

REGULATIONS OF THE SELECTION AND REMUNERATION COMMITTEE OF STICHTING DORCAS AID INTERNATIONAL

Pre Amble

- With the notarial deed passed on October 31st, 2013 the Articles of Association of Stichting Dorcas Aid International have been changed.
- The Selection and Remuneration Committee is a committee that has been instituted by the Supervisory Board pursuant to article 21, paragraph 4 of the Articles.
- With the decision on Friday, September 6th 2013, the Supervisory Board has instituted these Regulations for the Selection and Remuneration committee.
- In these regulations, the definitions used have the same meaning as in the Articles of Association, unless otherwise explicitly mentioned.

Artikel 1. General

- 1.1. The Selection and Remuneration Committee is a committee that has been instituted by the Supervisory Board. With instituting this Selection and Remuneration Committee, the Supervisory Board aims to give further effect to the Governance Code, as it is reflected from time to time.

Artikel 2. Composition

- 2.1. The Selection and Remuneration Committee is composed by the Supervisory Board from its members.
- 2.2. The committee has three members. In principle, the chairperson of the Supervisory Board is a member of the Selection and Remuneration Committee.
- 2.3. The term of membership of the Selection and Remuneration Committee is not pre-defined. The term is dependent on how the Supervisory Board is composed and how the other committees are composed from time to time.

Artikel 3. Organization

- 3.1. The committee meets as often as is necessary for sound operation of the committee, but at least twice a year. Meetings can be called together by each of the committee members or by the Supervisory Board. The committee can invite the directors and/or employees to be present during (a part of) the meeting.
- 3.2. In principle, the invitation and the agenda of the items to be discussed will be available at least 5 working days before commencement of the meeting.
- 3.3. A report will be compiled of the meeting. This report will be made available to the other members of the Supervisory Board and the Board of Directors. However, the Selection and Remuneration Committee can earmark the report or parts of it as confidential.

Artikel 4. Responsibilities of the Supervisory Board

- 4.1. Regardless of the activities of the Selection and Remuneration Committee and the reports they will issue and the advice they will give, the Supervisory Board as a whole will remain responsible for carrying out the tasks that have been assigned to the Board. This responsibility also extends to the way in which the Selection and Remuneration Committee executes her tasks.
- 4.2. The Supervisory Board authorizes the Selection and Remuneration Committee, within the limitations of reasonability and the tasks assigned to her, to obtain information and external legal or other professional advice.

Artikel 5. Responsibilities of the Selection and Remuneration Committee

- 5.1. The primary task of the Selection and Remuneration Committee is to prepare decision-

making by the Supervisory Board in respect of the appointment, suspension, dismissal, appraisal and remuneration of the members of the Supervisory Board and the Board of Directors.

- 5.2. The Selection and Remuneration Committee reports on her findings and recommendations to the Supervisory Board. Amongst this there will be – confidential – reporting about the evaluation of the directors, including input of the directors themselves ('short document'), including possible other relevant documents.
- 5.3. The Selection and Remuneration Committee has, within her general tasks, at least the following responsibilities:
 - I Recruitment, selection and appointment of the members of the Supervisory Board;
 - a. creating a profile of the members of the Supervisory Board and reviewing if this profile is still up to date;
 - b. creating selection criteria and an appointment procedure regarding the members of the Supervisory Board;
 - c. coordinating recruitment of candidate members of the Supervisory Board;
 - d. reviewing the suitability of candidate members of the Supervisory Board;
 - e. issuing an advice to the Supervisory Board regarding the suitability of candidate members of the Supervisory Board;
 - f. making proposals to the Supervisory Board about (re)appointments of members of the Supervisory Board;
 - g. the periodical review of the size and composition of the Supervisory Board.
 - II Recruitment, selection and appointment of members of the Board of Directors;
 - a. creating a profile of the members of the Board of Directors;
 - b. creating selection criteria and an appointment procedure regarding the members of the Board of Directors;
 - c. contacts with the Works Council regarding appointments of members of the Board of Directors;
 - d. creating proposals to the Supervisory Board about appointments of members of the Board of Directors;
 - e. the periodical review of the size and composition of the Board of Directors.
 - III HRM
 - a. recruitment, selection and appointment policies;
 - a. appraisals, reviews and development meetings;
 - b. expertise improvement;
 - c. guarding of Christian identity;
 - d. volunteer policy.
 - IV Remuneration members Supervisory Board
 - a. making a proposal to the Supervisory Board regarding remuneration policy;
 - b. advising the Supervisory Board about setting allowances for individual members of the Supervisory Board;

- V Remuneration members Board of Directors;
 - a) making a proposal regarding the remuneration (amongst which the primary and fringe benefits) of the individual members of the Board of Directors, for determination by the Supervisory Board;

- VI Assessment Supervisory Board
 - a. initiating periodical self-evaluation of the Supervisory Board;
 - b. registration of other positions of members of the Supervisory Board;
 - c. signaling and putting (assumed) conflicts of interest of Supervisory Board members on the agenda.

- VII Assessment directors
 - a. the periodical assessment on the performance of the individual directors and the directors as a team, according to the “protocol of assessment of the members of the Board of Directors” and reporting on this assessment to the Supervisory Board;
 - b. preparation of the evaluation meeting which the Supervisory Board has with the Board of Directors at least once a year about the mutual functioning of both Boards in themselves and in relationship to each other;
 - c. registration of other position of members of the Board of Directors;
 - d. signaling and putting (assumed) conflicts of interest of members of the Board of Directors on the agenda.

Artikel 6. Contract member Board of Directors

- 6.1. Before agreements are made about (changes in) labor conditions of a member of the Board of Directors, the most important elements will be put before the Supervisory Board for approval. In any case these will include (changes in):
- duration of the employment contract;
 - setting of salary and changes in fringe benefits;
 - pension plan.

Artikel 7. Changes

- 7.1. The Selection and Remuneration Committee will test and assess the sufficiency of these Regulations annually and when necessary will propose amendments in these Regulations to the Supervisory Board for approval.
- 7.2. The Supervisory Board can change these regulations at all times and/or revoke the powers that have been assigned to the Selection and Remuneration Committee.