management Board and the Supervisory Board shall be responsible for the company's corporate governance structure. They are accountable for this to the General Meeting and should provide sound reasons for any non-application of the provisions. Each year the broad outline of the company's corporate governance structure shall be explained in a separate agenda item at the General Meeting. It shall hereby also be indicated to what extent the best practices of the Dutch Corporate Governance Code were followed and if not, the reason for not doing so, and to what extent the company deviates from these best practices.

Each significant change in the company's corporate governance structure and compliance with the Corporate Governance Code shall be addressed in a separate agenda item for consideration by the General Meeting.

14.5. In the event of a takeover bid for the company's shares, the Supervisory Board shall assess the bid on its merits and advise the shareholders accordingly.

## **Article 15 Relationship with the Works Council**

15.1. The Supervisory Board shall fix a schedule on an annual basis for one or more of its members to attend consultative meetings with the Central Works Council, to the extent that it is legally required or required by virtue of an agreement with the (Central) Works Council for members to be present. Attendance is required by law at meetings as referred to in section 24, paragraph 1 of the Works Councils Act where the general course of the company's business or proposals as referred to in section 25, paragraph 1 of the Works Councils Act are discussed. In addition, the Supervisory Board may schedule other meetings with the Central Works Council.

15.2. The Supervisory Board shall draw up on an annual basis a list of Supervisory Board members that are available to attend Central Works Council Meetings where statutory attendance is not required.

15.3. The Chairman of the Supervisory Board shall be primarily responsible for maintaining and coordinating contacts with the Central Works Council. If a Supervisory Board member is invited to attend a Central Works Council meeting, he/she shall accept the invitation only after consultation with the Chairman.

15.4. If the Management Board requires both the approval of the Supervisory Board and advice from the Central Works Council for a proposal, the proposal shall first be submitted for approval to the

Supervisory Board. If approval is obtained, this shall be granted on condition that the Central Works Council's advice is positive or not negative.

#### **Article 16 Confidentiality**

Members of the Supervisory Board shall treat all information and documentation acquired within the framework of their membership with the necessary discretion and, in the case of classified information, with the appropriate confidentiality. Classified information shall not be disclosed outside the Supervisory Board or Management Board, made public or otherwise made available to third parties, even after retirement from the Supervisory Board, unless it has been made public by the company or it has been established that the information is already in the public domain.

#### **Article 17 Non-Compliance, Amendment**

- 17.1 The Supervisory Board may occasionally decide at its sole discretion not to comply with and adhere to these rules pursuant to a Supervisory Board resolution to that effect. Such resolutions shall be recorded in the Supervisory Board's report.
- 17.2 The Supervisory Board may amend these rules by a resolution to that effect. Such resolutions shall be recorded in the Supervisory Board's report.

#### **Article 18 Governing Law and Jurisdiction**

- 18.1. These rules shall be governed by and interpreted in accordance with Dutch law.
- 18.2. The competent court shall have exclusive jurisdiction to take cognizance of any dispute arising from or in connection with these rules (including any dispute regarding the existence, validity or termination of these rules).

#### **Article 19 Transitional provision**

In deviation of article 3.3 subsection e and article 6.1, last sentence, Mr. A. Ruys, Chairman of the Supervisory Board, may be re-appointed for a period of one year after his resignation in the year 2014.

*Note: This document is a translation of the original Dutch version. It should be noted that in case of a disparity between the Dutch version and the English translation, the Dutch text shall prevail.*