

## APPENDIX 3 - INTERNAL RULES OF PROCEDURE OF THE REMUNERATION COMMITTEE

The latest version of the Internal Rules of Procedure of the Remuneration Committee was adopted by the Board of Directors on 26 March 2020.

### 1. COMPOSITION AND TERM OF OFFICE

The Remuneration Committee is composed of at least three non-Executive directors. A majority of the members of the Remuneration Committee must be independent in accordance with Article 7:87, §1 of the Companies Code and the 2020 CG Code. They are appointed by the Board of Directors. The term of the mandate of the Remuneration Committee members corresponds to their mandate as Director. The end of a director's mandate automatically entails the termination of his/her membership of the Remuneration Committee.

The Remuneration Committee has the necessary independence, skills, knowledge, experience and capacity to execute its duties effectively.

The CEO is not a member of the Remuneration Committee but has a standing invitation to attend its meetings. The CEO should excuse himself from the meeting whenever the Remuneration Committee has to discuss his own remuneration or evaluation.

The Board of Directors also appoints the Chair of the Remuneration Committee. The Chair of the Remuneration Committee must be a non-Executive Director. The Chair of the Remuneration Committee will make sure that each new member receives a description of the Remuneration Committee's responsibilities and of its functioning.

The Remuneration Committee designates the Company Secretary as its secretary. The same rules regarding potential conflicts of interest as for the CEO applies to him/her.

### 2. ROLE AND RESPONSIBILITIES

In accordance with and/or in addition to the duties specified by Article 7:100 of the Companies Code, the Remuneration Committee advises the Board of Directors on:

- the remuneration policy for the Directors, CEO and other members of the Executive Committee and members of senior management, including share incentive schemes and other long term incentive plans. The controlling shareholders will be consulted before the relevant recommendations are submitted to the Board of Directors;
- the individual remuneration of the Chair of the Board of Directors, the Directors, the members of the Specialised Committees of the Board, the CEO and the other members of the Executive Committee, including base remuneration, variable remuneration and other components, it being understood that individual remuneration of the other members of the Executive Committee is proposed by the CEO;
- the annual review of the performance of the CEO and other members of the Executive Committee and on the realisation of the Company's strategy against agreed performance measures and targets;
- proposals on all potential retributions of the honorary positions held at the level of the Board;
- generally, any remuneration related proposal to be submitted by the Board of Directors to the General Meeting of Shareholders;
- in addition, the Remuneration Committee prepares the Remuneration report and the Remuneration policy to be included in the Annual Report as part of CG Statement.

In executing its mission, the Remuneration Committee reviews the recommendations of the concerned parties. The Chair of the Board of Directors and the CEO are entitled to submit proposals to the Remuneration Committee and to be duly consulted by the latter.

The Remuneration Committee prepares the relevant proceedings and resolutions of the Board, and submits its recommendations to the Board.

The Chair of the Remuneration Committee presents the Remuneration report and the Remuneration policy to the Annual General Meeting.

### **3. MEETINGS**

The Remuneration Committee meets upon the request of its Chair or of two of its members, at least twice a year. Convening notices can be sent by ordinary letter, e-mail or through a digital platform. The Remuneration Committee can only validly deliberate if at least a majority of its members are present or represented. Each member of the Remuneration Committee may, including by ordinary letter, e-mail or through a digital platform, assign to one of his/her colleagues the power to represent him/her and vote on his/her behalf at a specific meeting of the Remuneration Committee; a member of the Remuneration Committee cannot hold more than one proxy form.

The meetings can, if necessary and with the agreement of its members, be held by conference call or video conference. The agenda is determined by the Remuneration Committee's Chair who includes the items to be discussed at the request of his/her colleagues, the Board of Directors, the Chair and the CEO. The CEO participates to the meetings where the Committee deals with the remuneration of the Executive Committee members.

If they are not members of the Remuneration Committee, the Chair and Vice-Chair of the Board of Directors are invited to participate in the meetings on a regular basis, except on topics that personally concern them.

The agenda of each meeting, as well as the possible concerned working documents, must be sent to the members of the Remuneration Committee at least three working days before the meeting.

The recommendations of the Remuneration Committee are taken at the majority of the votes by the members present or represented. In the event of a tied vote, the vote of the Remuneration Committee's Chair shall be decisive.

The Remuneration Committee may make use of services of internal or external experts at the expense of the Company after prior notice to the Chair of the Board of Directors and to the CEO.

The Remuneration Committee regularly reviews its internal rules of procedure, its own effectiveness practices and where appropriate recommends to the Board the necessary amendments.

### **4. MINUTES**

The secretary drafts the minutes of the Remuneration Committee meetings and shares them with its members as well as with the members of the Board of Directors after the Remuneration Committee's approval.

The Chair of the Remuneration Committee regularly reports to the Board of Directors on how the Remuneration Committee fulfilled its duties.

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