

**NOMINATION AND CORPORATE GOVERNANCE COMMITTEE CHARTER
INNIO N.V.**

INTRODUCTION

Article 1

- 1.1** This charter, together with the relevant provisions of the Board Rules, governs the organization, decision-making, and other internal matters of the Committee. In performing their duties, the Committee Members shall comply with this charter and the relevant provisions of the Board Rules.
- 1.2** The purpose of the Committee is to identify individuals qualified to become Board members consistent with criteria approved by the Board, to recommend that the Board select the director nominees for the next annual meeting of shareholders, and to oversee the evaluation of the Board.
- 1.3** This charter shall be posted on the Company's external website.

DEFINITIONS AND INTERPRETATION

Article 2

- 2.1** Unless otherwise defined in this charter, capitalized terms shall have the meanings ascribed to them in the Board Rules.
- 2.2** Without prejudice to Article 2.1, the following definitions shall apply in this charter:

Article	An article of this charter.
Board	The Company's board of directors.
Board Rules	The internal rules of the Board.
Committee	The Company's nomination and corporate governance committee.
Committee Chairperson	The chairperson of the Committee.
Committee Member	A member of the Committee.
Company	INNIO N.V.

- 2.3** Terms that are defined in the singular have a corresponding meaning in the plural.

Words denoting a gender include each other gender.

COMPOSITION

Article 3

- 3.1** The Committee consists of at least three (3) Non-Executive Directors.
- 3.2** The Committee Members shall be appointed and dismissed by the Board.
- 3.3** More than half of all Committee Members shall be independent within the meaning of the Dutch Corporate Governance Code.
- 3.4** All Committee Members shall satisfy the independence requirements of the Nasdaq Stock Market LLC, subject to any available exception.
- 3.5** The Committee shall elect a Committee Member to be the Committee Chairperson. The Committee may dismiss the Committee Chairperson, provided that the Committee Member so dismissed shall subsequently continue his/her term of office as a Committee Member without having the title of Committee Chairperson.

DUTIES AND ORGANIZATION

Article 4

- 4.1** In addition to those duties delegated to the Committee in this charter, the Board may allocate from time to time certain of its tasks and duties to the Committee pursuant to a resolution to that effect. The Committee can validly pass resolutions in respect of matters which fall under the tasks and duties allocated to the Committee and such resolutions shall be attributed to the Board as if adopted by the Board itself.
- 4.2** The Committee is charged with, and shall be able to pass resolutions relating to, the following matters:
 - a.** drawing up selection criteria and appointment procedures for the Directors;
 - b.** reviewing the size and composition of the Board and submitting proposals for the composition profile of the Board;
 - c.** making recommendations to the Board as to the determination of independence of Non-Executive Directors;
 - d.** reviewing the functioning of individual Directors and reporting on such review to the Board;
 - e.** drawing up a plan for the succession of Directors;
 - f.** submitting proposals for (re)appointment of Directors;
 - g.** supervising the policy of the Board regarding the selection criteria and appointment procedures for the Company's senior management and executive officers; and

- h.** overseeing the self-evaluation of the Board and its committees to determine whether they are functioning effectively.
- 4.3** The Committee has the sole authority to retain and terminate any advisors, including without limitation search firms to identify candidates for the Board or for executive positions, compensation consultants as to those individuals, and legal counsel, including sole authority to approve all such advisors' reasonable fees and other retention terms.
- 4.4** The Committee shall meet as often as it determines is appropriate to carry out its responsibilities, but not less frequently than annually, and each meeting shall be presided over by the Committee Chairperson and, in the absence of the Committee Chairperson, one of the other Committee Members shall be designated as the acting chair of the meeting.
- 4.5** The Committee may delegate all or part of its authority to subcommittees or to the Committee Chairperson.
- 4.6** The Committee shall regularly report on its deliberations, activities and findings to the Board.
- 4.7** At least annually, the Committee shall review the performance evaluations prepared by each committee of the Board and consider any recommendations for proposed changes to the Board.
- 4.8** At least annually, within the context of the review referred to in Article 4.7, the Committee shall evaluate its own performance and report to the Board on such evaluation. The Committee shall also review and assess the adequacy of this charter at least annually and recommend any proposed changes to the Board.

DECISION-MAKING

Article 5

Articles 6.1 through 6.9 and 6.13 and 6.14 of the Board Rules apply mutatis mutandis to the decision-making of each Committee, provided that references to the Chairperson should be interpreted as being references to the Committee Chairperson.

AMENDMENTS AND DEVIATIONS

Article 6

Pursuant to a resolution to that effect, the Board may amend or supplement this charter and allow temporary deviations from this charter, subject to ongoing compliance with applicable law and stock exchange requirements.

GOVERNING LAW AND JURISDICTION**Article 7**

This charter shall be governed by and shall be construed in accordance with the laws of the Netherlands. Any dispute arising in connection with this charter shall be submitted to the exclusive jurisdiction of the competent court in Amsterdam, the Netherlands.