

Koninklijke Vopak N.V.
Selection and Appointment
Committee Rules

**RULES GOVERNING THE
KONINKLIJKE VOPAK N.V. SELECTION AND APPOINTMENT COMMITTEE**

These Rules were adopted on the basis of article 7.2 of the Supervisory Board Rules and are effective as of 17 August 2017. All capitalized terms shall have the meaning assigned to them in article 2 of the Supervisory Board Rules.

1 RESPONSIBILITIES

1.1 Notwithstanding article 7.1 of the Supervisory Board Rules, the Selection and Appointment Committee shall advise the Supervisory Board in relation to its responsibilities and shall prepare resolutions of the Supervisory Board in relation thereto.

1.2 The responsibilities of the Selection and Appointment Committee shall include:

- (a) preparing the selection criteria and appointment procedures for members of the Supervisory Board and the Executive Board;
- (b) periodically evaluating the scope and composition of the Executive Board and Supervisory Board, and proposing the profile of the Supervisory Board in relation thereto;
- (c) periodically evaluating the functioning of individual members of the Executive Board and Supervisory Board and reporting the results thereof to the Supervisory Board;
- (d) proposing the (re-)appointments of members of the Executive Board and Supervisory Board;
- (e) supervising the policy of the Executive Board in relation to the selection criteria and appointment procedures for senior management.

1.3 The Selection and Appointment Committee shall at least once a year prepare a report of its deliberations and findings and submit this report to the Supervisory Board.

2 COMPOSITION, EXPERTISE AND INDEPENDENCE OF THE SELECTION AND APPOINTMENT COMMITTEE

- 2.1** The Selection and Appointment Committee shall consist of at least 2 members.
- 2.2** Without prejudice to article 4.3 of the Supervisory Board Rules, the majority of the members of the Selection and Appointment Committee must be independent within the meaning of article 4.3 under (d) of the Supervisory Board Rules.

3 CHAIRMAN

Unless the Supervisory Board demands otherwise the Chairman shall also be the chairman of the Selection and Appointment Committee. The chairman shall be primarily responsible for the proper functioning of the Selection and Appointment Committee. He shall act as the spokesman of the Selection and Appointment Committee and shall be the main contact for the Supervisory Board.

4 SELECTION AND APPOINTMENT COMMITTEE MEETINGS (AGENDA, ATTENDANCE, MINUTES)

- 4.1** The Selection and Appointment Committee will hold at least one meeting per year and whenever one or more of its members have requested a meeting. Selection and Appointment Committee meetings are generally held at the offices of the Company, but may also take place elsewhere.
- 4.2** Members of the Executive Board shall not be invited to participate in the meetings of the Selection and Appointment Committee, unless the Selection and Appointment Committee determines otherwise.
- 4.3** Selection and Appointment Committee meetings shall be convened by the member(s) requesting the meeting. Where this is practically possible, notices convening a meeting and the agenda of items to be considered and discussed therein shall be dispatched ultimately prior to the start of the weekend preceding the meeting and sent to each member of the Selection and Appointment Committee.
- 4.4** Minutes of the meeting shall be prepared. They shall generally be adopted in the next meeting of the Selection and Appointment Committee. If all members of the committee agree on the contents of the minutes they may be adopted earlier. The minutes shall be signed for adoption by the chairman and shall be dispatched to the other member(s) of the Selection and Appointment Committee as soon as practically possible.

5 SUPERVISORY BOARD RULES APPLICABLE

Articles 1.1, 1.2, 12.1, 12.2, 12.3, 19 and 20 of the Supervisory Board Rules shall apply *mutatis mutandis* to these Rules.