

Mediq NV Audit Committee regulations ¹

This document briefly describes the role, duties, responsibilities and organisation of the Audit Committee of the Supervisory Board.

Article 1 - Role

- 1.1 The objective of the Audit Committee is to support the Supervisory Board in its supervisory duties and responsibilities in the fields of:
 - a. external financial reporting, auditing and the application of guidelines for annual reports;
 - b. the appointment and performance of the external auditor;
 - c. the quality and effectiveness of internal financial and management reports, as well as internal management systems;
 - d. compliance with internal procedures and with legislation and regulations.
- 1.2 The committee makes preparations for and initiates decision-making in the Supervisory Board. The committee has no independent decision-making powers: full responsibility lies with the Supervisory Board.

Article 2 - Duties, responsibilities and powers

- 2.1 The duties of the Audit Committee are as follows:
 - A. **Evaluation of external reporting**
 - Evaluation of drafts of the half-yearly and annual reports.
 - Evaluation of the adequacy of the implementation of the guidelines for the annual report.
 - Evaluation of areas of risk, including the fiscal position, financing, the exchange rate position, major disputes and unusual transactions, as well as the adequacy of provisions for these.
 - Discussion of the external auditor's report regarding the half-yearly and annual reports.
 - B. **Performance of the external auditor**
 - Advice concerning the appointment of the external auditor and designation of the lead partner.
 - Advice concerning, and evaluation of, the independence, the remuneration and the commissioning of supervisory and non-supervisory activities by the external auditor.
 - Evaluation of the scope and quality of the audit.
 - Evaluation of the audit plan.
 - Evaluation of the manner in which the external auditor is involved in the content and publication of financial communications (including the annual accounts and other communications).

¹ *In the event of any discrepancies or differing interpretations between the Dutch document and its English translation, reference should be made to the Dutch version, which will prevail at all times.*

- Reporting to the Supervisory Board annually on their dealings with the external auditor, including, in particular, his independence (for example, the desirability of rotating the responsible partners of an external audit firm that provides audit services, and the desirability of the same audit firm providing non-audit services to the company).
- Reporting annually on the functioning of the external auditor within the various entities and in the different capacities in which the external auditor acts, with a thorough evaluation at least once every four years.

C. Evaluation of the operation of the internal risk management and control systems

- Evaluation of the adequacy of the internal financial and management reports.
- Evaluation of financing, and of policy in this respect.
- Evaluation of fiscal policy and of exceptional issues.
- Evaluation of the external auditor's work schedule, and examination of the external auditor's findings (including evaluation of the role and performance of the internal audit service).
- Evaluation of the adequacy of the following up of the external auditor's recommendations and of the internal audit function.
- Evaluation of the application of the relevant information and communications technology.

D. Compliance

- Evaluation of the authority structure within the company.
- Evaluation of internal guidelines, codes of conduct and, in more general terms, the 'management culture'.
- Evaluation of the independence of Board of Management and Supervisory Board members.
- Discussion and evaluation of irregularities.

2.2 In addition, the committee may address other issues in the field of finance or internal management, on its own initiative or at the request of the Supervisory Board.

2.3 The Board of Management is responsible for the provision of timely, correct and complete information to the committee. The committee is authorised, within its area of responsibility, to request any information, from within or outside of the company, which it considers necessary. If necessary it shall seek legal or other professional advice.

2.4 The committee shall report to the Supervisory Board on the basis of its evaluations. It shall inform the Supervisory Board of its most important deliberations and findings, as well as of circumstances and issues which are of vital importance for decision-making by the Supervisory Board.

Article 3 - Organisation

3.1 The Audit Committee shall be composed of members of the Supervisory Board, and consists in principle of three members. One of its members, who shall not be the chairman of the Supervisory Board or a former member of the company's Board of Management, shall act as chairman. At least one member, preferably the chairman, shall be a financial expert within the meaning of the best practice provision III.3.2. of the Corporate Governance Code, as referred to in Article 2: 391, paragraph 4 of the Dutch Civil Code. The members of the committee shall have experience and expertise in the

field of finance. A maximum of one member of the committee need not be independent within the meaning of the best practice provision III.2.2. of the Corporate Governance Code, as referred to in Article 2: 391, paragraph 4 of the Dutch Civil Code.

An up-to-date overview of the members of the Supervisory Board is included in the Annex to these Regulations.

- 3.2 The committee shall meet at least twice per year. Meetings may be convened by any of the committee members.
- 3.3 The meetings where the half-yearly accounts and the annual accounts are discussed shall be attended by the chairman of the Supervisory Board and the Supervisory Board member responsible for finance. In principle, the external auditor shall also be present at this meeting. The external auditor may, where appropriate, make a request to the committee chairman that he (i.e. the external auditor) may attend committee meetings. If the committee so wishes, the internal auditor shall also attend its meetings. One of the Board of Management members shall in principle act as secretary; this duty may also be delegated to the Group Controller.
- 3.4 At least once a year the chairman of the Audit Committee, or the committee as a whole, will discuss the course of events in the company with the external auditor, without the Board of Management being present. The committee shall be the external accountant's first point of contact if he detects irregularities in the content of financial communications.
- 3.5 The secretary shall prepare the agenda for the committee meetings in good time, in consultation with the chairman, and shall provide the minutes of the meeting. These minutes shall be made available to the committee members and the other members of the Supervisory Board, as well as to the Board of Management and the external auditor, as soon as possible, in so far as the contents of the report allow.

Article 4 - Establishment and publication of these regulations

- 4.1 These regulations come into force on 1 January 2005, and shall be placed on the company website. The regulations were established at the meeting of the Supervisory Board held on 29 September 2004.

Utrecht, 29 September 2004

Annex to Mediq NV Audit Committee regulations

Composition of the Audit Committee

29 September 2004 : Mr F.H. Schreve, chairman, Ms P. Swenker and Mr B.T. Visser.

Mr. F.H. Schreve's term ended by rotation on 5 April 2006.

As from 25 July 2006 : Mr W.M. van den Goorbergh, chairman, Ms P. Swenker and Mr B.T. Visser.

Ms. P. Swenker's term ended on 2 April 2008

As from 2 April 2008 : Mr W.M. van den Goorbergh, chairman and Mr B.T. Visser

As from 3 June 2009: Mr W.M. van den Goorbergh, chairman and Mr F.K. De Moor

As from 29 March 2013: Mr W.M. van den Goorbergh, chairman