

Annex C Independence requirements for members of the Supervisory Board of Ernst & Young Netherlands LLP (“SB”)

Guiding principles

Guiding principles to ensure compliance with the standards governing audit firms and independent auditors are set out in national and international legislation and regulations, including the Dutch Audit Firms Supervision Act (“Wta”) and related rules and regulations, such as the Regulation on the Independence of Accountants in Assurance Engagements (“ViO”); the independence rules issued by the Public Company Accounting Oversight Board (PCAOB) and the Securities & Exchange Commission (“SEC”) that have specific extraterritorial effect; and the adoption of the independence rules in the EYG Independence Policy.

1 MANDATE

The SB’s mandate has been detailed in the Charter governing the Supervisory Board of Ernst & Young Netherlands LLP (“EY”).

The SB’s duties and powers, as described in its Charter, determine the position of the SB members under the prevailing independence rules.

This Annex and the Appendix thereto were approved by Ernst & Young Europe LLP and subsequently adopted on 27 June 2016 by the Supervisory Board in accordance with Article 1.3 of the Charter of the Partnership’s Supervisory Board.

Definitions (terms that start with an uppercase) that have not been defined in this Annex, have the meaning as described in the Appendix to this Annex.

2 INDEPENDENCE

Introduction

What is required is independence in appearance and independence in fact. Independence is required as from the period to which the accounts of the Assurance Subject refer and for the period during which the assurance procedures are conducted.

Given the scope of the SB’s mandate as laid down in the Charter and the required independence in appearance and in fact, EY has adopted the following guiding principles and requirements for its SB members so as to ensure such independence.

Independence of SB members

Under the local independence rules, the members of the SB are regarded as forming part of EYA’s Assurance Team. This means that the provisions governing the independent performance by EYA of Assurance Engagements as set out in the ViO and the EYG Independence Policy also apply by extension to the members of the SB.

Financial interests

SB members and Close Financial Relationships of SB members are not allowed to have any Financial Interest in Audit Clients.

Other financial interests

Other Financial Interests held by members of the SB, or by any of their Close Financial Relationships, will be reviewed by the Independence Officer to see whether they may pose a threat to the independence of the auditor involved. SB members are required to report such Other Financial Interests, held by them or by a Close Financial Relationship, to the Independence Officer without delay. The Independence Officer may impose on the SB member mitigating measures to remove the threat and so ensure independence. If and to the extent that the measures concern Other Financial Interests held by a Close Financial Relationship, the SB member is responsible for ensuring that those measures are implemented and complied with by the Close Financial Relationship.

Personal independence provisions (other)

SB members are allowed to keep their pension insurance policies and products and similar long-term contracts involving underlying investments without any further restriction. The insurance policies concerned need to be reported to the Independence Officer, in order to determine whether any mitigating measures are required, such as refraining from taking part in discussions and voting on matters raised before the SB regarding an Audit Client in which the SB member holds a Financial Interest (recusal).

Financial interests and Other Financial Interests held in an entity or joint estate controlled by the SB member are regarded as personal financial interests.

Additional positions

Members of the SB are banned from holding the following positions with Assurance Clients:

- a. Executive director;
- b. Person responsible for governance;
- c. Manager;
- d. Any other position allowing him/her to exert significant influence over the Assurance Subject. (i.e. "Financial Reporting Oversight Role or an Accounting Position").

In case a SB member should consider holding a position referred to above, the actual acceptance of such position is subject to prior assessment by the Independence Officer, so that the Independence Officer may assess whether it concerns an Assurance Client or an entity that will become an Assurance Client in the foreseeable future.

If a spouse or spousal equivalent of a SB member, holds or intends to hold any of these positions with an Assurance Client, holding that position will be subject to a prior assessment by the Independence Officer to see whether it could pose a threat to the required independence. The SB member must report his/her spouse's or spousal equivalent's intention

to hold such a position to the Independence Officer without delay. The Independence Officer may impose on the SB member mitigating measures to remove the threat and so ensure independence. The SB member is responsible for ensuring that those measures are implemented and complied with by his/her spouse or spousal equivalent.

Business Relationships

If a SB member intends to (i) render services, including without limitation holding a position other than those referred to above, and/or intends to (ii) enter into a Business Relationship with an Assurance Client, and the service delivery and/or Business Relationship is not subject to any prohibition arising from the prevailing independence rules, the proposed Business Relationship is subject to a prior assessment by the Independence Officer to see whether the proposed relationship or Business Relationship could pose a threat to the independence of the auditor involved. The SB member must report his/her intention to enter into an engagement relationship or Business Relationship to the Independence Officer without delay. The Independence Officer may impose on the SB member mitigating measures to remove the threat and so ensure independence.

Gifts and hospitality

Members of the SB in such capacity are not allowed to accept gifts in cash or in kind worth more than EUR 100 from Assurance clients.

Invitations to attend non-business events and enjoy hospitality offered by Assurance clients are subject to a prior assessment by the Independence Officer.

Communication and monitoring

Members of the SB will be given more detailed information about the rules on personal independence prior to their appointment, if possible during a personal meeting with the Independence Officer.

Members of the SB must inform the Independence Officer of all matters covered by the further arrangements set out in this Annex.

If there are any changes from their side with regard to these matters, they must consult the Independence Officer. Likewise, EY will inform the SB or the respective SB member in case a relevant change of status occurs with respect to a Financial Interest, an Other Financial Interest or additional position reported by the SB member to EY.'

Every three months, each SB member will confirm his/her independence in writing. The individual members of the SB and the Independence Officer will meet periodically, but at least once a year, to address matters covered by this Annex.

Appendix to Annex C Independence requirements for members of the Supervisory Board of Ernst & Young Netherlands LLP

Definitions

Audit Firm: an audit department or audit practice: Ernst & Young Accountants LLP (“EYA”).

Other Financial Interest: interests as defined in Section 602.01.d.1.b of the U.S. Codified Financial Reporting Releases:

‘Rule 2-01(c)(1)(ii) describes other financial interests of an auditor that would impair an auditor’s independence with respect to an audit client because they create a debtor-creditor relationship or other commingling of the financial interests of the auditor and the audit client. In some situations, the continued viability of the audit client may be necessary for protection of the auditor’s own assets (e.g., bank deposits or insurance) or for the auditor to receive a benefit (e.g., insurance claim). These situations reasonably may be viewed as creating a self-interest that competes with the auditor’s obligation to serve only investor’s interest’, such as loans, guarantees and deposits held with a financial institution, if such interests concern an SEC registered audit client.

Assurance clients: clients of EYA for which EYA performs an Assurance Engagement.

Assurance Subject: the subject of an audit and the information regarding the subject of an audit.

Assurance Engagement: a professional service as referred to in Clause 1 of the Regulation containing Professional Rules and Rules of Conduct for Auditors (“VGBA”), as part of which the auditor formulates a conclusion the purpose of which is to strengthen trust in the outcome of the evaluation or review of the audit subject relative to the applicable criteria on the part of a user, other than the party responsible.

Assurance Team:

A. the Engagement Team;

B. all other persons in the audit unit, or in any other unit of the audit practice’s network, who can exert direct influence over the outcome of an Assurance Engagement. This includes, without limitation any person who:

1. makes recommendations on the remuneration of, or who supervises or manages, the auditor ultimately responsible for the Assurance Engagement;
2. provides technical advice for the benefit of the Assurance Engagement or conducts a quality review of an uncompleted Assurance Engagement; or
3. performs periodic internal quality reviews of completed Assurance Engagements.

Audit Clients: clients of EYA for which EYA performs audit procedures.

Financial Interest: any share interest or interest in other securities, including ordinary and preference bonds, units, claim rights, warrants, options and other derivative rights or obligations to acquire such interests or derivative instruments linked directly to such interest.

Independence Officer: the EY BeNe Regional Independence Leader or any delegated person.

Close Financial Relationships: a core family member or close social acquaintance.

Engagement Team: all partners and other persons who perform the assurance engagement, and all persons employed by an audit unit, or any other unit of the network, to perform assurance procedures with a view to the assurance engagement. This does not include any external experts used by the auditor ultimately responsible and hired by the audit unit or other unit of the network.

Responsible entity: the entity that is responsible for the Assurance Subject.

Business Relationship: any joint commercial interest, purchase of goods or services; loans, guarantees or other types of security interest or association with the responsible entity.