



filtration

**Supervisory Board
Committee Charter**

ESG Committee Charter

Enschede, the Netherlands
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TABLE OF CONTENTS

- 1. Objective 3
- 2. Composition, organization and meetings 3
- 3. Duties and responsibilities..... 4
- 4. Authority and resources 5
- 5. Miscellaneous 6

At NX Filtration we have a clear vision to be among the best-in-class performing ESG companies. The Supervisory Board of NX Filtration N.V. (the **Company**) has, in accordance with article 25.1 of the Company's articles of association, established an Environmental, Social and Governance committee (**ESG Committee**) to focus on this topic in recognition of its importance to the Company. This charter has been adopted in order to set forth the duties, responsibilities and degree of authority of the ESG Committee (the **Charter**).

1. Objective

The purpose of the ESG Committee is to assist and support the Management Board and the Supervisory Board and shall be, if applicable, to prepare the resolutions to be adopted by and acts to be performed by the Supervisory Board in carrying out its governance and oversight responsibilities with regard to sustainability, environmental, social, corporate governance and other human capital matters (**ESG Matters**). The Supervisory Board will remain responsible for the resolutions taken.

2. Composition, organization and meetings

The ESG Committee shall be comprised of at least two independent Supervisory Board members. More than half of the members of the ESG Committee shall be independent within the meaning of best practice provision 2.1.8 of the Dutch Corporate Governance Code. The initial members of the ESG Committee are disclosed in [Annex 1](#).

The Supervisory Board appoints and/or replaces the members of the ESG Committee. The chairperson of the ESG Committee (the **Chair**) shall be designated by the Supervisory Board as well.

The term of office of a member of the ESG Committee will generally not be set beforehand. It will, inter alia, depend on the composition of the Supervisory Board as a whole and on the composition of the other committees from time to time.

The ESG Committee shall meet at such time and place as the Chair or a majority of the members of the ESG Committee may determine, but at least once every year. Meetings of the ESG Committee can be held by means of telephone or video conference or similar communications equipment provided that all participants of the meeting can hear and be heard by one another.

Meetings of the ESG Committee are in principle called by the Chair.

A quorum of the meetings shall consist of a majority of the members thereof and if the meeting consists of an even number of members, at least one-half. Each member of the ESG Committee has the right to cast one vote. All resolutions shall be adopted by an absolute majority of the votes cast. If there is a tie in voting, the Chair shall have a casting vote.

The Chair may, as he or she deems appropriate, invite members of the Management Board, employees of the Company, advisors, experts or others to attend the meetings of the ESG Committee.

Minutes shall be kept of the proceedings at the ESG Committee's meetings. The minutes will state the time and place of the meeting, list the persons attending the meeting and summarize matters discussed. The minutes shall be confirmed by the

Chair and the secretary of the meeting, signed by them and filed with the minutes of the proceedings of the ESG Committee.

3. Duties and responsibilities

The ESG Committee is, until the Supervisory Board has decided otherwise, charged with the following duties and responsibilities:

- (a) Monitor and assess that the Company pays attention to ESG Matters in setting the Company's general strategy pursuant to provision 1.1.1 sub vi of the Dutch Corporate Governance Code;
- (b) Monitor, evaluate, if appropriate, and provide guidance on the Company's policies, procedures and practices with respect to ESG Matters;
- (c) Review and monitor the development and implementation of targets, standards, metrics or methodologies that the Company may establish from time to time to assess and track the ESG performance of the Company, including any environmental, social, or community projects undertaken by the Company and any related actions with respect to its employees, communities, and other stakeholders, taking into account the impact of such performance and actions on the reputation of the Company and their consistency with the Company's ESG strategy;
- (d) Review and monitor the Company's non-financial reporting pursuant to Section 2:391 of the Dutch Civil Code with respect to ESG Matters;
- (e) Oversee the Company's public disclosure on ESG Matters and its consistency thereof, including ESG disclosures for inclusion in the Company's annual report and any sustainability reports;
- (f) Review and monitor the Company's initiatives to manage and mitigate its environmental impact (greenhouse gas (**GHG**)- and non-GHG reduction);
- (g) Monitor actions or initiatives taken to prevent, mitigate and manage risks related to ESG Matters which may have a materially adverse impact on the Company or are otherwise pertinent to its stakeholders and provide guidance hereon;
- (h) Monitoring the development and implementation of the Company's compliance program (including procedures for allegation reporting, investigation and remediation) to ensure that the Company operates in compliance with the principles of ethical conduct and good governance;
- (i) Monitor and review, as appropriate, any significant examination or audit by external auditors, regulators or key ESG rating agencies on ESG Matters (such as CICERO, Sustainalytics and B Corporation);
- (j) Monitor and review, as appropriate, the Company's human capital initiatives, for example diversity and inclusion initiatives, employee wellbeing or engagement initiatives (such as UN Global Compact);
- (k) Monitor and review, as appropriate, and the Company's social initiatives and commitments, including, among others, the Company's initiatives related to the field of education;
- (l) Coordinate with the other Supervisory Board Committees for specific overlapping ESG Matters, for example reporting of ESG related risks

together with the Audit Committee or ESG targets in the Company's incentive plans; and

- (m) Undertake such additional activities within the scope of its functions as the Committee may from time to time determine or as may otherwise be required by law, the Company's Articles of Association, the Board Rules or the Management Board.

The ESG Committee shall report, to the extent applicable, to the Supervisory Board (i) the outcome of the topics discussed in the ESG Committee meetings and make recommendations as it considers appropriate and/or (ii) the results or findings of the Committee's reviews and assessments on ESG Matters and/or (iii) the Committee's actions taken.

4. Authority and resources

In performing its duties and exercising its authority, the ESG Committee may utilize the services of the appropriate personnel of the Company and its subsidiaries, including but not limited to the Quality, Health, Safety and Environment (QHSE)-manager, the R&D Director and the Operations Director.

The ESG Committee shall agree with the Management Board on the resources, funding and authority to select, retain, and obtain the advice of external advisors, including consultants, external counsels or other advisors as necessary or appropriate to assist with the execution of its duties and responsibilities as set forth herein.

The ESG Committee may form and delegate authority to subcommittees as and when the ESG Committee considers appropriate. The Company's Management Board shall provide support to the ESG Committee as the ESG Committee deems necessary or appropriate.

5. Miscellaneous

The ESG Committee shall review and reassess from time to time the adequacy of the rules of the Charter and report and recommend to the Supervisory Board any improvements to the Charter that are deemed necessary. The Supervisory Board can at all times amend the rules of the Charter and/or revoke any powers granted by it to the ESG Committee. The ESG Committee shall also annually review and evaluate its own performance and submit itself to the review and evaluation of the Management Board and Supervisory Board.



Annex 1 Initial Members of the ESG Committee

As from installation of the ESG Committee, it will be composed of the following members:

Ms C. (Carolina) Wielinga	Independent Chair of the Supervisory Board
Mr B.A.M. (Benno) van Dongen	Independent member of the Supervisory Board