

Introduction

article 1

- 1.1 These rules, together with the relevant provisions of the Supervisory Board Rules, govern the organization, decision-making and other internal matters of the Committee. In performing their duties, the Committee Members shall act in compliance with these rules and the relevant provisions of the Supervisory Board Rules.
- 1.2 These rules are complementary to, and subject to, the Company's articles of association, the Supervisory Board Rules, and applicable laws and regulations.
- 1.3 These rules shall be posted on the Website.

Definitions and Interpretation

article 2

- 2.1 Unless otherwise defined in these rules, capitalized terms shall have the meanings ascribed to them in the Supervisory Board Rules.
- 2.2 Without prejudice to Article 2.1, in these rules the following definitions shall apply:

Committee	The selection and appointment committee established by the Supervisory Board.
Committee Chairman	The chairman of the Committee.
Committee Member	A member of the Committee.
Supervisory Board	The supervisory board of Sif Holding N.V.
Supervisory Board Rules	The rules concerning the organization, decision-making and other internal matters of the Supervisory Board.
- 2.3 Terms that are defined in the singular have a corresponding meaning in the plural.
- 2.4 Words denoting a gender include each other gender.

Composition

article 3

- 3.1 The Committee consists of at least three Supervisory Directors.
- 3.2 The Committee Members shall be appointed or dismissed by the Supervisory Board.
- 3.3 All Committee Members, with the exception of no more than one Committee Member, shall be independent within the meaning of the Dutch Corporate Governance Code.



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- 3.4 The Committee shall elect a Committee Member to be the Committee Chairman. The Committee may dismiss the Committee Chairman, provided that the Committee Member so dismissed shall subsequently continue his term of office as a Committee Member with-out having the title of Committee Chairman

Duties and Organisation

article 4

- 4.1 The Supervisory Board may allocate from time to time certain of its tasks and duties to the Committee pursuant to a resolution to that effect. The Committee shall in any event be charged with:
- a. drawing up selection criteria and appointment procedures for Supervisory Directors and Managing Directors;
 - b. periodically assessing the size and composition of the Supervisory Board and the Management Board, and making proposals for the profile of the Supervisory Board;
 - c. periodically assessing the functioning of individual Supervisory Directors and Managing Directors, and reporting on this to the Supervisory Board;
 - d. making proposals for appointments and reappointments of Supervisory Directors and Managing Directors; and
 - e. Supervising the policy of the Management Board on the selection criteria and appointment procedures for the Company's senior management.
- f. Drawing up a plan for the succession of management board members and supervisory board members.
- 4.2 The Committee shall regularly report on its deliberations and findings to the Supervisory Board.

Amendments and Deviations

article 5

- 5.1 The Supervisory Board may amend or supplement these rules pursuant to a resolution to that effect.
- 5.2 The Supervisory Board may also approve temporary deviations from these rules pursuant to a resolution to that effect.
- 5.3 Any amendment or deviation made pursuant to this Article 5 shall be subject to the Company's articles of association, the Supervisory Board Rules, and applicable laws and regulations

Governing Law and Jurisdiction

article 6

These rules shall be governed by and shall be construed in accordance with the laws of the Netherlands. Any dispute arising in connection with these rules shall be submitted to the exclusive jurisdiction of the competent court in Amsterdam.