



Nominating and Corporate Governance Committee Charter

Allego N.V.

Allego

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Introduction

Article 1

- 1.1 This charter, together with the relevant provisions of the Board Rules, govern the organisation, 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 This charter shall be posted on the Website.

Definitions and Interpretation

Article 2

- 2.1 Unless otherwise defined in this charter, capitalised 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:

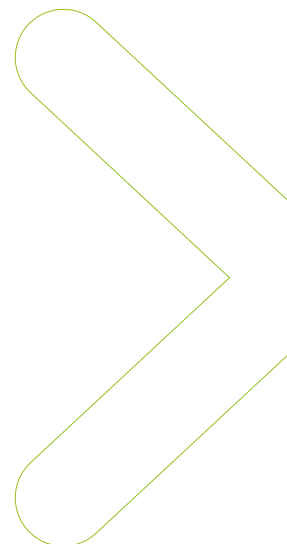
Article	An article of this charter.
Board	The Company's board of directors.
Board Rules	The internal rules of the Board.
Code of Conduct	The Company's code of business conduct and ethics.
Committee	The Company's nominating and corporate governance committee.
Committee Chair	The chair of the Committee.
Committee Member	A member of the Committee.
Company	Allego N.V.

- 2.3 Terms that are defined in the singular have a corresponding meaning in the plural.
- 2.4 Words denoting a gender include each other gender.

Composition

Article 3

- 3.1 The Committee consists of at least two Non-Executive Directors.
- 3.2 The Committee Members shall be appointed by the Board annually, and dismissed by the Board, with or without cause, at any time.

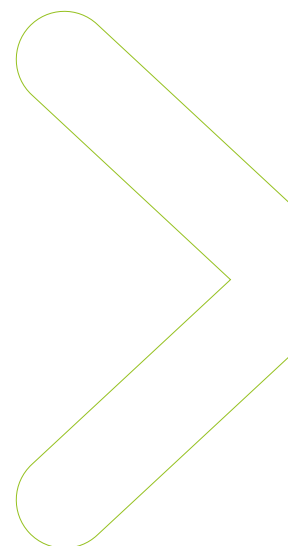


- 3.3 The majority of all Committee Members shall be independent within the meaning of the Dutch Corporate Governance Code.
- 3.4 All Committee Members shall be independent in accordance with the applicable listing standards of the NYSE, subject to an election by the Company to rely on the exemption available to “foreign private issuers” or any other permitted transition periods.
- 3.5 The Committee shall elect a Committee Member to be the Committee Chair. The Committee may dismiss the Committee Chair, provided that the Committee Member so dismissed shall subsequently continue his term of office as a Committee Member without having the title of Committee Chair.

Duties And Organisation

Article 4

- 4.1 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.
- 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, including identifying, screening and recommending Board director candidates for election to the Board, consistent with the criteria approved by the Board;
 - b overseeing the Company’s policies and procedures with respect to the consideration of director candidates recommended by shareholders of the Company;
 - c reviewing the size and composition of the Board and submitting proposals for the composition profile of the Board;
 - d reviewing annually the relationships between Directors, the Company and members of management and making recommendations to the Board as to the determination of independence of Non-Executive Directors under the applicable rules of the NYSE and the Dutch Corporate Governance Code;
 - e reviewing the functioning of individual Directors and reporting on such review to the Board;
 - f drawing up a plan for the succession of Directors;
 - g submitting proposals for (re)appointment of Directors;
 - h supervising the policy of the Board regarding the selection criteria and appointment procedures for the Company’s senior management and executive officers;
 - i overseeing the self-evaluation of the Board and its committees to determine whether they are functioning effectively;
 - j developing and recommending to the Board, and periodically reviewing and recommending modifications to, the Articles of Association, Board Rules and other governance policies of the Company;



- k reviewing, and reporting on or making recommendations to the Board about, when considered appropriate, significant emerging corporate governance issues and practices; and
 - l developing, overseeing and coordinating with management on appropriate director induction programmes.
- 4.3 The Committee has the authority to retain, oversee and terminate any advisors, including search firms to identify candidates for the Board or for executive positions, and legal counsel, including sole authority to approve all such advisers' reasonable fees and other retention terms.
- 4.4 The Committee shall meet on a regularly scheduled basis, or 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 Chair and, in the absence of the Committee Chair, 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 Chair.
- 4.6 The Committee shall regularly report on its deliberations and findings to the Board, and maintain minutes or other records of Committee meetings and activities.
- 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.

Amendments And Deviations

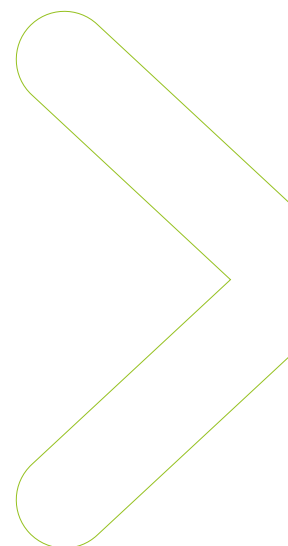
Article 5

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 6

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.



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