



Charter of the Audit Committee of the Board of Directors of Indaver nv

1 Purpose of the audit committee

The audit committee of Indaver nv is a subcommittee of the board of directors and is made up of directors who do not have operational responsibilities in the company or in its subsidiaries or joint ventures.

The most important task of the audit committee is to assist the board of directors in fulfilling its supervisory function and especially the supervision and auditing of:

- financial information destined for the shareholders and others;
- company safety and environment policy;
- the internal audit system set up by the board of directors and the management;
- the audit process.

The scope of the supervision exercised by the audit committee includes the activities of Indaver nv and all its subsidiaries and joint ventures in which Indaver nv has a participation of at least 50%.

The main duties and responsibilities of the audit committee are:

- objective assessment of the financial reporting system and the internal audit system of the company;
- objective assessment of the safety and environment policy of the company, including the reporting system and internal audit system for these policy areas;
- assessment of the audit activities of the external auditor and the internal audit cell;
- ensuring open communication between the audit committee, management, external auditor and internal audit cell.

The audit committee is given unlimited access to all information belonging to the company and to all company personnel and may use any means it deems necessary to perform its duties properly. The audit committee meets on a regular basis and, in addition to this, the chairman can convene special meetings whenever this is found to be necessary.

The audit committee revises and updates its charter every year.

2 Composition of the audit committee

The audit committee comprises four members who are appointed by the board of directors. Provided the "B" shareholders have a shareholding of at least 10% in Indaver nv, 1 member of the audit committee will be appointed on the recommendation of the "B" shareholders. The selected members should preferably include one or more independent directors. All members must have an understanding of business accounting.



The chairman of the audit committee is chosen by the board of directors. The secretary of the audit committee is appointed by the committee members.

3 Meetings and organisation of the audit committee

The audit committee meets at least five times a year but may meet more frequently if circumstances dictate this. The audit committee may request that representatives of the management attend its meetings to inform the audit committee about specific issues.

The agenda for each meeting and supporting documents are distributed to the committee members at least ten days before the meeting.

The audit committee must allow the management, the head of the internal audit cell and the external auditor the opportunity to hold private meetings with the audit committee to discuss problems which the interested party or the audit committee itself wish to discuss in confidence.

The audit committee must meet the management at least four times a year to discuss the financial figures.

The audit committee will report on its activities to the board of directors. The audit committee can formulate any recommendations that it considers to be necessary by virtue of its supervisory function. To that end the audit committee produces a report after each of its meetings that is discussed at the next subsequent meeting of the board of directors.

The audit committee produces a report for the annual report of the board of directors, which includes the composition and powers of the audit committee, and in which the audit committee sets out how it has discharged its duties. This report is submitted to the full board of directors.

4 The audit process

The audit committee should express an opinion to the board of directors on the appointment or reappointment of the external auditor and also on his fee. The audit committee will endeavour to pursue a consistent policy with respect to recommendations on the selection of external auditors.

The audit committee monitors the independence of the internal auditor. It has a say in the appraisal and remuneration of the internal auditor and may assign tasks to him directly.

The audit committee closely monitors the independence of the external auditor. The external auditor must inform the audit committee about other duties he has performed for the company.

The audit committee monitors the coordination of the audit plans of the internal and external audits. To that end, the audit committee may discuss the scope of the audit and the audit programme with both the internal and external auditors. The objective of the audit committee is to coordinate the audit work in order to have as many aspects of the audit process covered as possible and in order to use the audit resources as efficiently as possible.

5 Annual accounts and system of financial reporting

5.1 In consultation with the external auditor and the internal audit cell, the audit committee will:

- be actively involved in important accounting and reporting matters, including complex and non-current transactions, and also matters that require a high degree of analysis;
- examine whether the annual accounts are complete and consistent with the information known to the members of the audit committee;
- supervise the budgeting and financial reporting processes of the company;
- assess the quality and suitability of the accounting principles of the company in consultation with the external auditor and the management;
- assess and approve major changes to the auditing process and the accounting policies of the company when such changes are proposed by the management, the internal audit cell or the external auditor;
- follow up whether changes and improvements to the financial and accounting practices, as approved by the audit committee, have actually been implemented;
- check whether there have been any discussions or disputes between the management of the company and the external auditor and how they were resolved;
- check whether there were any significant problems during the auditing process with respect to access to requested information or with respect to the work to be carried out;
- discuss the management letters addressed to the company by the external auditor and look into how they can be applied by the company.

The audit committee will discuss the interim and annual figures with the management the internal audit cell and the external auditor and will examine specific issues reported by them.

The audit committee will evaluate the financing opportunities and methods of the company at regular intervals, at least once a year.

6 The internal audit system

The audit committee will obtain information from the internal audit cell and the external auditor about the internal audit systems. The head of the internal audit cell will report regularly to the audit committee on all potentially important conclusions and weaknesses in this audit system.

The audit committee will evaluate the effectiveness of the internal audit systems.

The audit committee will check whether the management responds appropriately to comments and recommendations on the internal audit system by the external auditor and the internal audit cell.

7 Compliance and corporate governance

The audit committee will check the effectiveness of the systems intended to guarantee compliance with laws and regulations and will obtain information about infringements established by the management and also about measures taken to address this.

At regular intervals the audit committee will see to the ethical rules of conduct laid down by the company.

The audit committee monitors the activities, organisation, expertise, staffing and budget of the internal audit cell.

The audit committee will check regularly, at least once a year, whether any legal matters have arisen which could have a significant impact on the financial reporting and/or could have repercussions upon the company's management.

8 Miscellaneous

The audit committee will assess the information and IT policy and systems, their effectiveness and possible improvements at regular intervals, at least once a year.

9 Self-assessment

The audit committee will perform regular self-assessments. After completing an assessment, the committee will consider the results in the presence of the full board of directors, so that any necessary action can be taken to meet the recommendations.

Approved by the audit committee on June 15, 2007

Approved by the board of directors on October 4, 2007

