

Appendix 1. Nomination Procedure and Selection Criteria for Directors

When a Director's office is scheduled to become available, the NRC should discuss the following elements in order to allow sufficient time for the nomination process:

- the intention to recommend to the Board to add a new Director, or to replace or re-appoint an incumbent Director;
- the need for a non-executive or executive Director;
- the independence requirements (cf. section II.2.3 of the CG Charter);
- the competency profile of the individual and the selection criteria;
- the expected timetable.

The NRC should make a reasoned recommendation to the Board.

When dealing with a new appointment, the Chairperson should ensure that, before considering the candidate, the Board has received sufficient information such as the candidate's curriculum vitae, an assessment of the candidate based on the candidate's initial interview(s), a list of the positions currently held by the candidate and, if applicable, any necessary information about the candidate's independence.

When considering proposing the former CEO as a Director, the Board ensures that the necessary safeguards are in place so that the new CEO has the required autonomy. The Board also carefully considers the implications (positive and negative) of such a decision.

The Board makes proposals to the General Meeting for the (re)appointment of Directors. These proposals should include a recommendation from the Board. Any proposal should specify the proposed term of the mandate, which should not exceed four years. It should include relevant information on the candidate's professional qualifications together with a list of the positions the candidate already holds. The Board will indicate which candidates satisfy the independence criteria as set out in the Code.

The Board should propose the General Meeting to vote on each proposed appointment separately.