

Corporate governance statement

The Dutch Corporate Governance Code requires businesses to publish a statement on their approach to corporate governance and their compliance with the Code. This is referred to in Article 2a of the Decree on additional requirements for directors' reports (Decree on the Content of Directors' Reports – Besluit inhoud bestuursverslag), last amended on 1 July 2022 (the 'Decree'). The information that must be included in this Corporate Governance statement as described in Sections 3, 3a and 3b of the Decree, which is incorporated herein and repeated here by way of cross-reference, can be found in the following sections of this annual report:

- information on compliance with the Dutch Corporate Governance Code, as required under Section 3 of the Decree, is provided in the paragraph 'Compliance with the Dutch Corporate Governance Code' ([page 57](#));
- information on the principal features of the management and control system in connection with the Group's financial reporting process, as required under Section 3a(a) of the Decree, is provided in the paragraph 'Risk management and control systems' ([page 43](#));
- information on the functioning of the Annual General Meeting and its principal powers, and on the rights of shareholders and how they can be exercised, as required under Section 3a(b) of the Decree, is provided in the paragraph 'General Meeting' ([page 56](#));
- information on the composition and performance of the Executive Board, as required under Section 3a(c) of the Decree, is provided in the paragraphs 'Executive Board member details' ([page 55](#)), 'Executive Board' ([page 52](#)) and 'Executive Board conditions of employment' ([page 63](#));
- information on the composition and performance of the Supervisory Board and its committees, as required under Section 3a(c) of the Decree, is provided in the paragraphs 'Supervisory Board member details' ([page 53](#)) and 'Report of the Supervisory Board' ([page 60](#));
- information on the policy on diversity in the composition of the Executive and Supervisory Boards, as required under Section 3a(d) of the Decree, is provided in the paragraph 'Diversity and inclusiveness' ([page 114](#));
- information on the inclusion of information required under the Decree implementing Article 10 of the Takeover Directive, as required under Article 3b of the Decree, can be found in the section on the Decree implementing Article 10 of the Takeover Directive.

Decree implementing Article 10 of the Takeover Directive

Insofar as applicable, references are given below to information included pursuant to the Decree implementing Article 10 of the Takeover Directive [Besluit artikel 10 overnamerichtlijn]:

- information on the capital structure, the existence of different types of shares and the associated rights and obligations and the percentage of issued share capital represented by each type is provided in Note 19 'Shareholders' equity' on [page 189](#) of the financial statements;
- information on limitations imposed on the transfer of shares or depositary receipts issued with the Group's cooperation is provided in the paragraph 'Anti-takeover measures' ([page 56](#));
- information on the mechanism for auditing the scheme that assigns rights to employees to take or acquire shares in the capital of the company is provided in Note 5 'Employee Benefits' on [page 172](#) of the financial statements;
- information on limitations on voting rights, deadlines for exercising voting rights and the issue of depositary receipts with the Group's cooperation is provided in the paragraph 'Corporate Governance' on [page 55](#);
- information on the regulations regarding appointment and dismissal of Executive Board and Supervisory Board members and changes to the articles of association is provided in the paragraph 'Supervisory Board' ([page 55](#));
- information on the powers of the Executive Board, in particular to issue shares in the Group and to repurchase Group shares, is provided in the paragraph 'Executive Board' ([page 55](#)) and in the paragraph 'General Meeting' ([page 56](#));
- information on important agreements to which the Group is party and that are made, altered or dissolved subject to a change of control over the Group is provided in Note 22 'Loans' on [page 191](#) of the financial statements.