

REGULATIONS OF THE COMBINED SELECTION, APPOINTMENTS AND REMUNERATION COMMITTEE OF ROYAL TEN CATE NV

These Regulations have been drawn up by the Supervisory Board.

1. DEFINITIONS

In these Regulations the following terms shall have the meanings shown:

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| the General Meeting: | the general meeting of shareholders of the Company; |
| the Combined Committee: | the combined selection, appointments and remuneration committee of the Supervisory Board; |
| the Executive Board: | the executive board of the Company; |
| the Supervisory Board: | the supervisory board of the Company; |
| the Regulations: | the regulations of the Combined Committee; |
| the Remuneration Report: | the remuneration report of the Supervisory Board; |
| the Company: | the public limited company Royal Ten Cate N.V., having its registered office in Almelo; |
| the Chairman: | the chairman of the Combined Committee. |

2. REGULATIONS

These Regulations shall remain in force until they are amended in accordance with the provisions set forth below.

3. DUTIES OF THE COMBINED COMMITTEE

- 3.1 The Combined Committee shall prepare, within its area of responsibility, the decision-making of the Supervisory Board, on the understanding that the full Supervisory Board shall remain collectively responsible for the fulfilment of its duties.
- 3.2 The Combined Committee shall in any case focus its attention on:
 - a. drawing up selection criteria and appointment procedures with regard to members of the Executive Board and the Supervisory Board;

- b. conducting appraisal interviews with members of the Executive Board and periodically assessing the size and composition of the Supervisory Board and the Executive Board and issuing a proposal for a profile of the Supervisory Board;
 - c. periodically assessing the performance of individual members of the Supervisory Board and of the Executive Board and reporting thereon to the Supervisory Board;
 - d. issuing proposals for (re)appointments of individual members of the Supervisory Board and the Executive Board;
 - e. supervising the policy of the Executive Board with regard to selection criteria and appointment procedures for the senior management.
- 3.3 The Combined Committee shall also have the following duties:
- a. issuing a proposal to the Supervisory Board concerning the remuneration policy to be conducted; the remuneration policy for the Executive Board shall be adopted by the General Meeting;
 - b. issuing a proposal with regard to the remuneration of the individual members of the Executive Board for adoption by the Supervisory Board, which proposal shall in any case include:
 - (i) the remuneration structure;
 - (ii) the level of the fixed remuneration, shares and/or options and/or other variable remuneration components, pension rights, redundancy schemes and other compensation, as well as the performance criteria and the application thereof;
 - (iii) the drawing up of the Remuneration Report.
- 3.4 The Remuneration Report shall contain a report on the way in which the remuneration policy for members of the Executive Board has been put into practice during the past financial year and shall also include an overview of the remuneration policy which the Supervisory Board plans to implement in the forthcoming financial year and subsequent years.
- 3.5 The summary referred to in article 3.4 of these Regulations shall in any case contain the following information:
- a. details of the relative size of the variable and non-variable parts of the remuneration, and a justified explanation of this ratio;
 - b. an account of the absolute change in the non-variable part of the remuneration;
 - c. if applicable: the composition of the peer group of companies whose remuneration policy is used to determine the level and composition of the remuneration of the members of the Executive Board;
 - d. a summary and account of the policy of the Company with regard to the term of the contracts with the members of the Executive Board, the applicable notice periods and redundancy schemes and a statement concerning the maximum compensation in the event of dismissal;

- e. a description of the performance criteria on which the rights of members of the Executive Board to options, shares or other variable remuneration components depend;
 - f. an account of the selected performance criteria;
 - g. a summary of the methods which will be applied in order to determine whether the performance criteria have been fulfilled and an account of the selection of such methods;
 - h. if performance criteria are based on a comparison with external factors: a summary of the factors which will be used in order to carry out the comparison; if one of the factors relates to the performance of one or more companies (peer group) or of an index, details shall be given of the companies or index which has/have been selected as a basis for comparison;
 - i. a description of and an explanation for each important proposed amendment to the conditions under which a member of the Executive Board may acquire rights to options, shares or other variable remuneration components;
 - j. if any right of a member of the Executive Board to options, shares or other variable remuneration components does not depend on performance criteria: an explanation as to why that is the case;
 - k. schemes in force for pensions and the associated financing costs;
 - l. agreed early retirement schemes for members of the Executive Board.
- 3.6 The Combined Committee shall ensure that the main elements of the contract between a member of the Executive Board and the Company are made public immediately after it is concluded. These shall include in any case the level of the fixed salary, the structure and level of the variable part of the remuneration, any redundancy scheme, option rights, pension entitlements and performance criteria.
- 3.7 In the event that a current or former member of the Executive Board has been paid special compensation during the financial year, an explanatory note concerning such compensation shall be provided in the Remuneration Report. The Remuneration Report shall in any case include an account and explanation of the compensation paid or promised to a member of the Executive Board who has departed during the financial year.
- 3.8 In accordance with the Regulations of the Supervisory Board, the Combined Committee shall be responsible for ensuring that the Supervisory Board receives a report of its deliberations and findings.

4. COMPOSITION OF THE COMBINED COMMITTEE

- 4.1 The Combined Committee shall consist of at least three members.
- 4.2 The Combined Committee shall include a maximum of one supervisory director who is an executive director of another Dutch listed company.

5. CHAIRMAN

- 5.1 The Combined Committee shall appoint a Chairman from among its members. The Chairman shall not be the chairman of the Supervisory Board, nor a former member of the Executive Board, nor a supervisory director who is an executive director of another listed company.
- 5.2 The Chairman shall determine the agenda and shall conduct the meetings of the Combined Committee and shall be responsible for and actively promote the proper operation of the Combined Committee.
- 5.3 The Chairman shall maintain close and frequent contact with the Supervisory Board and shall keep the Combined Committee accurately and regularly informed of such contacts.

6. APPOINTMENTS

The members of the Combined Committee shall be appointed by the Supervisory Board from among its members.

7. MEETINGS

- 7.1 The Combined Committee shall meet as often as it deems necessary. The meetings shall be held in principle at the offices of the Company, but they may also be held elsewhere.
- 7.2 Meetings shall be convened in principle by the Chairman.
- 7.3 A report shall be drawn up of each meeting. The provisions of article 3.8 shall apply to this report.

8. AMENDMENTS

These Regulations may only be amended if the Supervisory Board so resolves. Any such amendment shall be made in writing.