

DESIGN ACADEMY EINDHOVEN

REMUNERATION COMMITTEE BYLAWS

Article 1 Introductory provisions

- 1.1 These Bylaws of the Remuneration Committee were adopted by the Supervisory Board of Design Academy Eindhoven in accordance with the Good Governance Code for the Higher Educational Sector of October 2013.

Article 2 Composition and organisation

- 2.1 The Remuneration Committee is elected from the Supervisory Board and shall consist in principle of two members. One of the members, not being the Chair of the Supervisory Board, acts as Chair.
- 2.2 The composition of the Remuneration Committee is shown in the appendix to these Bylaws. The composition of the Committee is also disclosed in the Annual Report and via the website of Design Academy Eindhoven.
- 2.3 The Committee meets as often as is necessary for the proper performance of its work and at least twice a year. Meetings can be convened by each of the Committee members. The Committee can invite members of the Executive Board and/or employees of the Academy to attend a meeting in part or in full.
- 2.4 Reports of the meetings are made available as promptly as possible to the Committee members and to the other members of the Supervisory Board as well as to the Executive Board.
- 2.5 The officer acting as secretary to the Executive Board shall also act as secretary to the Remuneration Committee, with information on matters relating to employment conditions being obtained from the Head of HR at the Academy.

Article 3 Objective, duties and responsibilities

- 3.1 The Remuneration Committee shall support the Supervisory Board by performing preparatory work for the appointment or reappointment of members of the Executive Board, the remuneration policy to be pursued and the adoption of the remuneration of the individual members of the Executive Board. The Committee has no independent decision-making powers; the entire responsibility rests with the Supervisory Board.
- 3.2 The duties and responsibilities of the Remuneration Committee in respect of appointments and reappointments are the following:
- a. drawing up selection criteria and appointment procedures for members of the Executive Board;
 - b. hearing in good time of a proposed decision to appoint/reappoint or dismiss a member of the Executive Board;
 - a. drawing up a proposal for the profile of the Executive Board;
 - a. drawing up appraisal criteria for members of the Executive Board;
 - e. reporting annually on the performance of the Executive Board as a whole and of its individual members, partly by conducting annual appraisal interviews with the individual members of the Executive Board and preparing feedback to the full Supervisory Board on these interviews.
- 3.3 The duties and responsibilities of the Remuneration Committee in relation to the remuneration policy and the adoption of the remuneration of the individual members of the Executive Board are as follows:
- a. making a proposal to the Supervisory Board concerning the remuneration policy to be pursued;

- b. making a proposal to the Supervisory Board concerning the remuneration and other employment conditions of the individual members of the Executive Board;
- 3.4 The remuneration policy is consistent with the frameworks of the Standards for Remuneration Act (“Wet Normering Topinkomens”).
- 3.5 The Executive Board is responsible for providing the Committee with timely, accurate and complete information. The Committee is authorised, within its area of responsibility, to request all information inside or outside the Academy that it considers necessary. If necessary, the Committee shall seek professional advice.
- 3.6 The Remuneration Committee reports to the Supervisory Board. It informs the Supervisory Board of its most important considerations and findings as well as of any circumstances and issues that are of material importance to the decision-making by the Supervisory Board.

Article 4 Entry into force and publication of these Bylaws

- 4.1 These Bylaws enter into force on 20 April 2017 and are published on the website of the Academy. The Bylaws were adopted in the meeting of the Supervisory Board on 19 April 2017.

Appendix

Composition of the Remuneration Committee as at 20 April 2017

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Chair Geertje Pruijsers

Member Dick Rijken