

ENVIPCO HOLDING N.V.

Charter of the Selection and Nomination Committee

1. INTRODUCTION

- 1.1 This charter (the **Selection and Nomination Committee Charter**) regards the terms of reference for the the **Selection and Nomination Committee** of the board of directors (the **Board**) of Envipco Holding N.V. (the **Company**).
- 1.2 Capitalized terms used but not otherwise defined in this Selection and Nomination Committee Charter have the meaning attributed to such terms in the rules (*reglement*)¹ of the Board (the **Board Charter**).
- 1.3 Words importing the singular number include the plural number and vice versa. Any reference to a gender includes all genders and non-binary individuals.
- 1.4 Any reference to writing includes all modes of representing or reproducing words in a visible form, including in the form of electronic means of communication.
- 1.5 In the event of lack of clarity or difference of opinion on the interpretation of any provision of this Selection and Nomination Committee Charter, the opinion of the Chairperson shall be binding.
- 1.6 This Selection and Nomination Committee Charter is based upon the Code. The Code contains principles and best practice provisions that apply to the Company's corporate governance structure. The 'Comply or Explain'- report of the Company in accordance with the Code shall be made available in the Report of the Board of Directors and/or on the Company's website.

2. GENERAL ROLE AND RESPONSIBILITIES

- 2.1 The Selection and Nomination Committee advises the Board in relation to its responsibilities and undertakes preparatory work for the Board's decision-making regarding the appointment and reappointment of Directors and succession planning and shall prepare resolutions of the Board in relation thereto.
- 2.2 The Selection and Nomination Committee shall in any event have the following duties and responsibilities:
- (a) drawing up selection criteria and appointment procedures for the Directors;

¹ Art. 9.3 AoA

- (b) periodically assessing the size and composition of the Board and making proposals for the Profile;
 - (c) making recommendations to the Board as to the determination of independence of Non-Executive Directors;
 - (d) periodically assessing the functioning of individual Directors, and reporting on this to the Board;
 - (e) drawing up a plan for the succession of Directors;
 - (f) making proposals for appointments and reappointments;
 - (g) supervising the policy of the Board regarding the selection criteria and appointment procedures for senior management;
 - (h) advising the Chief Executive Officer regarding the appointment and replacement of the members of the Executive Management Team who are not Executive Directors; and
 - (i) overseeing the self-evaluation of the Board and its Committees to determine whether they are functioning effectively.²
- 2.3 The Selection and Nomination Committee may in its sole discretion carry out any investigation which it determines to be necessary or desirable to carry out its duties. Each member of the Selection and Nomination Committee has access to all relevant books, records and offices of the Company and the authority to interview officers and employees of the Company to the extent necessary or useful for the proper performance of his duties. Members of the Selection and Nomination Committee shall exercise this right in consultation with the chairperson of the Selection and Nomination Committee (the **Selection and Nomination Committee Chair**) and the Secretary (as defined below).
- 2.4 The Selection and Nomination Committee may only exercise such powers as are explicitly attributed to it by the Board and may never exercise powers beyond those exercisable by the Board as a whole.
- 2.5 Every Non-Executive Director shall have unrestricted access to all records of the Selection and Nomination Committee.
- 3. COMPOSITION AND SIZE**
- 3.1 The Board shall determine the number of members of the Selection and Nomination Committee and appoint the members of the Selection and Nomination Committee. The Board may substitute the members of the Selection and Nomination Committee at any time.
- 3.2 All members of the Selection and Nomination Committee must be Non-Executive Directors.^{3 4}

² BPP 2.2.5

³ BPP 5.1.4

⁴ See Article 6.3 and Schedule 1 (*Deviations*)

- 3.3 More than half of the members of the Selection and Nomination Committee shall be independent within the meaning of Best Practice Provision 2.1.8 of the Code.⁵
- 3.4 The Selection and Nomination Committee Chair shall be designated by the Board.
- 3.5 Generally the term of office of a member of the Selection and Nomination Committee will not be set in advance. It will, inter alia, depend on the composition of the Board as a whole and the other Committees from time to time.
- 3.6 The composition of the Selection and Nomination Committee shall be mentioned in the Report of the Board of Directors.
- 3.7 The Company Secretary (if present) shall act as the secretary to the Selection and Nomination Committee. In absence of a Company Secretary, the Selection and Nomination Committee shall appoint a secretary (such appointed secretary or the Company Secretary, as applicable, the **Secretary**).
- 3.8 The Selection and Nomination Committee Chair or one of the other Selection and Nomination Committee members shall use its best efforts to be available to answer questions about the Selection and Nomination Committee's activities at the annual General Meeting.

4. MEETINGS AND DECISION MAKING

- 4.1 The Selection and Nomination Committee shall meet as often as required for a proper functioning of the Selection and Nomination Committee, and for that purpose at least four times a year. The meetings are, as much as possible, scheduled annually in advance. The Selection and Nomination Committee shall meet ad hoc when this is deemed necessary by the Selection and Nomination Committee Chair or any of its other members. Meetings of the Selection and Nomination Committee are in principle convened by the Secretary in consultation with the Selection and Nomination Committee Chair.
- 4.2 Article 9 of the Board Charter shall apply regarding meetings of, and decision-making by the Selection and Nomination Committee.
- 4.3 The Selection and Nomination Committee shall decide if and when the CEO should attend (part of) its meetings. The CEO shall not attend meetings of the Selection and Nomination Committee where his re-appointment is discussed. In addition, other individuals, including Company or independent experts may be invited to attend (parts of) meetings of the Selection and Nomination Committee.
- 4.4 The Selection and Nomination Committee shall, as soon as possible after its meeting, report to the Board its deliberations and findings.⁶ The Secretary shall send a copy of the minutes of Selection and Nomination Committee meetings to the Board. If and when required, the Selection and Nomination Committee Chair shall provide further information to the Board during its meetings on the results of the Selection and Nomination Committee's discussions.
- 4.5 The number of meetings of the Selection and Nomination Committee, the attendance rate of each of the members of the Selection and Nomination Committee

⁵ BPP 2.3.4

⁶ BPP 2.3.5

and the main items discussed shall be mentioned in the Report of the Board of Directors.⁷

5. OUTSIDE ADVISORS

The Selection and Nomination Committee may, in exercising its duties, seek the assistance or advice of one or more experts, at a price and conditions to be agreed by the Selection and Nomination Committee in consultation with the Chairperson, at the expense of the Company.

6. MISCELLANEOUS

- 6.1 The Selection and Nomination Committee shall annually review and evaluate its own performance, and submit such evaluation, including any recommendations for change, to the full Board for review, discussion and approval.
- 6.2 The Selection and Nomination Committee shall from time-to-time review and assess the adequacy of this Selection and Nomination Committee Charter and recommend any proposed changes to the Board.
- 6.3 The Board may amend this Selection and Nomination Committee Charter and/or revoke any powers granted by it to the Selection and Nomination Committee. The Board may allow temporary deviations from this Selection and Nomination Committee Charter. In the event that a provision in this Selection and Nomination Committee Charter is based on or derived from a Principle or Best Practice Provision of the Code, a deviation from such Principle or Best Practice Provision in accordance with the Code also constitutes a Board allowed deviation from the corresponding provision of this Selection and Nomination Committee Charter.
- 6.4 This Selection and Nomination Committee Charter, and any amendments thereto, shall be posted on the Company's website.
- 6.5 This Selection and Nomination Committee Charter shall be governed by and shall be construed in accordance with the laws of the Netherlands. Any dispute arising in connection with this Selection and Nomination Committee Charter shall be submitted to the exclusive jurisdiction of the competent court in Amsterdam, the Netherlands.
- 6.6 This Selection and Nomination Committee Charter was adopted by the Board on 5 February 2024 and remain in full force and effect until amended or terminated (in whole or in part).

⁷ BPP 2.4.4