

## **Annex F - Terms of Reference of the Talent & Remuneration Committee of the Supervisory Board of EY Nederland B.V.**

These terms of reference of the Talent & Remuneration Committee (or TRC) were approved by the Class B Meeting of EY Nederland B.V. and subsequently adopted on 8 July 2024 by the Supervisory Board in accordance with Articles 1.3 and 5.2 of the Charter of the SB. Terms used in these terms of reference refer to the meaning given to them in the Charter.

### **1 Composition of the Talent & Remuneration Committee**

- 1.1 The Talent & Remuneration Committee shall consist of at least two members. If the number of the members of the Talent & Remuneration Committee falls below the aforesaid minimum for longer than three months, the tasks of the Committee shall be looked after by the SB as a whole.
- 1.2 The SB shall appoint the members of the Talent & Remuneration Committee from among its own members.
- 1.3 Without prejudice to Article 2.6 of the Charter, with regard to the composition of the Talent & Remuneration Committee it shall need to be taken into account that at least one of its members shall have relevant knowledge and experience in the field human resource management and remuneration policies.

### **2 Tasks of the Talent & Remuneration Committee**

- 2.1 Without prejudice to Article 5.1. of the Charter, the Talent & Remuneration Committee advises the SB with regard to its task and prepares the decision-making of the SB EYNL with regard to it.
- 2.2 The tasks of the Talent & Remuneration Committee include:
  - a) preparing the decisions and the supervision by the SB with regard to:
    - the appointment, assessment, remuneration and, if applicable, suspension and dismissal of members of the Board of Directors, the EYA Board as well as other policymakers,
    - the appointment, suspension and dismissal of persons working for EYA who have been or will be registered with the AFM as external auditors,
    - the remuneration policy for the Board of Directors, the EYA Board and partners and employees of EYA,
    - consultation on the appointment, suspension and dismissal of EYNL's IA officer and the deputy thereof,
    - approval of the appointment, assessment, suspension and dismissal of EYA's Wta officer and the deputy thereof, as well as
    - formulating principles for the time allocation of members of the Board of Directors and the EYA Board to management and management tasks, respectively to work for clients;
  - b) consulting with the NL Talent Leader;
  - c) (preparation of) consultations with EYNL's works council;
  - d) preparing reporting by the SB concerning the tasks of the Talent & Remuneration Committee;
  - e) assessing the policy with regard to the private investment regulations for partners affiliated with EYNL;
  - f) evaluating and assessing the functioning of the Board of Directors, the EYA Board and the SB and their individual members (including an assessment of the profile of the SB and the introduction, education and training programs (see Articles 2.4 and 11 of the Charter )) and discussing this with EY Europe;
  - g) preparing the handling of and the decision-making with regard to reports on any alleged abuses or irregularities concerning the functioning of members of the Board of Directors or the EYA Board as meant in Article 12.4 of the Charter;

- h) preparing the approval of an action plan, if a periodic measurement to the mindset and drivers of the partners, other managers and employees of EYA's audit practice gives cause to do so
- i) preparing the decision-making with regard to a termination of the employment contract of a significant number of employees of EYNL or an affiliated company simultaneously or within a short period of time;
- j) preparing the decision-making with regard to a radical change in the working conditions of a significant number of employees of EYNL or an affiliated company.

### **3 Chair**

- 3.1 With due observance of the provision in Article 1 of these terms of reference, the SB shall appoint one of the Talent & Remuneration Committee members as the Chair. The Chair is responsible mainly for the proper performance of the Talent & Remuneration Committee. The Chair shall act as spokesperson of the Talent & Remuneration Committee and shall serve as the prime contact for the SB.
- 3.2 Where reference is made in these terms of reference to the Chair, this refers, unless stated otherwise, to the Chair of the Talent & Remuneration Committee.

### **4 Talent & Remuneration Committee meetings**

- 4.1 The Talent & Remuneration Committee shall meet at least twice a year and, furthermore, as frequently as the majority of its members consider necessary. The meetings will, as a rule, be held at an EYNL office, but may also be held elsewhere.
- 4.2 The Talent & Remuneration Committee shall decide whether the meetings of the Committee shall be attended by one or more members of the Board of Directors, the EYA Board, the NL Talent Leader and/or General Counsel of EY in the Netherlands.
- 4.3 Meetings will be convened by the Chair. To the extent practically feasible, the announcement and the agenda of items to be discussed will be provided to the members of the Talent & Remuneration Committee seven days before commencement of the meeting.
- 4.4 Minutes shall be kept of the meeting by the person designated by the Chair of the meeting for that purpose. As a rule, such minutes will be sent as soon as possible to the members of the Talent & Remuneration Committee and confirmed during the next committee meeting unless all members agree to the contents thereof earlier.

### **5 Corresponding application of the Charter**

The articles of the Charter shall also apply correspondingly to these terms of reference.