

CHARTER GOVERNING THE SUPERVISORY BOARD

NIBC Holding N.V. and NIBC Bank N.V.

("Charter SB" or "Charter")

CHARTER GOVERNING THE SUPERVISORY BOARD

This Charter SB was adopted by the supervisory board (the "Supervisory Board") of NIBC Holding N.V. and NIBC Bank N.V. (both entities hereinafter to be referred to as the "Company") on 8 March 2011.

Article 1

Status and contents of the rules

- 1.1 This Charter is drawn up pursuant to the Company's articles of association and the rules in it are complementary to the rules and regulations (from time to time) applicable to the Supervisory Board under Dutch law or the Company's articles of association.
- 1.2 Where this Charter is inconsistent with the Company's articles of association, the latter shall prevail. Where this Charter conforms to the Company's articles of association but is inconsistent with Dutch law, the latter shall prevail. If one or more provisions of this Charter is or becomes invalid, this shall not affect the validity of the remaining provisions. The Supervisory Board shall replace the invalid provisions by those which are valid and the effect of which, given the contents and purpose of this Charter is, to the greatest extent possible, similar to that of the invalid provisions.
- 1.3 The following annexes are attached to, and form an integral part of, this Charter:
 - Annex A: Profile of the scope and composition of the Supervisory Board
 - Annex B: Schedule of resignation and re-appointment of members of the Supervisory Board.
 - Annex C Charter governing the audit and compliance committee of the Supervisory Board ("ACC").
 - Annex D: Charter governing the remuneration and nominating committee of the Supervisory Board ("RNC").
 - Annex E: Charter governing the risk policy committee of the Supervisory Board ("RPC").
 - Annex E1: Charter governing the Related Party Transactions Committee ("RPTC").
 - Annex F: The Corporate Governance Policy.
- 1.4 This Charter has been based on (i) the Dutch corporate governance code ("Code"), which was adopted on 10 December 2008; (ii) the Banking Code (*Code Banken*) which was promulgated on 9 September 2009; and (iii) Book 2 of the Dutch Civil Code. Although the Company is not listed on any stock exchange, it voluntarily follows certain principles and best practice provisions formulated in the Code in respect of supervisory boards and committees of listed companies.
- 1.5 All shareholders of the Company agreed to certain Business Integration Arrangements regarding the Company and to act in accordance with those arrangements. This Charter is also based on these Business Integration Arrangements.
- 1.6 In its resolution adopted on 14 March 2011, the managing board of the Company (the "**Managing Board**") unanimously declared that:
 - a) it will comply with, and be bound by the obligations arising from, this Charter to the extent that they apply to it and its members (including articles 4.2, 7.7, 12.2, 12.4, 13, 14.1, 14.2, 14.3, 14.4, 15.2, 15.4 and 16.4 hereof);
 - b) on appointment of new members to the Managing Board, it will cause such members to issue a declaration as referred to in a) above.

- 1.7 The external auditor of the Company declared that he/she will comply with, and be bound by the obligations arising from, this Charter and the charter governing the ACC to the extent they apply to him/her (including articles 5.2, 9.3 and 12.5 of this Charter).
- 1.8 The Supervisory Board and each member thereof declared:
- a) to apply and to commit to all obligations of this Charter as far as it applies to the Supervisory Board and to each individual member thereof;
 - b) that they recognize the importance of the Business Integration Arrangements for the Company, its subsidiaries and the shareholders and agree, to the extent within their powers, that those arrangements be carried out in accordance with their terms;
 - c) agreeing to article 1.8 a) and b) are conditions to joining the Supervisory Board.
- 1.9 This Charter, including the Annexes, is published on the Company's website www.nibc.com.

Article 2

Responsibilities of the Supervisory Board

- 2.1 The Supervisory Board shall be responsible for supervising the policies of the Managing Board and the Company's general affairs and the business connected with it, and for advising the Managing Board. In fulfilling its tasks 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 is responsible for the quality of its own performance. The responsibility for the exercise of its duties is a joint responsibility of the Supervisory Board.
- 2.2 The responsibilities of the Supervisory Board shall include:

Overall oversight

- a) supervising and monitoring, and advising the Managing Board on: (i) the Company's performance, (ii) the Company's strategy and risks inherent to its business activities, (iii) the structure and management of the internal risk management and control systems, (iv) the financial reporting process, (v) the relationship of the Company with its shareholders, and (vi) compliance with legislation, regulations, the Company's articles of association, the NIBC Holding Code of Conduct and the corporate social responsibility issues relevant to the Company's enterprise, including the corporate social responsibility guideline (CSR);
- b) disclosing, complying with and enforcing the Company's corporate governance structure;
- c) approving the adoption of any material new business plan or budget for the Company or any amendments to any such existing business plan or budget or any expenditure exceeding budget or any major capital expenditures (major being above EUR 5,000,000 unless specifically contemplated in the relevant annual budget);

Risk management

- d) approving the risk appetite of the Company annually on the basis of a proposal made by the Managing Board, as well as any material changes thereto proposed in the interim;
- e) supervising the implementation of the risk policy by the Managing Board, including discussing the risk profile and whether capital allocation and liquidity impact are in line with the approved risk appetite, and

periodically assessing whether the commercial activities of the Company in the general sense are appropriate in the context of the Company's risk appetite;

Remuneration

- f) selecting, recommending and appointing the members of the Managing Board, proposing the remuneration policy for members of the Managing Board (such policy to be adopted by the general meeting of shareholders of the Company (the "General Meeting"), fixing the remuneration (in accordance with the said remuneration policy) and contractual terms and conditions of employment of members of the Managing Board (of which that part of the remuneration paid in (options on) shares, to be approved by the General Meeting);
- g) selecting and nominating candidates for the appointment of the members of the Supervisory Board and proposing the remuneration of its members;
- h) approving the remuneration policy for the senior management as proposed by the Managing Board and overseeing the implementation by the Managing Board thereof (including ensuring that the Managing Board assess whether the variable incomes at the Company are consistent with the Company's remuneration policy), approving the principles of the overall remuneration policy for other employees of the Company as proposed by the Managing Board, and annually discussing the highest variable incomes at the Company;

Other tasks

- i) evaluating and assessing the functioning and performance of the Managing Board (including participation in its training programme), the Supervisory Board, the Supervisory Board's committees, and the individual members of the respective boards (including the evaluation of the Supervisory Board's profile and the effectiveness of the introduction, education and training programme (see articles 3.1. and 8)), where external assistance shall be sought every three years;
- j) handling, and deciding on, reported potential conflicts of interests within the meaning of article 12 between the Company on the one side and members of the Managing Board, the external auditor and the major shareholder(s) on the other side;
- k) handling, and deciding on, reported alleged irregularities that relate to the functioning of the Managing Board within the meaning of article 13; and
- l) approving resolutions of the Managing Board to enter into or amend an agreement with a legal entity, person or partnership that holds directly or indirectly at least ten percent of the shares in the Company (including the shares held by persons, partnerships or legal entities that co-operate with it under a legal, tacit, oral or written agreement, or that belong to the same group as defined in article 2:24b of the Dutch Civil Code), having received a positive and binding advice of the ACC.

2.3 The Managing Board shall submit the following items to the Supervisory board for approval:

- a) the operational and financial objectives of the Company;
- b) the strategy designed to achieve the objectives;
- c) the parameters to be applied in relation to the strategy;
- d) the risk appetite of the Company;
- e) the remuneration policy for senior management and the principles of the remuneration policy for other employees of the Company; and
- f) the corporate social responsibility issues relevant for the Company's enterprise.

- 2.4 The charter of the Managing Board (the "Charter MB") as approved by the Supervisory Board, include provisions on the manner of exercise of the tasks by the Supervisory Board concerning the relationship with the Managing Board.
- 2.5 The Supervisory Board shall prepare and publish a report on its functioning and activities during the preceding financial year. The report shall at least include the information referred to in articles 3.4, 3.5, 5.3, 18.1 and 18.2.

Article 3

Composition, expertise and independence of the Supervisory Board

- 3.1 The Supervisory Board consists of at least 9 members. Taking into account the requirements under article 3.3, the Supervisory Board shall prepare a profile of its scope and compositions, taking into account the nature of the business, its activities, size and complexity and the desired expertise, experience and independence of its members. The Supervisory Board shall evaluate the profile annually. The present profile of the Supervisory Board is attached as Annex A. In addition, the Supervisory board shall prepare an individual profile in case of a vacancy in the Supervisory Board, which specifically addresses the requirements to be met in filling that particular vacancy. In case of a vacancy for the position of Chairman of the Supervisory Board, the specific profile shall focus on the Company's requirements in terms of expertise and experience in relation to the financial sector and familiarity with the socio-economic and political culture and the social environment of the Company's main markets. The Supervisory Board shall aim for a diverse composition in terms of such factors as gender and age.
- 3.2 The composition of the Supervisory Board shall be such that its composition and the combined experience, expertise, complementarity and independence of its members meet the profile attached as Annex A and the requirements as provided for in this Charter 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 and its clients), consistent with applicable law and regulations (including the rules of any exchange on which the Company's shares (or depositary receipts thereof) may be listed). The Supervisory Board shall function as a collegial body.
- 3.3 As to the composition of the Supervisory Board, the following requirements must be observed:
- a) each of the members shall have thorough knowledge of the Company's function in society and of the interests of all parties involved in the Company (e.g. clients, shareholders and employees) and take those into account and shall ensure they are available to fulfill their tasks;
 - b) each of its members should be capable of assessing the broad outline of the overall policy of the Company and its business in order to form a balanced and independent opinion about the basic risks involved. Each member of the Supervisory Board shall also possess specific expertise needed to perform his or her role in the Supervisory Board;
 - c) each of the members of the Supervisory Board shall be sufficiently available and contactable to properly perform his or her tasks on the Supervisory Board and, to the extent applicable, its committees;
 - d) each of the members of the Supervisory Board should fit into the profile attached as Annex A and, by way of his/her participation in the Supervisory Board (upon (re)appointment and thereafter), the Supervisory Board as a whole must be composed in accordance with this article 3;
 - e) at least one of the members of the Supervisory Board should have relevant expertise in financial administration and accounting for listed companies or other large companies;

- f) at least one of the members of the Supervisory Board has relevant expertise in the fields of compliance, corporate governance, internal governance and CSR;
- g) to the extent more than one of its members (including any members nominated by the employees council (the "Employees Council" (*ondernemingsraad*) in accordance with article 2:158 paragraph 6 of the Civil Code) is not considered independent within the meaning of article 3.4, the deviation will be explained in the Company's annual report;
- h) none of its members may be appointed after his/her third 4-year term, or his/her twelfth year in office;
- i) 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 counts twice;
- j) none of its members may be a member of the managing board of the administrative trust that holds and administers the shares in the Company's capital by way of fiducia cum amico (ten titel van beheer);
- k) the chairman of the Supervisory Board may not be a former member of the Managing Board.

3.4 Members of the Supervisory Board will not be considered independent (and will accordingly be considered independent if none of the below applies 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 member of the Managing Board (including associated companies as referred to in section 5:48 of the Dutch Financial Supervision Act (*Wet op het financieel toezicht*)) in the five years prior to his/her appointment;
- b) receives personal financial compensation from the Company or a company affiliated with the Company other than the compensation received for the work performed as a Supervisory Board member and in so far as this is not in keeping with the normal course of business;
- c) has had an important business relationship with the Company or a company associated with it in the year prior to his/her appointment. This will in any event include the situation where a Supervisory Board member, 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 where a Supervisory Board member is a management board member or an employee of any bank with which the Company has a lasting and significant relationship;
- d) is a member of the managing board of a company, of which a member of the Managing Board (that he/she supervises) is a supervisory board member (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 a member of the managing board or supervisory board or 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 members of the Managing Board were absent or unable to discharge their duties.

In its report, the Supervisory Board shall declare that in its view article 3.3 (g) has been fulfilled. It shall also indicate which Supervisory Board members it considers to be not independent (if any).

3.5 Each member of the Supervisory Board shall be required to submit to the Supervisory 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 in order to fulfill the duties as a member of the Supervisory Board;
- g) date of initial appointment;
- h) current term in office;
- i) (lack of) independence according to article 3.4.

The chairman shall procure that such information, including information about the chairman, is published in the Supervisory Board's report.

Article 4

Chairman, vice-chairman and corporate secretary

- 4.1 The Supervisory Board shall appoint one of its members as chairman after consultation with the Managing Board. The chairman will be an individual who is familiar with the socio-economic and political culture and the social environment in The Netherlands. The chairman determines the agenda, chairs the meetings of the Supervisory Board, monitors the proper functioning of the Supervisory Board and its committees, arranges for the adequate submission of information to the members of the Supervisory Board, ensure that there is sufficient time for decision taking, arranges for the introduction-, education- and training programme for members of the Supervisory Board, acts on behalf of the Supervisory Board as main contact for the Managing Board, initiates the evaluation of the functioning of the Supervisory Board and of the Managing Board, and as chairman ensures the orderly and efficient conduct of the General Meeting. The chairman of the Supervisory Board ensures:
- a) the co-ordination of the Supervisory Board's decision-taking process;
 - b) the adequate and timely submission of information to the members of the Supervisory Board as necessary for the proper performance of their duties;
 - c) that there is ample time for consultation, consideration and decision-taking by the Supervisory Board;
 - d) the steering, and procuring the adequate performance of, the committees of the Supervisory Board;
 - e) that a programme for lifelong learning is in place, in which every member of the Supervisory Board shall participate, with the aim of maintaining the expertise of the members of the Supervisory Board members at the required standard and improving their expertise where necessary, which shall cover relevant developments at the Company and in the financial sector, corporate governance in general and in the financial sector in particular, the duty of care towards the client, integrity, risk management, financial reporting and audits;
 - f) the annual evaluation and assessment of the functioning of the members of the Managing Board and the Supervisory Board;
 - g) the appointment of a vice-chairman of the Supervisory Board, who will replace the chairman in the event of absence of the chairman;
 - h) that the contact with the Managing Board and the Employees Council is productive and that the results thereof are timely and with due care communicated to the other members of the Supervisory Board;
 - i) receiving, and deciding on, reported potential conflicts of interests within the meaning of article 12;
 - j) receiving, and deciding on, reported alleged irregularities relating to the functioning of the members of the Managing Board within the meaning of article 13.
- 4.2 The Supervisory Board shall be assisted by a corporate secretary to be appointed and dismissed -whether or not at the recommendation of the Supervisory Board- by the Managing Board subject to the prior approval of the Supervisory Board. The corporate secretary shall be primarily responsible for:

- a) compliance of the Supervisory Board's functioning with Dutch law, the Company's articles of association and the rules and regulations issued pursuant thereto (including the Code, in as far as the Company has decided to apply the Code, and this Charter);
- b) assisting the chairman of the Supervisory Board in the logistics of the Supervisory Board (information, agenda, minutes of the meetings, evaluation, etc.);
- c) the introduction-, education- and training programme.

Article 5

Supervisory Board committees

- 5.1 The Supervisory Board has an audit and compliance committee, a remuneration and nomination committee and a risk policy committee and is entitled to institute more committees after having obtained the approval of the general meeting. The risk policy committee has a subcommittee (the Related Party Transaction Committee). The Supervisory Board appoints its members to the varying committees. The (entire) Supervisory Board remains responsible for its decisions even if they were prepared by one of the board's committees.
- 5.2 The Supervisory Board shall prepare rules governing the respective committee's practices and principles (responsibilities, composition, meetings, etc.). The present rules of the respective committees are laid down in charters and are attached as Annexes C, D, E and G. The committees are authorised, within the scope of their responsibility, to gather any information that the Supervisory Board requires from employees of the Company and/or external parties. The Supervisory Board is entitled to gather external (legal) advice and to invite third parties, if necessary, to attend its meeting.
- 5.3 The composition of the committees, the specific requirements as to the competence and experience of the members of the various committees, the number of committee meetings and the main items to be discussed therein shall be recorded in the Supervisory Board's report.
- 5.4 Should one or more committees as referred to in article 5.1. not be instituted, their respective practice and principles as set forth in the relevant Annex shall apply mutatis mutandis to the Supervisory Board.
- 5.5 The Supervisory Board shall receive from each of the committees on an annual basis a report of its deliberations and findings.
- 5.6 The charters governing the respective committees' practices and principles and the composition of the respective committees are placed on the Company's website as referred to in article 1.9.

Article 6

(Re)appointment, term and resignation

- 6.1 The members of the Supervisory Board shall be appointed in the manner as provided in the Company's articles of association on the nomination of the Supervisory Board. The Supervisory Board shall at all times endeavor to ensure through its nomination of candidates for the Supervisory Board that the members nominated by the General Meeting will constitute a majority of three members compared to the other members of the Supervisory Board who will not be nominated by the General Meeting and will be independent from any of the shareholders of the Company and persons and shareholders affiliated with the shareholders of the Company and independent in all other respects and who will include the members

nominated by the Employees Council. The Supervisory Board shall inform the General Meeting and the Employees Council in a timely manner of when, as a result of what and in accordance with what profile a vacancy must be filled. The nomination of the Supervisory Board for appointment shall state the reasons for it and shall include the information as referred to in article 3.5. On reappointment, the manner in which the candidate fulfilled his/her duties as member of the Supervisory Board shall be taken into account. Members of the Supervisory Board shall hold office for a maximum period of four years and shall thereafter be eligible for re-appointment, provided that no member shall hold office for more than three 4-year terms or twelve years, as the case may be.

- 6.2 The Supervisory Board shall prepare a schedule of resignation and re-appointment in order to prevent, to the greatest extent possible, re-appointments occurring simultaneously. The first schedule of resignation and re-appointment of the members of the Supervisory Board is attached as Annex B. The resignation schedule can be adjusted by the Supervisory Board any time. Without prejudice to article 6.3, members of the Supervisory Board shall resign in accordance with the resignation schedule.
- 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 take on the management of the Company temporarily, where the Managing Board members are absent or unable to discharge their duties, shall (temporarily) resign from the Supervisory Board in order to do so.

Article 7

Remuneration

- 7.1 The Supervisory Board shall oversee that the Company implements a meticulous, restrained and long-term remuneration policy that is in line with the Company's strategy and risk appetite, objectives and values, taking into account the long-term interests of the Company, the relevant international context and wider societal acceptance.
- 7.2 In approving the principles of the Company's remuneration policy and in determining the remuneration for individual Management Board members, the Supervisory Board shall adhere to the principles that the total income shall be in reasonable proportion to the remuneration policy adopted by the bank, that the variable component of an individual remuneration package shall be appropriate in relation to the fixed component and that such variable component shall be linked to predetermined, assessable and influencable targets which are which are related to the bank's long term objectives. In any event, the Supervisory Board shall ensure that it will have the power with regard to remuneration granted to any newly-appointed member of the Managing Board to reclaim variable remuneration allocated to a member of the Managing Board based on inaccurate data.
- 7.3 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 members of the Supervisory Board. The remuneration of a Supervisory Board member may not be made dependent on the Company's results. If the members of the Supervisory Board are required to charge VAT on their fees, the Company shall pay the amount of VAT.
- 7.4 In fixing the remuneration of the Supervisory Board, the following requirements must be observed:

- a) none of its members may receive shares and/or options or similar rights to acquire shares in the Company's capital as part of their remuneration;
- b) none of its members may hold securities as meant in sub a) other than for long-term investment;
- c) none of its members may hold other securities than as mentioned sub a) other than in accordance with the regulations as described below, unless he or she holds such securities for investment in listed investment funds, or, in case of investment in other funds, only if he/she has entrusted an independent third party with the management of his/her securities portfolio pursuant to a written (agency) agreement;
- d) 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.

The Supervisory Board is committed to the Regulation Private Investment Transactions of the Company containing rules governing the ownership interest of, and transactions in, securities other than issued by the company by the Supervisory Board members. The regulation is placed on the Company's website as referred to in article 1.9. A member of the Supervisory Board shall periodically, at least every quarter, notify the compliance officer of the Company of any changes in his or her ownership interest in securities in Dutch listed companies. The Supervisory Board is committed to the compliance rules of the Company as included in the NIBC Holding N.V. Code of Conduct and the regulations promulgated thereto, as amended from time to time.

- 7.5 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 whole or in part, if incurred with the prior consent of the chairman; the chairman will inform the Supervisory Board on an annual basis.
- 7.6 The remuneration, reimbursement of expenses and other agreed terms and conditions, including the date as of which such payments shall be made, shall be determined by the General Meeting and be agreed in writing between the Company and each individual member of the Supervisory Board. The notes to the annual accounts shall in any event contain the information prescribed by law as to the size and structure of the remuneration of the members of the Supervisory Board.
- 7.7 The Company indemnifies, as a consequence of their membership to the Supervisory Board, each of the members of the Supervisory Board from and against any expenses and damages caused by liabilities to third parties if these liabilities concern any action and/or omission as part of the pursuance of duties as a member of the Supervisory Board. The indemnity does not apply if it is irrevocably established (during a legal procedure or acknowledged by the concerned member of the Supervisory Board) that the action was done in bad faith (*kwade opzet*), or caused by gross negligence or willful misconduct of the member concerned of the Supervisory Board. If a Supervisory Board member is held liable (in or out of court), such member shall immediately report this to the Company. The Supervisory Board members shall adhere to the instructions of the Company and its advisors and shall immediately submit all relevant information upon request or even if unasked. This indemnity will apply during the term of membership to the Supervisory Board, but also thereafter as far as the indemnity is linked to the membership of the Supervisory Board. This indemnity shall only apply to the extent the expenses and damage will not be covered by an insurance of the Company for the liability of members of the Managing Board and the Supervisory Board (currently named: Directors and Officers Liability Insurance).

Article 8

Introduction programme and ongoing training and education

- 8.1 Once appointed, each member of the Supervisory Board shall follow an introduction programme and lifelong learning programme, prepared and sponsored by the Company, addressing:
- a) general financial and legal affairs, including relevant developments at the Company and in the financial sector, corporate governance in general and in the financial sector in particular, the duty of care towards the client, integrity, risk management, financial reporting and audits;
 - b) financial reporting by the Company;
 - c) specific aspects unique to the Company and its business activities;
 - d) responsibilities of members of the Supervisory Board.
- 8.2 The Supervisory Board shall evaluate the introduction programme and lifelong learning programme annually to identify any other specific aspects in respect of which further training and education is required.

Article 9

Supervisory Board meetings (agenda, teleconferencing, attendance, minutes)

- 9.1 The Supervisory Board shall hold at least six meetings per year and whenever one or more of its members have requested a meeting. Supervisory Board meetings are generally held at the offices of the Company, but may also take place elsewhere. In addition, meetings may be held by telephone or videoconference provided that all participants can hear each other.
- 9.2 Members of the Supervisory Board who are frequently absent during meetings of the Supervisory Board shall be asked by the chairman to explain their absence. Frequent absences shall be reported in the Supervisory Board's report as part of the annual report of the Company.
- 9.3 Unless the Supervisory Board decides otherwise, meetings of the Supervisory Board shall be attended by one or more members of the Managing Board, save for meetings concerning:
- a) the evaluation of the functioning of the Managing 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) any potential conflicts of interests of members of the Managing Board within the meaning of article 12;
 - e) the evaluation of the introduction-, education- and training programme as referred to in article 8;
 - f) the corporate strategy, the risks of the business and the result of the evaluation by the Management Board 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 will refer to the fact that the meeting(s) was/were held.

The external accountant of the Company shall attend each Supervisory Board meetings at which the annual accounts are discussed. The external accountant shall receive the financial information underlying the adoption of the quarterly or half yearly accounts and other interim financial reports and shall be given the opportunity to respond to all information. The Supervisory Board may require that certain external advisors attend its meeting.

- 9.4 Meetings shall be convened by the corporate secretary on behalf of the member(s) requesting the meeting. Where this is practically possible, notices convening a meeting and the agenda with annexes of

items to be considered and discussed therein shall be dispatched five working days before the meeting and sent to each member of the Supervisory Board and of the Managing 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 the secretary of the meeting and shall be dispatched to all members of the Supervisory Board as soon as practically possible. The corporate secretary may issue and sign extracts of the adopted minutes.

Article 10

Resolutions referred to in Business Integration Arrangements

Resolutions: (i) to appoint or dismiss a member of the Managing Board and (ii) to approve to appoint a member of the Management Committee at the resolution thereto of the Managing Board and (iii) to amend these rules or not to comply with or adhere to these rules or to approve an amendment of the articles of association of the Company which would deviate from the Business Integration Arrangements, require a simple majority including the supportive vote of at least one of the members of the Supervisory Board who has not been nominated by the General Meeting. If such a resolution does not have the supportive vote of such a member of the Supervisory Board, a new Supervisory Board meeting will be convened on not less than a 45 days notice, in which second meeting the Supervisory Board will resolve on the relevant matter by a simple majority.

Article 11

Supervisory Board resolutions (quorum, votes, items to be considered)

- 11.1 Unless otherwise provided in this Charter, the Supervisory Board can only validly adopt resolutions with a simple majority in a meeting at which at least the majority of its members is present or represented with the proviso that members who have a conflict of interests as referred to in article 12 shall not be taken into account when calculating this quorum. If there is no quorum present or represented in the meeting, the chairman of the meeting shall consult with the absent members by telephone, fax or email if he believes a resolution is required. The Supervisory Board may also adopt resolutions outside a meeting, provided that the motion in question has been submitted to all of its members and none of them has objected to this form of decision-taking and each of them participated in the voting, provided that members who have a conflict of interests as referred to in article 12 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 adoption of resolutions outside a meeting must be reported at the next meeting.
- 11.2 Subject to article 12, the Supervisory Board can only adopt resolutions validly in or outside a meeting if the majority of the Supervisory Board members has voted in favor of the resolution.
- 11.3 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, discussing and approving corporate strategy (and changes thereto) with the Managing Board (e.g. long-term strategy, capital expenditures in excess of the Company's budget, long-term capital structures, new lines of business, major acquisitions and divestments) and receiving reports from the Supervisory Board's committees.

Article 12

Conflict of interests

- 12.1 A Supervisory Board member shall not participate in the discussions and/or decision-taking process on a subject or transaction in relation to which he/she has a conflict of interest with the Company within the meaning of article 12.2. Such transaction, if approved, must be concluded on terms at least customary in the sector concerned. Resolutions to enter into such transaction must be approved by the Supervisory Board. The chairman of the Supervisory Board shall procure that transactions in respect of which Supervisory Board members have a conflict of interest will be referred to in the company's annual report with reference to the conflict of interests and a declaration that articles 12.1, 12.2 and 12.3 were complied with.
- 12.2 A member of the Supervisory Board shall in any event have a conflict of interests ("conflict of interests") with the Company if:
- a) he/she personally has a material financial interest in a company with which the Company intends to enter into a transaction;
 - b) he/she has a family law relationship (his/her spouse, registered partner or other life companion, foster child or relative by blood or marriage to the second degree) with a member of the managing board or supervisory board of the company with which the Company intends to enter into a transaction;
 - c) he/she is a member of the managing board or supervisory board of, or holds similar office with, the company with which the Company intends to enter into a transaction;
 - d) under applicable law, including the rules of any exchange on which the Company's shares (or depositary receipts thereof) are listed, such conflict of interests exists or is deemed to exist;
 - e) the Supervisory Board has ruled that such conflict of interests exists or is deemed to exist.
- 12.3 Each Supervisory Board member (other than the chairman of the Supervisory Board) shall immediately report any (potential) conflict of interests concerning a Supervisory Board member to the chairman of the Supervisory Board. The Supervisory Board member with such (potential) conflict of interests must provide the chairman of the Supervisory Board with all information relevant to the conflict of interests, including information relating to the persons with whom he/she has a relationship under family law as referred to in article 12.2 (b) above. In all circumstances other than the ones listed in article 12.2 under d) and e), the chairman of the Supervisory Board will determine whether a reported (potential) conflict of interests qualifies as a conflict of interests to which article 12.1 applies.

In case the chairman of the Supervisory Board has a (potential) conflict of interest he shall immediately report such (potential) conflict to the vice-chairman of the Supervisory Board. The chairman of the Supervisory Board must provide the vice-chairman of the Supervisory Board with all information relevant to the conflict of interests, including information relating to the persons with whom he/she has a relationship under family law. In all circumstances other than the ones listed in article 12.2 under d) and e), the Supervisory Board will determine whether a reported (potential) conflict of interests qualifies as a conflict of interests to which article 12.1 applies.

- 12.4 Article 12.2 applies mutatis mutandis to members of the Managing Board. In addition, a conflict of interests is deemed to exist in case the company intends to enter into a transaction with a person or entity that holds at least ten percent of the shares in the company.

Each member of the Managing Board shall immediately report any (potential) conflict of interests concerning a member of the Managing Board to the chairman of the Supervisory Board. The Managing Board member with such (potential) conflict of interests must provide the chairman of the Supervisory

Board with all information relevant to the conflict of interests, including information relating to the persons with whom he/she has a relationship under family law (*familie-rechtelijke verhouding*), 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 referred to in this article other than the ones listed in article 12.2 under d) and e), the Supervisory Board will determine whether a reported (potential) conflict of interests qualifies as a conflict of interests pursuant to which the transaction must be concluded on terms at least customary in the sector concerned. Resolutions to enter into such transaction must be approved by the Supervisory Board. The chairman of the Supervisory Board shall procure that these transactions will be referred to in the Company's annual report with reference to the conflict of interests and a declaration that this article 12.4 was complied with.

- 12.5 The external auditor shall in any event have a conflict of interests with the Company, if:
- a) the independence of the external auditor with respect to its (supervision of) financial reporting is compromised by the non-audit activities for the Company (including inter alia marketing, advice on (management) consultancy or information technology;
 - b) the responsible partner in the external auditors firm has been in charge of the audit activities for the company during a continuous period of seven years without rotation;
 - c) under applicable law, including the rules of any exchange on which the Company's shares (or depositary receipts thereof) are listed, such conflict of interests exists or is deemed to exist;
 - d) the Supervisory Board at his/her sole discretion has ruled that such conflict of interests exists or is deemed to exist. The external auditor of the Company, as well as each member of the Managing Board and Supervisory Board shall immediately report any potential conflict concerning the external auditor to the chairman of the Supervisory Board.

The external auditor of the Company, as well as each member of the Managing Board and Supervisory Board must provide all information relevant to the conflict of interests to the chairman of the Supervisory Board. In all circumstances other than the ones listed under c) and d) above the Supervisory Board will determine whether a reported (potential) conflict of interests qualifies as a conflict of interests pursuant to which the appointment of the external auditor will have to be reconsidered or other measures must be taken to resolve it. The chairman of the Supervisory Board shall procure that those measures will be mentioned in the Company's annual report with reference to the conflict of interests and a declaration that this article 12.5 was complied with.

- 12.6 All transactions between the Company and legal or natural persons who hold at least ten percent of the shares in the company shall be agreed on terms that are customary in the sector concerned. Decisions to enter into transactions in which there are conflicts of interest with such persons that are of material significance to the company and/or to such persons require the approval of the Supervisory Board. Such transactions shall be published in the annual report, together with a declaration that this article 12.6 was complied with.

- 12.7 Through adoption of this Charter, the Supervisory Board delegates the authority to approve the termination, entering into or amendment of any material agreements referred to in article 2.2 (j) to the subcommittee of the risk policy committee referred to in article 5.

Article 13

Complaints, whistle blowers

- 13.1 The Managing Board shall ensure that employees have the opportunity, without jeopardizing their legal position, to report alleged irregularities of a general, operational and financial nature within the Company to the chairman of the Managing Board or to an officer designated for such purpose by him.
- 13.2 Alleged irregularities that relate to the functioning of members of the Managing Board shall be reported to the chairman of the Supervisory Board.
- 13.3 The arrangements for whistleblowers are placed on the Company's website as referred to in article 1.9.

Article 14

Information, relationship with the Managing Board

- 14.1 The Managing Board shall timely provide the Supervisory Board with all relevant information (if possible, in writing) 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, and, when necessary, verified by an internal and/or external accountant. The Supervisory Board is entitled to gather any information that the Supervisory Board requires, from employees of the Company and/or external parties. The Supervisory Board is entitled to gather external (legal) advice.
- 14.2 The Supervisory Board, and its individual members, have their own responsibility for obtaining all information from the Managing Board and the external auditor that the Supervisory Board requires for the due performance of its duties. If the Supervisory Board deems it necessary, it may obtain information from officers and external advisors of the Company. The Managing Board shall provide the necessary means for this purpose. The Supervisory Board may require that certain officers and external advisors attend its meetings.
- 14.3 The Managing Board shall at least quarterly provide the Supervisory Board with a report prepared in a format as agreed from time to time and setting out detailed information on inter alia the financial performance of the Company.
- 14.4 Each year, without prejudice to the above, the Managing Board shall provide the Supervisory Board with a budget for the following year, the main features of the strategic policy and adequate information about the general and financial risks, the risk management and control systems of the Company and the compliance with all relevant laws and regulations. In addition, the Managing 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 will be provided in time so as to enable the Supervisory Board to give its approval by December of the then current year. The Managing Board shall provide the Supervisory Board with a medium term plan for approval, at least once every three years.
- 14.5 If a member of the Supervisory Board should receive information or indications relevant to the Supervisory Board in the proper performance of its supervisory and advisory tasks (from a source other than the Managing Board or Supervisory Board), 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 15

Relationship with the general meeting of shareholders

- 15.1 In accordance with the Company's articles of association, general meetings of shareholders may be convened whenever the Supervisory Board so requires, in which event the Supervisory Board shall ensure that it is held in due time and that the shareholders are informed of all facts and circumstances relevant to the item(s) on the agenda.
- 15.2 The members of the Company's Managing Board and Supervisory Board shall participate in shareholders meetings, unless they are prevented from attending on serious grounds. In conformity with the articles of association of the Company, the chairman of the Supervisory Board shall, as a general rule, chair the General Meetings, 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 article 2:13 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 an important interest (*zwaarwegend belang*) of the Company 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 important interests.
- 15.4 The Managing Board and the Supervisory Board are responsible for the corporate governance structure of the Company and must give account to the General Meeting in relation to such structure. Each year the broad outline of the Company's corporate governance structure shall be set forth in a separate chapter of the annual report. In this chapter it shall be stated to what extent the best practices of the Code were followed and if not, the reason for not doing so, and to which extent the Company deviates from these best practices.
- 15.5 The external auditor, in charge of auditing the annual report of the Company, will attend the General Meeting of Shareholders, in which the annual report is discussed and may be asked to answer questions to this meeting. In answering questions, the external auditor is to observe the rules of conduct of his profession.
- 15.6 Each significant change in the Company's corporate governance structure and the compliance with the Code shall be addressed in a separate item on the agenda for consideration by the General Meeting.

Article 16

Relationship with the Employees Council

- 16.1 The Supervisory Board shall annually fix a schedule for attendance by one or more of its members of the consultative meetings with the Employees Council, to the extent that the law or an agreement with the Employees Council requires members to be present. Attendance is required by law at meetings as referred to in section 24, paragraph 1 of the Works Council Act (*Wet op de Ondernemingsraden*) where the general course of affairs of the Company or proposals as referred to in section 25, paragraph 1 of the Employees Councils Act are discussed. In addition, the Supervisory Board may schedule other meetings with the Employees Council.

- 16.2 The Supervisory Board shall annually draw up a list of members of the Supervisory Board who are available to attend meetings of the Employees Council where the law does not require such attendance.
- 16.3 The chairman of the Supervisory Board is primarily responsible for maintaining and coordinating contacts with the Employees Council. If a member of the Supervisory Board is invited to attend a meeting of the Employees Council, he shall accept the invitation only after consultation with the chairman.
- 16.4 Proposals of the Managing Board requiring prior approval or authorisation by the Supervisory Board and in respect of which the Employees Council has an advisory or approval right must first be approved by the Supervisory Board. If granted, this approval shall be given subject to a positive or neutral advice or approval by the Employees Council.

Article 17

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 secrecy. Classified information shall not be disclosed outside the Supervisory Board or Managing Board, made public or otherwise made available to third parties, even after resignation 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 18

Non-compliance, amendment

- 18.1 Without prejudice to the provisions of articles 1.2, 10, 11.1 and 15.4, the Supervisory Board may occasionally decide at its sole discretion not to comply with and adhere to the provisions of this Charter pursuant to a Supervisory Board resolution to that effect. Such resolutions shall be referred to in the Supervisory Board's report.
- 18.2 Without prejudice to the provisions of articles 1.2, 10, 11.1 and 15.4, this Charter may be amended by a resolution of the Supervisory Board to that effect. Such resolutions shall be referred to in the Supervisory Board's report. Material amendments of the Charter require approval by the General Meeting.

Article 19

Governing law and jurisdiction

- 19.1 This Charter shall be governed by and construed in accordance with the laws of the Netherlands.
- 19.2 The courts of The Hague, the Netherlands, shall have exclusive jurisdiction to settle any dispute arising from or in connection with this Charter (including any dispute regarding the existence, validity or termination of this Charter).