

**APPENDIX 2 TO THE CORPORATE GOVERNANCE CHARTER**



**POLICY REGARDING TRANSACTIONS AND OTHER  
CONTRACTUAL RELATIONS BETWEEN THE COMPANY AND ITS  
MEMBERS OF THE BOARD OF DIRECTORS AND EXECUTIVE  
COMMITTEE**

**Initial version approved by the Board of Directors on 4 October 2007.  
Current version approved by the Board of Directors on 6 February 2017.**

- All members of the Board of Directors and of the Executive Committee are expected to avoid actions, viewpoints or interest that are in conflict with, or that create the perception to be in conflict with the Company or either of the subsidiaries of the Group.
- All transactions between the Company and members of the Board of Directors or of the Executive Committee – including their representatives – require approval by the Board of Directors. These transactions can only take place under regular market conditions.
- When the members of the Board of Directors or of the Executive Committee – including their representatives – are confronted with a potential conflict of interest related to a decision or transaction of the Company, they must inform the Chairman of the Board of Directors as soon as possible. Conflicts of interest include but are not necessary limited to pecuniary conflicts, but also functional or political interest or interest of a family nature (until the second rank).

If article 523 of the Companies Code is applicable, the director concerned shall refrain from participating in the deliberations and shall not cast a vote.