

**RULES GOVERNING THE SUPERVISORY BOARD'S  
PRINCIPLES AND BEST PRACTICES  
DOCDATA N.V.**

**Rules governing the Supervisory Board's  
Principles and Best Practices**

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# RULES GOVERNING THE SUPERVISORY BOARD'S PRINCIPLES AND BEST PRACTICES DOCDATA N.V.

These Rules ("**Rules**") were completed by the Supervisory Board (the "**Supervisory Board**") of DOCdata N.V. (the "**Company**") on 1<sup>st</sup> January 2005 and adopted by the Supervisory Board on 15<sup>th</sup> February 2005.

## Article 1 - Status and contents of the Rules

1.1 These Rules are issued pursuant to articles 16 en 17 of the Company's articles of association and are complementary to the Rules and regulations (from time to time) applicable to the Supervisory Board under Dutch law or the Company's articles of association.

1.2 Where these Rules are inconsistent with Dutch law or the Company's articles of association, the latter shall prevail. Where these Rules conform to the Company's articles of association but are inconsistent with Dutch law, the latter shall prevail. If one or more provisions of these Rules are or become invalid, this shall not affect the validity of the remaining provisions. The Supervisory Board shall replace the invalid provisions by those that are valid and the effect of which, given the contents and purpose of these Rules is, to the greatest extent possible, similar to that of the invalid provisions.

- Annex A:** Profile of the Supervisory Board's scope and composition.  
**Annex B:** Resignation rota.  
**Annex C:** Rules governing the Supervisory Board's audit committee.  
**Annex D:** Rules governing the Supervisory Board's remuneration committee.  
**Annex E:** Rules governing the Supervisory Board's nomination committee.

1.4 These Rules have been based on the Dutch corporate governance Code as adopted by the Tabaksblat Committee on 9 December 2003 (the "**Code**") (and proposed legislation amending Book 2 of the Civil Code in connection with the adjustment of the structure regime as was adopted by the Lower Chamber of Parliament on 9 September 2003).

1.5 In its resolution adopted on 30 December 2004, the statutory Management Board of the Company ("**Management Board**") unanimously declared that:

- a) it will comply with, and be bound by the obligations arising from, these Rules to the extent that they apply to the Management Board and its members
- b) on appointment of new members of the Management Board, the members will be asked to issue a statement as referred to in section 1.5 a) above.

1.6 On 15 February 2005 the external auditor of the Company declared that it will comply with, and be bound by the obligations arising from, these Rules to the extent they apply to it (including articles 9.3 and 11.5, and article 4.2 of the Rules of the audit committee).

1.7 These Rules are published on the Company's website [www.docdata.com](http://www.docdata.com) and can be downloaded by selecting Corporate Governance.

## Article 2 - Responsibilities of the Supervisory Board

2.1 The Supervisory Board shall be responsible for supervising the Company's management and the Company's general affairs and the business connected with it, and for advising the Management Board. In discharging its duties, the Supervisory Board shall be guided by the interests of the Company and its business; it shall take into account the relevant interests of all those involved in the Company (including the Company's shareholders). The Supervisory Board is responsible for the quality of its own performance.

2.2 The responsibilities of the Supervisory Board shall include:

- a) supervising and monitoring, and advising the Management Board on: (i) the Company's performance, (ii) the Company's strategy and risks inherent to its business activities, (iii) the structure and management of the internal risk management and control systems, (iv) the financial reporting process and (v) compliance with legislation and regulations;
- b) disclosing, complying with and enforcing the Company's corporate governance structure;
- c) approving the annual accounts and approving the Company's annual budgets and major capital expenditures
- d) selecting, and recommending the appointment of, the Company's external auditor;
- e) selecting, and recommending the appointment of the members of the Management Board, proposing the remuneration policy for members of the Management Board (such policy to be adopted by the general meeting of shareholders of the Company (the "**General Meeting**"), fixing the remuneration (in accordance with the said remuneration policy) and contractual terms and conditions of employment of members of the Management Board;
- f) selecting and recommending the appointment of the members of the Supervisory Board and proposing the remuneration of its members;
- g) evaluating and assessing the functioning of the Management Board, the Supervisory Board, and their individual members (including the evaluation of the Supervisory Board's profile and the introduction, education and training program (see articles 3.1 and 8));
- h) handling, and deciding on, reported potential conflicts of interests within the meaning of article 11 between the Company on the one side and members of the Management Board, the external auditor and the major shareholder(s) on the other side (see article 11);
- i) handling, and deciding on, reported alleged irregularities that relate to the functioning of the Management Board within the meaning of article 12.

2.3 The Supervisory Board shall prepare and publish a report on its functioning and activities during the preceding financial year. The report shall at least include the information referred to in articles 3.4, 3.6, 5.3, 10.4, 16.1 and 16.2.

## Article 3 - Composition, expertise and independence of the Supervisory Board

3.1 The Supervisory Board consists of such number of members as fixed in accordance with the articles of association of the Company. The Supervisory Board shall prepare a profile of its scope and composition, taking into account the nature of the business, its activities, and the desired expertise, experience and independence of its members. The Supervisory Board shall evaluate the profile annually. The present profile of the Supervisory Board is attached as Annex A.

3.2 The composition of the Supervisory Board shall be such that the combined experience, expertise and independence of its members meet the profile attached as Annex A and enables the Supervisory Board to best carry out the variety of its responsibilities and duties to the Company and all others involved in the Company (including its shareholders), consistent with applicable law and regulations (including the Rules of any exchange on which the Company's

shares may be listed). The division of duties among the members of the Supervisory Board follows from the profile attached as Annex A.

3.3 In composing the Supervisory Board, the following requirements must be observed:

- a) each of its members must be capable of assessing the broad outline of the overall policy of the Company and its business;
- b) each of its members must match the profile attached as Annex A and, by way of a member's respective participation in the Supervisory Board (upon (re) appointment and thereafter), the Supervisory Board as a whole must be composed in accordance with article 3.2;
- c) at least one of the members of the Supervisory Board must have relevant knowledge and experience in financial administration and accounting for listed companies or other large companies;
- d) each of its members, with the exception of no more than one person, must be independent within the meaning of article 3.4;
- e) none of its members may be appointed after his/her third 4-year term, or his/her twelfth year in office;
- f) none of its members may maintain more than five memberships of supervisory boards in Dutch listed companies (including the Company); in this connection, a chairmanship counts twice;
- g) the chairman of the Supervisory Board may not be a former member of the Management Board.

3.4 Members of the Supervisory Board will not be considered independent (and will accordingly be considered independent if none of the below apply to him/her) if he/she or his/her spouse, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree:

- a) has been an employee or member of the Company's Management Board (including associated companies as referred to in section 1 of the 1996 Disclosure of holdings in listed companies act (*Wet melding zeggenschap in ter beurze genoteerde vennootschappen 1996*) in the five years prior to his appointment;
- b) receives personal financial compensation from the Company or a company affiliated with the Company other than the compensation received for the work performed as a Supervisory Board member and in so far as this is not in keeping with the normal course of business;
- c) has had an important business relationship with the Company or a company associated with it in the year prior to his/her appointment. This will in any event include the situation where a Supervisory Board member, or the firm of which he is a shareholder, partner, associate or advisor, has acted as advisor to the Company (consultant, external auditor, civil notary and lawyer) and the situation where a Supervisory Board member is a Management Board member or an employee of any bank with which the Company has a lasting and significant relationship;
- d) is a member of the Management Board of a company, of which a member of the Company's Management Board (that he supervises) is a Supervisory Board member (cross-ties);
- e) holds at least ten percent of the shares in the Company (including the shares held by natural persons or legal entities that co-operate with him under a legal, tacit, oral or written agreement);
- f) is a member of the managing or supervisory board - or is a representative in some other way - of a legal entity that holds at least ten percent of the shares in the Company, unless such entity is a member of the same group as the Company;
- g) has temporarily managed the Company during the preceding twelve months while members of the Management Board were absent or unable to discharge their duties.

In the Supervisory Board's report, the Supervisory Board shall declare that in its view article 3.3 d) has been fulfilled. It shall also indicate which Supervisory Board members it considers to be not independent (if any).

3.5 The Supervisory Board may appoint one or more members as "delegated" Supervisory Board members. Delegated Supervisory Board members are Supervisory Board members with a special task. The delegated authority may not exceed the duties of the Supervisory Board member him/herself and does therefore not include managing the Company; it entails more intensive supervision and advice and more frequent consultation with the Management Board. The delegation shall be of a temporary nature only. The delegation may not detract from the function and power of the Supervisory Board. Delegated Supervisory Board members remain members of the Supervisory Board.

3.6 Each member of the Supervisory Board shall be required to submit to the board's chairman such information as is necessary to record or update, as the case may be, his/her:

- a) gender;
- b) age;
- c) profession;
- d) principal position;
- e) nationality;
- f) other positions; as far as relevant to the duties as a member of the Supervisory Board;
- g) date of initial appointment;
- h) current term in office.

#### Article 4 - Chairman, vice-chairman and company secretary

4.1 The Supervisory Board shall appoint one of its members as chairman. The chairman proposes the Supervisory Board to appoint a vice-chairman (taking into account article 3.3 under g). The chairman determines the agenda, chairs the meetings of the Supervisory Board, monitors the proper functioning of the Supervisory Board and its committees, arranges for the adequate submission of information to the members of the Supervisory Board, ensure that there is sufficient time for decision taking, arranges for the introduction program for members of the Supervisory Board, acts on behalf of the Supervisory Board as main contact for the Management Board, initiates the evaluation of the functioning of the Supervisory Board and of the Management Board, and as chairman ensures the orderly and efficient conduct of the General Meeting.

The chairman of the Supervisory Board ensures:

- a) the attendance of the Supervisory Board members of their introduction, education or training program;
- b) the adequate and timely submission of information to the members of the Supervisory Board as necessary for the proper performance of their duties;
- c) that there is ample time for consultation, consideration and decision-taking by the Supervisory Board;
- d) the steering, and procuring the adequate performance of, the committees of the Supervisory Board and the formation thereof;
- e) the annual evaluation and assessment of the functioning of the members of the Managing Board and the Supervisory Board;
- f) the proposal for appointment by the Supervisory Board of a vice-chairman of the Supervisory Board;
- g) that the contact with the Management Board is productive and that the results thereof are timely and prudently communicated to the other members of the Supervisory Board;
- h) receiving, and deciding on, reported potential conflicts of interests within the meaning of article 11;
- i) receiving, and deciding on, reported alleged irregularities relating to the functioning of the members of the Management Board within the meaning of article 12.

4.2 The Supervisory Board shall be assisted by a company secretary to be appointed and dismissed - whether or not at the recommendation of the Supervisory Board - by the Management Board subject the prior approval of the Supervisory Board. In case no company secretary has been appointed, the task shall be delegated to the Financial Director of the Company.

The company secretary shall be primarily responsible for:

- a) compliance of the Supervisory Board's functioning according to Dutch law, the Company's articles of association and the Rules and regulations issued pursuant thereto (including the Code and these Rules);
- b) assisting the chairman of the Supervisory Board in the logistics of the Supervisory Board (information, agenda, evaluation, training program, etc.);
- c) the introduction program.

#### Article 5 - Supervisory Board committees

5.1 The Supervisory Board comprises of three or more members, and it shall have two standing committees, *i.e.*, the audit committee, and the remuneration committee. If necessary a nomination committee will be appointed. The Supervisory Board will appoint the committees from its own members. The (entire) Supervisory Board remains responsible for its decisions even if they were prepared by one of the board's committees.

5.2 The Supervisory Board shall prepare Rules governing the respective committee's practices and principles (responsibilities, composition, meetings, etc.). The present Rules of the respective committees are attached as Annexes C, D and E.

5.3 The composition of the committees, the number of committee meetings and the main items to be discussed therein shall be recorded in the Supervisory Board's report. The Rules governing the respective committee's practices and principles and the composition of its respective members shall be placed on the Company's website as referred to in article 1.7.

5.4 Should one or more committees as referred to in article 5.1 not be instituted, their respective practice and principles as set forth in the relevant Annex shall apply *mutatis mutandis* to the Supervisory Board.

5.5 The Supervisory Board shall receive from each of the committees a report of its deliberations and findings.

#### Article 6 - (Re)appointment, term and resignation

6.1 The members of the Supervisory Board shall be appointed in the manner as provided in the Company's articles of association on the recommendation or nomination of the Supervisory Board. The recommendation or nomination for (re-)appointment will be motivated. On re-appointment, the manner in which the candidate fulfilled his duties as member of the Supervisory Board shall be taken into account. Members of the Supervisory Board shall hold office for a maximum period of four years and shall thereafter be eligible for re-appointment, provided that no member shall hold office for more than three four-year terms or twelve years, as the case may be. Earlier appointments will remain valid.

6.2 The Supervisory Board shall prepare a resignation rota to prevent, to the greatest extent possible, re-appointments occurring simultaneously. The present resignation rota of the Supervisory Board is attached as Annex B. Subject to article 6.3, members of the Supervisory Board shall resign in accordance with the resignation rota.

6.3 Members of the Supervisory Board shall resign premature in the event of inadequate performance, structural incompatibility of interests, and other instances where retirement is deemed necessary at the discretion of the Supervisory Board.

6.4 Members of the Supervisory Board who take on the management task of the Company temporarily, in case the Management Board members are absent or unable to discharge their duties, shall (temporarily) resign from the Supervisory Board.

#### Article 7 – Remuneration

7.1 The Supervisory Board shall from time to time submit proposals to the General Meeting in respect of the remuneration to be paid to the chairman and other members of the Supervisory Board. The remuneration of a Supervisory Board member may not be made dependent on the Company's results. If the members of the Supervisory Board are required to charge VAT on their fees, the Company shall pay the amount of VAT.

7.2 In fixing the remuneration of the Supervisory Board, the following requirements must be observed:

- a) none of its members may receive shares and/or options or similar rights to acquire shares in the Company's capital as part of their remuneration;
- b) none of its members may hold securities as meant under a) other than for long-term investment;
- c) none of its members may accept personal loans, guarantees, et cetera, from the Company, other than in the normal course of business and with the approval of the Supervisory Board. No remission of loans may be granted.

7.3 Members of the Supervisory Board shall be reimbursed for all reasonable costs incurred in connection with their attendance of meetings. Any other expenses shall only be reimbursed, either in whole or in part, if incurred with the prior consent of the chairman; the chairman will inform the Supervisory Board on an annual basis.

7.4 The remuneration, reimbursement of expenses and other agreed terms and conditions, shall be determined by the General Meeting. The notes to the annual accounts shall in any event contain the information prescribed by law as to the size and structure of the remuneration of individual members of the Supervisory Board.

#### Article 8 - Introduction program and training

8.1 Once appointed, each member of the Supervisory Board shall follow an introduction program, prepared and sponsored by the Company, addressing:

- a) general financial and legal affairs;
- b) financial reporting by the Company;
- c) specific aspects unique to the Company and its business activities;
- d) responsibilities of members of the Supervisory Board.

8.2 The Supervisory Board shall evaluate the introduction program annually to identify any other specific aspects in respect of which further training and education is required.

#### Article 9 - Supervisory Board meetings (agenda, teleconferencing, attendance, minutes)

9.1 The Supervisory Board shall hold at least four meetings per year and whenever one or more of its members have requested a meeting. Supervisory Board meetings are generally held at the

offices of the Company, but may also take place elsewhere. In addition, meetings may be held by telephone or videoconference provided that all participants can hear each other simultaneously.

9.2 Members of the Supervisory Board who are frequently absent during meetings of the Supervisory Board shall be asked by the chairman to explain their absence. Frequent absences shall be reported in the Supervisory Board's report.

9.3 Unless the Supervisory Board decides otherwise, meetings of the Supervisory Board shall be attended by one or more members of the Management Board, with exception for meetings concerning:

- a) the evaluation of the functioning of the Management Board and its individual members, and the conclusions to be drawn from that evaluation;
- b) the evaluation of the functioning of the Supervisory Board and its individual members, and the conclusions to be drawn from that evaluation;
- c) the desired profile, scope and composition of the Supervisory Board;
- d) the potential conflicts of interests of members of the Management Board within the meaning of article 11.

The external accountant of the Company shall attend each Supervisory Board meeting at which the examination, adoption and, if applicable, approval of the annual accounts are discussed. The external accountant shall receive the financial information underlying the adoption of the quarterly or half yearly accounts and other interim financial reports and shall be given the opportunity to respond to all information.

9.4 Meetings shall be convened by the company secretary on behalf of the member(s) requesting the meeting. Where this is practically possible, notices convening a meeting and the agenda of items to be considered and discussed therein shall be dispatched seven (7) working days before the meeting and sent to each member of the Supervisory Board and the Management Board.

9.5 Minutes of the meeting shall be prepared by the secretary of the meeting. They shall generally be adopted in the next meeting. If all members of the Supervisory Board agree on the contents of the minutes, they may be adopted earlier. The minutes shall be signed for adoption by the chairman and the secretary of the meeting and shall be dispatched to all members of the Supervisory Board as soon as practically possible. The company secretary may issue and sign extracts of the adopted minutes.

#### Article 10 - Supervisory Board resolutions (quorum, votes, items to be considered)

10.1 The Supervisory Board can only validly adopt resolutions in a meeting at which at least the majority of its members is present or represented, with the proviso that members who have a conflict of interests as referred to in article 11 shall not be taken into account when calculating this quorum. The Supervisory Board may also adopt resolutions outside a meeting, provided that the motion in question has been submitted to all of its members, provided that members who have a conflict of interests as referred to in article 11 shall not participate in the voting. The chairman shall prepare and sign a report of the resolution adopted in this manner, enclosing any written replies received. The adoption of resolutions outside a meeting must be reported at the next meeting.

10.2 Subject to article 11, the Supervisory Board can only adopt resolutions validly in or outside a meeting if the majority of the Supervisory Board members has voted in favour of the resolution. If there is a tie vote, the chairman shall have the casting vote.

10.3 The ongoing items to be considered and discussed at Supervisory Board meetings include reviewing the Company's budget and financial results, approving major decisions requiring

Supervisory Board action, discussing and approving corporate strategy (and changes thereto) with the Management Board (e.g. long-term strategy, capital expenditures in excess of the Company's budget, long-term capital structures, new lines of business, major acquisitions and divestments) and receiving reports from the Supervisory Board's committees.

10.4 At least once a year, the Supervisory Board shall discuss:

- a) the functioning of the Supervisory Board and its individual members, and the conclusions to be drawn on the basis thereof;
- b) the desired profile, composition and competence of the Supervisory Board;
- c) the functioning of the Management Board and its individual members and the conclusions to be drawn on the basis thereof;
- d) the evaluation of the introduction, education and training program as referred to in article 8;
- e) the corporate strategy, the risks of the business and the result of the evaluation by the Management Board of the structure and operation of the internal risk management and control systems, as well as any significant changes thereto.

The report of the Supervisory Board will refer to the fact that the meetings were held.

#### Article 11 - Conflict of interests

11.1 A Supervisory Board member shall not participate in the discussions and/or decision-taking process on a subject or transaction in relation to which he/she has a conflict of interest with the Company within the meaning of article 11.2. Such transaction must be concluded on terms at least customary in the sector concerned. The Supervisory Board must approve resolutions entering into such transaction. The chairman of the Supervisory Board shall procure that transactions in respect of which Supervisory Board members have a conflict of interest will be referred to in the Company's annual report with reference to the conflict of interests and a declaration that articles 11.1, 11.2 and 11.3 were complied with.

11.2 A member of the Supervisory Board shall in any event have a conflict of interests of significant interest to the Company and/or the relevant member of the Supervisory Board ("**conflict of interests**") with the Company if:

- a) he/she personally has a material financial interest in a company with which the Company intends to enter into a transaction;
- b) he/she has a family law relationship (*familierechtelijke verhouding*) with a member of the managing or supervisory board of a company with which the Company intends to enter into a transaction;
- c) he/she is a member of the managing or supervisory board of, or holds similar office with, a company with which the Company intends to enter into a transaction;
- d) under applicable law, including the Rules of any exchange on which the Company's shares are listed, such conflict of interests exists or is deemed to exist;
- e) the Supervisory Board has ruled that such conflict of interests exists or is deemed to exist.

11.3 Each Supervisory Board member (other than the chairman of the Supervisory Board) shall immediately report any potential conflict concerning a supervisory board member to the chairman of the Supervisory Board. The Supervisory Board member with such (potential) conflict of interests must provide the chairman of the Supervisory Board with all information relevant to the conflict of interests, including information relating to the persons with whom he/she has a relationship under family law (*familierechtelijke verhouding*). In all circumstances other than the ones listed in article 11.2 under d) and e), the chairman of the Supervisory Board will determine whether a reported (potential) conflict of interests qualifies as a conflict of interests to which article 11.1 applies. In case the chairman of the Supervisory Board has a (potential) conflict of interest he shall immediately report such potential conflict to the vice-chairman of the Supervisory Board. The chairman of the Supervisory Board must provide the vice-chairman of the Supervisory

Board with all information relevant to the conflict of interests, including information relating to the persons with whom he/she has a relationship under family law (*familierechtelijke verhouding*). In all circumstances other than the ones listed in article 11.2 under d) and e), the Supervisory Board will determine whether a reported (potential) conflict of interests qualifies as a conflict of interests to which article 11.1 applies.

11.4 Article 11.2 applies *mutatis mutandis* to members of the Management Board. In addition, a conflict of interests is deemed to exist in case the Company intends to enter into a transaction with a person or entity that holds at least ten percent of the shares in the Company. Each member of the Management Board shall immediately report any potential conflict of interests concerning a member of the Management Board to the chairman of the Supervisory Board. The Management Board member with such (potential) conflict of interests must provide the chairman of the Supervisory Board with all information relevant to the conflict of interests, including information relating to the persons with whom he/she has a relationship under family law (*familierechtelijke verhouding*). In all circumstances other than the ones listed in article 11.2 under d) and e), the Supervisory Board will determine whether a reported (potential) conflict of interests qualifies as a conflict of interests pursuant to which the transaction must be concluded on terms at least customary in the sector concerned. Resolutions to enter into such transaction must be approved by the Supervisory Board. The chairman of the Supervisory Board shall procure that these transactions will be referred to in the Company's annual report with reference to the conflict of interests and a declaration that this article 11.4 was complied with.

11.5 The external auditor shall in any event have a conflict of interests with the Company, if:

- a) the independence of the external auditor with respect to its (supervision of) financial reporting is compromised by the non-audit activities for the Company (including *inter alia* marketing, advice on (management) consultancy or information technology);
- b) the responsible partner in the external auditors firm has been in charge of the audit activities for the Company during a continuous period of seven years without rotation;
- c) under applicable law, including the Rules of any exchange on which the Company's shares (or depositary receipts thereof) are listed, such conflict of interests exists or is deemed to exist;
- d) the Supervisory Board at his/her sole discretion has ruled that such conflict of interests exists or is deemed to exist.

The external auditor of the Company, as well as each member of the Managing and Supervisory Board shall immediately report any potential conflict concerning the external auditor to the chairman of the Supervisory Board. The external auditor of the Company, as well as each member of the Managing and Supervisory Board must provide all information relevant to the conflict of interests to the chairman of the Supervisory Board. In all circumstances other than the ones listed under c) and d) above the Supervisory Board will determine whether a reported (potential) conflict of interests qualifies as a conflict of interests pursuant to which the appointment of the external auditor will have to be reconsidered or other measures must be taken to resolve it. The chairman of the Supervisory Board shall procure that those measures will be mentioned in the Company's annual report with reference to the conflict of interests and a declaration that this article 11.5 was complied with.

## Article 12 - Whistleblowers

12.1 The Management Board shall ensure that employees have the opportunity, without jeopardizing their legal position, to report alleged irregularities of a general, operational and financial nature within the Company to the chairman of the Management Board or to an officer designated for such purpose by him.

12.2 Alleged irregularities that relate to the functioning of the members of the Management Board shall be reported to the chairman of the Supervisory Board.

12.3 The arrangements for whistleblowers will be placed on the Company's website as referred to in article 1.7.

#### Article 13 - Information, relationship with the Management Board

13.1 The Supervisory Board, and its individual members, have their own responsibility for obtaining all information from the Management Board and the external auditor that the Supervisory Board requires for the due performance of its duties. If the Supervisory Board deems necessary, it may obtain information from officers and external advisors of the Company. The Management Board shall provide the necessary means for this purpose. The Supervisory Board may require that certain officers and external advisors attend its meetings.

13.2 The Management Board shall timely provide the Supervisory Board with information (if possible, in writing) on all facts and developments concerning the Company that the Supervisory Board may need to function as required and to properly carry out its duties.

13.3 The Management Board shall regularly provide the Supervisory Board with a report prepared in a format as agreed from time to time and setting out detailed information on *inter alia* finance, marketing, investments and staff. In this periodic report the Management Board shall explain its policies to the Supervisory Board.

13.4 Each year as of the financial year 2004, without prejudice to the above, the Management Board shall provide the Supervisory Board with a budget for the following year, the main features of the strategic policy, the general and financial risks and the management and control systems of the Company. In addition, the Management Board shall issue an annual declaration as of the financial year 2004, that it has provided the Supervisory Board with all relevant information required for the due performance of its duties. The budget will be provided in time so as to enable the Supervisory Board to give its approval by January of the then current year. The statement shall be issued in time so as to enable the Supervisory Board to give its approval in April at the latest.

13.5 If a member of the Supervisory Board should receive information or indications relevant to the Supervisory Board in the proper performance of its supervisory and advisory tasks (from a source other than the Managing or Supervisory Board), he shall make this information available to the chairman as soon as possible. The chairman of the Supervisory Board shall subsequently inform the entire Supervisory Board.

#### Article 14 - Relationship with the shareholders

14.1 In accordance with the Company's articles of association, General Meetings may be convened at the request of the Supervisory Board. The person(s) convening the meeting shall ensure that it is held in due time and that the shareholders are informed by means of a shareholders circular or otherwise of all facts and circumstances relevant to the item(s) on the agenda. The shareholders circular will be placed on the website of the Company, referred to in article 1.7.

14.2 The members of the Company's Managing and Supervisory Board shall participate in shareholders meetings, unless they are prevented from attending on serious grounds. In conformity with the articles of association of the Company, the chairman shall, as a general rule, chair the General Meetings, and shall decide on the contents of resolutions. The ruling pronounced by the Chairman in respect of the outcome of a vote in a General Meeting shall be decisive subject to the provisions of article 2:13 Dutch Civil Code.

14.3 The Supervisory Board shall provide the General Meeting with any information it may require concerning an item on the agenda, unless important interests (*zwaarwegende belangen*) of the Company or any law, Rules or regulations applicable to the Company prevent it from doing so. The Supervisory Board shall specify the reasons for invoking such important interests.

14.4 The Management Board and the Supervisory Board are responsible for the corporate governance structure of the Company and must give account to the General Meeting in relation to such structure. Each year the broad outline of the Company's corporate governance structure shall be set forth in a separate chapter of the annual report. In this chapter where the best practices of the Code were followed and if not, the reason for not doing so, and to which extent the Company deviates from these best practices. Each significant change in the Company's corporate governance structure and the compliance of the Code shall be addressed in a separate item on the agenda for consideration by the General Meeting.

#### Article 15 – Confidentiality

Members of the Supervisory Board shall treat all information and documentation acquired within the framework of their membership with the necessary discretion and, in the case of classified information, with the appropriate secrecy. Classified information shall not be disclosed outside the Supervisory or Management Board, made public or otherwise made available to third parties, even after resignation from the supervisory board, unless it has been made public by the Company or it has been established that the information is already in the public domain.

#### Article 16 - Non-compliance, amendment

16.1 Without prejudice to the provisions of articles 1.2 and 14.4, the Supervisory Board may occasionally decide at its sole discretion not to comply with and adhere to these Rules pursuant to a Supervisory Board resolution to that effect. Such resolutions shall be referred to in the Supervisory Board's report.

16.2 Without prejudice to the provisions of articles 1.2 and 14.4, these Rules may be amended by a resolution of the Supervisory Board to that effect. Such resolutions shall be referred to in the Supervisory Board's report.

#### Article 17 - Governing law and jurisdiction

These Rules shall be governed by and construed in accordance with the law of the Netherlands. The courts of 's-Hertogenbosch, the Netherlands, shall have exclusive jurisdiction to settle any dispute arising from or in connection with these Rules (including any dispute regarding the existence, validity or termination of these Rules).

## **ANNEX A**

### **PROFILE OF THE SUPERVISORY BOARD'S SCOPE AND COMPOSITION**

This profile was prepared on 30 December 2004 on the basis of article 3.1 of the Rules of the Supervisory Board and was adopted by the Supervisory Board of DOCdata N.V. on 15<sup>th</sup> February 2005.

The Supervisory Board at this time consists of three members. Members of the Supervisory Board are selected and recommended according to the following selection criteria:

- Knowledge and experience in the financial, legal, economic, social and marketing fields.
- Experience in managing or supervising the management of a Dutch listed company.
- Knowledge of, experience in and affinity with the Technology, Distribution and Media Market sector.
- Knowledge of and experience with working in an international environment.
- The ability, also in terms of the available time, to monitor and stimulate the general course of affairs within the Company in a prompt and effective manner and to provide the Management Board with advice relating to the formulation and execution of the Company policy.
- No conflicting interests at the time of appointment.

The composition of the Supervisory Board must comply with the provision set forth in the regulations of the Supervisory Board regarding the composition, professionalism and independence of the Supervisory Board.

## ANNEX B

### RESIGNATION ROTA

This resignation rota was prepared 31<sup>st</sup> March 2004 on the basis of article 6.2 of the Rules of the Supervisory Board.

**Name**  
**Date of initial appointment**  
**End of [4-year] term(s)**  
**Date of reappointment(s)**  
**Ultimate date of resignation**

<u>Name</u>	<u>Date of initial appointment</u>	<u>Date of reappointment</u>	<u>End of (4-year) term</u>	<u>Ultimate date of resignation</u>
<i>E.F. van Veen</i>	<i>19 May 1998</i>	<i>16 May 2003</i>	<i>May 2007</i>	<i>2010</i>
<i>J.A. de Vreeze</i>	<i>16 May 2002</i>	<i>12 May 2005</i>	<i>May 2009</i>	<i>2014</i>
<i>J.V.Elsendoorn</i>	<i>11 May 2006</i>	<i>-</i>	<i>May 2010</i>	<i>2018</i>
<i>D.Lindenbergh (*)</i>	<i>11 May 2006</i>	<i>-</i>	<i>May 2010</i>	<i>2018</i>

(\*) Mr. Lindenbergh has to be considered as a non-independent member of the Supervisory Board due to Blikkenburg owning >10% shares of DOCdata.

## ANNEX C

### RULES GOVERNING THE SUPERVISORY BOARD'S AUDIT COMMITTEE

These Rules were adopted on 15<sup>th</sup> February 2005 on the basis of article 5.2 of the Rules of the Supervisory Board.

#### Article 1 – Responsibilities

1.1 Without prejudice to article 5.1 of the Supervisory Board's Rules, the audit committee advises the Supervisory Board in relation to its responsibilities and shall prepare resolutions of the Supervisory Board in relation thereto.

1.2 The responsibilities of the audit committee shall include:

- a) supervising and monitoring, and advising the Management Board on, the effect of internal risk management and control systems, including supervision of the enforcement of the relevant legislation and regulations, and supervising the effect of Codes of conduct;
- b) supervising the submission of financial information by the Company (choice of accounting policies, application and assessment of the effects of new legislation in this area, information on the treatment of estimated entries in the annual accounts, forecasts, etc.);
- c) supervising the compliance of recommendations and observations of internal and external auditors;
- d) supervising the functioning of the internal audit department / controllers; in particular codetermining the plan of action for the internal audit department and taking note of the findings and considerations of the internal audit department;
- e) supervising the policy of the Company on tax planning;
- f) supervising the financing of the Company;
- g) supervising the application of information and communication technology (ICT);
- h) maintaining frequent contact and supervising the relationship with the external auditor, including in particular (i) assessing the external auditor's independence, remuneration and any non-auditing work for the Company, (ii) determining the involvement of the external auditor in respect of the contents and publication of financial reporting by the Company other than the annual accounts, and (iii) taking note of irregularities in respect of the content of the financial reporting as may be reported by the external auditor;
- i) recommending the appointment of an external auditor by the Company's General Meeting of shareholders;
- j) approval of the annual accounts and approving the annual budget and major capital expenditures of the Company.

1.3 The audit committee shall prepare and report to the Supervisory Board twice a year a report of its deliberations and findings.

1.4 At least once a year the audit committee, shall, together with the Management Board, report to the Supervisory Board on the developments concerning the relationship with the external auditor, in particular his independence, The report shall address, *inter alia*, the desirability of rotation of partners within a firm of external auditors that is responsible for the Company's audit, and the desirability of any non-auditing work for the Company by the external auditor. The selection and recommendation of the external auditor will also take into account the outcome of this report.

1.5 At least once every four years, the Management Board, shall, together with the audit committee, thoroughly assess the functioning of the external auditor in the various entities and capacities in which the external auditors operates. The main conclusions of the assessment shall

be notified to the General Meeting for the purpose of considering the (recommendation for the appointment of) external auditor of the Company.

1.6 The external accountant shall receive the financial information underlying the adoption of the quarterly or half yearly accounts and other interim financial reports and shall be given the opportunity to respond to all information.

#### Article 2 - Composition, expertise and independence of the audit committee

2.1 The audit committee shall consist of at least two members.

2.2. Without prejudice to article 3.3 of the Supervisory Board's Rules, the following requirements must be observed in composing the audit committee:

- a) at least one of its members must have relevant expertise in financial administration and accounting for listed companies or other large companies;
- b) each of its members must be independent within the meaning of article 3.3 under d) of the Supervisory Board's Rules, with the exception of no more than one member;
- c) neither the chairman of the Supervisory Board nor any of the Company's (former) members of the Management Board, may (simultaneously) be the chairman of the audit committee.

#### Article 3 – Chairman

Subject to article 2 of these Rules, the Supervisory Board shall appoint one of the committee members as chairman. The chairman shall be primarily responsible for the proper functioning of the audit committee. He/she shall act as the spokesman of the audit committee and shall be the main contact for the Supervisory Board.

#### Article 4 - Audit committee meetings (agenda, attendance, minutes)

4.1 The audit committee will hold at least two meetings per year and if one or more of its members have requested a meeting. Audit committee meetings are generally held at the offices of the Company, but may also take place elsewhere.

4.2 The external auditor of the Company may ask the chairman of the audit committee to be present at audit committee meetings. The audit committee will at least once a year hold a meeting with the external auditor of the Company without any the Company's Management Board members or internal auditors being present. Subject to the preceding sentence, the audit committee shall decide if and when the chairman of the Management Board (or: chief executive officer), the Management Board member responsible for financial affairs (or: chief financial officer), the external auditor of the Company or the internal auditor of the Company (if applicable) will be present at its meetings.

4.3 Audit committee meetings shall be convened by the member(s) requesting the meeting. Where this is practically possible, notices convening a meeting and the agenda of items to be considered and discussed therein shall be dispatched 7 working days before the meeting and sent to each member of the audit committee.

4.4 Minutes of the meeting shall be prepared. They shall generally be adopted in the next meeting. If all members of the committee agree on the contents of the minutes they may be adopted earlier. The minutes shall be signed for adoption by the chairman and shall be dispatched to all members of the Supervisory Board as soon as practically possible.

Article 5 - Rules of the Rules of the Supervisory Board applicable

Articles 1.1, 1.2, 10.1, 10.2 and 17 of the Rules of the Supervisory Board shall apply *mutatis mutandis* to these Rules.

Article 6 – Limitation of the role of the Audit Committee

The powers defined in these regulations do not imply that the audit committee is responsible for the correctness and completeness of the financial reports of the Company. This remains the responsibility of the Management Board.

## **ANNEX D**

### **RULES GOVERNING THE SUPERVISORY BOARD'S REMUNERATION COMMITTEE**

These Rules were adopted on 15<sup>th</sup> February 2005 on the basis of article 5.2 of the Rules of the Supervisory Board.

#### Article 1 – Responsibilities

1.1. Notwithstanding article 5.1 of the Rules of the Supervisory Board, the remuneration committee advises the Supervisory Board in relation to its responsibilities and shall prepare resolutions of the Supervisory Board in relation thereto.

1.2 The responsibilities of the remuneration committee shall include:

- a) preparing a proposal for the Supervisory Board concerning the remuneration policies for the Management Board to be adopted by the General Meeting;
- b) preparing a proposal concerning the individual remuneration of members of the Managing Board to be adopted by the Supervisory Board, which proposal will in any event include: (i) the remuneration structure and (ii) the amount of the fixed remuneration, the shares and/or options and/or other variable remuneration components, pension rights, severance pay and other forms of compensation to be awarded, as well as the performance criteria and the application thereof;
- c) preparing the Supervisory Board's remuneration report on the remuneration policies for the Management Board to be adopted by the Supervisory Board. The remuneration report comprises a report on the way in which the remuneration policy was implemented in the most recent financial year and comprises an outline of the remuneration policy that will be implemented in the next forthcoming financial year and the years following such year; the outline at least contains the information as referred to in II.2.10 of the Code. The remuneration policy will be placed on the Company's website as referred to in article 1.7 of the Supervisory Board's Rules.

1.3 The remuneration committee shall prepare and publish on an annual basis a report of its deliberations and findings.

#### Article 2 - Composition, expertise and independence of the remuneration committee

2.1 The remuneration committee shall consist of at least two (2) members.

2.2 Without prejudice to article 3.3 of the Supervisory Board's Rules, the following requirements must be observed in composing the remuneration committee,:

- a) each of its members must be independent within the meaning of article 3.3 under d) of the Supervisory Board's Rules, with the exception of no more than one member;
- b) neither the chairman of the Supervisory Board, nor any of the Company's (former) members of the Management Board, nor any member of the Management Board of any other listed company, may (simultaneously) be the chairman of the remuneration committee;
- c) none of its members, with the exception of no more than one person, may (simultaneously) be a member of the Management Board of any other listed Dutch company.

### Article 3 – Chairman

Subject to article 2 of these Rules, the Supervisory Board shall appoint one of the committee members as chairman. The chairman shall be primarily responsible for the proper functioning of the remuneration committee. He/she shall act as the spokesman of the remuneration committee and shall be the main contact for the Supervisory Board.

### Article 4 - Remuneration committee meetings (agenda, attendance, minutes)

4.1 The remuneration committee will hold at least one meeting per year and if one or more of its members request a meeting. Remuneration committee meetings are generally held at the offices of the Company, but may also take place elsewhere.

4.2 Members of the Management Board shall not be invited to participate in the meetings of the remuneration committee, unless the remuneration committee determines otherwise.

4.3 Remuneration committee meetings shall be convened by the member(s) requesting the meeting. Where this is practically possible, notices convening a meeting and the agenda of items to be considered and discussed therein shall be dispatched seven working days before the meeting and sent to each member of the remuneration committee.

4.4 Minutes of the meeting shall be prepared. These minutes shall be generally adopted in the next meeting of the remuneration committee. If all members of the committee agree on the contents of the minutes they may be adopted earlier. The minutes shall be signed for adoption by the chairman and shall be dispatched to all members of the Supervisory Board as soon as practically possible.

### Article 5 - Rules of the Rules of the Supervisory Board applicable

Articles 1.1, 1.2, 10.1, 10.2 and 17 of the Rules of the Supervisory Board shall apply *mutatis mutandis* to these Rules.

## **ANNEX E**

### **RULES GOVERNING THE SUPERVISORY BOARD'S NOMINATION COMMITTEE**

These Rules will be applied as soon as a Supervisory Board's nomination committee has been appointed.

#### Article 1 – Responsibilities

1.1 Notwithstanding article 5.1 of the Supervisory Board's Rules, the nomination committee shall advise the Supervisory Board in relation to its responsibilities and shall prepare resolutions of the Supervisory Board in relation thereto.

1.2 The responsibilities of the nomination committee shall include:

- a) preparing the selection criteria and appointment procedures for members of the Company's Supervisory Board and the Management Board;
- b) periodically evaluating the scope and composition of the Management Board and Supervisory Board, and proposing the profile of the Supervisory Board in relation thereto;
- c) periodically evaluating the functioning of individual members of the Management Board and Supervisory Board and reporting the results thereof to the Supervisory Board;
- d) proposing the (re-)appointments of members of the Company's Management Board and Supervisory Board;
- e) supervising the policy of the Management Board in relation to the selection and appointment criteria for senior management.

1.3 The nomination committee shall prepare and publish on an annual basis a report of its deliberations and findings.

#### Article 2 - Composition, expertise and independence of the nomination committee

2.1 The nomination committee shall consist of three (3) members.

2.2 Without prejudice to article 3.3 of the Supervisory Board's Rules, the following requirements must be observed in composing the nomination committee:

- a) each of its members must be independent within the meaning of article 3.3 under d) of the Supervisory Board's Rules, with the exception of no more than one member;
- b) none of its members, with the exception of no more than one member, may (simultaneously) be a member of the Management Board of any other listed Dutch company.

#### Article 3 – Chairman

Subject to article 2 of these Rules, the Supervisory Board shall appoint one of the committee members as chairman. The chairman shall be primarily responsible for the proper functioning of the nomination committee. He/she shall act as the spokesman of the nomination committee and shall be the main contact for the Supervisory Board.

#### Article 4 - Nomination committee meetings (agenda, attendance, minutes)

4.1 The nomination committee will hold at least one meeting per year and whenever one or more of its members have requested a meeting. Nomination committee meetings are generally held at the offices of the Company, but may also take place elsewhere.

4.2 Members of the Management Board shall not be invited to participate in the meetings of the nomination committee, unless the nomination committee determines otherwise.

4.3 Nomination committee meetings shall be convened by the member(s) requesting the meeting. Where this is practically possible, notices convening a meeting and the agenda of items to be considered and discussed therein shall be dispatched 7 working days before the meeting and sent to each member of the nomination committee.

4.4 Minutes of the meeting shall be prepared. They shall generally be adopted in the next meeting of the nomination committee. If all members of the committee agree on the contents of the minutes they may be adopted earlier. The minutes shall be signed for adoption by the chairman and shall be dispatched to all members of the Supervisory Board as soon as practically possible.

#### Article 5 - Rules of the Rules of the Supervisory Board applicable

Articles 1.1, 1.2, 10.1, 10.2 and 17 of the Rules of the Supervisory Board shall apply *mutatis mutandis* to these Rules.