

# ALFEN N.V.

## SUPERVISORY BOARD PROFILE

### 1. Description of the nature and activities of the Company and its affiliated enterprise

Under Clause 1.1 of these By-Laws the nature and size of the Company and its affiliated enterprise must be taken into account when determining the activities and composition of the Supervisory Board. Relevant factors are:

- (a) the nature, culture and activities of the business of the Company and its Subsidiaries
- (b) the stock exchanges where the Company is listed
- (c) the specific role of the Company within the group it heads
- (d) the organisational structure of the Company and its Subsidiaries
- (e) the "business principles" and the "code of ethics" of the Company and its Subsidiaries
- (f) the number of employees of the Company and its Subsidiaries
- (g) the applicability or non-applicability to the Company of the statutory two-tier regime
- (h) the composition (nationalities, number of shareholders, presence of absence of controlling shareholders, etc.) of the General Meeting of Shareholders
- (i) the geographical location of the Subsidiaries
- (j) the composition and size of the Management Board

### 2. Description of the desired composition of the Supervisory Board

Factors which may play a part in the description of the desired composition of the Supervisory Board as a whole are:

- (a) responsible performance of the duties attributed to the Supervisory Board by legislation, the Dutch Corporate Governance Code and other regulations and code of conduct
- (b) balance between nationalities, gender, age, experience and background of each of the members of the Supervisory Board
- (c) the Supervisory Board Profile will set out the aspects of diversity in the composition of the Supervisory Board (Section 2:166 DCC, at least 30% women and at least 30% men) that are relevant to the Company as well as the current aim applied by the Supervisory Board in respect of diversity
- (d) balance between and experience and affinity with the nature and culture of the business of the Company and its Subsidiaries
- (e) the organisational structure of the Company and its Subsidiaries

- (f) the social policy of the Company and its Subsidiaries
- (g) the role of the Company in society
- (h) political and cultural knowledge of the countries where the Company and its Subsidiaries operate
- (i) (international) knowledge of and experience in financial, legal, economic, commercial, social and marketing areas

### **3. Description of the desired expertise and background of the individual members of the Supervisory Board**

Factors which may play a role in the description of the desired expertise and background of the individual members of the Supervisory Board are:

- (a) knowledge of and experience in financial, legal, economic, commercial, social and marketing areas
- (b) experience with (the management or supervision of the management of) a listed company
- (c) national and international experience with groups of companies
- (d) experience with corporate governance
- (e) experience with organisational processes
- (f) knowledge of and experience and affinity with the business of the Company and its Subsidiaries
- (g) knowledge of information and communication technology systems (ICT) and related cyber security risks (disruption, failure or abuse of ICT)
- (h) expertise on the field of technological innovation
- (i) expertise on the field of new business models
- (j) to be able, also by having a sufficient amount of available time, to supervise and promote the policy of the Management Board and the general course of affairs within the Company timely and adequately and to assist the Management Board with the preparation and implementation of its policy
- (k) to be able to operate independently and critically in relation to the other members of the Management Board and the Supervisory Board and to take measures in the absence of the Management Board to provide for the management of the Company
- (l) to be prepared to do an introduction, education or training programme
- (m) to be prepared to approve of these By-Laws
- (n) not to have a conflict of interest at the time of appointment
- (o) to be prepared and able to act as Chairman and/or Vice-Chairman
- (p) to be prepared and able to lead the General Meeting of Shareholders

- (q) to be prepared and able to temporarily manage the Company if one or more members of the Management Board are absent or unable to perform their duties
- (r) to be a team player
- (s) to match with the composition of the Supervisory Board at the time of appointment

#### **4. Diversity policy of the Supervisory Board**

The Supervisory Board shall draw up a diversity policy with regard to the composition of the Supervisory Board that addresses the diversity aspects relevant to the Company, such as nationality, age, gender, and education and work background.<sup>1</sup>

#### **5. Size and composition of the Supervisory Board**

- (a) Point of departure at all times is that the size of the Supervisory Board must be such that the Supervisory Board as a whole can perform its duties effectively and responsibly and that each individual member of the Supervisory Board is able to make a contribution by his specific qualities.
- (b) Without prejudice to the provisions of Clause 5(a) above, the Supervisory Board endeavours to achieve that it consists of at least three members.
- (c) The Supervisory Board must at all times be so composed that Clause 1.4 of these By-Laws is complied with as much as possible.

#### **6. Miscellaneous**

- (a) The Supervisory Board discusses at least once a year, without the Management Board being present, the composition and competence of the Supervisory Board.<sup>110</sup>
- (b) Each change to the Supervisory Board Profile will be discussed at the General Meeting of Shareholders and with the Works Council.<sup>2</sup>
- (c) This Supervisory Board Profile must be taken into account on each (re)appointment of members of the Supervisory Board.<sup>3</sup>
- (d) This Supervisory Board Profile is posted on the Company's website.<sup>4</sup>

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<sup>1</sup> Dutch Corporate Governance Code, best practice provision 2.1.5 <sup>110</sup>

Dutch Corporate Governance Code, best practice provision 2.2.6.

<sup>2</sup> Section 2:158 Dutch Civil Code.

<sup>3</sup> Dutch Corporate Governance Code, Principe 2.2.

<sup>4</sup> Dutch Corporate Governance Code, best practice provision 2.1.1.