

# Intertrust N.V.

## Rules for the Supervisory Board

These Rules were adopted by the Supervisory Board on 25 September 2015

Initial revisions approved by the Supervisory Board on 5 October 2017

Further revisions approved by the Supervisory Board on 28 July 2021 with effect of 1 July 2021

These rules (the **Rules**) were adopted by the supervisory board (the **Supervisory Board**) of Intertrust N.V. (the **Company**) on 25 September 2015, revised on 5 October 2017 and further revised on 28 July 2021 with effect of 1 July 2021.

## 1. Status and contents of the Rules

- 1.1. These Rules have been drawn up pursuant to article 20.8 of the Company's articles of association and complement the rules and regulations that are applicable to the Supervisory Board under Dutch law or the Company's articles of association. These Supervisory Board Rules are published on the Company's website.
- 1.2. Where these Rules are inconsistent with Dutch law or the Company's articles of association, Dutch law or, as the case may be, the articles of association shall prevail. Where these Rules are in accordance with the articles of association but are inconsistent with Dutch law, the latter shall prevail. If one or more provisions of these Rules are or become invalid, this shall not affect the validity of the remaining provisions. The Supervisory Board shall replace the invalid provisions with provisions which are valid and the effect of which is, given the contents and purpose of these Rules, to the greatest extent possible, similar to that of the invalid provisions.
- 1.3. By virtue of the resolutions adopted on 25 September 2015 the Supervisory Board confirmed unanimously that it will comply with and be bound by the obligations pursuant to these Rules, as amended from time to time, to the extent that they apply to it and its members. On their appointment to the Supervisory Board, new members shall receive a copy of these Rules and be requested to return a signed copy of them to the Company secretary.
- 1.4. Capitalised terms not defined herein shall have the meanings given to them in the Company's articles of association. **Group** means the group comprising the Company and the direct and indirect subsidiaries it controls from time to time (**Subsidiaries**). **General Meeting** means both the corporate body of the general meeting of the Company as well as the physical meeting of the shareholders.
- 1.5. These Rules can only be amended by a resolution of the Supervisory Board to that effect. Any amendment of these rules shall be laid down in writing.
- 1.6. Save as otherwise provided in the Company's articles of association or by Dutch law, the Supervisory Board may in exceptional cases, as the circumstances may require, at its discretion unanimously decide to deviate from these Rules.

## 2. Responsibilities of the Supervisory Board

- 2.1. The Supervisory Board shall be charged with the supervision of the policy of the management board of the Company (the **Management Board**) and the general course of affairs in the Company and the business affiliated with it and with advising the Management Board. The Supervisory Board should supervise the manner in which the Management Board implements the Company's strategy. It should regularly discuss the strategy, the implementation of the strategy and the principal risks associated with it. In the report drawn up by the Supervisory Board, an account is given of its involvement in the establishment of the strategy, and the way in which it monitors its implementation. In the performance of their duties the members of the Supervisory Board shall be guided by the interests of the Company and the business affiliated with it, taking into consideration the interests of the Company's stakeholders, including but not limited to its shareholders. The Supervisory Board will be responsible for the quality of its own performance.
- 2.2. The responsibilities of the Supervisory Board shall include, amongst others:
- i. supervising, monitoring and advising the Management Board;
  - ii. disclosing, complying with, and enforcing the Company's corporate governance structure subject to and in accordance with or with due observance of applicable law and regulations, applicable regulatory declarations of non-objection, approvals and licenses, the Dutch Corporate Governance Code (the **Code**) (including compliance by explaining deviations from the Code) and the Company's articles of association;
  - iii. reviewing the annual accounts, and approving the Company's annual budget;
  - iv. after consultation with the Management Board, recommending the appointment of the Company's external auditor to the General Meeting;
  - v. approving the internal audit plan;
  - vi. selecting and proposing members of the Management Board to the General Meeting for appointment;
  - vii. selecting and proposing members of the Supervisory Board to the General Meeting for appointment;
  - viii. evaluating and assessing the functioning of the Management Board, the Supervisory Board, and their individual members; and
  - ix. monitoring the operation of the procedure for reporting actual or suspected misconduct or irregularities.

- 2.3. The Supervisory Board shall prepare and publish a report on its functioning and activities during the preceding financial year including all items required to be included pursuant to the Code, which report shall be included in the annual report.
- 2.4. The Supervisory Board is responsible for stimulating transparency and accountability within the Supervisory Board, and between the different corporate bodies of the Company.

### **3. Composition, profile, suitability and independence of the Supervisory Board**

- 3.1. The Supervisory Board shall consist of at least three and at most seven natural persons. The Supervisory Board shall prepare a profile of its scope and composition, taking into account the nature of the business, its activities, and the desired expertise, experience, diversity and independence of its members. The Supervisory Board shall evaluate the profile annually.
- 3.2. The composition of the Supervisory Board shall be in accordance with the Company's articles of association, applicable legislation and regulations, including any and all applicable regulatory declarations of non-objection, approvals and licenses.
- 3.3. The composition of the Supervisory Board shall be subject to the following requirements:
- i. each of its members must have the specific expertise required for the fulfilment of his or her duties;
  - ii. each of its members must be capable of assessing the broad outline of the overall policy of the Company;
  - iii. each of its members must meet the profile and following a member's (re)appointment, the Supervisory Board as a whole must be composed in accordance with clause 3.1;
  - iv. at least one of the members of the Supervisory Board must have relevant expertise in financial administration / accounting for listed companies or other large companies;
  - v. the composition of the Supervisory Board must comply with the independence requirements under the Code;
  - vi. 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 of a supervisory board counts double;
  - vii. none of its members may be a (former) member of the Management 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)*;

- viii. the chairperson of the Supervisory Board (the **Chairperson**) should not be a former member of the Management Board and must be independent within the meaning of the Code.

If one or more these requirements are not met, the Supervisory Board will remain validly constituted and operational, but the Supervisory Board will endeavor to meet the requirements as soon as possible.

- 3.4. The Supervisory Board shall endeavor that the Supervisory Board shall consist of at least 30% males and 30% females.
- 3.5. Members of the Supervisory Board must otherwise qualify as suitable as determined by applicable Dutch law and the regulations that apply in the jurisdictions where the Group conducts its business. Proposed new members of the Supervisory Board will provide, and to the extent necessary members will continue to provide, each relevant regulatory authority having jurisdiction over it – via the Company secretary - with all relevant and requested information as soon as possible, which will be used for the permanent assessment of their competency and integrity. This information may include supervisory antecedents, criminal antecedents, financial antecedents, tax antecedents and administrative law antecedents.
- 3.6. The Supervisory Board may appoint one or more members as delegated members of the Supervisory Board. The delegation will occur in writing and be in accordance with terms of reference that will be published on the Company's website. Delegated members of the Supervisory Board are members of the Supervisory Board with special responsibilities. Such delegated authority may not exceed the powers of the member of the Supervisory Board and therefore does not go so far as managing the Company. Instead it involves more intensive supervision and advice and more frequent consultation with the Management Board. Such delegated authority shall be of a temporary nature only and shall not detract from the function and power of the Supervisory Board. Delegated members of the Supervisory Board shall remain members of the Supervisory Board and shall report regularly on the execution of his or her duty to the Supervisory Board.
- 3.7. The Chairperson shall ensure that personal information on all members of the Supervisory Board as required by Dutch law and the Code, such as gender, age, profession, principal position, nationality, other positions of relevance to the duties as a member of the Supervisory Board, the date of their initial appointment and their current term of office, is disclosed in the Company's annual report.

#### **4. Chairperson, vice-chairperson and Company secretary**

- 4.1. The Supervisory Board shall appoint one of its members as Chairperson and one of its members as vice-chairperson. The Chairperson has the following responsibilities, without limitation:
  - i. co-ordinating the Supervisory Board's decision-making process;
  - ii. ensuring the adequate and timely submission of information to the members of the Supervisory Board as necessary for the proper performance of their duties;
  - iii. ensuring there is ample time for consultation, consideration and decision-making by the Supervisory Board;

- iv. ensuring the Supervisory Board has proper contact with the Management Board and the General Meeting and, if applicable, the works council;
  - v. ensuring the General Meeting is conducted in an orderly and efficient manner and that effective communication with shareholders is assured;
  - vi. the annual evaluation and assessment of the functioning of the members of the Management Board and the Supervisory Board and of the Management Board as a whole and the Supervisory Board as a whole;
  - vii. ensuring that the members of the Management Board and the Supervisory Board follow their induction programme and any subsequent education and training programme;
  - viii. ensuring that the Management Board creates a culture focussed on long-term value creation and performs activities in respect of culture;
  - ix. ensuring that the Supervisory Board recognizes signs from the business affiliated with the Company and ensures that any (suspicion of) material misconduct and irregularities are reported to the Supervisory Board without delay;
  - x. ensuring that the Supervisory Board is involved closely and at an early stage in any merger or takeover processes involving the Company; and
  - xi. determining the agenda of the Supervisory Board meetings, chairing the Supervisory Board meetings and monitoring the proper functioning of the Supervisory Board and its committees.
- 4.2. The Supervisory Board shall be assisted by the Company secretary. The Company secretary shall be primarily responsible for:
- i. ensuring that the functioning of the Supervisory Board complies with the applicable legislation, regulations, the Code (to the extent applicable and not deviated from), the Company's articles of association and the rules and regulations issued pursuant thereto;
  - ii. assisting the Chairperson with logistical matters connected with the Supervisory Board (information, agendas, evaluations, etc.);
  - iii. facilitating the provision of information to the Management Board and the Supervisory Board;
  - iv. acting as contact person for members of the Supervisory Board; and
  - v. maintaining the induction, education and training programme.
- 4.3. The Company secretary shall, either on recommendation of the Supervisory Board or otherwise, be appointed and dismissed by the Management Board, after the approval of the Supervisory Board has been obtained.

- 4.4. The members of the Supervisory Board and the Management Board shall consider and treat the Company secretary as being independent from the Management Board and the Supervisory Board. If the Company secretary also undertakes work for the Management Board and notes that the interests of the Management Board and the Supervisory Board diverge, as a result of which it is unclear which interests the Company secretary should represent, the Company secretary shall report this to the Chairperson.

## **5. Appointment, reappointment, term of office and resignation**

- 5.1. Members of the Supervisory Board shall be appointed by the General Meeting. Each member of the Supervisory Board shall be appointed for a maximum period of four years, provided that, unless the member of the Supervisory Board has resigned or is removed at an earlier date, or if specified otherwise in the relevant proposal for the appointment, his term of office shall ultimately lapse immediately after the day of the first General Meeting, to be held during the fourth year after the year of his appointment. A member of the Supervisory Board may be reappointed for another period of four years. The Supervisory Board member may then subsequently be reappointed again for a period of two years, which appointment may be extended by at most two years. In the event of a reappointment after an eight-year period, reasons should be given in the report of the Supervisory Board.
- 5.2. Before accepting a position on the Supervisory Board, a candidate will determine together with the Chairperson whether the candidate would be allowed to accept the position under provisions that limit the number of positions a member of the supervisory board may hold under Dutch law or regulatory provisions.
- 5.3. The Supervisory Board ensures that a formal and transparent procedure is in place for the appointment and reappointment of Management Board and Supervisory Board members and shall ensure that there is a sound plan for the succession of Management Board and Supervisory Board members, with due regard to the diversity policy.
- 5.4. The Supervisory Board shall prepare a rotation schedule in order to avoid, to the extent possible, a situation in which many supervisory board members resign at the same time. Notwithstanding any other provision of this clause 5, members of the Supervisory Board shall resign in accordance with the schedule.
- 5.5. Members of the Supervisory Board shall resign prematurely in the event of inadequate functioning, structural incompatibility of interests, and in other instances in which this is deemed necessary by the Supervisory Board.
- 5.6. Members of the Supervisory Board may be suspended and/or dismissed by the General Meeting at all times.
- 5.7. Members of the Supervisory Board who take on the management of the Company temporarily, in the event that members of the Management Board are absent or unable to perform their duties, shall resign temporarily from the Supervisory Board in order to do so.

## **6. Remuneration**

- 6.1. The General Meeting may grant a fixed remuneration to members of the Supervisory Board which is not dependent on the results of the Company and may grant an additional fixed remuneration to the Chairperson and the vice-chairperson. The remuneration of the Supervisory Board members should reflect the time spent and the responsibilities of their role.
- 6.2. The following rules regarding remuneration must also be observed.
- i. None of the members of the Supervisory Board may receive shares and/or options or similar rights to acquire shares in the Company as part of their remuneration.
  - ii. Members of the Supervisory Board may not engage in short-term speculative transactions involving securities of the Company.
  - iii. None of the members of the Supervisory Board may accept personal loans, guarantees or the like from the Company other than in the normal course of business and with the approval of the Supervisory Board. No remission of loans shall be granted.
- 6.3. The members of the Supervisory Board shall be reimbursed for all expenses related to the performance of their duties.

## **7. Induction programme and on-going training and education**

- 7.1. Once appointed, in prior consultation with the Management Board, each member of the Supervisory Board shall follow an induction programme, prepared and sponsored by the Company, that covers:
- i. governance and regulatory environment of the Company;
  - ii. financial reporting by the Company;
  - iii. specific aspects unique to the Company and its business activities;
  - iv. the culture of the Company and the relationship with, if applicable, the works council; and
  - v. responsibilities of members of the Supervisory Board.
- 7.2. The Supervisory Board shall hold an evaluation once a year to identify specific areas where members of the Supervisory Board require further training and education.



## **8. The Supervisory Board and committees**

- 8.1. In case the Supervisory Board consists of more than four members, the Supervisory Board shall have an audit committee, a risk committee and a remuneration, selection and appointment committee and at its own option such other committees as the Supervisory Board deems fit. These committees shall be appointed by the Supervisory Board from among its members. More than half of the members of each committee should be independent within the meaning of the Code. The Supervisory Board shall remain responsible for its decisions even if they have been prepared by one of the committees.
- 8.2. The Supervisory Board shall prepare rules governing the respective committee's principles and best practices (responsibilities, composition, meetings, etc.).
- 8.3. The Supervisory Board's report shall set out the composition of the committees, the number of committee meetings and the main items discussed at those meetings. The rules and the composition of the committees shall be placed on the Company's website.
- 8.4. If a committee as referred to in clause 8.1 has not been instituted, the practices and principles for that committee as set out in the relevant schedule shall apply to the Supervisory Board.
- 8.5. The Supervisory Board shall receive in a timely manner from each committee a report of its deliberations and findings.

## **9. Supervisory Board meetings (agenda, teleconferencing, attendance, minutes)**

- 9.1. The Supervisory Board shall meet at least four times a year and whenever one or more of its members or the Management Board request a meeting. Supervisory Board meetings are generally held at the offices of the Company, but may take place elsewhere, as decided by the Chairperson when convening the meeting. In addition, meetings may be conducted by telephone or via videoconferencing facilities provided all participants can hear each other simultaneously.
- 9.2. Unless the Chairperson decides otherwise, Supervisory Board meetings shall be attended by all members of the Management Board, save for meetings concerning:
  - i. the evaluation of the performance by the Management Board and its individual members, and the conclusions to be drawn from that evaluation;
  - ii. the evaluation of the performance by the Supervisory Board, its various committees and its individual members, and the conclusions to be drawn from that evaluation;
  - iii. the desired profile, the composition and competence of the Supervisory Board, on which three topics the Management Board will have the opportunity to render its prior advice; and
  - iv. conflicts of interest or potential conflicts of interest of Management Board members.

Save for meetings concerning the items referred to under (a) through (d) above, the chairman of the Management Board shall determine, in consultation with and subject to the approval of the Chairperson, which members of the executive committee of Intertrust Group not being a member of the Management Board (the **Executive Committee**) will attend a specific Supervisory Board meeting.

- 9.3. If a member of the Supervisory Board cannot attend a meeting, he can give a proxy to another member of the Supervisory Board.
- 9.4. The Chairperson shall contact members of the Supervisory Board who are frequently absent from Supervisory Board meetings and discuss their absence. The report of the Supervisory Board shall state the absenteeism rate from Supervisory Board and committee meetings of each Supervisory Board member.
- 9.5. The Company's external auditor shall attend in any event the Supervisory Board meeting at which the report of the external auditor on the audit of the financial statements is discussed. The external auditor shall receive all financial information related to the annual accounts and other interim financial reports and shall be given the opportunity to express its response regarding this information to the Management Board or directly to the Supervisory Board. The Supervisory Board gives the external auditor a general idea of the content of the reports relating to their functioning. The Supervisory Board should be permitted to examine the most important points of discussion arising between the external auditor and the Management Board based on the draft management letter or the draft audit report.
- 9.6. Meetings shall be convened by the Company secretary on behalf of the Chairperson or the member of the Supervisory Board requesting the meeting. Where this is practical, notices convening the meeting, the agenda of the meeting and the enclosures with the agenda shall be dispatched seven days before the meeting.
- 9.7. Minutes of each meeting shall be prepared by the Company secretary and 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 Company secretary may issue and sign extracts of the adopted minutes for external use.
- 9.8. Individual members of the Supervisory Board can schedule meetings with members of the Executive Committee. Feedback is given to the Management Board on the discussions held during these meetings without delay.

## **10. Supervisory Board resolutions (quorum, votes, items to be considered)**

- 10.1. The Supervisory Board shall pass resolutions by an absolute majority of the votes cast, in a meeting at which more than half of the members of the Supervisory Board are present or represented. However, members of the Supervisory Board who have a conflict of interest as referred to in clause 0 shall not be taken into account when calculating whether a quorum is present.

- 10.2. Each member of the Supervisory Board shall cast one vote. Blank votes shall be considered as not cast. In the event that votes are tied, the Chairperson shall have the casting vote.
- When a number of independent members of the Supervisory Board within the meaning of the Code is not at least equal to the number of non-independent members of the Supervisory Board, each independent member of the Supervisory Board will have a number of votes equal to the number of non-independent members of the Supervisory Board present, and each non-independent member of the Supervisory Board will have a number of votes equal to the number of independent members of the Supervisory Board present.
- 10.3. The Supervisory Board may adopt resolutions outside a formal meeting provided that this is done in writing, by telefax, or by electronic mail and provided that all of the members of the Supervisory Board have been consulted and that none of them objects to adopting resolutions in this manner. Resolutions thus adopted shall be recorded by the Company secretary in writing and kept with the minutes of the previous meetings.
- 10.4. The on-going items to be considered at Supervisory Board meetings include but are not limited to the review of the Company's budget and financial results, and the discussion of corporate strategy, and changes thereto, in consultation with the Management Board.
- 10.5. At least once a year, the Supervisory Board shall discuss without the Management Board being present:
- i. the functioning of the Supervisory Board and its individual members, and the conclusions to be drawn on the basis thereof;
  - ii. the functioning of the Management Board and its individual members and the conclusions to be drawn on the basis thereof.

The report of the Supervisory Board will refer to the fact that such discussions were held.

## **11. Conflict of interest**

- 11.1. The members of the Supervisory Board shall avoid all conflicts of interest between themselves either personally or representing a legal entity and the Company.
- 11.2. The Supervisory Board is responsible for the decision-making on dealing with conflicts of interest regarding members of the Management Board and members of the Supervisory Board and majority shareholders, if any, in relation to the Company.
- 11.3. A member of the Supervisory Board may not participate in the deliberation and the decision-making process of the Supervisory Board if it concerns a subject in which this member has a direct or indirect personal interest which conflicts with the interest of the Company and its business enterprise. In such event, the other members of the Supervisory Board shall be authorised to adopt the resolution. If all members of the Supervisory Board have a conflict of interest as indicated, the resolution shall be adopted by the Supervisory Board, irrespective of the conflict of interest.

- 11.4. A member of the Supervisory Board should report any actual or potential conflict of interest in a transaction that is of material significance to the Company and/or to such Supervisory Board member to the Chairperson without delay and should provide all relevant information in that regard. If the Chairperson has a conflict of interest or potential conflict of interest, he should report this to the vice-chairperson of the Supervisory Board without delay.
- 11.5. For the avoidance of any possible doubt: the mere fact that a member of the Supervisory Board is connected to a direct or indirect shareholder of the Company does in itself not constitute a conflict of interest.
- 11.6. Members of the Supervisory Board shall not:
- iii. enter into competition with the Company or the Group;
  - iv. accept any gifts or other benefits of any kind from third parties other than in accordance with the applicable compliance policy of the Group;
  - v. provide unjustified advantages to third parties to the detriment of the Company; or
  - vi. take advantage of business opportunities to which the Company is entitled for themselves or for their spouses, registered partners or other life companions, foster children or relatives by blood or marriage up to the second degree.
- 11.7. The following transactions require the approval of the Supervisory Board:
- i. a transaction between the Company and a legal entity in which a member of the Supervisory Board personally has a material financial interest; or
  - ii. a transaction between the Company and a legal entity which has a member of the management board or the supervisory board who is related under family law to a member of the Supervisory Board.

## 12. Whistle-blowers

The Management Board shall ensure that employees are able to report allegations of irregularities concerning the functioning of members of the Management Board to the Chairperson. The arrangements for whistle-blowers shall be posted on the Company's website.

## 13. Information, and 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 auditors that the Supervisory Board requires for the proper performance of its duties. Where necessary, the Supervisory Board may obtain information from officers and external advisors of the Company. The Management Board shall provide the necessary means for this purpose. The Supervisory Board may require that certain officers and external advisors attend its meetings. The Company will furnish or reimburse any reasonable costs or expenses incurred by the Supervisory Board, including those of external advisors reasonably engaged by the Supervisory Board.
- 13.2. The Management Board ensures that internal procedures are established and maintained which safeguard that all information relevant to the Company is available to the Management Board and the Supervisory

Board in a timely fashion. The Supervisory Board supervises the establishment and implementation of these procedures.

- 13.3. Without prejudice to the above, once a year, and in any event by the last meeting of the year, the Management Board shall provide the Supervisory Board with a budget for the following year and information on the main features of strategic policy, the general and financial risks run by the Company, the Company's management and control systems, and its compliance with all relevant laws and regulations.
- 13.4. If a member of the Supervisory Board receives information or indications concerning the Supervisory Board and the proper performance of its supervisory and advisory tasks from a source other than the Management Board or Supervisory Board, he or she shall make this information available to the Chairperson as soon as possible. The Chairperson shall decide whether the entire Supervisory Board should be informed.

## 14. General Meeting

- 14.1. In accordance with the Company's articles of association, General Meetings may be convened at the request of the Supervisory Board. A convening notice shall state the subjects to be considered.
- 14.2. All members of the Management Board and the Supervisory Board shall participate in General Meetings unless there are serious grounds preventing them from doing so. As a general rule, the Chairperson shall chair General Meetings. The ruling pronounced by the Chairperson in respect of the outcome of a vote in a General Meeting shall be decisive, subject to the provisions of article 13 of Book 2 of the Dutch Civil Code.
- 14.3. The Supervisory Board shall provide the General Meeting with any information it may require concerning an item on the agenda, unless it is prevented from doing so in view of important interests (*zwaarwegende belangen*) of the Company, or by a law, rules or regulations applicable to the Company. The Supervisory Board shall specify the reasons why important interests are considered to apply.
- 14.4. The Supervisory Board shall treat shareholders in equal circumstances in the same way when supplying information.
- 14.5. The Management Board and the Supervisory Board are responsible for the adequate corporate governance of the Company. They shall report to the General Meeting and explain any deviations from the Code. The annual report shall give a broad outline of the Company's corporate governance structure in a separate chapter. This chapter shall specify where the best practice provisions of the Code were followed. If best practice provisions have been deviated from, the chapter shall specify to what extent and for what reason.
- 14.6. Each significant change in the Company's corporate governance structure or compliance with the Code shall be addressed in a separate item on the agenda for consideration by the General Meeting.

## 15. Confidentiality

Every member of the Supervisory Board shall treat all information and documentation obtained in connection with his or her position with the necessary discretion and, in the case of classified information, with the appropriate secrecy. Classified information shall not be disclosed outside the Management or Supervisory Board, made public or otherwise made available to third parties, even if the member resigns from the Supervisory Board, unless it has already been made public by the Company or it has been established that the information is already in the public domain without breach of the provisions of this clause 0 by the relevant incumbent or former member of the Supervisory Board.

## 16. Rules of conduct for members of the Supervisory Board and additional positions

- 16.1. By signing a statement to that effect provided by the Company secretary, members of the Supervisory Board shall declare that they shall act in accordance with the rules regarding securities transactions by members of the Supervisory Board.
- 16.2. If a member of the Supervisory Board takes on an additional position with or interest in another company, he or she shall ensure that he/she is still able to fulfil his or her responsibilities as a member of the Supervisory Board. Before accepting an additional position, he or she shall first inform the Chairperson.
- 16.3. Members of the Management Board and the Supervisory Board will annually provide the Supervisory Board and the Company secretary with an overview of the additional functions (*nevenfuncties*) they perform, which will be discussed at the Supervisory Board meeting. New appointments to additional functions will be disclosed to the Supervisory Board and the Company secretary in advance, with details about the function and the size and other relevant characteristics of the company involved.

## 17. Governing law and jurisdiction

- 17.1. These Rules shall be governed by and construed in accordance with the laws of the Netherlands.
- 17.2. The district court of Amsterdam, the Netherlands, shall have exclusive jurisdiction over any disputes arising from or in connection with these Rules, including any disputes regarding the existence, validity or termination of these Rules.

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