

# Supervisory Board Profile

This Supervisory Board Profile was adopted by the Supervisory Board on 6 December 2017.

## 1 DEFINITIONS

1.1.1 Capitalized terms used but not defined herein shall have the meaning assigned to them in the Supervisory Board Rules.

## 2 GENERAL

2.1 This profile was prepared taking into account the nature of the Company's business and its activities.

2.2 This profile sets out:

- (a) the size of the Supervisory Board;
- (b) the desired expertise and background represented in the Supervisory Board;
- (c) the desired diversity among Supervisory Board members; and
- (d) the desired independence of Supervisory Board members.

2.3 The Supervisory Board considers this profile when preparing nominations of persons to be appointed as Supervisory Board members.

## 3 SIZE AND COMPOSITION

### 3.1 Size

3.1.1 The Supervisory Board shall consist of three (3) or more members.

### 3.2 Composition

3.2.1 The desired composition of the Supervisory Board is such that the combined experience, expertise and diversity of the Supervisory Board members enables the Supervisory Board to best carry out its responsibilities.

3.2.2 In particular, the desired composition of the Supervisory Board must include the following areas of expertise and backgrounds among its members:

- (a) financial administration and accounting, and internal risk management and control systems;
- (b) management strategy and risks inherent to the Company's business;
- (c) technology, innovation, and transformation;
- (d) (senior) management selection, recommendation and development; and
- (e) compliance, corporate governance and company law.

### **3.3 Diversity**

3.3.1 The desired composition of the Supervisory Board complies with the Company's diversity policy.

### **3.4 Independence**

3.4.1 The desired composition of the Supervisory Board enables Supervisory Board members to operate independently, including the ability to operate critically with one another, the Management Board, and any particular interests involved.

3.4.2 In order to safeguard its independence, the Supervisory Board is composed in accordance with the following criteria:

- (a) any one of the criteria referred to in Best Practice provision 2.1.8, sections i. to v. inclusive of the Code should be applicable to at most one Supervisory Board member;
- (b) the total number of Supervisory Board members to whom the criteria referred to in Best Practice provision 2.1.8 of the Code are applicable should account for less than half of the total number of Supervisory Board members; and
- (c) for each shareholder, or group of affiliated shareholders, who directly or indirectly hold more than ten (10) percent of the shares in the Company, there is at most one Supervisory Board member who can be considered to be affiliated with or representing them as stipulated in Best Practice provision 2.1.8, sections vi. and vii of the Code.

3.4.3 The Chairman cannot be a former Management Board member and must be independent in accordance with Best Practice provision 2.1.8 of the Code.

## **4 MISCELLANEOUS**

4.1 Clause 11 of the Supervisory Board Rules applies equally to this Supervisory Board Profile.