



Charter of the Nomination Committee

as last amended by the Board of Directors on

5 December 2019



PREAMBLE

The present Charter has been adopted by the SES Board of Directors as a complement to the Company's and the Group's legal and regulatory obligations, its articles of incorporation and its internal regulations. It has last been amended on 5 December 2019.

I. PURPOSE

The primary purpose of the Nomination Committee is to submit proposals for suitable nominees to the Board of Directors for appointment to the Board and to the Executive Committee.

II. FUNCTIONS

The Nomination Committee, as authorised by the Board of Directors, will perform the following functions:

The Nomination Committee will **advise the Board** in the following matters:

1. Appointment of new Directors

The Nomination Committee will identify and nominate suitable candidates for the Board of Directors, for election by the Annual General Meeting of shareholders.

Before a proposal is submitted to the Annual General Meeting of shareholders, the Nomination Committee will evaluate:-

- the Board's existing and required skills,
- knowledge and experience of existing Board members,
- performance and contribution of individual members,
- the Board's gender and cultural diversity

On the basis of this evaluation, the Nomination Committee will draw up a description of the profile of the new Director, including detailed criteria that the new Director should fulfil.

The Nomination Committee will also consider all proposals submitted by the shareholders, the Board and the Chairperson of the Executive Committee.

The proposals submitted to the shareholders will be accompanied by (i) a summary of the candidates' CV containing information on their professional qualifications; and (ii) a list of previous and current positions and directorships held by the candidate. The Nomination Committee will also indicate whether the candidate can be considered as an independent Director within the criteria set by the Company.



2. Reappointment of existing Directors

The Nomination Committee will evaluate the work and contribution of existing Directors before submitting their names for re-election. The Nomination Committee will take into consideration existing and required skills of the Board, the knowledge and the experience of existing Board members as well as the Director's individual contribution to the Board and to any of its Committees. It will also evaluate the Director against the criteria set by the Nomination Committee for new Directors.

3. Filling of a Vacancy

In the event of a vacancy on the Board, the Nomination Committee may use the same procedure as under point II.1 above to submit a suitable candidate to the Board of Directors, which by majority vote may fill such vacancy on a temporary basis.

The next Annual General Meeting will then be asked to elect the new Director definitively.

4. Appointment of members to the Executive Committee

The Nomination Committee, in close cooperation with the President and CEO, will identify and propose for nomination by the Board suitable candidates for the Executive Committee.

The proposals submitted to the Board will be accompanied by relevant information on the professional qualifications and experience of the candidate.

5. Succession Planning

The Nomination Committee, in close cooperation with the President and CEO, will review the succession plan relative to the members of the Executive Committee. In this respect it shall evaluate and discuss the skills, experience and knowledge of possible future candidates for the Executive Committee.

III. REGULAR EVALUATION

The Nomination Committee shall perform a regular review and evaluation of its performance. This review will include compliance of the Nomination Committee with this Charter. The Nomination Committee shall conduct such evaluations and reviews in a manner as it deems appropriate, consistent with internationally recognized principles of good corporate governance.

IV. COMPOSITION

The Nomination Committee is a body of elected Board members. It is designated by the Board and is composed of six members, at least a third of which shall be independent Directors.

The Chairperson of the Board shall be one of the members of the Nomination Committee.

The Nomination Committee elects its Chairperson by simple majority.



V. QUORUM AND MEETINGS

The Nomination Committee will meet on a regular basis and meetings will be scheduled at the discretion of the Chairperson of the Nomination Committee or at any time at the request of at least two of its members.

The Nomination Committee may only validly deliberate if at least four of its members are present or represented.

The Chief Executive Officer will be invited to attend the meeting. The Committee, upon notice to the Chief Executive Officer, may ask the relevant members of the Executive Committee or others to attend the meeting and provide pertinent information as necessary, except if they are personally concerned by the deliberations.

Notices shall be given in writing, contain the place, date, time and agenda and be sent at least one week before the meeting by letter, e-mail or facsimile.

Any supporting material as may be required for the Nomination Committee to have an informed discussion shall be sent at least one week before the meeting.

In exceptional cases, being situations of particular urgency, a 24 hours prior notice shall suffice for convening a Nomination Committee. The notice shall duly set out the reason for the urgency and the Nomination Committee shall acknowledge such at the relevant meeting.

If all Committee Members are present or represented and no objection is raised, the convening formalities may be waived and the meeting may be held without observing the aforementioned formalities. At such a meeting, discussions may take place and resolutions may be considered for referral and recommendation to the Board on all business matters within the Committee's scope of authority.

Any Committee Member may participate in any meeting of the Nomination Committee by conference call or other means of communications allowing all the persons taking part in the meeting to hear each other. In such case, the participation in a meeting by these means is equivalent to a participation in person at such meeting when considering whether the quorum has been reached..

Any Committee Member may act at any meeting of the Nomination Committee by appointing in writing or by e-mail or other means of electronic transmission as from time to time accepted by the Nomination Committee another member of the Committee as his or her proxy. Such proxy will only be valid for one meeting of the Nomination Committee (unless such meeting is a meeting that has been reconvened upon a first meeting with the same agenda not having been quorate). A Committee Member may not represent more than one of his or her colleagues.

VI. MINUTES AND REPORTS

Minutes of the deliberations of the Nomination Committee's meetings will be kept in writing. They shall be submitted for approval via circular resolution. Copies of the approved minutes will be circulated to the full Board for information.



The Nomination Committee provides a written report to the Board as to its activities and its recommendations after each meeting through its Chairperson. When presenting any recommendation to the Board, the Nomination Committee will provide the background and supporting information as may be necessary for the Board to make an informed decision.

VII. CONFLICT OF INTEREST

Any member of the Nomination Committee who has a direct or indirect financial interest contrary to the Company's interest in a matter discussed at the Nomination Committee must inform the Chairperson of the Nomination Committee and in the case where the Chairperson of the Nomination Committee faces a potential or actual conflict of interest, he or she will advise the Chairperson of the Board. A member of the Nomination Committee is also to be considered as having an opposed interest subject to the conflict of interest regime if such member of the Nomination Committee is a director, manager or adviser of an entity which has an opposed interest. This declaration is registered with the minutes of the meeting. Such member of the Nomination Committee may not deliberate or vote on this matter. In the event that the Chairperson of the Nomination Committee, or the Chairperson of the Board, concurs that a potential or actual conflict of interest exists, and the Nomination Committee would not have the necessary quorum as a result, an independent substitute Board Director shall be appointed as a member of the Nomination Committee until the matter, posing the potential or actual conflict of interest, is resolved. In any event, the member having the conflict will excuse himself or herself with regard to the matter being discussed.

VIII. CONFIDENTIALITY

Unless otherwise provided for by law, the Directors, the Secretary of the Board, the members of the Executive Committee and all other persons who attend the meetings of the Board and of its Committees must observe the confidentiality of its deliberations and votes, except with regard to reporting obligations as provided for by applicable law and regulations. Furthermore, such persons may not render public any confidential information.

IX. OTHER AUTHORITY

The Nomination Committee is authorized to confer with Company management and other employees to the extent it is necessary or appropriate to fulfil its duties. The Nomination Committee also is authorized to seek outside advice to the extent it is necessary or appropriate. It will keep the Chief Executive Officer and the Board advised as to the nature and extent of all such requests for advice.