



Schedule 2 Profile of the Supervisory Board

1 GENERAL

- 1.1.1 This profile was prepared taking into account the nature of the Company's Business and its activities.
- 1.1.2 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.
- 1.1.3 Each Supervisory Board member is capable of assessing the broad outline of the Company's overall management.
- 1.1.4 The Supervisory Board considers this profile when preparing nominations of persons to be appointed as Supervisory Board members.
- 1.1.5 This profile is posted on the Company's website.
- 1.1.6 The following information about each Supervisory Board member is included in the Supervisory Board's report:
 - (a) gender;
 - (b) age;
 - (c) nationality;
 - (d) principal position;
 - (e) other positions, in so far as they are relevant to the performance by the Supervisory Board member of his or her duties;
 - (f) date of initial appointment; and
 - (g) current term of office.

2 SIZE, COMPOSITION, DIVERSITY AND INDEPENDENCE

2.1 Size

- 2.1.1 The Supervisory Board consists of at least 3 and at most 7 members.

2.2 Composition

- 2.2.1 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.
- 2.2.2 In particular, the desired composition of the Supervisory Board includes the following areas of expertise and backgrounds among its members:
 - (a) knowledge and experience of financial and economic matters, including financial administration and accounting, and internal risk management and control systems;
 - (b) knowledge of and experience in the functioning of companies with international operations;
 - (c) management strategy and risks inherent to the Business;
 - (d) management selection, recommendation and development;
 - (e) specific affinity with social relations, human resources and organisation;
 - (f) technological know-how;
 - (g) expertise and experience in marketing and practical commercial experience;
 - (h) knowledge and experience in fields similar to those in which TKH Group NV operates;
 - (i) experience in public administration in the area of relations between the business sector and the different tiers of government at national and international level;
 - (j) general legal expertise; and
 - (k) compliance, corporate governance, stock exchange rules and stakeholder management.



- 2.2.3 Candidates must also be selected in such a way as to ensure that the combination of experience, expertise and independence best enables the Supervisory Board:
- (a) to oversee the policy of the Executive Board and the general affairs of TKH Group NV and its affiliated businesses;
 - (b) to provide timely and adequate supervision of the policy of the Executive Board and to assist the Executive Board in the pursuit of its policy;
 - (c) to operate independently and critically towards the other members of the Supervisory Board and the Executive Board and to take measures to manage the company in the absence of the Executive Board.
- 2.2.4 The Supervisory Board shall endeavour to ensure that some of its members are currently active in a senior function.
- 2.2.5 Several members must possess the qualities required to serve as chairman of the Supervisory Board.
- 2.2.6 The composition of the Supervisory Board shall be such that there is sufficient mutual trust to allow the Supervisory Board to operate as a team.
- 2.2.7 Prior to every nomination for appointment or re-appointment the Supervisory Board shall assess its composition in light of all the principles in this profile.

2.3 Diversity

- 2.3.1 The desired composition of the Supervisory Board complies with the Company's diversity policy.
- 2.3.2 The Supervisory Board draws up a diversity policy for the composition of the Executive Board and the Supervisory Board. The policy addresses the specific targets relating to diversity and the diversity aspects relevant to the Company, such as nationality, age, gender, education and work background.

2.4 Independence

- 2.4.1 The desired composition of the Supervisory Board enables Supervisory Board members to operate independently, including the ability to operate critically with one another, the Executive Board, and any particular interests involved.
- 2.4.2 In particular, the desired composition of the Supervisory Board ensures that:
- (a) at most one Supervisory Board member does not qualify as independent under Best Practice provision 2.1.8. i. up to and including v. of the Code ;
 - (b) less than half of the Supervisory Board members do not qualify as independent under Best Practice provision 2.1.8. of the Code; and
 - (c) for each shareholder, or group of affiliated shareholders, who directly or indirectly hold more than ten percent of the shares in the Company's share capital, 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. vi. and vii. of the Code.