



# SNPS CONSTITUTION

22 AUGUST 2024

**THIS IS A TRANSLATION.  
ONLY THE DUTCH TEXT IS BINDING.**



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## Chapter I, General provisions

### Definitions

#### Article 1

1. Unless otherwise stipulated in the Regulations and the Constitution, the following terms shall bear the meaning assigned to them for the purposes of this Constitution:  
**Pension Fund:** Shell Nederland Pensioenfonds Stichting;  
**Constitution:** this Constitution;  
**Regulations:** the regulations accompanying this Constitution, i.e.: Regulations I and Net Pension Scheme Regulations;  
**Regulations I:** the Regulations that apply to those who have entered Group service since July 1, 2013;  
**Net Pension Scheme Regulations:** the Regulations that apply to those in Group service and who are eligible to participate in the Net Pension Scheme from January 1, 2015;  
**Board:** the Pension Fund's board;  
**Shell Nederland:** Shell Nederland B.V.;  
**Member Company:** a legal entity which has joined the Pension Fund;  
**Group Company:** any legal entity which Shell Nederland designates as such;  
**Group:** the Group companies taken as a whole; **Participant:** anyone who has been admitted as a participant of the Pension Fund and for whom pension entitlements accrue pursuant to the Regulations;  
**Former Participant:** anyone for whose benefit pension entitlements no longer accrue in accordance with the Regulations and to whom non-contributory entitlements have been awarded, which have not yet come into effect;  
**Beneficiary:** anyone who enjoys beneficial entitlement to a pension that has not yet commenced;  
**Pensioner:** anyone who receives a pension that has commenced in accordance with the Regulations;  
**Meeting:** a meeting at which the persons participating in the meeting are physically present, or are in contact with each other via a two-way electronic means of communication, or a combination of both.
2. For the application of the Constitution and the Regulations the time spent by Participants in the service of a Group Company shall also be considered as Group service.

### Name and domicile

#### Article 2

The Pension Fund shall be called Shell Nederland Pensioenfonds Stichting. It shall have its registered office in the municipality of The Hague.

### Objective

#### Article 3

1. The objective of the Pension Fund is to administer the pension scheme, which is deemed to include defined contribution agreements and to provide pensions and/or other similar benefits to the Group's former employees and their relatives, or to arrange for this to be done.
2. The Pension Fund may enter into insurance agreements.



## Organisation

### Article 4

1. The Pension Fund shall have the following bodies: the Board and the Accountability Council.
2. The Board shall be responsible for managing the Pension Fund.
3. Following the end of each year, the Accountability Council shall present an assessment of the Board's actions and other policy which it has pursued, as well as any policy choices for the future, including those choices affecting the execution costs. The Accountability Council also has certain advisory powers.
4. The duties, powers and responsibilities of the Board and the Accountability Council are set out in greater detail below in this Constitution.
5. Membership of a body of the Pension Fund is not compatible with the membership of another body within the Pension Fund.

## Board

### Article 5

1. The Pension Fund shall be managed by a mixed Board comprising executive and nonexecutive directors, including an independent chairperson. From time to time Shell Nederland shall determine the number of directors, such that it amounts to no less than seven (7) and no more than thirteen (13).
2. The Board shall have the power to acquire, alienate and encumber registered property.
3. No less than two (2) natural persons shall determine the day-to-day policy pursued by the Pension Fund. When performing their duties, the members of the Board and any other person who determines the Fund's policy or helps to do so shall be guided by the interests of the Pension Fund's Participants, Former Participants, other Beneficiaries, Pensioners, Shell Nederland and the Member Companies, and shall ensure that they feel that they are represented in a balanced manner.
4. In particular, the executive directors shall be responsible for the day-to-day management of the Pension Fund, while the non-executive directors shall at any rate supervise this. The executive directors shall be responsible for decision-making concerning the policy to be pursued by the Pension Fund in relation to the day-to-day performance of its work. The Board shall set out the duties, powers and responsibilities of the executive directors in a management protocol. Internal supervision shall occur in that the non-executive directors shall critically assess the performance of the executive directors. Internal supervision shall include the following duties:
  - assessment of policy and managerial procedures and processes and the checks and balances within the Pension Fund;
  - assessment of the manner in which the Pension Fund is managed;
  - assessment of the manner in which the executive directors deal with risks and risk management. Here "risks" is deemed to include the Fund's risk policy in general, both operational (its administrative organisation) and in relation to investments, actuarial matters and insurance;
  - assessment of the manner in which the Pension Fund deals with risks in the longer term;
  - assessment of the investment policy pursued by the Pension Fund;
  - assessment of the provision of financial information by Pension Fund.For the purposes of such internal supervision the executive directors shall provide the nonexecutive directors with any information which they deem necessary in order to perform their duties properly.



The non-executive directors may consult the Fund's accountants and actuary for the purposes of their internal supervision. Every year the non-executive directors shall prepare a report documenting their internal supervision. The Board shall discuss such internal supervision report and any of its decisions (or intended ones) with the Accountability Council. The findings of the non-executive directors shall be mentioned in the Fund's annual report.

5. The Board may decide on a further allocation of its duties. The non-executive directors may not be deprived of their duty to supervise the directors' performance of their duties through the allocation of duties. Any powers which the Board has not assigned to the executive directors shall be vested in the Board.
6. When performing their duties, the Board and any other person who determines the Fund's policy or helps to do so shall comply with the provisions of the administration agreements between the Pension Fund and Shell Nederland as they apply at any point in time.
7. The Board may establish one (1) or more committees. Such a committee shall serve as an advisory committee to the Board. It shall not have the power to represent the Pension Fund, nor shall it hold any administrative powers.

## **Method of appointment and composition of the Board, criteria for appointment and dismissal**

### **Article 6**

1. Unless otherwise stipulated in this Constitution, the Board shall appoint and dismiss its members.
2. The Board shall consist of an independent chairperson, Category A, B and C non-executive directors, and Category D executive directors. Category A directors shall have as many seats on the Board as the Category B and C directors together. The chairperson shall be one of the non-executive directors of the Board but shall not serve as a representative of the Pension Fund's stakeholders. The employer's representatives shall serve as Category A directors. The employees' representatives shall serve as Category B directors. The Pensioners' representatives shall serve as Category C directors. The Category D directors shall be responsible for the Fund's day-to-day management and shall not serve as direct representatives of the Pension Fund's stakeholders. The chairperson and the Category A, B and C directors shall supervise the Category D directors. Category C directors shall only be appointed once the number of Pensioners amounts to 10% or more of the total number of Participants and Pensioners. A Board that is incomplete due to the absence of Pensioners on it shall retain the power to act as the Board.
3. The Category A, B and C directors shall appoint the chairperson based on a nomination presented by the Category D directors. The Board shall appoint Category A directors based on a nomination presented by Shell Nederland. The Board shall appoint Category A directors based on a nomination presented by the Central Staff Council of Shell in the Netherlands. The Board shall appoint Category C directors based on a nomination presented by the Category C members of the Accountability Council. The non-executive directors shall appoint Category D directors by means of a majority decision after consulting the executive directors and following consultation with Shell Nederland.
4. The Board shall appoint one (1) of the Category A, B and C directors to serve as its chairperson.
5. Only a person who is or has been employed by one (1) of the Group companies may be appointed to serve as a Category A, B or C director.



6. A director shall cease to serve in that capacity:
  - a. at the time of their death;
  - b. by resigning periodically or voluntarily;
  - c. in the event that De Nederlandsche Bank (the Dutch central bank) objects to them remaining on as a director following their reassessment;
  - d. in the case of the chairperson: by virtue of their dismissal by the Category A, B and C directors after consulting the chairperson and the Category D directors;
  - e. in the case of a Category A director: by virtue of their dismissal by the Board, after consulting that director, and after Shell Nederland has been informed of the intended dismissal;
  - f. in the case of a Category B director: by virtue of their dismissal by the Board, after consulting that director, and after the Central Staff Council of Shell in the Netherlands has been informed of the intended dismissal;
  - g. in the case of a Category C director: by virtue of their dismissal by the Board, after consulting that director, and after the members C of the Accountability Council have been informed of the intended dismissal;
  - h. in the case of a Category D director: by virtue of their dismissal pursuant to a majority decision taken by the non-executive directors after consulting that director and the other executive director or directors;
  - i. in the event that they lose the power to manage and have disposal over all or part of their assets pursuant to any provision of the law or any judicial ruling that has acquired the force of law.
7. The policy pursued by the Pension Fund shall be determined or partly determined by individuals who are fit to do so in connection with the conduct of the business of the Pension Fund and whose reliability is beyond any doubt. The Board shall report any change in the team of individuals who determine or help to determine the Pension Fund's policy to De Nederlandsche Bank in advance. Any change referred to in the foregoing sentence shall not be implemented in the event that within six (6) weeks after receiving a report of such an amendment De Nederlandsche Bank notifies the Pension Fund that it does not consent to the proposed appointment, or De Nederlandsche Bank requests additional details or information and within six (6) weeks after receiving same notifies the Pension Fund that it does not consent to the proposed change. In the event that the records of an individual referred to in the first sentence of this clause change and this affects their reliability, the Pension Fund shall notify De Nederlandsche Bank of this in writing immediately.
8. The Board shall periodically assess its performance as a whole and that of its individual members separately.
9. A decision to dismiss the chairperson may only be taken with the consent of all of the Category A, B and C directors together. A decision to dismiss a Category A, B or C director may only be taken with the consent of all of the members of the Board with the exception of the relevant director. A decision to dismiss a member of the Board may only be taken in a meeting in which all of its members with voting rights are present or represented with the exception of the relevant director.
10. The Board shall draw up policy in relation to its suitability. An expertise profile of the Board shall constitute part of such policy. The Board shall draw up a specific profile for every position on it. It shall stipulate the requisite degree of suitability and the estimated time required, and shall make allowances for a policy on diversity. The Board shall notify anyone who has the power to present a nomination in the event that a vacancy occurs of the profile for that vacancy. The Board may reject a candidate director if the latter does not fit the profile.



11. The Board may suspend a dysfunctional member after consulting the latter. A decision in favour of suspending the chairperson as well as one to reverse it may only be taken by all of the Category A, B and C directors with voting rights acting together. A decision to suspend a Category A, B or C director as well as one to reverse it may only be taken with the consent of all of the members of the Board with voting rights with the exception of the relevant member. A decision to suspend a Category D director as well as one to reverse it may only be taken in a meeting in which all non-executive members of the board with voting rights are present or represented. Should a suspended chairperson fail to act to the satisfaction of all of the Category A, B and C directors with voting rights within a reasonable period of time, those directors may proceed to dismiss the chairperson. In the event that a suspended Category A, B or C director fails to act to the satisfaction of all of the other members of the Board with voting rights, those other members may proceed to dismiss the relevant Category A, B or C director. Should a suspended Category D director fail to act to the satisfaction of the majority of the non-executive members of the Board with voting rights, those members may proceed to dismiss that Category D director. A suspension, the lifting of such suspension and also dismissal following suspension shall occur in accordance with the provisions of Clauses 6 and 9.
12. The chairperson of the Board shall ensure that its membership is appropriate and that it performs well, and shall serve as the primary point of contact for the Accountability Council on behalf of the Board in respect of the latter's performance.

## **Retirement schedule and interim appointment of members**

### **Article 7**

1. Subject to the provisions of the following clause and of Article 6, Clauses 6 and 9, the appointment of a director shall always be valid for a period of no more than four (4) years. Subject to the requirements for appointment, any member of the Board may be reappointed no more than once. A Board member may be appointed for a third term of up to four years if there is reason to do so. The Board must be able to substantiate the reason for a third appointment and share it with the other bodies. Notwithstanding the above, a Board member D may be appointed for more than three terms of four years. In such cases, the Board shall substantiate the reason for this appointment and share it with the other bodies.
2. The Board shall adopt a retirement schedule. The Board may amend that schedule and bring the retirement dates forward in the event that it has a vacancy or the number of its members changes.
3. Any vacancy on the Board shall be filled as soon as possible. An incomplete Board shall always retain the power to act in its capacity as the Board.

### **Article 8**

For the purposes of performing its duties the Board shall be assisted by an independent actuary, an accountant whom it shall appoint and dismiss, and also Shell Pensioenbureau Nederland B.V. in its capacity as a director. The Board may appoint authorised representatives with general or specific powers.



## Article 9

The Board may, in its capacity as a director, delegate all or part of the preparations and execution of each of the powers conferred on it by this Constitution and the Regulations to Shell Pensioenbureau Nederland B.V. to any other eligible natural person or legal entity. The Board may revoke such delegation at any time.

## Article 10

Subject to Article 14(3)(a), the non-executive directors may establish a remuneration scheme. Any remuneration shall bear a reasonable relationship to the responsibilities held, the requirements stipulated in respect of the relevant managerial position and the time spent. Any director employed by a group company shall not receive any remuneration.

## Meetings

### Article 11

1. The Board shall meet as often as the chairperson or, should the latter be absent, unable to act or indisposed, the person deputising for them in that capacity, or no less than two (2) directors may deem necessary but at any rate no less than twice a year. A meeting shall be called on behalf of the chairperson in writing, which is deemed to include by email sent to each director.
2. The chairperson of the Board shall finalise the agenda for its meetings and those of the nonexecutive directors.
3. Every member of the Board shall have the power to consult an expert or to be assisted by an expert during a meeting pursuant to a decision taken by the Board which has received the support of no less than one quarter (1/4) of its members with voting rights. The Board shall make a decision concerning payment of any costs associated with consulting an expert as provided for in the foregoing sentence. In so far as reasonable are costs involved, they shall be debited to the Pension Fund.
4. Every director shall be entitled to cast one (1) vote during a meeting subject to the proviso that, if the numbers of Category A directors with voting rights, on the one hand, and Category B and C directors with voting rights, on the other, who are present or represented in a meeting are not identical, every Category A director with voting rights may cast as many votes as there are Category B and C directors with voting rights present or represented and every Category B and C director with voting rights may cast as many votes as there are Category A directors with voting rights present or represented in that meeting. Unless otherwise stipulated in this Constitution, a resolution shall only be deemed to have been adopted if a majority of the votes are cast in favour of it by the non-executive directors with voting rights who are present or represented in that meeting. In the event of an equality of votes, the chairperson shall have a casting vote. Blank votes shall be disregarded for the purposes of calculating the number of votes cast.
5. A director may arrange to be represented during a meeting but only by a fellow director holding a written proxy, including a proxy sent by e-mail, and for the meeting referred to in the relevant proxy. Representation shall not be possible in those cases where the absent member or members are absent on grounds of suspension or conflicting interests or unable to act as referred to in Article 13.
6. Minutes shall be taken of the proceedings of any meeting. Those minutes shall be approved during a meeting and shall be signed by two members of the Board.





7. Any resolution in respect of which the statutory required majority is not achieved shall be deemed to have been rejected.
8. A member of the Board shall not take part in the deliberations and process of adopting resolutions as a result of the performance of his duties if he has a direct or indirect personal interest that conflicts with the interests of the Pension Fund. If, due to a conflict of interest, no Board resolution can be adopted by all members of the Board, the resolution shall be adopted by the Board with a written record of the considerations underlying the resolution.
9. Decisions may also be taken without meeting, provided that all of the directors are notified of the relevant resolution and, unless stipulated otherwise in this Constitution, the majority of the non-executive directors with voting rights vote in favour of it. A record of any decision taken in this manner shall be recorded in the minutes of the next meeting of the Board. Article 11(6) shall apply *mutatis mutandis*.

## Authorities of signature

### Article 12

The Board shall represent the Pension Fund. Representational powers shall also be vested in two (2) individuals acting together, namely, a director or an authorised representative together with another director or an authorised representative.

## Inability to act and absence of members of the Board

### Article 13

1. In this Article, “unable to act” shall mean the situation in which a member of the Board is temporarily unable to perform his or her duties due to, inter alia, (serious) illness, suspension, conflict of interest, long-term inaccessibility or maternity leave.
2. In this Article, “absent” is understood to mean the situation in which a member of the Board is no longer in office due to, but not limited to, death, resignation or dismissal, resulting in a vacancy.
3. If one or more members of the Board are absent or unable to act, the other members of the Board shall be temporarily charged with the entire management of the Pension Fund, under the obligation to have the vacancy(s) filled as soon as possible in accordance with the regulations described in Article 6.
4. If all executive directors are absent or unable to act, the non-executive directors shall appoint as soon as possible, whether or not from among their number, at least two natural persons to temporarily take on the daily management of the Pension Fund. In the event that non-executive directors from the Board temporarily carry out daily management activities, they shall suspend their supervision activities as non-executive directors during this period. The non-executive directors shall be obliged to fill vacancies for the executive directors as soon as possible in accordance with the regulations described in Article 6. Once the executive directors have been appointed by the non-executive directors, the two previously appointed natural persons shall terminate their temporary daily management activities.
5. If all non-executive directors are absent or unable to act, Shell Nederland, in consultation with the Central Staff Council of Shell in the Netherlands and the members C of the Accountability Council and after hearing the other members of the Accountability Council, shall, at the request of the executive directors, temporarily charge one or more natural persons with the supervision of the day-to-day



management of the executive directors and the general affairs of the Pension Fund. The designated natural person(s) carrying out temporary internal supervision activities shall be obliged, together with the executive directors, to fill the vacancies for the non-executive directors as soon as possible, in accordance with the regulations described in Article 6. Once the non-executive directors, including the chairperson, have been appointed by the designated natural person(s), or the designated natural person(s) and the executive directors respectively, the temporary internal supervision activities of the previously designated natural person(s) shall end.

6. If the entire Board is absent or unable to act, paragraph 5 shall apply accordingly, provided that the request to Shell Nederland is made by the Accountability Council and, moreover, two natural persons are designated to temporarily perform day-to-day management activities.
7. In the cases referred to in paragraphs 4, 5 and 6, the designated natural person(s) temporarily performing daily management activities or internal supervision activities shall forthwith inform De Nederlandsche Bank in writing thereof.

## **Accountability Council**

### **Article 14**

1. There shall be an Accountability Council comprising an even number of members to be determined each time by the Board but amounting to no less than four (4) and no more than six (6). The Participants and Pensioners shall be proportionately represented in the Accountability Council in accordance with their numerical ratio to each other. The Member Companies shall be represented by no less than two (2) members in the Accountability Council.
2.
  - a. Once every year the Board shall render account to the Accountability Council in respect of the policy which it pursued during the preceding calendar year and the manner in which it was implemented.
  - b. No less than once every year the Board shall discuss with the Accountability Council the policy which it has pursued and the outcomes achieved as a result, along with the findings of the non-executive directors referred to in Article 5(4) and any decisions (proposed or otherwise) taken by the Board based on them.
  - c. The Accountability Council shall express an opinion concerning the action taken by the Board based on the annual report and accounts and any other information concerning the policy pursued by the Board along with any policy choices made in relation to the future, including those choices affecting the execution costs.
  - d. The Board shall present the Accountability Council with a written, reasoned response to the latter's assessment.
  - e. The Accountability Council's assessment and the Board's response to it shall be inserted in the Pension Fund's annual report. The assessment shall include at least an opinion on the execution costs incurred.
3. The Board shall afford the Accountability Council an opportunity to present advice in respect of any decision which the Board intends to take in relation to.
  - a. its policy on remuneration;
  - b. the form and structure of the Fund's internal supervision;
  - c. the ratification and amendment of an internal complaints and and dispute resolution procedure;



- d. the preparation and amendment of communication and information policy;
- e. the assignment of all or part of the duties of the Pension Fund or the latter's assumption of obligations;
- f. the liquidation, merger or break-up of the Pension Fund;
- g. the conclusion, amendment or termination of an administration agreement;
- h. changing the Pension Fund's legal structure as provided for in Article 18, Book 2 of the Netherlands Civil Code; and
- i. the composition of the actual premiums and the extent of their components.

Advice shall be sought from the Accountability Council at such a time that it may have a major impact on the aforementioned decisions. When advice is sought, the Accountability Council shall be presented with a list of the reasons for the relevant decision and of the effects which it is expected to have on the Participants, Former Participants, and the Pensioners.

4. If so requested, the Board shall punctually provide the Accountability Council with all of the information and details which it reasonably requires for the purposes of performing its duties. Such information shall be provided in writing if this is requested. The Board shall enable the members of the Accountability Council to use the facilities at its disposal in so far as they reasonably require this in order to perform their duties.
5. The Accountability Council shall be entitled to consult the Board, the non-executive directors in their capacity as internal supervisors, the accountant referred to in Article 20(3) and the actuary referred to in Article 21 in so far as this is reasonably necessary for them to perform their duties as provided for in Clauses 2 and 3.
6. The Board and the Accountability Council shall meet together no less than twice every calendar year. In the course of such meetings those matters shall be raised which the Board or the Accountability Council deems it advisable to consult each other about.
7. The Board shall notify the Accountability Council in writing as soon as possible as to whether it will not adopt all or part of a recommendation, and when doing so shall also stipulate why it will be derogating from that recommendation or a minority recommendation contained in it.
8. The Accountability Council may file an appeal with the Enterprise Section of the Amsterdam Court of Appeal against any decision concerning a matter referred to in Clause 3 where:
  - a. the Accountability Council has not been afforded an opportunity to issue advice in relation to that decision;
  - b. the decision does not accord with the advice issued by the Accountability Council; or
  - c. facts and circumstances have become known which could have constituted grounds not to issue the advice in the form that it has been issued had the Accountability Council been aware of them at the time when it issued its advice.
9. The Accountability Council may file an application with the Enterprise Section of the Amsterdam Court of Appeal pursuant to its right of enquiry referred to in Part 2, Chapter 8 of Book 2 of the Civil Code. A decision to file such an application may only be taken in a meeting attended by all of the members of the Accountability Council with the consent of no less than three quarters (3/4) of them if that body consists of four (4) members or of no less than five sixths (5/6) of them where it consists of six (6) members.
10. The Pension Fund shall be liable for the costs involved in the Accountability Council conducting legal proceedings, provided that they are reasonably necessary for the purposes of it fulfilling its duties and



the Pension Fund is notified of those costs in advance. The Accountability Council may not have costs awarded against it in any legal proceedings between it and the Pension Fund.

11. The Board shall notify the Accountability Council immediately in writing concerning:
  - a. its duty to draw up a short-term recovery plan as provided for in Section 140 of the Pensions Act;
  - b. its duty to draw up a long-term recovery plan as provided for in Section 138 of the Pensions Act;
  - c. the appointment of an administrator as referred to in Section 173 of the Pensions Act;
  - d. the termination of the situation, as referred to in Section 172 of the Netherlands Pensions Act, which makes the exercise of the powers of all or specific bodies of the Pension Fund subject to the consent of one (1) or more persons designated by De Nederlandsche Bank.
12. The Accountability Council may draw up regulations regulating its internal mode of operation and, after adopting them, may amend them. Before such regulations are adopted or amended, the Board shall be afforded an opportunity to present its opinion on any proposed regulations or amendment.

## **Method of appointment, suspension, dismissal and composition of the Accountability Council**

### **Article 15**

1. The Board shall appoint the members of the Accountability Council.
2. The Accountability Council shall consist of Category A, B and C members.
3. The Category A members shall be appointed to serve as representatives of the Member Companies based on a nomination by Shell Nederland. The Category B members shall be appointed to serve as the Participants' representatives. The Category C members shall be appointed to serve as the Pensioners' representatives. The Category C members shall only be appointed once the number of Pensioners amounts to 10% or more of the total number of Participants and Pensioners. The Category B and C members shall be appointed immediately after they are elected by the Participants or Pensioners. The Board shall notify the Participants or the Pensioners of such an election in writing. When giving such notice, the Board shall present a candidate who has been appointed by a body or organisation designated by the Board which may be deemed to be representative of the Participants and Pensioners. That candidate shall be elected, unless no less than forty (40) Participants or Pensioners nominate another candidate or candidates for the election in writing within twenty-one (21) days after such notice has been given. Where the number of Participants or Pensioners amounts to less than two hundred (200), the figure of forty (40) mentioned in the foregoing sentence shall be replaced by twenty per cent (20%) of the number of Participants or Pensioners. In any situation referred to in the foregoing two (2) sentences the Board shall arrange a ballot amongst the Participants or the Pensioners and the candidate for whom the most votes are cast shall be deemed to have been elected. In the event of a tied vote, the candidate nominated by the Board shall be deemed to have been elected. An incomplete Accountability Council shall continue to have the power to act in its capacity as such.
4. The Board shall appoint one (1) of the Category A members to serve as the chairperson and one (1) of the other members to serve as the deputy chairperson.
5. Only a person who is or has been employed by any of the group companies and is not a member of the Board nor has the power to represent the Pension Fund in any other capacity pursuant to Article 12 of this Constitution, may be appointed to serve as a member of the Accountability Council.



6. When designating a body or organisation referred to in the penultimate sentence of Clause 3, the Board may stipulate additional requirements for eligibility for such appointment for the purposes of ensuring the quality and effectiveness of the manner in which the Accountability Council operates.
7. Membership of the Accountability Council shall terminate as soon as the relevant member ceases to satisfy the requirements for eligibility for appointment applicable in respect of the category of which they are a member.
8. The Board may dismiss a member of the Accountability Council in the event of exceptional circumstances and after having consulted the party who nominated the member in question. Exceptional circumstances exist if:
  - a. a member performs inadequately, after the member has been heard about this and after a request to this effect from at least two-thirds of the number of members of the Accountability Council; or
  - b. the member of the Accountability Council loses the power to independently manage and dispose of his or her assets in whole or in part pursuant to any statutory provision or court order.The Board may proceed with suspension in the case referred to above under a., for a maximum period of three months in the event of exceptional circumstances and after consultation with the party that nominated the member in question as referred to above under a..
9. After consulting the Board, the Accountability Council shall draw up a competency profile for its members. It shall stipulate the requisite competencies and the estimated time required, and shall make allowances for a policy on diversity. The Board may reject a candidate member for the Accountability Council if they do not satisfy the requirements stipulated in the competency profile.

## **Term of office, reappointment and retirement schedule of members of the Accountability Council**

### **Article 16**

1. Subject to the provisions of the following clause and of Article 15(7), (8) and (9), the appointment of a member of the Accountability Council shall always be valid for a period of four (4) years. Subject to the requirements for appointment, any member of the Accountability Council may be reappointed no more than once. A member of the Accountability Body may be appointed for a third term of up to four years if there is cause to do so. In that case, the Board will substantiate the reason for a third appointment and share it with the other bodies.
2. The Accountability Council shall adopt a retirement schedule.

## **Remuneration and meetings of the Accountability Council**

### **Article 17**

1. The members of the Accountability Council shall not receive any remuneration.
2. Each member of the Accountability Council shall have one vote at Accountability Council meetings.
3. An Accountability Council member may have himself represented at Accountability Council meetings, but only by a fellow member duly authorised in writing, including by e-mail, and for a meeting expressly stated in the proxy.
4. Unless otherwise determined in the present Constitution, a resolution of the Accountability Council shall only be deemed to have been passed if a majority of votes have been cast by the members present or represented at the meeting in favour of the motion. Blank votes shall be considered as not having been cast.



## Register

### Article 18

A register shall be maintained of the Participants, Former Participants, Beneficiaries, Pensioners and any other person who has a right or is entitled to any pension, and of every death and anything else that may be required for the purposes of ensuring the appropriate implementation of this Constitution and the Regulations.

## Assets

### Article 19

1. The Pension Fund's assets shall comprise:
  - a. contributions from Shell Nederland and the other Member Companies which have declared in writing that they are affiliated to the Pension Fund;
  - b. the Participants' contributions;
  - c. any returns on investments;
  - d. insurance receipts; and
  - e. other income.
2. The Pension Fund shall pursue an investment policy which accords with the prudent-person rule and anything else stipulated in or pursuant to the Pensions Act. The Board shall have the power to issue any further investment rules.
3. The total investments in Shell plc and Group Companies shall be confined to no more than ten per cent (10%) of the Fund's portfolio subject to the provisions of the law. Such investments shall be made in a prudent manner, having regard to the need for proper diversification.

## Financial year

### Article 20

1. The Fund's financial year shall coincide with the calendar year.
2. Every year the Board shall draw up a statement of the Pension Fund's situation prevailing at the end of the last financial year in the form of annual accounts, an annual report and other information in accordance with the relevant legal requirements.
3. The annual accounts must be accompanied by an audit report signed by an accountant as provided for in Section 2:393(1) of the Civil Code. The accountant shall have free access to all of the Pension Fund's books and records and may require any information which they deem necessary for the purposes of performing their duties. The accountant shall present a written report to the Board.
4. Every year within six (6) months from the end of the financial year the Board shall present De Nederlandsche Bank with the audited annual accounts and report, and other information referred to in Clauses 2 and 3 concerning the past financial year, which provide a true and fair view of the Pension Fund's financial situation and which reveal to the satisfaction of De Nederlandsche Bank that it has complied with any provisions stipulated in or pursuant to the Pensions Act and that the interests of the Pension Fund's stakeholders may be deemed to be properly safeguarded.



## Actuarial investigation

### Article 21

1. Every year the certifying actuary shall conduct an audit of the Pension Fund's financial position and shall present the Board with a written report in this respect.
2. The certifying actuary shall have free access to all of the Pension Fund's books and records and may require any information which they deem necessary for the purposes of performing their duties.
3. Every year within six (6) months from the end of the financial year the Board shall present De Nederlandsche Bank with an actuarial report concerning the Pension Fund along with a declaration from the certifying actuary.

## Chapter II, Concerning the Member Companies

### Admission

#### Article 22

1. The Pension Fund shall enter into one or more written administration agreements with Shell Nederland. Amongst other things, such administration agreements shall make provision for the admission of other legal entities which constitute part of the Group. The applicable provisions of the administration agreement between the Pension Fund and Shell Nederland shall be included in the administration agreements between the Pension Fund and the other Member Companies in the form of references. Furthermore, the administration agreements between the Pension Fund and the other Member Companies shall stipulate that Shell Nederland and the Pension Fund may agree on amendments to any administration agreements applicable between them, which shall automatically apply to the administration agreement between the Pension Fund and the other Member Companies.
2. Subject to the provisions of Article 5(6), a group company shall be admitted by entering into a written administration agreement with the Pension Fund. The Pension Fund shall maintain a list of the member companies.
3. Before the Board is able to decide to consent to entering into, amending or terminating one or more administration agreements, a proposal to do so shall be discussed during a meeting of the Board in which all of its members with voting rights are present or represented and no less than three quarters (3/4) of those non-executive directors with voting rights who are present or represented declare that they are in favour of that proposal.
4. Any Member Company which ceases to constitute part of the Group according to a written notice given by Shell Nederland to the Board shall no longer be deemed to be a Member Company as defined in this Constitution and the Regulations as of a date to be determined by Shell Nederland. The company concerned shall be notified of this as soon as possible.



## Chapter III, Final provisions

### Actuarial and Operating Memorandum

#### Article 23

The Pension Fund shall operate in accordance with an actuarial operating memorandum (*Actuariële en BedrijfsTechnische Nota*, ABTN) which accounts for its financial structure and the basis for the Pension Fund's policy, which shall include a statement of its investment principles, and which shall comply with the relevant provisions stipulated pursuant to the Pensions Act. The Board shall present the memorandum referred to in the foregoing sentence along with any amendment of it to De Nederlandsche Bank.

### Amendments

#### Article 24

1. The Board may amend this Constitution and the Regulations at any time. This Constitution shall be amended by means of a notarial deed.
2. The Board shall consult Shell Nederland before it may decide to amend this Constitution. The relevant proposal shall then be discussed during a meeting of the Board in which all of its members with voting rights are present or represented and no less than three quarters (3/4) of those non-executive directors with voting rights who are present or represented declare that they are in favour of that proposal.
3. The provisions of Clause 2 shall apply mutatis mutandis to any amendment of the Regulations but only in so far as such amendment has the effect of raising the Pension Fund's financial obligations or increasing the risks to which the Pension Fund is exposed to what the Board believes to be a material extent.

### Situation after Shell Nederland has exercised the authority to make use of the payment reservation on behalf of all Member Companies as specified in the administration agreement between the Pension Fund and Shell Nederland

#### Article 25

1. As soon as possible after the day on which Shell Nederland exercises its power to terminate the payment of premiums for all Participants and Former Participants at that point in time in the event of a far-reaching change of circumstances as provided for in the administration agreements between the Pension Fund and Shell Nederland, the certifying actuary shall conduct an audit of the situation prevailing in the Pension Fund and shall present the Board with a written report in this respect.
2. Having regard to the Pension Fund's obligations in relation to any pension entitlements of Beneficiaries other than Participants and Pensioners' pension rights that have accrued before the date referred to in Clause 1, as of that date the Board shall set aside provisions for the allocation of entitlements to pensions or other benefits to Participants in respect of the pension entitlements that have accrued up until and including that date (which is deemed to include any entitlements to a partner's or orphan's pension and any pension for a person dependent on a Participant) subject to such rules and amounts as the Board determines in accordance with principles of equity and fairness after consulting the certifying actuary and Shell Nederland.





3. The Participants' entitlements to pensions or other benefits referred to in the foregoing clause shall replace those which the persons referred to in it would otherwise receive pursuant to the Pension Fund's Regulations.
4. The Board shall have the power to assign to one (1) or more other approved pension administrators any obligations which the Pension Fund may have or come to have in relation to pension rights and entitlements, and any other benefits after the date referred to in Clause 1.
5. The Board shall have the power to regulate the consequences of the occurrence of the situation referred to in this article following consultation with the certifying actuary and acting subject to the provisions of this article.

## **Dissolution**

### **Article 26**

1. The Board shall have the power to dissolve the Pension Fund.
2. Before the Board may make a decision in favour of such dissolution, it shall consult Shell Nederland. The relevant proposal shall then be discussed during a meeting of the Board in which all of its members with voting rights are present or represented and no less than three quarters (3/4) of those non-executive directors with voting rights who are present or represented declare that they are in favour of that proposal.
3. Liquidation shall be effected by the Board.
4. The Board shall fill any vacancies which arise within its number in the course of liquidation.
5. In the event that the Pension Fund is liquidated, it shall have a duty to effect a group transfer of assets to another pension administrator in accordance with the provisions of Section 84 of the Pensions Act.
6. Any liquidation balance that remains shall be applied in accordance with the Pension Fund's objects as far as possible.

## **Complaints Procedure**

### **Article 27**

The Board shall draw up a complaints procedure.

## **Contingencies**

### **Article 28**

The Board's decision shall be final in any situation that is not provided for in this Constitution or the Regulations.

## **Disputes**

### **Article 29**

1. All legal relations pertaining to this Constitution and the Regulations involving the Pension Fund, its bodies, any Member Company and/or a Participant or Former Participant, other Beneficiary or Pensioner shall be governed by and construed in accordance with the laws of the Netherlands.
2. Any dispute arising pursuant or in relation thereto – where relevant subject to the provisions of the complaints procedure drawn up by the Pension Fund – shall be brought before a competent court of law in The Hague, unless otherwise stipulated in this Constitution.