

APPENDIX 4 - INTERNAL RULES OF PROCEDURE OF THE NOMINATION COMMITTEE

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

1. COMPOSITION AND TERM OF OFFICE

The Nomination Committee consists of at least three non-executive Directors. Considering the shareholding structure of the Company, the Board decided to deviate from the principle contained in the 2020 CG Code according to which a majority of the members of the Nomination Committee must be independent in accordance with Article 7:87, §1 of Companies Code and 2020 CG Code. The members of the Nomination Committee are appointed by the Board of Directors. The term of the mandate of the Nomination Committee members corresponds to their mandate as Director. The end of a Director's mandate automatically entails the termination of his/her membership to the Nomination Committee.

The CEO is not a member of the Nomination Committee but has a standing invitation to attend its meetings. The CEO should excuse him/herself from the meeting whenever the Nomination Committee has to discuss his/her position or evaluation. He/She has an advisory vote whenever the Nomination Committee discusses the nomination of other members of the Executive Committee or of members of the Management Group.

The Board of Directors also appoints the Chair of the Nomination Committee amongst its non-Executive members. If the Chair of the Nomination Committee is the Chair of the Board of Directors, he/she shall not chair the Nomination Committee when dealing with the appointment of his/her successor. The Chair of the Nomination Committee will make sure that each new member receives a description of the Committee's responsibilities and of its functioning.

The Nomination Committee designates the General Counsel as its secretary. The same rules regarding potential conflicts of interest as for the CEO applies to him/her.

2. ROLE AND RESPONSIBILITIES

The Nomination Committee advises the Board of Directors on:

- the appointment or reappointment of the Directors, the CEO and the other members of the Executive Committee, which are generally submitted by the Chair of the Board of Directors and/or the CEO. The controlling shareholders will be consulted before the relevant recommendations are submitted to the Board of Directors;
- the appointment and reappointment of members of the Specialised Committees of the Board as submitted by the Chair of the Board of Directors and/or the CEO;
- the evaluation at the end of each Director's term of such Director's presence at the Board or Specialised Committee meetings, its commitment and its constructive involvement in discussions and decision-making;
- when relevant, assessing the independence criteria of the Directors whose appointment or reappointment is proposed;
- periodically, and at least every three years, assessing the size and composition of the Board and make recommendations to the Board with regard to any changes;
- preparing plans for the orderly succession of Directors, ensuring that sufficient and regular attention is paid to the succession of members of the Executive Committee and ensuring that appropriate talent development programmes and programmes to promote diversity in leadership are in place;
- assessing whether the contribution of each Director is adapted to changing circumstances; and
- generally, any nomination related proposal to be submitted by the Board of Directors to the General Meeting of Shareholders.

Newly appointed Directors receive an appropriate induction, geared to their role, including an update on the legal and regulatory environment, to ensure their capacity to swiftly contribute to the Board.

Directors are invited to update their skills and improve their knowledge of the Company to fulfil their roles both on the Board and on the Specialised Committees they serve on. The Company Secretary shall assist them in this respect.

In executing these missions as set above, the Nomination 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 Nomination Committee and to be duly consulted by the latter.

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

The Board shall not propose or co-opt, as the case may be, for an office of director a candidate who has not been recommended by the Nomination Committee.

3. MEETINGS

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

The agenda is determined by the Nomination Committee's Chair who includes the items to be discussed at the request of his/her colleagues, the Board of Directors, the Chair of the Board of Directors and the CEO. The CEO participates to the meetings where the Committee deals with the nomination of the Executive Committee members.

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

The meetings, if necessary and with the agreement of its members, can be held by conference call or video conference.

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

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

4. MINUTES

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

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

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