



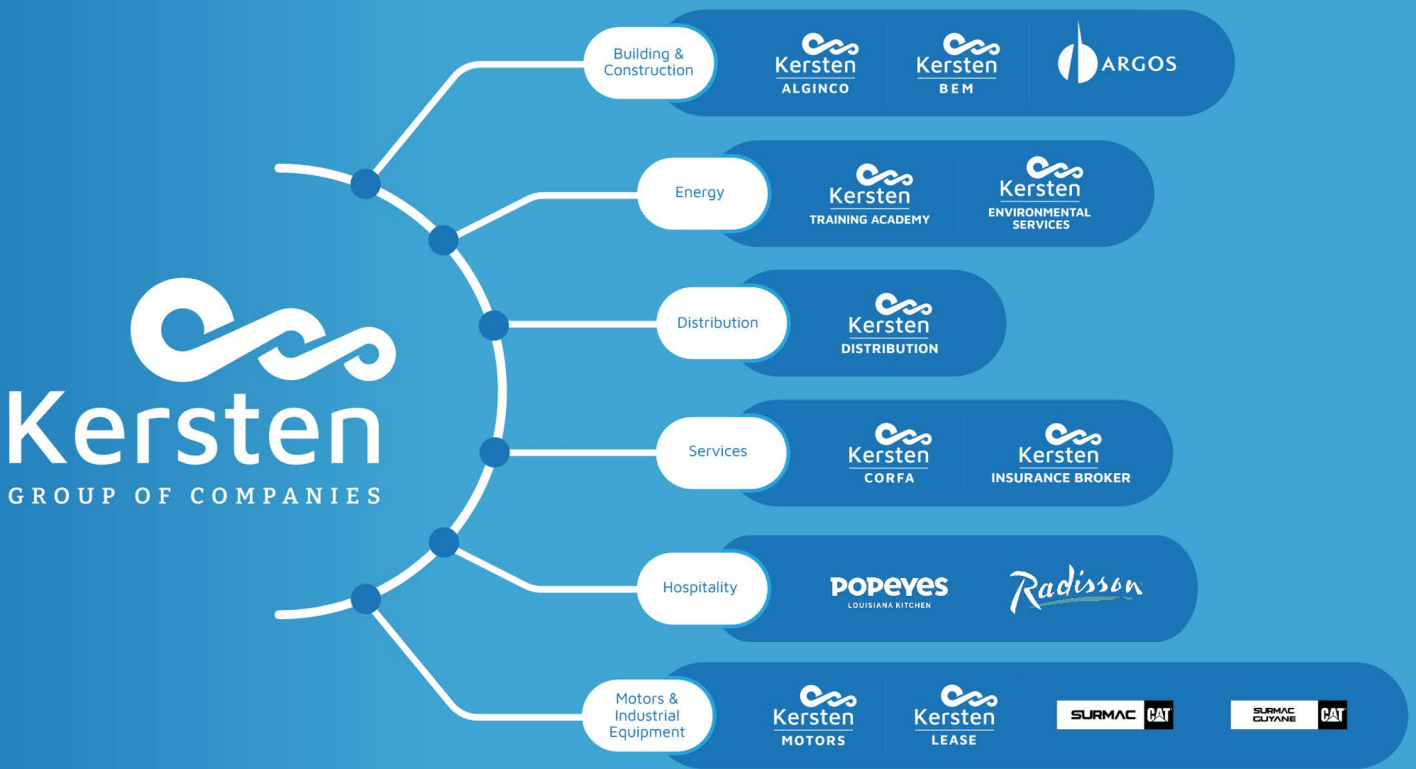
# **GOVERNANCE COMMITTEE CHARTER OF THE KERSTEN GROUP**



# Kersten

GROUP OF COMPANIES

## Commercial Structure



6 divisions; 14 companies

## **1. PURPOSE**

- 1.1 The Governance Committee (the "Committee") shall provide assistance to the Supervisory Board of C. Kersten en Co. N.V. (resp. the "Supervisory Board" of the "Company") in fulfilling its responsibility to the shareholders by developing, evaluating, monitoring and making recommendations to the Supervisory Board with respect to the corporate governance policy and procedures applicable to the Company and its affiliated enterprises ("the Kersten Group").

## **2. COMPOSITION**

- 2.1 The Committee shall consist of at least two Supervisory Board members. Committee members shall meet the independence requirements as stipulated in paragraph 2.1.3 of the Corporate Governance Code of the Kersten Group.
- 2.2 Each member of the Committee should be capable of making a valuable contribution to the Committee such that the Committee, collectively, has the appropriate knowledge, expertise and professional experience concerning human resources, corporate governance and remuneration policy and practices.
- 2.3 The members of the Committee shall be appointed and may be replaced at any time by the Supervisory Board. The Supervisory Board shall appoint one of the members of the Supervisory Board as chairperson of the Committee.
- 2.4 The Committee shall not be chaired by the chairperson of the Supervisory Board or by a former member of the Board of Directors as stipulated in paragraph 2.5.2 of the Corporate Governance Code of the Kersten Group.

## **3. GOVERNANCE RESPONSIBILITIES**

- 3.1 Governance tasks:
  - a) Ensure that the corporate governance of the Kersten Group and the policy in which it is based is fully transparent and described in the Annual Account and to the General Meeting of Shareholders;
  - b) Perform an annual evaluation of the principles of the Corporate Governance Code of the Kersten Group;
  - c) Make proposals to the Supervisory Board and to the General Meeting of Shareholders for improvements in respect of the foregoing issues;
  - d) Advise the Supervisory Board on any proposed changes of the Supervisory Board regulations, the Supervisory Board Committee charters and the Board of Director's regulations;
  - e) Monitor the outside positions of Supervisory Board members and members of the Board of Directors;
  - f) Comply with statutory and legal requirements and regulations.

## **4. ORGANIZATION**

- 4.1 The Committee shall meet at least two times in a year at the call of the chairperson. Additional meetings may occur at the request of any of its members.
- 4.2 The chairperson presides over the meetings of this Committee.
- 4.3 The minutes of the meetings of the Committee shall be circulated as soon as possible after the meeting among all members of the Supervisory Board.
- 4.4 The Committee shall establish its own charter.
- 4.5 The Committee is entitled to engage outside counsel if it thinks this to be appropriate.
- 4.6 Every two years, or at least on June 29<sup>th</sup>, 2025 the Governance Committee will evaluate the adequacy of this Charter to determine if it still meets with the required standards and its aspirations.
- 4.7 Every Supervisory Board member shall have unrestricted access to all records of the Committee.

## **5. APPROVAL**

Revised and approved by the Supervisory Board of C. Kersten en Co. N.V., on **June 29<sup>th</sup>, 2022.**

On behalf of the Board of Directors of C. Kersten en Co. N.V.,  
Mr. Vishal Jadnanansing, Chief Executive Officer  
signed on July 1<sup>st</sup> 2022

On behalf of the Supervisory Board of C. Kersten en Co. N.V.,  
Mr. Michael Kembel, Chairperson

