

REGULATIONS FOR THE REMUNERATION AND SELECTION COMMITTEE OF THE SUPERVISORY BOARD

These regulations were originally established at the meeting of the Supervisory Board of Enexis Holding N.V. ("the SB") on 1 July 2009 and lastly adjusted and re-established at the meeting of the SB on 9 December 2013.

ARTICLE 1

DUTIES OF THE REMUNERATION AND SELECTION COMMITTEE

- 1.1 The Remuneration and Selection Committee of the SB advises the SB with regard to its duties and prepares for resolutions by the SB in this regard.
- 1.2 The duties of the Remuneration and Selection Committee include:
 - a) the formulation of selection criteria and appointment procedures with respect to supervisory directors and members of the Management Board ("the MB") on behalf of the General Meeting;
 - b) the periodic assessment of the size and composition of the SB and the preparation of a draft profile description for the SB;
 - c) the periodic assessment of the performance of individual supervisory directors and members of the MB and the reporting of this to the General Meeting;
 - d) the submission of proposals for appointments and reappointments;
 - e) supervision of the policy of the MB regarding selection criteria and appointment procedures for senior management;
 - f) the submission of a proposal to the SB regarding the remuneration policy for members of the MB for adoption by the General Meeting;
 - g) the submission of a proposal for the remuneration of individual members of the MB for adoption by the General Meeting, which shall in any case include: (i) the remuneration structure, (ii) the amount of the fixed remuneration, any variable pay components, pension rights, severance arrangements and other payments, including the performance criteria and the application thereof;
 - h) the preparation of the remuneration report on the remuneration policy applied for adoption by the General Meeting. The remuneration report of the SB gives account of how the remuneration policy has been applied in practice in the past reporting year, as well as a summary of the remuneration policy as envisaged by the SB for the forthcoming financial year and subsequent financial years. The remuneration report of the SB is published on the Company's website.
- 1.3 The Remuneration and Selection Committee will give an oral report of any of its meetings in the next meeting of the SB. The committee's oral report will thus be included in the minutes of the SB meeting concerned.

ARTICLE 2

COMPOSITION, EXPERTISE AND INDEPENDENCE OF THE REMUNERATION AND SELECTION COMMITTEE

- 2.1 The Remuneration and Selection Committee shall in principle consist of at least two members.
- 2.2 In its composition, the Remuneration and Selection Committee must meet the following requirements:
 - a) each of its members, apart from not more than one member, shall be independent as described in Article 11 of the Electricity Act or Article 3 of the Gas Act respectively;
 - b) apart from not more than one member, the members shall not at the same time be a member of the management board of another Dutch listed company; and
 - c) the chairmanship of the Remuneration and Selection Committee will not be held by a former member of the MB or by a supervisory director who is a managing director of a listed company.

ARTICLE 3

CHAIRMAN

The SB appoints the Chairman from among its number. The Chairman is principally responsible for the proper functioning of the Remuneration and Selection Committee, and shall act as the spokesperson for the Remuneration and Selection Committee and the main point of contact for the SB.

ARTICLE 4

MEETINGS OF THE REMUNERATION AND SELECTION COMMITTEE (AGENDA, ATTENDEES AND MINUTES)

- 4.1 The Remuneration and Selection Committee shall meet at least once a year and moreover as frequently as one or more of its members consider necessary. The meetings will generally be held at the offices of the Company, but may also be held elsewhere.
- 4.2 Unless the Remuneration and Selection Committee decides otherwise, its meetings shall not be attended by one or more members of the MB.
- 4.3 Meetings shall be convened by the person requesting a meeting. To the extent practically possible, the convening notice and agenda of the items to be discussed shall be sent to the members of the Remuneration and Selection Committee and other persons concerned seven days in advance of the meeting.