

# GrandVision NV Nomination Committee Rules

---

February 5, 2015

**RULES GOVERNING THE GRANDVISION NV NOMINATION  
COMMITTEE**

These rules governing the nomination committee (“**Nomination Committee**”) of the supervisory board (“**Supervisory Board**”) of GrandVision NV (the “**Company**”) were adopted on October 14, 2014 on the basis of Article 7.2 of the Supervisory Board Rules and are effective as of February 5, 2015.

**1 RESPONSIBILITIES**

**1.1** Notwithstanding Article 7.1 of the Supervisory Board Rules, the Nomination Committee advises the Supervisory Board in accordance with its responsibilities as set out in this document, and formulates resolutions to be passed by the Supervisory Board based on the Nomination Committee's advice.

**1.2** The responsibilities of the Nomination Committee include:

- (a) establishing the selection criteria and appointment procedures for the individual directors of the Supervisory Board (each, a “**Supervisory Director**”) and the individual Managing Directors (as defined under (b));
- (b) periodically reviewing the size and composition of the management board (“*statutaire directie*”) of the Company (“**Management Board**”), as well as each individual director of the Management Board (each, a “**Managing Director**”) and the Supervisory Board, and drawing up the profile of the Supervisory Board based on this review;
- (c) proposing the (re)appointment of Managing Directors and Supervisory Directors;
- (d) supervising the Management Board's policy with regard to the selection criteria and appointment procedures for Managing Directors.

**1.3** The Nomination Committee will prepare a report of its deliberations and findings at least once a year and submit this report to the Supervisory Board.

## **2 COMPOSITION, EXPERTISE AND INDEPENDENCE**

- 2.1** The Nomination Committee consists of at least two members.
- 2.2** Members of the Nomination Committee will be appointed by the Supervisory Board from among the Supervisory Directors. The Supervisory Board may at all times suspend or dismiss the members of the Nomination Committee.
- 2.3** Rules regarding the independence of members of the Nomination Committee must be complied with, unless explained otherwise.

## **3 CHAIRMAN**

With due observance of the provisions of Article 2 of these rules, the Supervisory Board will appoint one of the Nomination Committee members as Chairman.

## **4 NOMINATION COMMITTEE MEETINGS (AGENDA, ATTENDANCE, MEETINGS)**

- 4.1** Nomination Committee meetings will be convened by those member(s) requesting the meeting. To the extent possible, announcements of a meeting, and the agenda of items to be considered and discussed at the meeting, must be sent out to all Nomination Committee members at least five days prior to the meeting. However, lack of advance notice or short notice will not prevent valid decision-making.
- 4.2** The Nomination Committee will hold at least one meeting a year and additionally whenever one or more of its members have requested a meeting. Nomination Committee meetings are generally held at the offices of the Company, but can also take place elsewhere. In addition, meetings can be held by telephone or video conference provided that all participants can hear each other simultaneously.
- 4.3** The Nomination Committee may ask one or more Managing Directors to attend the meeting.
- 4.4** Minutes of the meeting will be prepared by the person nominated by the Chairman to this end. These minutes will generally be adopted at

the next Nomination Committee meeting. However, if all members agree on the contents of the minutes, they may be adopted earlier. The minutes must be signed for adoption by the Chairman and be sent to the other member(s) of the Nomination Committee as soon as possible. A document affirming that one or more resolutions have been adopted which has been signed by the company secretary will constitute valid proof of these resolutions.

## **5 APPLICABLE SUPERVISORY BOARD RULES**

Articles 1.1, 1.2, 1.3, 12 and 19 and 20 of the Supervisory Board Rules apply *mutatis mutandis* to these rules.