



 **NESCIO EQUITY**

## **PROCEDURE CORPORATE MANAGEMENT**

This procedure describes the registration, management and disclosure of corporate affairs within the Nescio Group.

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Version 1

Approved by Board of Directors Nescio Equity Holdings  
Date January 1st 2011

# PROCEDURE CORPORATE MANAGEMENT

## Introduction

The Nescio group of companies (“Nescio”) is made up of approximately 70 legal entities, 5 joint ventures and 15 branch offices (“Company”). The Corporate Affairs of each Company need to be managed in a timely and accurate manner.

## Corporate Management Procedure

Corporate Affairs are related to various business functions within Nescio as a reference for their transactional and reporting activities.

The Corporate Management Procedure (“CMP”) contains the applicable set of policies and procedures Nescio uses to manage the Corporate Affairs of its business functions.

The main areas of interest of the CMP are:

- Corporate Governance
- Material Contracts
- Corporate Projects
- Risks & Compliance

## Responsible

The CMP is approved by the Management Board of Nescio and is integrated in the General Management Framework.

The Corporate Legal & Compliance Department is responsible for the implementation, maintenance and audit of the CMP.

## Corporate Affairs

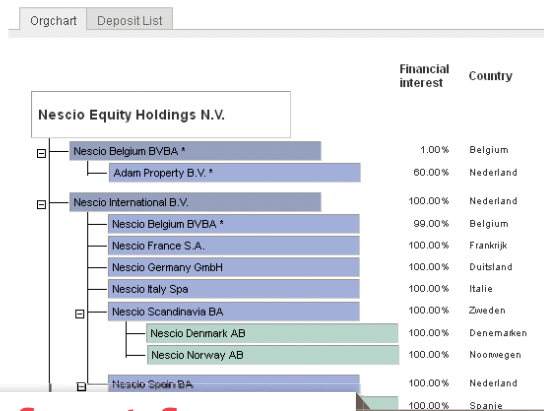
The following Corporate Affairs of each Company are subject to the CMP:

- A.** Incorporation and acquisition of a Company
- B.** Sale, merger and dissolution of a Company
- C.** Change in authorized or issued capital
- D.** Shareholders' agreements
- E.** Articles of association and bylaws
- F.** Branch offices and other rep offices
- G.** Joint venture agreements
- H.** Appointments and resignation of directors
- I.** Internal signing authorities
- J.** Powers of attorney
- K.** Meetings of official committees
- L.** Engagement of corporate service providers
- M.** Guarantees and indemnities
- N.** Collateral rights on assets owned by a Company
- O.** Intercompany agreements
- P.** Loan agreements
- Q.** Material business contracts
- R.** Ownership and licensing of IP rights
- S.** Ownership and rent of real estate
- T.** Ownership and lease of other material assets
- U.** Annual reporting
- V.** Claims and litigation
- W.** Insurance agreements and claims
- X.** Procedures of the General Management Framework
- Y.** Permits and other mandatory registrations

Other Corporate Affairs can be subject to the CMP.

# ANNEX A: CORPORATE AFFAIRS

## Orgchart: Nescio Equity Holdings N.V.



### Corporate Governance

- Legal entities, joint ventures and branches
- Directors, proxy holders and other appointments
- Internal signing authorities
- Meetings of Management Board

## D00019 - Rental Agreement office space A

Counterparty	Berken Real Estate C.V.
Department	Facilities
Contract Manager	Bavinck, H.J.
Effective date	01/01/2006
Nescio company	Nescio Equity Holdings N.V.

General Documents	
Short description	Rental Agreement office space Amsterdam
Number	D00019
Approval	Signed
Term	Definite
Cancellation period	6 months
Due date	06/30/2011
Renewal date	12/31/2011
Option renewal	Automatic with another 5 years

### Contract Management

- Guarantees, pledges and loans
- Intercompany agreements
- IP rights, real estate and other assets
- Material business agreements

## Claim loan agreement CLAIM

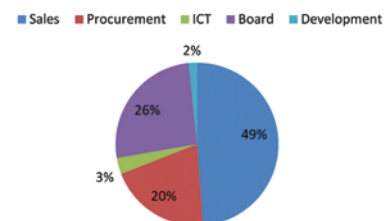
Nescio company	Nescio Equity Holdings N.V.
Opposing party	ABC Bank N.V.
Title case	Claim loan agreement
Start	01/01/2010
Summary	<p>De renteswap wordt in het algemeen gebruikt om renterisico's te bepalen op een renteswap zijn IRS of Interest Rate Swap.</p> <p>De renteswap is een ruiltransactie die geschiedt op een internationaal tegen elkaar ruilen. Na het verstrijken van deze tijd worden ze weer te een comparatief voordeel dat een van de partijen geniet.</p> <p>De koper van een renteswap koopt een renteswap om zich te beschermen om te zetten in een nieuwe lening, maar met de swap het renterisico verkoper, die zich weer verplicht de koper het variabele percentage te betalen.</p> <p>De hoofdsommen van de leningen worden bij een IRS niet uitgewisseld rentes.</p> <p>Zie ook: treasury, rente- en valutamanagement.</p>
Type	Claimant

### Project Management

- Mergers & Acquisitions
- Claims & Litigation
- Annual reporting
- Outside counsel management

Department	Total Contracts	Pending Contracts	Closed Contracts
Sales	150	56	
Procurement	62	21	
ICT	10	5	
Board	80	24	
Development	5	5	
<b>Total</b>	<b>307</b>	<b>111</b>	

### Total contracts per Department



### Risks & Compliance

- Policies and procedures
- Permits and other mandatory registrations
- Management dashboards
- Key Performance Indicators



## Corporate Actions

All new Corporate Affairs and material changes to Corporate Affairs are a corporate action of Nescio ("Corporate Action").

Each Corporate Action, required by the law, tax, finance and other departments of a business function, needs to be approved according to Nescio's internal signing authorization procedure ("Signing Authorization").

## Corporate Management Platform

Nescio uses a standard corporate management platform ("EFFACTS") for the registration, control and reporting of all Corporate Affairs and related Corporate Actions.

A request for a Corporate Action needs to be registered in EFFACTS before the Corporate Action can be legally executed. After registration, the Corporate Legal & Compliance Department will ask for the required approvals.

Each Company has a separate virtual data room in EFFACTS. This data room needs to contain all current and historical information related to the Corporate Affairs.

## Objectives

EFFACTS is the central digital repository for all Corporate Affairs of Nescio. The platform enables all business functions to embed the CMP in their respective work processes.

The objective of the use of EFFACTS is to ensure:

- Consistent management of Corporate Affairs
- Control of all relevant risks
- Compliancy of business functions involved
- Integrity and security of corporate information.

## Compliance with CMP

Each Company needs to appoint a Corporate Manager. The Corporate Manager is responsible for the compliance with the CMP of the business functions of his or her Companies.

The Corporate Legal & Compliance Department will perform a compliance check on the implementation of the CMP at the end of each Quarter.

## Disclosure of Corporate Data

EFFACTS is available via the Intranet of Nescio. Access rights are controlled by the IT Department in Amsterdam, The Netherlands.

The Corporate Legal & Compliance Department is responsible for both the retention and the disclosure of the information.

## Reports on Corporate Management

The Corporate Legal & Compliance Department maintains the following corporate reports ("Corporate Reports"):

- Org charts of all Companies
- Procedures of General Management Framework
- Officers and their external authorization
- Internal signing authorizations
- Powers of Attorney
- Status report Corporate Actions
- Quarterly Change Report
- Data Room Index
- Overviews of material contracts
- Insider Shareholdings
- Calendar for corporate events
- Notifications for corporate due dates
- Claims & Litigation Report

# ANNEX B: FEATURES EFFECTS

BOARD OF DIRECTORS	
Officer	Title
Jansen, K.	President and Chairman
Karstens, E.	Director

SUPERVISORS	
Officer	Title
Heerman, J.	Member
Klat, J. de	President

PROXYHOLDERS	
Officer	Title
Bavinck, H.J.	General counsel
Klaassen, J.J.J.	Manager IT
	Manager R&D

## Reporting

- Org charts and lists
- Standard and custom reports
- Excel sheets and pivot tables
- Fact sheets and summaries

Overview contracts with due date <180	
Contracts	
D00454 - Leases of cars	
D00406 - Convertible Loan Agreement	
D00119 - Service Level	
D00258 - Productie materiaal	
D00191 - Outsourcing	
D00244 - Beschikbaarstellen gegevens	
D00161 - Licentie Legal Manager	
D00337 - Productie materiaal	
D00019 - Rental Agreement office space Amsterdam	
D00115 - Mantelovereenkomst detachering	
D00314 - SLA voor hardware	
D00265 - Distributie	

## Notifications

- Automatic alerts
- Change reports and newsletters
- Reminders for tasks
- Email integration

NESCIO EQUITY	
Home / Overview active Nescio companies /	
<b>Nescio Equity Holdings N.V.</b> NESCIO ENTITY	
<ul style="list-style-type: none"> <li>General</li> <li>Shares</li> <li>Corporate</li> <li>Appointments</li> <li>Shareholdings</li> <li>Contracts</li> <li>Annual AG</li> </ul>	
<b>Corporate file</b>	
01. Deed of incorporation, articles of association and amendments	
02. Shareholders' register and share certificates	
03. Sale and purchase agreements/transfer documents regarding the shares in the Company, inter	
04. Other agreements concerning the shares in the Company (e.g. options, warrants, issuance of st	
05. Encumbrances and waivers	
06. Commercial register	

## Secure data room

- Search in meta data and documents
- Clear index for structure and sharing data
- Audit trails of view, edit, create and remove
- Role Based Access Control

DRAFT CONTRACTS	
Contracts in draft	Nescio Company
C0234 - Sales Agreement	Nescio Holding B

CONTRACT - REVIEW BY LEGAL	
To be reviewed by Legal	Nescio Company
C0228 - Joint Venture	Nescio Holding B
C0232 - Service Level Computer	Nescio Holding B
C0233 - Nieuwe SLA voor samenwerking	Nescio Holding B

CONTRACT - TO APPROVE	
To be approved	Nescio Company
C0227 - Service board members	Nescio Holding B
C0230 - Management services	Nescio Holding B
C0231 - Services	Nescio Holding B

## Workflow

- Generation of standard documents
- Electronic approvals
- Audit of mandatory information
- Requests for services

# EXTRACT PROCEDURE FOR THE SIGNING AUTHORITIES OF NESCIO

All employees of Nescio are prohibited to enter into any commitment on behalf of a Company without the appropriate internal signing authorization (“Proxy”). This Procedure confirms the rules concerning these Proxies.

The Procedure shall apply regardless whether an employee may be entitled to any more extensive signing authority for a Company of any nature whatsoever under any applicable laws, regulations and/or articles of association.

An employee of Nescio can be appointed as:

- Proxy Holder A
- Proxy Holder B
- Proxy Holder C
- Proxy Holder D

The general principle is that Nescio may only be bound by two Proxy Holders, except for the commitments as specified hereafter.

A Proxy Holder is authorized to sign documents and correspondence committing Nescio or granting discharge on behalf of Nescio subject to observance of the following rules:

- A commitment entered into or the discharge granted that does not exceed EUR 10k may be signed by one Proxy Holder being at least category D.
- A commitment entered into or the discharge granted that does not exceed EUR 25k may be signed by one Proxy Holder being at least category C.
- A commitment entered into or the discharge granted that does not exceed EUR 50k may be signed by one Proxy Holder being at least category B.

- A commitment entered into or the discharge granted that does not exceed EUR 100k may be signed by one Proxy Holder being at least category A.
- A commitment entered into or the discharge granted that does not exceed EUR 250k must be signed by two Proxy Holders being at least category B.
- A commitment entered into or the discharge granted that does not exceed EUR 500k must be signed by two Proxy Holders being at least category A.
- A commitment entered into or the discharge granted that does exceed EUR 500k must be signed by two Proxy Holders being at least category A subject to prior approval of the Management Board.
- Documents and correspondence to enter into or terminate an employment must be signed by two Proxy Holders being at least category B.
- Documents and correspondence to grant an employee a Proxy of category D, C or B must be signed by two Proxy Holders being at least a category A.

All documents and correspondence committing Nescio or granting discharge on Nescio’s behalf related to any of the Corporate Affairs set out in the Corporate Management Procedure may only be signed by two Proxy Holders A subject to prior approval of the Management Board.

A Proxy shall expire in all cases on the termination of the employment of the Proxyholder. The Proxy shall also expire as soon as it is withdrawn by the Management Board.



# ABOUT EFFACTS

## Highlights

- 24/7 insight in all corporate data
- Lower administrative costs
- Reduced operating and legal risks
- Online collaboration with stakeholders
- Avoidance of missed deliverables
- Market leader, >8 years in business
- No investment, license per user
- Easy to use, local service desk

## The challenge

With the rising importance of corporate governance and risk control, most corporate departments are facing an unprecedented work pressure. Stakeholders require a higher service level and more instant access to corporate data than ever before. One of the key business challenges for a company is to find the best way to manage all relevant corporate information efficiently. The business processes for the registration, control and reporting of corporate matters need to be streamlined.

## The solution

Without the appropriate information management tools, employees waste precious resources searching for information, organizing workload from various locations and generating reports on an ad hoc basis. EFFACTS is the most competitive corporate management solution on the market today.

EFFACTS offers functionality within one integrated corporate platform for:

- **Corporate Governance:** legal entities, shareholdings, appointments, meetings, ..
- **Contract Management:** guarantees, loans, licenses, internal service levels, ..
- **Project Management:** litigation, claims, mergers & acquisitions, ..
- **Risk & Compliance:** permits, filings, key performance indicators...

## The benefits

Management of your corporate affairs with EFFACTS is a guaranteed way of making money. Not only will you reduce costs through more efficient information and risk management, but you will also benefit financially from a better understanding of your rights and obligations. Furthermore, EFFACTS provides you with an extremely efficient infrastructure to share corporate data with your outside counsel, accountants, management, and internal customers.

## About EFFACTS

EFFACTS is the most widely used corporate management solution in the Benelux. EFFACTS offers a comprehensive suite of tools for the registration, management, disclosure and reporting of corporate affairs. The platform is developed by the Dutch software company Effects B.V. and has been in production since 2002. EFFACTS can be integrated with other information management systems such as Microsoft Sharepoint.

For more information, contact us by telephone at +31 20 3301680.

