



REGULATIONS GOVERNANCE COMMITTEE OF SUPERVISORY BOARD KWH Water B.V.

Adopted by the Supervisory Board on 10 December 2015

Amended version adopted by the Supervisory Board on 18 December 2020

Preface

These Regulations have been drawn up in accordance with 13 paragraphs 5 and 12 of the Company's articles of association and principle 2.3.3 of the Dutch Corporate Governance Code.

These Regulations supplement the provisions governing the Supervisory Board and its members as set forth in applicable legislation and regulations, the Company's articles of association, the terms of reference of the Supervisory Board and the rules governing the relationship between the Supervisory Board and the Executive Board as laid down in the terms of reference.

CHAPTER 1. COMPOSITION OF THE GOVERNANCE COMMITTEE OF THE SUPERVISORY BOARD; FUNCTIONS

1. Composition, size, expertise

- 1.1 The Governance Committee shall consist of members of the Supervisory Board, taking into account the nature of the activities of the Governance Committee. The chairperson of the Supervisory Board is automatically a member of the Governance Committee.
- 1.2 The number of members of the Governance Committee shall be determined by the Supervisory Board.
- 1.3 The Supervisory Board shall make every effort, within the limits of its powers, to ensure that the composition of the Governance Committee is at all times such that it is able to perform its duties properly:
 - (a) the members are able to operate independently and critically in relation to each other, the Executive Board and any particular interests;
 - (b) each member of the Governance Committee is capable of assessing the broad outline overall activities of the Governance Committee.

2. Appointment; term of office; resignation

- 2.1 The members of the Governance Committee shall be appointed by the Supervisory Board for a period equal to the term of office of the Supervisory Board.
- 2.2 The members of the Governance Committee shall resign as members of the Governance Committee as soon as they resign as members of the supervisory board in accordance with the retirement schedule drawn up by the Supervisory Board. If they resign from the Supervisory Board prematurely, their membership of the Governance Committee shall lapse at the same time.

3. Chairperson of the Governance Committee

- 3.1 The Supervisory Board shall appoint a chairperson of the Governance Committee. The chairperson of the Governance Committee may not be a chairperson of the Supervisory Board or a former member of the Executive Board of the company.

3.2 The chairperson of the Governance Committee shall be primarily responsible for the functioning of the Governance Committee. The chairperson of the Supervisory Board acts as spokesperson for the Governance Committee and is the main contact for the management board in the area of activity of the Governance Committee.

3.3 Without prejudice to the general purport of article 3.2, the chairperson of the Governance Committee shall ensure that:

- (a) the members of the Governance Committee receive in good time all information necessary for the proper performance of their duties;
- (b) there is sufficient time for deliberation and decision-making by the Governance Committee.

3.4 In addition, the chairperson of the Governance Committee is primarily responsible for:

- (a) ensuring the proper performance of the tasks of the Governance Committee;
- (b) setting the agenda for meetings of the Governance Committee and chairing such meetings;
- (c) consultation with external advisers appointed by the Supervisory Board in the area of responsibility of the Governance Committee.

4. Company secretary

4.1 The Governance Committee shall be assisted by the company secretary, who shall be appointed in accordance with the provisions of article 2 of the Regulations of the Executive Board.

4.2 De company secretary:

- (a) shall ensure that proper procedures are followed and that the Governance Committee's legal and statutory obligations are complied with;
- (b) shall facilitate the provision of information to the Governance Committee; and
- (c) shall assist the chairperson of the Governance Committee in the organisation of matters concerning the Governance Committee (provision of information, scheduling and reporting of meetings, evaluations and training programmes).

5. Supervisory Board

5.1 The Supervisory Board as a whole remains responsible for resolutions prepared by the Governance Committee. A committee may only exercise those powers that the Supervisory Board has expressly granted or delegated to it and may never exercise powers in excess of the powers that the Supervisory Board as a whole may exercise.

5.2 The Governance Committee shall clearly and timely inform the Supervisory Board of the manner in which it has exercised its delegated powers and of any important developments in the area of its responsibility. All members of the Supervisory Board shall have free access to all meetings and details of the Governance Committee. The Supervisory Board shall receive from the Governance Committee a report of its

deliberations and findings at the next meeting of the Supervisory Board following each meeting of the Governance Committee.

CHAPTER 2. DUTIES AND POWERS

6. Duties and powers: dealings with the Executive Board

6.1 The Governance Committee shall assist the Supervisory Board in discharging its responsibilities in respect of remuneration and appointment of members of the Executive Board and Supervisory Board.

6.2 The task of the Governance Committee shall be:

- (a) making a proposal to the Supervisory Board regarding the remuneration policy to be pursued;
- (b) making a proposal on the remuneration of the individual members of the Executive Board for adoption by the Supervisory Board, which proposal shall in any event be discussed:
 - i) the remuneration structure and
 - ii) the amount of the fixed remuneration, the shares and/or options to be granted and/or other variable remuneration components, pension rights, redundancy schemes and other payments, as well as the performance criteria and application thereof;
- (c) periodically making proposals to the Supervisory Board regarding the fixed and variable remuneration of the members of the Executive Board;
- (d) the periodic assessment of the functioning of individual Supervisory Board members and Executive Board members and the reporting thereon to the Supervisory Board;
- (e) dealings with the shareholders;
- (f) preparing amendments to the articles of association;
- (g) designing, conducting and reporting the periodic self-assessment of the Supervisory Board;
- (h) periodically assessing the size and composition of the Supervisory Board and the Executive Management and making a proposal for a profile of the Supervisory Board;
- (i) drawing up selection criteria and appointment procedures for supervisory board members and management board members;
- (j) het opstellen van een plan voor de opvolging van bestuurders en commissarissen;
- (k) drawing up a plan for the succession of Executive Board members and Supervisory Board members;
- (l) monitoring of the Executive Board's policy on selection criteria and appointment procedures for senior management;

(m) advising the Supervisory Board on other governance aspects.

6.3 If the Governance Committee makes use of the services of a remuneration consultant for the performance of its duties, it shall verify that the consultant concerned does not provide advice to the Executive Board of the company.

6.4 The Executive Board shall, on its own initiative and in a timely manner, provide the Governance Committee with the information it needs to function and carry out its duties properly. This information shall be provided as much as possible in writing (digitally and on paper upon request).

CHAPTER 3. MEETINGS OF THE GOVERNANCE COMMITTEE; DECISION-MAKING

7 Frequency, convocation and agenda

7.1 The Governance Committee shall meet as often as is necessary for the proper functioning of the Governance Committee. The Governance Committee shall meet at least three times a year. As much as possible, the meetings shall be scheduled annually in advance. In addition, the Governance Committee shall meet in the interim if the chairperson or member of the Governance Committee or the Executive Board deems this necessary.

7.2 A report of the proceedings at a meeting of the Governance Committee shall be drawn up by the company secretary or - in his/her absence - another person designated for that purpose by the chairperson of the meeting. The report shall provide insight into the deliberations and findings. The report shall be adopted by the chairperson of the Governance Committee and presented to the Supervisory Board in the next meeting of the Supervisory Board.

7.3 In addition to the members of the Governance Committee and the company secretary and the Executive Board must be present, to the extent desired by the Governance Committee. The Governance Committee shall invite any person whom the Governance Committee or the Executive Board deems necessary, including the external Governance or to discuss a specific item on the agenda.

7.4 The Governance Committee shall review and update the regulations and submit amendments to the Supervisory Board for approval.

7.5 The Governance Committee shall regularly evaluate its own functioning.

CHAPTER 4. OTHER PROVISIONS

8. Remuneration Governance Committee members

8.1 The remuneration of the members of the Governance Committee shall be determined by the Supervisory Board.

9. Miscellaneous

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- 9.1 **Acceptance by members of the Governance Committee.** Each person who is appointed as member of the Governance Committee shall declare in writing to the Company upon accepting the position that he accepts and agrees to the contents of these regulations and undertakes to comply with these regulations with respect to the Company.
- 9.2 **Occasional non-compliance.** The Supervisory Board may occasionally decide not to comply with these regulations, with due observance of applicable laws and regulations.
- 9.3 **Modification.** These regulations may be amended from time to time by the Supervisory Board without prior notice. Prior to amendment of these regulations, consultation with the Executive Board shall take place in this respect.
- 9.4 **Interpretation.** In the event of any ambiguity or difference of opinion regarding the meaning of any provision of these rules, the opinion of the chairperson of the Governance Committee shall be decisive.
- 9.5 **Applicable law and jurisdiction.** These regulations are governed by Dutch law. The Dutch court shall have exclusive jurisdiction to settle disputes arising from or in connection with these regulations.

Adopted by the Supervisory Board on 18 December 2020.

[signed ir. P. Nabuurs]

Chairperson

[signed dr. A. van Tunen]

Secretary