

## TERMS OF REFERENCE AUDIT COMMITTEE

### DUTCH STAR COMPANIES ONE N.V.

Adopted by the Board on 9 February 2018

#### 0. INTRODUCTION

- 0.1 These terms of reference have been drawn up by the Board pursuant to clause 10.4 of the By-Laws of the Board.
- 0.2 The Audit Committee is a standing committee of the Board.
- 0.3 Certain capitalised or uncapitalised terms used but not defined in these terms of reference have the meanings given to them in the By-Laws of the Board and the List of Definitions attached to those By-Laws as Annex 1.

#### 1. COMPOSITION

- 1.1 The Audit Committee shall consist of at least one member. All members of the Audit Committee must also be Non-Executive Directors. More than half of the members of the Audit Committee shall be independent within the meaning of best practice provision 2.1.7 of the Dutch Corporate Governance Code.
- 1.2 At least one member of the Audit Committee shall have competence in accounting or auditing.<sup>1</sup>
- 1.3 The members of the Audit Committee shall be appointed and may be replaced at any time by the Board. The Board shall appoint one of the members of the Audit Committee as chairman of the Audit Committee.<sup>2</sup> The Audit Committee shall not be chaired by the Chairman of the Board or by a former Executive Director of the Company.<sup>3</sup>
- 1.4 The term of office of a member of the Audit Committee will generally not be set beforehand. It will, *inter alia*, depend on the composition of the Board as a whole and that of other committees from time to time.

#### 2. DUTIES AND POWERS

- 2.1 Working within the Board, the Audit Committee is charged in particular with:<sup>4</sup>
- (a) the monitoring of the financial-accounting process and preparation of proposals to safeguard the integrity of said process;

---

<sup>1</sup> Audit Committee Decree 2016, section 2(3).

<sup>2</sup> Audit Committee Decree 2016, section 2(3).

<sup>3</sup> Dutch Corporate Governance Code, best practice provision 2.3.4.

<sup>4</sup> Audit Committee Decree 2016, section 2(2) (b-f).

## EFFECTIVE AS OF SETTLEMENT

- (b) the monitoring of the efficiency of the internal management system, the internal audit system and the risk management system with respect to financial reporting;
- (c) the monitoring of the statutory audit of the annual accounts and consolidated accounts, and in particular the process of such audit (taking into account the review of the Dutch Authority for the Financial Markets (*Autoriteit Financiële Markten (AFM)*) in accordance with Section 26 EU-Regulation 537/2014);
- (d) the review and monitoring of the independence of the External Auditor, with a special focus on other services provided to the Company, in accordance with the External Auditor Independence Policy as referred to in **Annex 7**; and
- (e) the adoption of a procedure for the selection of the External Auditor and the nomination for appointment of the External Auditor with respect to the statutory audit of the annual accounts and consolidated accounts.

2.2 Working within the Board, the Audit Committee is furthermore charged with:

- (a) the preparatory work for the Non-Executive Directors' decision-making regarding the supervision of the integrity and quality of the Company's financial reporting and the effectiveness of the Company's internal risk management and control systems. Among other things, it focuses on monitoring the Executive Directors with regard to:<sup>5</sup>
  - (i) relations with, and following up of comments by, the internal audit function and the External Auditor;
  - (ii) the financing of the Company;
  - (iii) the application of information and communication technology (ICT), including risks relating to cyber security; and
  - (iv) the Company's tax policy.
- (b) the preparation of meetings of the Board where the Report of the Board, the Annual Accounts and the interim figures of the Company are discussed.

2.3 The following Annexes to these terms of reference contain further details on some of the duties of the Audit Committee described in Clause 2.1 and Clause 2.2:

**Annex 1** – Supervision of External Auditor and internal audit function;

**Annex 2** – Supervision of financial reporting and publications;

**Annex 3** – Supervision of compliance with legislation and regulations;

**Annex 4** – Financing and finance-related strategies;

**Annex 5** – Information to be included in the report of the External Auditor; and

**Annex 6** – Selection procedure regarding the External Auditor.

**Annex 7** – External Auditor Independence Policy

---

<sup>5</sup> Dutch Corporate Governance Code, best practice provision 1.5.1.

## EFFECTIVE AS OF SETTLEMENT

- 2.4 Each member of the Audit Committee has access to all relevant books, records and offices of the Company and the authority to interview officers and employees of the Company to the extent necessary or useful for the proper performance of his duties. Members of the Audit Committee shall exercise this right in consultation with the chairman of the Audit Committee and the Company Secretary.
- 2.5 When performing its duties the Audit Committee may seek assistance or information from one or more experts appointed by it at a price agreed upon with the Audit Committee, which will be paid by the Company.
- 2.6 While the Audit Committee has the responsibilities and powers set forth in these terms of reference, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations.
- 2.7 The Audit Committee may only exercise such powers as are explicitly attributed to it by the Board and may never exercise powers beyond those exercisable by the Board as a whole.

### **3. DUTIES REGARDING THE EXTERNAL AUDITOR AND THE INTERNAL AUDIT FUNCTION**

- 3.1 The Audit Committee shall advise the Board regarding the External Auditor's nomination<sup>6</sup> for appointment, reappointment or dismissal and shall prepare the selection of the External Auditor. During the aforementioned tasks the Audit Committee shall give due consideration to the observations of the Board.<sup>7</sup> Furthermore, the (preparation of the) selection of the External Auditor shall be in accordance with Section 16 EU-Regulation 537/2014, as reflected in **Annex 6**.
- 3.2 The Audit Committee shall submit a proposal to the Non-Executive Directors for the External Auditor's engagement to audit the financial statements, taking into account the scope of the audit, the materiality to be used and remuneration for the audit. The Non-Executive Directors shall resolve on the engagement.<sup>8</sup>
- 3.3 The Audit Committee shall determine whether, and if so, how the External Auditor should be involved in the content and publication of financial reports of the Company other than the Annual Accounts.<sup>9</sup>
- 3.4 The Audit Committee shall request that the External Auditor include in his report the matters which the External Auditor wishes to bring to the attention of the Board in relation to his audit of the Annual Accounts and the related audits, which in any event will include the matters listed in **Annex 5**.<sup>10</sup>
- 3.5 When drafting the internal audit plan by the internal audit function, the Board, the External Auditor and the Audit Committee will be involved.<sup>11</sup>

---

<sup>6</sup> Section 15.1 By-laws of the Board.

<sup>7</sup> Dutch Corporate Governance Code, best practice provision 1.6.1.

<sup>8</sup> Dutch Corporate Governance Code, best practice provision 1.6.3.

<sup>9</sup> Dutch Corporate Governance Code, best practice provision 1.7.3.

<sup>10</sup> This obligation could also be included in the Board By-Laws. The obligation should in any case be included in the engagement letter to the auditor.

<sup>11</sup> Dutch Corporate Governance Code, best practice provision 1.3.3.

## EFFECTIVE AS OF SETTLEMENT

- 3.6 The internal audit function reports the essence of its audit results to the Audit Committee and shall inform the External Auditor thereof. The internal audit function shall have direct access to the External Auditor and the Audit Committee.<sup>12</sup>
- 3.7 The Company shall publish a press release, after consultation with the Audit Committee, in the event the early termination of the relationship with the external audit firm.<sup>13</sup>

### 4. MEETINGS

- 4.1 The Audit Committee shall meet as often as required for a proper functioning of the Audit Committee. The Audit Committee shall meet at least four times a year. The Audit Committee shall meet at least once a year with the External Auditor without the Executive Directors being present.<sup>14</sup> The meetings are as much as possible scheduled annually in advance and are held as far as possible shortly before the meetings of the Non-Executive Directors or of the Board. The Audit Committee shall meet earlier if this is deemed necessary by the chairman of the Audit Committee or by two other members of the Audit Committee.
- 4.2 Meetings of the Audit Committee are in principle called by the secretary of the Audit Committee in consultation with the chairman of the Audit Committee. Save for urgent cases, to be determined by the chairman of the Audit Committee, the agenda for the meeting shall be sent at least seven working days before the meeting to all members of the Audit Committee. To the extent possible, written explanations and/or other related documents will be enclosed for each item on the agenda.
- 4.3 The chairman of the Audit Committee shall set the agenda and chair the meeting of the Audit Committee.
- 4.4 The head of the internal audit function, the External Auditor and the CFO shall attend the Audit Committee meetings, unless the Audit Committee decides otherwise. The Audit Committee shall decide if and when the Executive Directors should attend its meetings.<sup>15</sup> In addition, independent experts may be invited to attend meetings of the Audit Committee. Each Non-Executive Director may attend meetings of the Audit Committee.
- 4.5 The Audit Committee may require any officer or employee of the Company, its external legal advisers or the External Auditor to attend a meeting of the Audit Committee or to consult with members or advisers of the Audit Committee.
- 4.6 Each member of the Audit Committee has the right to cast one vote. All resolutions must be adopted by an absolute majority of the votes cast. If there is a tie in voting, the chairman of the Audit Committee shall have a casting vote.
- 4.7 The secretary of the Audit Committee or any other person designated for such purpose by the chairman of the meeting shall draw up minutes of the meeting of the Audit Committee.

### 5. REPORTING TO THE BOARD

- 5.1 The Audit Committee must inform the Board in a clear and timely manner about the way it has used its powers and of major developments in the area of its responsibilities.

---

<sup>12</sup> Dutch Corporate Governance Code, best practice provision 1.3.4.

<sup>13</sup> Dutch Corporate Governance Code, best practice provision 1.6.5.

<sup>14</sup> Dutch Corporate Governance Code, best practice provision 1.7.4.

<sup>15</sup> Dutch Corporate Governance Code, best practice provision 1.5.2.

## EFFECTIVE AS OF SETTLEMENT

- 5.2 The Audit Committee shall report annually and earlier if required, to the Board on the functioning of and its dealings with the External Auditor.
- 5.3 The Audit Committee shall report to the Board on its deliberations and findings. In this report attention shall in any event be paid to:<sup>16</sup>
- (a) the methods used to assess the effectiveness of the design and operation of the internal risk management and control systems;
  - (b) the methods used to assess the effectiveness of the internal and external audit processes;
  - (c) material considerations concerning the financial reporting; and
  - (d) the way material risks and uncertainties referred to in the Report of the Board have been analysed and discussed, along with a description of the most important findings of the Audit Committee.
- 5.4 The Audit Committee informs the Board of the result of the statutory audit of the Annual Accounts and the consolidated accounts, with an explanation of the way in which the statutory audit contributes to the integrity of the financial reporting and the role of the Audit Committee in this process.<sup>17</sup>
- 5.5 The reports of meetings of the Audit Committee are distributed among all Directors as soon as possible after the meeting concerned.
- 5.6 If requested, the chairman of the Audit Committee shall at meetings of the Board provide the Board with further information on the outcome of the discussions of the Audit Committee.
- 5.7 Every Non-Executive Director has unrestricted access to all records of the Audit Committee. A Non-Executive Director shall exercise this right in consultation with the chairman of the Audit Committee and the Company Secretary.

## 6. MISCELLANEOUS

- 6.1 The chairman of the Audit Committee (or one of the other Audit Committee members) shall be available to answer questions regarding the Audit Committee's activities at the annual General Meeting of Shareholders.
- 6.2 The Board may occasionally decide at its sole discretion not to comply with these terms of reference, subject to applicable law and regulations.
- 6.3 The Audit Committee shall review and re-assess the adequacy of these terms of reference annually, report its assessment to the Board and recommend, where appropriate, any proposed changes to the Board.
- 6.4 The Board can at all times amend these terms of reference and/or revoke any powers granted by it to the Audit Committee.
- 6.5 Clauses 27.4 to 27.7 inclusive of the By-Laws of the Board apply by analogy to the Audit Committee, while for the application of these terms of reference the power of the Board or the

---

<sup>16</sup> Dutch Corporate Governance Code, best practice provision 1.5.3.

<sup>17</sup> Audit Committee Decree 2016, section 2(2) (a).

**EFFECTIVE AS OF SETTLEMENT**

Chairman referred to in these clauses is considered a power of the Audit Committee or the chairman of the Audit Committee.

\* \* \* \* \*

ANNEX 1

**SUPERVISION OF EXTERNAL AUDITOR AND INTERNAL AUDIT FUNCTION**

- (1) Assess and evaluate the External Auditor and the lead partner of the audit team of the External Auditor.
- (2) Obtain and review a report from the External Auditor (at least annually) regarding (i) the External Auditor's internal quality control procedures, (ii) any material issues raised by the most recent internal quality control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five months with respect to one or more independent audits carried out by the firm, (iii) any steps taken to deal with any such issues and (iv) all relationships between the External Auditor and the Company.
- (3) Evaluate the qualifications, performance and independence of the External Auditor, including considering whether the External Auditor's quality controls are adequate, and taking into account the opinions of the Board and internal auditors.
- (4) Ensure the rotation of the lead (or co-ordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as well as the other members of the External Auditor, as required by law, regulation or the Company's External Auditor Independence Policy.
- (5) Review and discuss annually with the External Auditor, the regulations for the internal audit function and the Board the internal audit charter and the independence of the audit process (as prescribed by legislation or regulation and the Company's External Auditor Independence Policy).
- (6) Meet with the External Auditor prior to the audit to discuss the planning, scope and staffing of the audit.
- (7) Review the reports most significant to the Board prepared by internal audit function and the Board's response.
- (8) Discuss with the External Auditor and the Board the internal audit function's responsibilities, budget and staffing and any recommended changes in the planned scope of the internal audit.
- (9) If there is no separate department for the internal audit function, the Audit Committee shall annually advise the Board regarding the need for an internal audit department and whether adequate alternative measures have been taken. On the proposal of the Audit Committee, the Board shall include the conclusions, along with any resulting recommendations and alternative measures, in the report of the Board.<sup>18</sup>
- (10) Annually discussing with the External Auditor:<sup>19</sup>
  - (a) the scope and materiality of the audit plan and the principal risks of the financial statements identified by the External Auditor in the audit plan; and

---

<sup>18</sup> Dutch Corporate Governance Code, best practice provision 1.3.6.

<sup>19</sup> Dutch Corporate Governance Code, best practice provision 1.7.2.

**EFFECTIVE AS OF SETTLEMENT**

- (b) based also on the documents from which the audit plan was developed, the findings and outcomes of the audit work on the financial statements and the management letter.

ANNEX 2

**SUPERVISION OF FINANCIAL REPORTING AND PUBLICATIONS**

- (1) Review and discuss with the Board and the External Auditor the Annual Accounts and the Report of the Board, including disclosures made in management interviews, analyses and the like.
- (2) Review and discuss with the Board and the External Auditor the interim financial statements prior to their release, including the results of any review by the External Auditors of the interim financial statements.
- (3) Discuss with the Board and the External Auditor significant financial reporting issues and judgements made in connection with the preparation of the Company's financial statements, including the quality of earnings, significant deviations between planned and actual performance, any significant changes in the Company's selection or application of accounting principles, any issues as to the adequacy of the Company's internal controls and any special steps adopted in light of control deficiencies.
- (4) Review and discuss reports of the External Auditor on:
  - (i) all major elements of the accounting policies and the methods used;
  - (ii) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with the Board or any Director, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the External Auditor; and
  - (iii) other important written communications between the External Auditor and the Board or one of the Directors, e.g. management letters.
- (5) Discuss with the Board the Company's (i) earnings press releases, including the use of non-GAAP information and (ii) plans and policies of the Company with respect to comments on financial information and earnings guidance given by analysts and rating agencies.
- (6) Discuss with the Board and the External Auditor the consequences of legislative or regulatory initiatives as well as of off-balance structures for the financial reporting by the Company.
- (7) Discuss with the Board the Company's major financial risk exposures and the steps the Board has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.

**ANNEX 3**

**SUPERVISION OF COMPLIANCE WITH LEGISLATION AND REGULATIONS**

- (1) Obtain reports from the Board, the head of the internal audit function of the Company and the External Auditor to the effect that the Company and its Subsidiaries comply with the applicable legislation and regulations and the internal rules of the Company.
- (2) Review reports on and intended disclosures on insider and affiliated party transactions. Advise the Board on policy and procedures of the Company for compliance with applicable legislation and regulations.
- (3) Discuss with the Board and the External Auditor any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies.
- (4) Discuss with the relevant persons in the legal department of the Company the legal issues that may materially affect the financial reports or the policy of the Company regarding its compliance with legislation and regulations.
- (5) Discuss serious matters of judgement and significant legal steps taken against or by the Company.

**ANNEX 4**

**FINANCING AND FINANCE-RELATED STRATEGIES**

- (1) Review and discuss with the Board at least once a year the general financial strategy of the Company.
- (2) Review and discuss with the Board the financial policy and financial procedures of the Company, including its currency policies and procedures.

ANNEX 5

**LIST OF INFORMATION TO BE INCLUDED IN THE REPORT OF THE EXTERNAL AUDITOR<sup>20</sup>**

Pursuant to Section 2:393, subsection 4 of the Dutch Civil Code, the report of the External Auditor shall contain the matters which the External Auditor wishes to bring to the attention of the Board in relation to its audit of the Annual Accounts and the related audits.

The following examples can be given:

**(A) With regard to the audit:**

- information about matters of importance to the assessment of the independence of the External Auditor;
- information about the course of events during the audit and co-operation with internal auditors and/or any other external auditors, matters for discussion with the Board, a list of corrections that have not been made, etc.

**(B) With regard to the financial figures:**

- analyses of changes in shareholders' equity and results which do not appear in the information to be published and which, in the view of the External Auditor, contribute to an understanding of the financial position and results of the Company;
- comments regarding the processing of one-off items, the effects of estimates and the manner in which they have been arrived at, the choice of accounting policies when other choices were possible, and particular effects of such policies;
- comments on the quality of forecasts and budgets.

**(C) With regard to the operation of the internal risk management and control systems (including the reliability and continuity of automated data processing) and the quality of the internal provision of information:**

- points for improvement, gaps and quality assessments;
- comments about threats and risks to the Company and the manner in which they should be reported in the particulars to be published;
- compliance with articles of association, instructions, regulations, loan covenants, requirements of external supervisors, etc.

---

<sup>20</sup> Dutch Corporate Governance Code 2009, best practice provision V.4.3.

ANNEX 6

**SELECTION PROCEDURE REGARDING THE EXTERNAL AUDITOR<sup>21</sup>**

Unless it concerns the renewal of an audit engagement, the advice of the Audit Committee referred to in Clause 3.1 of these terms of reference shall be prepared following a selection procedure organised by the Company respecting the following criteria:

- (a) the Company shall be free to invite any audit firm to submit proposals for the provision of the statutory audit service on the condition that the cooling down period is respected and that the organisation of the tender process does not in any way preclude the participation in the selection procedure of firms which received less than 15 % of the total audit fees from public-interest entities in the Netherlands in the previous calendar year;
- (b) the Company shall prepare tender documents for the attention of the invited audit firms. Those tender documents shall allow them to understand the business of the Company and the type of statutory audit that is to be carried out. The tender documents shall contain transparent and non-discriminatory selection criteria that shall be used by the Company to evaluate the proposals made by audit firms;
- (c) the Company shall be free to determine the selection procedure and may conduct direct negotiations with interested tenderers in the course of the procedure;
- (d) if the Dutch Authority for the Financial Markets (*Autoriteit Financiële Markten, (AFM)*) should require audit firms to comply with certain quality standards, those standards shall be included in the tender documents;
- (e) the Company shall evaluate the proposals made by the audit firms in accordance with the selection criteria predefined in the tender documents. The Company shall prepare a report on the conclusions of the selection procedure, which shall be validated by the Audit Committee. The Company and the Audit Committee shall take into consideration any findings or conclusions of any inspection report on the applicant audit firm;
- (f) the Company shall be able to demonstrate, upon request, to the AFM that the selection procedure was conducted in a fair manner.

The Audit Committee is responsible for the selection procedure referred to in this annex.

---

<sup>21</sup> Based on Section 16(3) EU-Regulation 537/2014. Pursuant to Section 16(4) public interest companies which meet the criteria referred to in Section 2(1) (f) and (t) Directive 2003/71/EC are not required to apply the selection procedure; it concerns companies that: (i) meet at least two of following three criteria: average number of employees during the financial year < 250, a total balance sheet not exceeding EUR 43,000,000, an annual net turnover not exceeding EUR 50,000,000; and (ii) an average market capitalisation of less than EUR 100,000,000 on the basis of end-year quotes for the previous 3 calendar years.

ANNEX 7

**EXTERNAL AUDITOR INDEPENDENCE POLICY**

**1. INTRODUCTION**

This policy applies in respect of External Auditors of Dutch Star Companies ONE N.V. including all its majority-owned legal entities.

**2. POLICY**

The Company and its Subsidiaries use the services of the External Auditor to the extent this does not prejudice the independence of the External Auditor.

**3. TERMS OF REFERENCE**

The External Auditor must be independent within the meaning of EU Regulation 537/2014 on specific requirements regarding statutory audit of public-interest entities, the Supervision audit firms Act (*Wet toezicht accountantsorganisaties (Wta)*) and the Regulation on the independence of auditors with respect to assurance assignment (*Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten (ViO)*) of the Royal Dutch Professional Organisation of Auditors (*Koninklijk Nederlandse Beroepsorganisatie van Accountants*).

The Audit Committee sees to it that the external auditor complies with the relevant recommendations, provisions and statutory provisions, and may request more detailed explanations and written confirmations from the external auditor that these provisions are followed.

**4. AUDIT SERVICES**

Audit Services is the audit of the annual financial reports of the Company, the assessment of interim financial reports that are disclosed, services that are traditionally provided by the external auditor and that are related to filings and obligations under legislation or regulations, and services that only the external auditor as such can reasonably provide.

In addition to complying with section 5 paragraph 1 of the EU Regulation, the External Auditor that conducts the statutory audit of a public-interest entity shall not render any other services to this entity in addition to the audit services.<sup>22</sup>

The External Auditor or any other member of the network to which the External Auditor belongs, may directly or indirectly only render auditing services to the Company and the enterprises it controls during:

- (a) the period between the beginning of the period audited and the issuing of the audit report; and
- (b) the financial year immediately preceding the period referred to in point (a) in relation to non-audit services.<sup>23</sup>

The External Auditor does not need to go through a tender process for each individual engagement.

---

<sup>22</sup> Section 24b par 2 Supervision audit firms Act (*Wet toezicht accountantsorganisaties (Wta)*). This provision also applies to other parts of a network of which the external auditor's firm is a part of, as set out in more detail in Section 24b par 2 Wta.

<sup>23</sup> Section 5 EU Regulation 537/2014.

## **5. ROTATION OF THE EXTERNAL AUDITOR AND PARTNERS RESPONSIBLE FOR AUDIT SERVICES**

In order to prevent that the External Auditor and the Company become too close, the number of years an External Auditor may be engaged and a certain person may be part of the audit team of the External Auditor, is capped.

The External Auditor charged with the statutory audit must be replaced after a maximum period of ten years after the start of their involvement. An external auditor is not allowed to work on a new assignment for the Company until at least four years have passed from the date of its replacement.<sup>24</sup>

Partners of the audit team of the External Auditor who are charged with essential audit tasks must be replaced after a maximum period of five years after the start of their involvement.<sup>25</sup>

The Audit Committee shall also supervise the risks of dependency of other members of the audit team of the Company who are involved with the audit for a significant period. The Audit Committee shall consult the responsible partner of the External Auditor regularly on safeguards set up by the External Auditor to assess the risk of dependency and to reduce it to an acceptable minimum level.

## **6. APPOINTMENT OF THE EXTERNAL AUDITOR**

The External Auditor shall be appointed in accordance with clause 16 of the By-Laws of the Board. If the decision is taken to call in the services of another External Auditor, the tender process approved by the Audit Committee shall be followed.

## **7. COMPLIANCE WITH THIS POLICY**

It shall be a condition to their engagement or continuation of engagement for External Auditors to agree to comply with this policy and to have appropriate compliance mechanisms in place for this purpose.

Any exception to this policy requires the prior approval of the Audit Committee.

The Group Controller shall oversee compliance with this policy and keep the Audit Committee informed thereof.

## **8. STAFF TRANSFER RESTRICTIONS**

The Company and the External Auditor shall agree on a policy regarding the restriction of staff transfers from the Company and its group to the organisation of the External Auditor and vice versa, taking into account all relevant legislation and regulations.<sup>26</sup> This policy is subject to the approval of the Board subject to the approval of the majority of the Non-Executive Directors.

## **9. ROLE OF THE AUDIT COMMITTEE**

The Audit Committee will review the Auditor Independence on an annual basis and document its position on the matter as well as address any changes to the Policy or situation as needed. The Audit Committee will discuss the audit approach and the annual reporting of the External Auditor on internal controls and accounting. The Audit Committee is informed on the annual audit budget and other audit services and non-audit services for the year.

---

<sup>24</sup> Section 17 EU Regulation 537/2014.

<sup>25</sup> Section 24 Wta.

<sup>26</sup> Like art. 42 of the Regulation on the independence of auditors with respect to assurance assignment (*Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten* (ViO)) of the Royal Dutch Professional Organisation of Auditors (*Koninklijk Nederlandse Beroepsorganisatie van Accountants*)