



## **CORPORATE GOVERNANCE**

Date : 30 March 2009

**The Executive Board and the Supervisory Board of DHV Holding B.V. are guided by the principles and best practice provisions of the Dutch corporate governance code.**

### **Code Compliance**

The Executive Board and the Supervisory Board are responsible for compliance with the Code, inasmuch as it applies to DHV Holding B.V. as a private, unlisted company. Only under exceptional circumstances, as set out below, the Code is not observed.

The company reserves the right to reconsider any positions it may have taken and to not observe one or more of the Code's provisions. Any cases of non-observance and the reasons for these are reported to the Annual Shareholders' Meeting. If future changes in the current situation render further provisions of the Code applicable to DHV, the company will take a position and inform the Annual Shareholders' Meeting of its response.

### **Executive Board**

The Executive Board is responsible for the management of the DHV Group. This includes responsibility for formulating and implementing corporate objectives and strategy, and for the resulting policy and financial performance. The Executive Board must also ensure that a risk management and control system tailored to the DHV Group is applied (see Risks and Risk Management in the Annual Report on page 67). Information on the remuneration policy for the Executive Board is presented on this website, while details of its composition can be found in the Annual Report on page 8.

### **Supervisory Board**

The Supervisory Board oversees the course of the Group's activities, and the operation and general policy of the Executive Board, also providing advisory support to the Executive Board. The Supervisory Board is given advice by the Audit Committee (see Report from the Supervisory Board in the Annual Report on page 6). The remuneration policy for the Supervisory Board is presented on this website, while details of its composition can be found in the Annual Report on page 6.

### **Annual Shareholders' Meeting**

DHV Holding B.V. is a large, private company and is subject to the full 'structure regime'. The Annual Shareholders' Meeting appoints the external accountant, approves the annual accounts, appoints and sets the remuneration for the members of the Supervisory Board, and approves the Executive Board's remuneration policy. The members of the Executive Board are appointed and dismissed by the Supervisory Board. Information regarding the shareholding structure is provided in the Annual Report on page 70.

### **Financial Reporting**

The Executive Board is responsible for the quality and completeness of the published financial reports, which are produced under the supervision of the Supervisory Board and the Audit Committee. DHV has developed strict internal procedures for producing and publishing its annual report, half-year figures, and occasional financial information. These procedures are subject to Supervisory Board supervision. The external accountant attends the Annual Shareholders' Meeting at which the annual accounts are adopted. There is also an internal audit function, under the responsibility of the Executive Board.

### **Exceptions to the principles and best practice provisions**

DHV endorses the principles formulated in sections I, II, III, and V of the Code. However, it deviates from the Code on the following points:

- Best practice provision II.2.7 (maximum compensation in the event of dismissal): DHV Holding B.V. has agreed with its executives on a severance payment amounting to one year's base salary plus the average of the variable compensation.
- Principle III.5 (three key committees): given the close involvement of all members of the Supervisory Board in remuneration and selection, a decision has been taken not to establish committees to deal with these two questions for the time being.
- Principle IV (annual shareholders' meeting): the company is a private company with only three legal entities as shareholders. Provisions aimed at promoting the greatest participation possible by shareholders in the company's decision-making are therefore only of limited relevance. Similarly, arrangements for proxy voting and communication with shareholders are not relevant, and adequate procedures to these ends have been set up.
- Best practice provisions IV.1.1 (no statutory two-tier status), IV.1.2 (voting right on financing preference shares), IV.1.3 (private bid), and IV.1.7 (registration date) are not applicable.
- Principle IV.2 (depository receipts of shares) is only of limited application. The depository receipts issued by the company are not listed and are only held by DHV Group staff members.
- Best practice provision IV.2.8 (proxies and binding voting instructions) is observed with regard to proxy votes, while the issuance of voting instructions is not considered necessary.
- Principle IV.3 (provision of information to the annual shareholders' meeting) is only of limited relevance since the company's financial information simply cannot lead to the acquisition of shares or depository receipts of shares by anyone other than DHV Group staff members.
- Best practice provision IV.3.1 (meetings with analysts, presentations, and press conferences) is only partly applicable. The DHV Group issues press releases on its annual and half-year figures.
- Best practice provisions IV.3.2 (analysts' reports and valuations), IV.3.4 (meetings with analysts and investors), IV.3.7 (shareholder circular), and IV.3.9 (anti-takeover measures) are not applicable.
- Principle IV.4 (responsibility of institutional investors) is not applicable.