

## **BOARD PROFILE**

*Each Non-Executive Board member shall be capable of assessing the broad outline of the overall policy. Each Non-Executive Board member shall have the specific expertise required for the fulfilment of the duties assigned to the role designated to him within the framework of the Board profile. The composition of the Board shall be such that the Non-Executive Board members are able to carry out their duties properly. The Board shall aim for a diverse composition in terms of such factors as gender and age. A Non-Executive Board member shall be reappointed only after careful consideration. The profile referred to above shall also be applied in the case of a reappointment.*

*The Non-Executive Board members shall prepare a profile of the Board's size and composition, taking account of the nature of the business, its activities and the desired expertise and background of the Non-Executive Board members. The profile shall deal with the aspects of diversity in the composition of the Board that are relevant to the Company and shall state what specific objective is pursued by the board in relation to diversity. In so far as the existing situation differs from the intended situation, the Non-Executive Board members shall account for this in the Non-Executive Report and shall indicate how and within what period it expects to achieve this aim. The profile shall be made generally available and shall be posted on the Company's website.*

*At least one Non-Executive Board member shall be a financial expert with relevant knowledge and experience of financial administration and accounting for large legal entities.*

### **Composition in general**

Taking into account the nature of the Company's business and its activities, the Board's scope and composition (and division of duties) is as follows:

The Board consists of 3 Non-Executive Board members, however for reasons of continuity this maximum may be exceeded temporarily with the approval of the General Meeting. Non-Executive Board members are selected and recommended according to the following selection criteria:

- (a) background/ education/ training/ degrees;
- (b) (international) experience;
- (c) skills;
- (d) independence;
- (e) diversity.

The composition and qualities of the Board as a whole should be in line with the Company's size, portfolio, nature, culture, geographical spread and its status as a listed Company.

When a proposal is made for the (re)appointment of a new Non-Executive Board member, the Non-Executive Board primarily looks at the expertise, experience and independence of the candidate.

The Non-Executive Board shall aim for a diverse composition in terms of such factors as gender and nationality.

The composition of the Board shall be such that the combination of experience, expertise and independence of its Non-Executive Board members will enable the Board in the best way to perform its duties towards the Company and the stakeholders of the Company (including its shareholders).

The following member of the Board is considered a financial expert as referred to in the Code (best practice provision III.3.2): Jurgen van Breukelen.