

## ESPERITE N.V. – SELECTION, APPOINTMENT AND REMUNERATION COMMITTEE CHARTER

Capitalised terms in this Charter shall have the meaning given thereto in the Articles of Association of Esperite N.V.<sup>1</sup> (the "Company"), unless the context states otherwise.

### 1. **Responsibilities of the Committee**

1.1 The Selection, Appointment and Remuneration Committee (the "Committee") is responsible for:

- (A) making a proposal to the Non-Executive Directors for the remuneration policy of the Company;
- (B) making a proposal to the Non-Executive Directors for the remuneration of the Executive Directors;
- (C) preparing the remuneration report as referred to in best practice provision II.2.12 of the Dutch Corporate Governance Code;
- (D) drawing up selection criteria and appointment procedures for the Board of Directors;
- (E) periodically assessing the size and composition of the Board of Directors and making a proposal for the profile of the Non-Executive Directors;
- (F) periodically assessing the functioning of individual members of the Board of Directors and reporting on this to the Non-Executive Directors;
- (G) making proposals for appointments and reappointments; and
- (H) supervising the policy of the Executive Directors on the selection criteria and appointment procedures for senior management.

1.2 The proposal in relation to clause 1.1(B) will in any event include:

- (A) the remuneration structure;
- (B) the amount of the fixed remuneration;
- (C) the shares/options to be granted and/or other variable remuneration components to be awarded;
- (D) pension rights;
- (E) redundancy pay and other forms of compensation to be awarded; and
- (F) the performance criteria and their application.

1.3 As regards selection and appointment of Directors, the Committee shall focus on:

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<sup>1</sup> Until 3 July 2014 the Company was named Cryo-Save Group N.V.

- (A) drawing up selection criteria and appointment procedures for the Board of Directors;
- (B) periodically assessing the size and composition of the Board of Directors and making a proposal for a composition profile of the Non-Executive Directors as a whole;
- (C) periodically assessing the functioning of individual members of the Board of Directors and reporting on this to the Non-Executive Directors;
- (D) making proposals for appointments and reappointments; and
- (E) supervising the policy of the Executive Directors on the selection criteria and appointment procedures for senior management.

## 2. **Composition**

2.1 The chairman of the Committee (the "Chairman") may not be:

- (A) the chairman of the Board of Directors;
- (B) a former Executive Director; or
- (C) a Non-Executive Director who is a member of the management board of another listed company.

2.2 Not more than one member of the Committee may be an executive director or a member of the management board of another listed company.

2.3 If the Committee makes use of the services of a remuneration consultant in carrying out its duties, it shall verify that the consultant concerned does not provide advice to the Executive Directors.

2.4 The Committee will consist of at least two members.

2.5 The members of the Committee are appointed by and can be dismissed at all times by the Non-Executive Directors.

2.6 Committee shall appoint a secretary (the "Secretary") from its midst.

2.7 All reasonable costs for professional support by the Committee in the performance of its duties shall be incurred by the Company.

## 3. **Meetings**

3.1 The Committee will hold meetings at least 2 times a year, and on such other moments as the Chairman or one of its members considers appropriate. The meetings are scheduled annually in advance.

3.2 To the extent reasonably possible, The Chairman, assisted by the Secretary, will procure that 7 (seven) calendar days before such meeting is held, all members of the Committee will receive

- (A) a written notice of the meeting
- (B) the agenda; and

(C) any accompanying documentation.

- 3.3 With the exception of one, all members of the Committee must be independent within the meaning of best practice provision III.2.2. of the Dutch Corporate Governance Code.
- 3.4 The quorum for a meeting of the Committee is 2 (two) members, amongst whom one should be the Chairman.
- 3.5 Non-Executive Directors may attend the meetings of the Committee. Other persons may only attend the meetings at the invitation of the Committee. A Director may not attend the meeting in which his remuneration is discussed.
- 3.6 Members of the Committee and other persons invited in accordance with clause 3.5 may participate in meetings via teleconference or videoconference. A member participating in such meeting through such means shall be deemed to be present at the meeting and as such shall be counted in a quorum accordingly.
- 3.7 The Committee will decide by a simple majority vote.
- 3.8 The Chairman, assisted by the Secretary, will procure that proper minutes and accounts are kept of all meetings and decisions respectively. The minutes will be adopted by the Committee in the first following meeting. In the event all members of the Committee agree to the content of the minutes in writing, the minutes can be adopted outside a meeting.
- 3.9 The minutes shall be signed by the Chairman and the Secretary so as to reflect the adoption of such minutes. The adopted minutes will be circulated promptly to all Non-Executive Directors.

#### 4. **Reporting**

- 4.1 The Committee informs the Non-Executive Directors of its activities and of relevant developments within the scope of its activities on a regular basis.
- 4.2 The Committee reviews the adequacy of the provisions of this Charter on a regular basis and to the extent applicable, makes recommendations to the Non-Executive Directors.
- 4.3 The Chairman procures that the current Charter of the Committee is made available on the Company's website.
- 4.4 The Chairman, or in his absence another member of the Committee, must be present at each General Meeting and be available to answer any questions referred to him by the chairman of the General Meeting.

14 September 2009