

Mediq NV Remuneration Committee regulations ¹

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

Article 1 - Role and duties

- 1.1 Without affecting the regulations of the Supervisory Board, the Remuneration Committee shall advise the Supervisory Board concerning its duties, and shall make preparations for the Supervisory Board's decision-making concerning these.
- 1.2 Furthermore, the duties of the Remuneration Committee include:
 - a. making recommendations to the Supervisory Board regarding the remuneration policy for Board of Management members, to be approved by the general meeting;
 - b. making recommendations concerning the remuneration of individual Board of Management members, to be approved by the general meeting.

This recommendation shall in any event cover: (i) the remuneration structure, (ii) the level of the fixed remuneration, the shares to be granted, and/or options and/or other variable remuneration components, pension rights, redundancy schemes and other reimbursements, as well as performance criteria and their implementation;
 - c. drawing up the remuneration report on the remuneration policy as specified by the Supervisory Board. The Supervisory Board remuneration report shall contain a statement on the manner in which remuneration policy has been put into practice in the previous financial year, and shall also contain an overview of the remuneration policy expected by the Supervisory Board for the coming year and subsequent years. This overview shall in any event include the information described in Article II.2.10 of the Corporate Governance Code, as referred to in Article 2: 391, paragraph 4 of the Dutch Civil Code. The Supervisory Board remuneration report shall be placed on the company website.

Article 2 - Composition, expertise and independence

- 2.1 The Remuneration Committee shall be made up of three members. An up-to-date overview of the members of the Supervisory Board is included in the Annex to these Regulations.
- 2.2 Without affecting the regulations of the Supervisory Board, the following requirements shall be taken into consideration regarding the composition of the Remuneration Committee:
 - a. each of its members, with the exception of one person at the most, shall be independent;
 - b. neither the Supervisory Board chairman, nor one of the current or former members of the Board of Management, nor one of the members of the Board of Management of another listed company shall be chairman of the Remuneration Committee;

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.*

- c. none of the members, with the exception of one person at the most, shall, at the same time, be a member of the Board of Management of another Dutch listed company.

Article 3 - Chairman

- 3.1 In compliance with the provisions of Article 2 of these regulations, the Supervisory Board shall appoint one committee member as chairman. The chairman is responsible, in particular, for the proper functioning of the committee. He shall act as spokesman for the Remuneration Committee and he is the primary point of contact with the Supervisory Board.

Article 4 - Meetings

- 4.1 The Remuneration Committee shall meet at least twice per year, and furthermore as often as one or more of its members consider necessary. The meetings shall normally be held in the company offices, but may also take place elsewhere.
- 4.2 Unless the Remuneration Committee decides otherwise, meetings of the Remuneration Committee shall not be attended by one or more Board of Management members.
- 4.3 Meetings shall be convened by the authorised person who requests the meeting. In so far as practicable, the notice of the meeting and the agenda of matters to be discussed shall be provided to the Remuneration Committee members seven days before the date of the meeting.
- 4.4 Minutes shall be taken of the meetings. Normally these shall be approved at the subsequent meeting. If, however, all Remuneration Committee members agree with the contents of the minutes, their approval may also take place earlier. The minutes shall be signed for acceptance by the chairman, and shall be delivered to the Supervisory Board as soon as possible.

Article 5 - Establishment and publication of these regulations

- 5.1 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