

## Rules of procedure for the Supervisory Board of Ordina N.V.

### **Preamble:**

- Ordina N.V. (“Ordina”) is the holding company of the Ordina Group.
- All outstanding ordinary shares in Ordina are listed on the Euronext Amsterdam N.V. Stock Exchange.
- These rules of procedure describe the division of duties and the procedures followed by Ordina’s Supervisory Board, as well as the Supervisory Board’s approach to Ordina’s Management Board under the Articles of Association (“the Management Board”), the company’s Annual General Meeting of Shareholders (“AGM”), its external auditor and its Works Council.

### ***Rules of procedure***

These rules of procedure (“the rules”) are meant to supplement the regulations and guidelines that apply to the Supervisory Board under Dutch law or under Ordina’s Articles of Association; they have been adjusted to match the Dutch Corporate Governance Code published by the Corporate Governance Committee on 10 December 2008 (“the Code”).

Invalidity of one or more provisions of these rules will not affect the validity of the other provisions. The Supervisory Board will replace any invalid provisions by valid ones whose effect will correspond as much as possible to that of the invalid provisions.

### ***Duties and responsibilities of the Supervisory Board***

- 1.1. The role of the Supervisory Board is to supervise the policies pursued by the Management Board and the general course of business at Ordina and its affiliated companies, as well as assisting the Management Board by providing advice. In discharging its supervisory duties, the Supervisory Board is guided by the interests of Ordina and its affiliated companies, weighing any relevant interests of Ordina’s stakeholders. In doing so, the Supervisory Board also has due regard for any aspects of social corporate responsibility that are relevant to the company. The Supervisory Board is responsible for the quality of its own performance.
- 1.2. The Supervisory Board has the following duties:
  - a. supervising and advising the Management Board. Supervision and advice are focused in particular on the following areas of responsibility of the Management Board: (i) achievement of Ordina’s targets, (ii) corporate strategy and risks inherent in the business, (iii) design and effectiveness of the internal risk management and control systems, (iv) financial reporting procedures, and implementation and enforcement of the related internal procedures; (v) compliance with laws and regulations; (vi) relationship with shareholders, and (vii) social corporate responsibility;
  - b. ensuring, together with the Management Board, that Ordina’s corporate governance structure is implemented, observed and enforced properly, and submitting substantial changes in this structure to the AGM;

- c. reviewing/approving the financial statements as well as Ordina's annual business plan, including the budget;
  - d. appointing, suspending and removing the members of the Management Board;
  - e. formulating proposals for the remuneration policy for the members of the Management Board for adoption (by the AGM);
  - f. formulating proposals for, and adopting, the remuneration policy (with due observance of the remuneration policy referred to in e. above) and the contractual terms of employment of the members of the Management Board;
  - g. defining selection criteria and appointment procedures for supervisory and managing directors;
  - h. periodically assessing the size and composition of the Supervisory Board and the Management Board, and evaluating the profile of the Supervisory Board;
  - i. periodically assessing the performance of the separate committees of the Supervisory Board, where appropriate, and the performance of individual supervisory and managing directors;
  - j. formulating proposals for appointments and reappointments;
  - k. overseeing the policy pursued by the Management Board where selection criteria and appointment procedures for executive managers are concerned;
  - l. approving decisions taken by the Management Board as listed in Article 19 of Ordina's Articles of Association, without prejudice to the other provisions in the Articles of Association.
  - m. selecting and nominating the external auditor for appointment.
  - n. addressing, and deciding on, reported potential conflicts of interest as referred to in 9 below between Ordina on the one hand and members of the Management Board, the external auditor and any majority shareholders on the other;
  - o. thoroughly assessing, together with the Management Board, at least once every four years, the performance of the external auditor in the different entities and capacities in which they operate. The principal conclusions of this assessment are reported to the AGM for the purposes of assessing the nomination of the external auditor.
- 1.3 In exercising its supervision as referred to in 1.1 and 1.2 above, the Supervisory Board starts from the question of whether the policies pursued are in keeping with the elementary principles of corporate responsibility. Within this context, the Supervisory Board sees to it that the policies are at least in keeping with statutory and other requirements, and with the provisions of the Articles of Association, and that Ordina's position as a going concern is guaranteed. The Supervisory Board ascertains that the decisions taken and to be taken by the Management Board are based on the proper grounds and are taken with due care.
- 1.4 The Supervisory Board takes note of complaints filed with Ordina in relation to the consolidated financial reports, and the internal risk management and control systems. Internal whistleblowers are given the opportunity to report irregularities and any complaints about the members of the Management Board to the Chairman of the Supervisory Board without having to fear for their legal position.
- 1.5 The Supervisory Board will issue a written report annually describing its activities in the financial year. The written report will form part of the Ordina Annual Report.
- 1.6 The Supervisory Board has no other duties and responsibilities than those arising from the aforementioned provisions of the law and the Articles of Association.

### ***Composition of the Supervisory Board***

- 2.1 The Supervisory Board will have at least three members.
- 2.2 The Supervisory Board will prepare a profile for its composition, taking into account the nature of the business, the company's activities, the desired expertise and the background of the supervisory directors. The Supervisory Board will evaluate this profile once every year so as to draw conclusions about its own composition, size and procedures. The profile is available for inspection at the Ordina offices and has been posted on the corporate website. For the current profile, see Appendix A.
- 2.3 Each supervisory director needs to be capable of assessing the overall policy outlines. Each supervisory director has the specific expertise that is required for performing their duties within their role described in the profile of the Supervisory Board. The composition of the Supervisory Board should be such that it is able to discharge its duties properly. The objective of the Supervisory Board is to be of mixed composition in terms of such factors as social background, gender and age.
- 2.4 The composition of the Supervisory Board should be such that the supervisory directors are able to act critically and independently of one another, of Ordina's Management Board and of any particular interests. All members of the Supervisory Board are independent with the exception of no more than one member. A supervisory director is deemed to independent if none of the following criteria of dependence applies to them. These criteria are that a supervisory director or their spouse, registered domestic partner or other life companion, foster child or relative by blood or marriage up to the second degree:
  - a. was an employee or managing director of Ordina (including its affiliated companies as referred to in Section 5:48 of the Dutch Financial Supervision Act) in the five years preceding the appointment;
  - b. receives personal financial compensation from Ordina or from one or its affiliated companies other than the compensation they receive for their duties as a supervisory director and where this is not in keeping with the normal course of business;
  - c. had an important business relationship with Ordina or one of its affiliated companies in the year preceding the appointment. This would at least include the case where a supervisory director, or a firm in which they are a shareholder, partner, employee or advisor, provided advisory services to Ordina (consultant, external auditor, civil-law notary and lawyer) and the case where a supervisory director is a managing director or employee of any bank with which Ordina has a lasting and significant relationship;
  - d. is a managing director of a company where one of Ordina's managing directors is a supervisory director;
  - e. holds at least 10% of the shares in Ordina (including shares held by natural persons or legal entities that cooperate with them under an explicit or implicit oral or written agreement);
  - f. is a managing or supervisory director at, or otherwise represents, a legal entity that holds at least 10% of the Ordina shares, unless such entity is a fellow group company;
  - g. was temporarily responsible for managing Ordina in the preceding twelve months where managing directors have been absent or unable to discharge their duties.

The Report of the Supervisory Board as referred to in 1.5 above will describe whether or not these criteria have been met.

- 2.5 A permanently delegated supervisory director is not considered advisable.
- 2.6 The Ordina Annual Report will contain the following details on the individual supervisory directors, which will be disclosed in the Report of the Supervisory Board: gender, age, profession, principal position, nationality, relevant other posts, date of initial appointment and current term of office. In addition, disclosures will be made on any shareholdings and/or stock options that the members of the Supervisory Board may have on Ordina shares.
- 2.7 The profile addresses aspects of diversity in the composition of the Supervisory Board that are relevant to Ordina. Where concrete diversity targets have been defined and the existing situation differs from the intended situation, the Supervisory Board will account for this situation in the Report of the Supervisory Board, indicating also how and when it expects to achieve the intended situation.

### ***Chairman and Vice-Chairman of the Supervisory Board and Company Secretary***

- 3.1 In accordance with Article 26(1) of Ordina's Articles of Association, the members of the Supervisory Board will appoint a Chairman and a Vice-Chairman from among their midst.
- 3.2 The Chairman of the Supervisory Board is responsible for the proper performance of the Supervisory Board and is the first point of contact in the Supervisory Board for the Management Board and the shareholders regarding the performance of the managing and supervisory directors. As the Chairman, he will ensure the orderly and efficient conduct of the AGM. He sets the agenda for, and leads the meetings of, the Supervisory Board, and oversees the proper performance of the Supervisory Board. The Chairman of the Supervisory Board ensures that:
  - a. supervisory directors follow their induction and education or training programme;
  - b. supervisory directors duly receive all information that they require to properly perform their duties;
  - c. there is enough time for consultation and decision-making by the Supervisory Board;
  - d. the Supervisory Board functions properly;
  - e. the performance of managing and supervisory directors is assessed at least once a year;
  - f. the Supervisory Board elects a Vice-Chairman; and
  - g. the Supervisory Board and the Management Board and the (Central) Works Council cooperate in good harmony.
- 3.3 Where needed, the Chairman of the Supervisory Board will act as the spokesperson for the Supervisory Board and ensures that the Supervisory Board, the Management Board and the Works Council cooperate in good harmony.
- 3.4 The Chairman of the Supervisory acts as the 'central officer' under the terms of the Ordina Rules for the Prevention of Insider Trading in Ordina shares, where transactions are conducted by the members of the Ordina's Management Board and the other members of the Supervisory Board.

- 3.5 The Chairman of the Supervisory Board is not a former managing director of Ordina.
- 3.6 The Supervisory Board is assisted by Ordina's Company Secretary. The Company Secretary is appointed or removed by the Management Board, either on the Supervisory Board's initiative or not, subject to the approval of the Supervisory Board. The duties of Ordina's Company Secretary include:
- a. ensuring that the correct procedures are followed and that the Supervisory Board acts in accordance with the applicable statutory requirements and obligations under the Articles of Association (including the requirements dictated in the Corporate Governance Code and these rules of procedure);
  - b. providing assistance to the Chairman of the Supervisory Board in organising the affairs of the Supervisory Board (information, agenda, evaluation, etc.);
  - c. the induction and education and training programme.
- 3.7 The Vice-Chairman will deputise for the Chairman of the Supervisory Board when the occasion arises. Supplemental to the provisions of 3.2 above, the Vice-Chairman of the Supervisory Board will act as the point of contact for individual supervisory and managing directors when the performance of the Chairman of the Supervisory Board is at issue.

#### **Committees**

- 4.1 The Supervisory Board can form one or more committees if deemed useful or necessary. These committees may be asked to perform specific and preparatory duties. If the Supervisory Board has more than four members, an Audit Committee, a Remuneration Committee and a Selection & Appointment Committee will be formed as a minimum.
- 4.2 The Supervisory Board will draw up terms of reference for each committee as appropriate; the terms of reference will be appended to these rules of procedure.
- 4.3 As long as the Supervisory Board has not formed an Audit, a Remuneration and a Selection & Appointment Committee, the Code's recommendations for the committees will apply to the full Supervisory Board where valid and relevant.

#### **Appointment, reappointment and resignation**

- 5.1 The members of the Supervisory Board are appointed by the AGM as provided in Article 22 of Ordina's Articles of Association.
- 5.2 A supervisory director is appointed for a period of four years. A supervisory director can be reappointed once for a four-year term. Reappointment will not be automatic; supervisory directors will be reappointed only after careful consideration making allowance for the profile. The maximum term of office for a supervisory director is eight years.
- 5.3 Supervisory directors are expected to discharge their duties without a mandate and independently of any particular interests involved in the business.

- 5.4 The Supervisory Board will draw up a retirement schedule in order to avoid, where possible, that supervisory directors retire at the same time. The current retirement schedule has been added to these rules as Appendix 1. Without prejudice to 5.5. above, members of the Supervisory Board will retire in accordance with the retirement schedule.
- 5.5 A supervisory director will retire early if their performance is inadequate, there is a structural difference of opinion or incompatibility of interests, or in other instances where the Supervisory Board deems this to be opportune.
- 5.6 A supervisory director who temporarily takes on the management of the company, where managing directors are absent or unable to fulfil their duties, will temporarily resign from the Supervisory Board.
- 5.7 Once they have been appointed, all supervisory directors will acquaint themselves with Ordina's financial, legal, social and other aspects, and the responsibilities of a supervisory director. It is assessed based on the level of knowledge and experience of the supervisory directors whether they might require further education or training. The Supervisory Board conducts an annual review to identify any aspects on which the supervisory directors require further education or training during their term of office. Ordina plays a facilitating role in this respect.

#### **Other posts**

- 6.1 If, after their appointment to Ordina's Supervisory Board, a supervisory director accepts other supervisory director positions or other posts, they will so notify the Chairman of the Supervisory Board without delay. The above will apply *mutatis mutandis* to the Chairman of the Supervisory Board provided that the Vice-Chairman will take the place of the Chairman, or failing this, the longest serving supervisory director.
- 6.2 The number of supervisory director positions and other posts fulfilled by supervisory directors should be such that they do not compromise the proper performance of the supervisory duties at Ordina. In addition, the number of supervisory director positions of Dutch-listed companies will be limited to five, with the chairmanship of a supervisory board counting double.

#### **Remuneration of supervisory directors**

- 7.1 The AGM is responsible for determining the remuneration of the supervisory directors. The Supervisory Board will occasionally submit remuneration proposals to the AGM.
- 7.2 The remuneration of the supervisory directors is not dependent on Ordina's financial performance, nor should it be.
- 7.3 Supervisory directors are not granted shares and/or stock options by way of remuneration.
- 7.4 Supervisory directors hold shares in Ordina as long-term investments.
- 7.5 Ordina does not issue personal loans, guarantees and suchlike to its supervisory directors.

### ***Transactions in Ordina shares and other securities***

- 8.1 Transactions in Ordina shares are governed unconditionally by the Dutch Financial Supervision Act and the Rules for the Prevention of Insider Trading. The Supervisory Board has adopted rules for holding, and trading in, securities other than those issued by Ordina by supervisory and managing directors. These rules have been added to the Rules for the Prevention of Insider Trading.
- 8.2 Without prejudice to the provisions of 8.1 above, a supervisory director who, at their appointment to the Ordina Supervisory Board, holds Ordina securities, will be able to conduct transactions in these Ordina securities within the confines of the Rules for the Prevention of Insider Trading.
- 8.3 Without prejudice to the provisions of 8.1 above, a supervisory director will notify the Chairman of the Supervisory Board and the Chairman of the Management Board in writing without delay of any direct or indirect transaction in Ordina shares that comes to their attention because of a family relation or by virtue of another post that they fulfil. The above will apply mutatis mutandis to listed or unlisted shares or securities issued by parties other than Ordina, in relation to which a supervisory director has knowledge of potentially price-sensitive information.
- 8.4 The joint shareholdings of the members of the Supervisory Board are disclosed in Ordina's Annual Report.
- 8.5 Supervisory directors will not, in any way other than holding securities and receiving remuneration for their supervisory duties, benefit from Ordina's business operations.

### ***Conflicts of interest***

- 9.1 Decisions to enter into transactions under which supervisory directors would have conflicts of interest that are of material significance to Ordina and/or to the supervisory directors in question are subject to the approval of the Supervisory Board. Any transactions involving conflicts of interest with supervisory directors are agreed on terms that are customary in the sector. The Supervisory Board is responsible for deciding on how to resolve conflicts of interest between managing directors, supervisory directors, majority shareholders and the external auditor on the one hand and Ordina on the other. These transactions are published in the Annual Report, stating that the requirements of Article 9 of these rules of procedure have been satisfied.
- 9.2 Any conflict of interest or apparent conflict of interest between Ordina and supervisory directors will be avoided. A supervisory director will report any conflict of interest or potential conflict of interest that is of material significance to Ordina and/or to them, to the Chairman of the Supervisory Board without delay providing all relevant information, including information concerning their spouse, registered domestic partner or other life companion, foster child or relatives by blood or marriage up to the second degree. If the Chairman of the Supervisory Board has a conflict of interest or potential conflict of interest that is of material significance to Ordina and/or to them, they will so notify the Vice-Chairman of the Supervisory Board without delay providing all relevant information mentioned above.

- 9.3 The supervisory director in question will not take part in the Supervisory Board's discussion and decision-making as to whether an issue or transaction forms a conflict of interest.
- 9.4 Decisions to enter into transactions outside the scope of normal operations and regular service provision between Ordina and natural persons or legal entities that hold at least 10% of the Ordina shares and these persons who are of material significance to Ordina and/or to these persons are subject to the approval of the Supervisory Board. Such transactions will be published in the Annual Report, stating that this rule has been observed.
- 9.5 The above also applies to the approach to conflicts of interest or potential conflicts of interest involving managing directors and/or the external auditor.

### ***Supervisory Board meetings and decision-making***

- 10.1 The Supervisory Board meets five times per year in accordance with a schedule that is set by Ordina's Management Board. In addition, the Supervisory Board meets as often as two of its members or the Management Board request in accordance with Article 26(3) of Ordina's Articles of Association.
- 10.2 The Supervisory Board meets at least once a year without the Management Board being present to discuss its own performance, the performance of the Supervisory Board's separate committees where appropriate, the performance of the individual supervisory directors, the profile, the composition and competency of the Supervisory Board, its relation to Ordina's Management Board, the composition and performance of the Management Board and Ordina's individual managing directors. Any conclusions drawn are described in the Report of the Supervisory Board.
- 10.3 The supervisory directors will receive the agenda of the meeting and the related documents no later than three working days before a meeting. Where needed, the Chairman of the Supervisory Board may decide that the agenda and related documents are forwarded on shorter notice.
- 10.4 The Chairman of the Supervisory Board determines the order of the meeting.
- 10.5 Any supervisory director who is absent frequently is held accountable for their absence by the Chairman of the Supervisory Board. In its Report, the Supervisory Board will state which supervisory directors were frequently absent from Supervisory Board meetings.
- 10.6 Decisions by the Supervisory Board are taken by an absolute majority of the vote. Blank votes are deemed not to have been cast. No decision is taken if the votes are equally divided.
- 10.7 Valid decisions require the majority of the supervisory directors to be present or represented at the meeting. A supervisory director can authorise one of their fellow members in writing to represent them. A supervisory director can act as the authorised representative of only one of their fellow members during the meeting.

- 10.8 The Supervisory Board can take decisions outside meetings provided that the proposal in question has been submitted to all supervisory directors and none of them objects to this form of decision-making. A decision thus taken is recorded together with any replies received. The Chairman of the Supervisory Board and the Company Secretary will sign these records.
- 10.9 Except for the provisions of 10.2 above, meetings of the Supervisory Board are held in the presence of the Ordina Management Board and the Company Secretary, unless the Supervisory Board should decide otherwise.
- 10.10 The Company Secretary keeps the minutes of the meetings. After they have been approved by the Supervisory Board, the minutes are signed by those who acted as chairman and secretary of that meeting.
- 10.11 The following issues will be addressed as a minimum in each periodic meeting of the Supervisory Board with the Management Board: minutes of the previous meeting, finance, acquisitions, stock exchange issues and any other business.
- 10.12 The external auditor is invited to the meeting between the Supervisory Board and the Management Board in which the financial statements and the auditor's client service letter (management letter) are discussed. During this meeting, the auditor is asked to elaborate on their findings and provide an oral explanation.
- 10.13 At least once a year, the Supervisory Board and the Management Board talk about corporate strategy and the principal risks inherent in the business, as well as the outcome of the assessment by the Management Board of the design and effectiveness of the internal risk management and control systems, and any significant changes to these systems. The fact that these meetings are held is reported in the Report of the Supervisory Board.
- 10.14 The fact that the meetings are held is reported in the Report of the Supervisory Board included the Ordina Annual Report as referred to in 1.5 above.

#### ***Relationship with the Management Board***

- 11.1 Ordina's Management Board will duly provide the Supervisory Board with any information its members require to perform their duties.
- 11.2 The Supervisory Board and the individual supervisory directors each have their own responsibility for requesting all information from the Management Board and the external auditor that they may need to properly discharge their supervisory duties. This information should primarily be requested from the Management Board.
- 11.3 Ordina's Management Board reports in writing to the Supervisory Board on the corporate objectives and the related strategy. The Management Board also discusses with the Supervisory Board the risks inherent in the corporate objectives and any related control mechanisms. The fact that this written report is drawn up and discussed is reported in the Ordina Annual Report.

- 11.4 Ordina's Management Board bears primary responsibility for the effective management of financial risks within Ordina. The Management Board reports to the Supervisory Board the outcome of the assessment of the effectiveness of the internal control systems, aimed at obtaining reasonable assurance that the financial information provides a true and fair view. In this context, the Management Board will duly provide the Supervisory Board with a copy of the external auditor's client service letter (management letter) issued in relation to their annual audit of the financial statements, as referred to in 10.12 above.
- 11.5 The acceptance by a managing director of a supervisory board position at a listed company or another similar post is subject to the approval of the Supervisory Board.
- 11.6 The Supervisory Board will submit Ordina's remuneration policy to the AGM for adoption and then determines the remuneration of the individual managing directors (with due observance of this policy). The principal points of the remuneration report will be described in the Report of the Supervisory Board. This Report of the Supervisory Board will describe transparently and in clear and understandable terms the remuneration policy that was pursued and will give an overview of the remuneration policy that will be pursued. In addition, the actual remuneration paid to the members of the Management Board will be disclosed in the financial statements.
- 11.7 The Management Board will at least submit the following issues to the Supervisory Board for approval:
- the budget, including Ordina's operational and financial targets, and the strategy that should lead up to achieving those targets;
  - the parameters used in executing the corporate strategy, e.g. in respect of the financial ratios.

### ***Relationship with the AGM***

- 12.1 In accordance with the provisions of Ordina's Articles of Association, shareholders' meetings are held at the Supervisory Board's or the Management Board's request. The Supervisory Board ensures that the meetings are held duly, that the required items are on the agenda and that the provisions of the Articles of Association are observed in relation to the minutes and their inspection.
- 12.2 The Supervisory Board will provide the AGM with all relevant information that it requires for the exercise of its powers, unless Ordina has a compelling reason not to do so. Any instances of invoking a compelling reason are explained and substantiated. The Chairman of the AGM is responsible for the good order of the meeting in order to facilitate a worthwhile discussion in the meeting.
- 12.3 The Supervisory Board ensures that Ordina discloses all information that it is required to publish or file under the applicable company law and securities law. This information will be posted separately on the Ordina website (investor relations, corporate governance and financial). It will be updated periodically.
- 12.4 The members of the Supervisory Board take part in the AGM except where they are unable to attend for compelling reasons.

- 12.5 The agenda of the AGM lists which issues will be up for discussion and which will be subject to a vote. A motion for approval or authorisation by the AGM will be explained in writing. In their explanation, the Management Board and the Supervisory Board address all facts and circumstances that are considered relevant to the approval or authorisation in question.

The minutes of the AGM will be available within three months of the date of the meeting.

Any substantial changes in Ordina's corporate governance structure or compliance with the Code will be placed separately on the agenda of the next AGM.

#### ***Relationship with the external auditor***

- 13.1 The Supervisory Board makes a nomination to the AGM for the appointment of the external auditor based, in part, on the annual evaluation of the Management Board of developments in the relationship with the external auditor. The Management Board notifies the Supervisory Board of the remuneration paid to the external auditor. The remuneration of the external auditor is subject to the approval of the Supervisory Board. The Supervisory Board and the Management Board set guidelines for awarding non-audit engagements to the external auditor.
- 13.2 The external auditor attends the meeting of the Supervisory Board in which the supervisory directors discuss the external auditor's Board Report on the audit of the financial statements and in which a decision is taken in relation to the adoption of the financial statements. The auditor also attends the meeting in which the half-year report is discussed. The external auditor reports their findings in relation to the audit of the financial statements to the Management Board and the Supervisory Board at the same time. The Supervisory Board will schedule a meeting with the external auditor – in dialogue with the Management Board – if the need arises to meet outside the fixed schedule.

#### ***Relationship with the Works Council***

- 14.1 The Supervisory Board determines which of its members will liaise with the Works Council as referred to in the Dutch Works Councils Act. The supervisory director in question will notify Ordina's Management Board of any contacts with the Works Council that have taken place. The intention is for the Central Works Council and the designated member of the Supervisory Board to liaise twice a year.

### **Confidentiality**

- 15.1 The meetings of the Supervisory Board and the documents provided to the supervisory directors are confidential in nature.
- 15.2 Ordina's Management Board is responsible in principle for communicating with third parties, unless the topic warrants otherwise. Any required announcements to third parties in relation to the meetings and documents referred to in 15.1 above are made by the Chairman of the Supervisory Board, in dialogue with the Chairman of the Management Board where possible.
- 15.3 Each member of the Supervisory Board is required to exercise discretion with respect to any information and documentation acquired within the scope of their supervisory duties and to observe confidentiality where that information and documentation is confidential in nature. Members and former members of the Supervisory Board will not share confidential information with non-members of the Supervisory Board or the Management Board, nor will they disclose it to the public or otherwise make it available to third parties, unless Ordina has published this information or it has been established that this information is already public knowledge.
- 15.4 After having resigned, supervisory directors will hand over any documents that they have received within the scope of exercising their supervisory duties to the Chairman. On the death of a supervisory director or a former supervisory director, the Chairman will take action to recover these documents.

### **Final provisions and applicable law**

- 16.1 These rules of procedure are evaluated periodically and amended where necessary. Amendments are subject to a decision by the Supervisory Board. Such decisions are mentioned in the Report of the Supervisory Board.
- 16.2 The Ordina Annual Report may refer to the existence of these rules of procedure.
- 16.3 By a majority of the valid votes, the Supervisory Board may depart from the provisions of these rules of procedure, although any actions will be as much in keeping with these rules as possible.
- 16.4 These rules of procedure are governed by Ordina's Articles of Association and Dutch law.
- 16.5 These rules of procedure will be posted on Ordina's corporate website.

Adopted by the Supervisory Board in the presence of the Management Board on 1 March 2010.