

**SELECTION AND APPOINTMENT COMMITTEE REGULATIONS**

**BALLAST NEDAM N.V.**

20 November 2015

## INTRODUCTION

These Regulations have been adopted on 21 July 2015 pursuant to Article 6 of the Regulations of the Supervisory Board and are valid as of 20 November 2015.

### 1. DUTIES AND POWERS

1.1. Notwithstanding article 2.2 of the Regulations of the Supervisory Board, the Selection and Appointment Committee's task is to support and advise the Supervisory Board in relation to the subjects listed in article 1.2 of said Regulations and to prepare any decision-making of the Supervisory Board in that respect.

1.2. The Selection and Appointment Committee has the following duties:

- a. to draw up selection criteria and appointment procedures for members of both the Supervisory Board and the Board of Management;
- b. to assess, at least once a year, the size and composition of the Supervisory Board and Board of Management and to make a proposal for a characterisation of the Supervisory Board;
- c. to assess, at least once a year, the performance of the individual members of the Supervisory Board and the Board of Management and to report this to the Supervisory Board;
- d. to make proposals for the (re)appointment of members of the Supervisory Board and members of the Board of Management;
- e. to monitor execution of the policy set out by the Board of Management regarding the selection criteria and the appointment procedures for senior management;
- f. to prepare the decision-making of the Supervisory Board in respect of acceptance by a member of the Board of Management of a membership of the Supervisory Board of another company listed at a Stock Exchange;
- g. to prepare any decision making of the Supervisory Board in respect of conflicts of interest which may arise with the acceptance of other positions by members of the Supervisory Board.

1.3. The Selection and Appointment Committee shall for each meeting prepare a report of its discussions and findings therein and shall send this to the members of the Supervisory Board. The same is applicable for every advice of the Selection and Appointment Committee established outside meetings.

1.4. The Selection and Appointment Committee Shall report annually to the Supervisory Board with respect to its discussions and findings. The headlines the Selection and Appointment Committee's activities will be included in the report of the Supervisory Board, which report will be included in the Annual Report of the Company.

## **2. COMPOSITION, EXPERTISE AND INDEPENDENCE OF THE COMMITTEE**

- 2.1. The Selection and Appointment Committee is a standing committee of the Supervisory Board.
- 2.2. The Selection and Appointment Committee shall consist of at least two members of the Supervisory Board. The terms of office of a member of the committee will generally not be determined in advance. The terms of office shall, amongst other things, be conditional upon the composition of the Supervisory Board as a whole and the other committees from time to time.
- 2.3. Notwithstanding article 3.4 of the Regulations of the Supervisory Board, the following requirements should be considered in composing this committee:
  - a. neither the chairman of the Supervisory Board, nor one or more (previous) members of the Board of Management, nor one or more members of a Board of Management of another company listed at a Stock Exchange, is entitled to be chairman of the Selection and Appointment Committee at the same time.

## **3. CHAIRMAN**

- 3.1 With due observance of article 2 of these Regulations, the Supervisory Board will appoint one of its members of the Selection and Appointment Committee as its Chairman. The Chairman's main responsibility is the proper functioning of the Selection and Appointment Committee. The Chairman will be the spokesman of the Selection and Appointment Committee and will be the primary point of contact towards the Supervisory Board.

## **4. SELECTION AND APPOINTMENT COMMITTEE MEETINGS (AGENDA, PARTICIPANTS AND NOTES)**

- 4.1 The Selection and Appointment Committee shall at least meet once a year and more often if that is deemed necessary by one or more of its members. Meetings will generally be held in the office of the Company, but may take place elsewhere.
- 4.2 The Selection and Appointment Committee may also advise outside a regular meeting, provided that all members of the Selection and Appointment Committee agree on the procedures around establishment and content of its proposed advice. The Chairman will monitor the proper recording in writing of said advice and its signing by the members of the Selection and Appointment Committee.
- 4.3 The Selection and Appointment Committee decides whether and when one or more members of the Board of Management, employees of Ballast Nedam or external experts should be present at the committee's meeting.
- 4.4 Meetings are called by or on behalf of the Chairman or another member of the Selection and Appointment Committee. The announcement of and agenda for the meetings shall be provided to the members of the Selection and Appointment Committee at the earliest possible moment before the meeting.
- 4.5 A report of the meeting will be drawn up. By rule this report will be approved by the committee during the next meeting. If however all members of the Selection and Appointment Committee agree with the content of the report, approval may also take place earlier.

## **5. RELEVANT APPLICATION OF ARTICLES FROM THE REGULATIONS OF THE SUPERVISORY BOARD**

Articles 1.1, 1.2, 11.1, 19 and 20 of the Regulations of the Supervisory Board are applicable to these Regulations.

## DEFINITIONS

In these Regulations of the Selection and Appointment Committee, the following terms shall have the following meanings:

**Selection and Appointment Committee** shall mean the Selection and Appointment Committee of the Supervisory Board.

**Board of Management** shall mean the Company's Board of Management.

**Company** shall mean Ballast Nedam N.V., including, where appropriate, the subsidiaries and any other group companies of the Company, the financial data of which is included in the Company's consolidated Annual Accounts.

**Supervisory Board** shall mean the Company's Supervisory Board.