

corporate governance statement

This is a statement concerning corporate governance as referred to in article 2a of the Decree additional requirements management reports (*Vaststellingsbesluit nadere voorschriften inhoud bestuursverslag*) (the “**Decree**”).

The information required to be included in this corporate governance statement pursuant to articles 3, 3a and 3b of the Decree can be found in the following chapters, sections and pages of the Aalberts N.V.’s annual report 2019 or other documentation as referred to below and are deemed to be included and repeated in this statement:

- the information concerning compliance with the principles and best practice provisions of the Dutch Corporate Governance Code as required by article 3 of the Decree can be found in the chapter ‘corporate governance’ on page 48. The full text of the applicable 2016 version of the Dutch Corporate Governance Code is available at www.mccg.nl;
- the information concerning the main features of the internal risk management and control systems relating to the financial reporting process as required by article 3a sub a of the Decree, can be found in the chapter ‘risk and opportunity management’ on pages 44 up to and including 47;
- the information regarding the functioning of the General Meeting and the main authorities and rights of the shareholders as required by article 3a sub b of the Decree is included in the company’s articles of association (the “**Articles of Association**”) and can be found in the chapter ‘corporate governance’ on pages 48 up to and including 50, and the paragraph on ‘Special controlling rights under the Articles of Association’ on page 141;
- the information regarding the composition and functioning of the Management Board, the Supervisory Board and its committees as required by article 3a sub c of the Decree, can be found in the chapter ‘corporate governance’ on pages 48 up to and including 50 and the ‘report of the Supervisory Board’ on pages 53 up to and including 60;
- the information regarding the diversity policy for the composition of the Management Board and the Supervisory Board as required by article 3a sub d of the Decree, can be found in the chapter ‘report of the Supervisory Board’ on page 57 and page 58;
- the information referred to in the Decree Article 10 Takeover Directive (*Besluit artikel 10 overnamerichtlijn*) as required by article 3b of the Decree can be found in the chapter on ‘the Aalberts share’ on page 154, the chapter ‘corporate governance’ on pages 48 up to and including 50, the ‘report of the Supervisory Board’ on pages 53 up to and including 60,

- the paragraph on ‘Special controlling rights under the Articles of Association’ on page 141 and the notes to the financial statements 2019;
- information referred to in the Decree Article 10 Takeover Directive article 1 sub j can be found in note 8.1.3 to the financial statements 2019. Certain lenders providing credit facilities as described in note 8.1.3 to the financial statements 2019, have the right to demand complete repayment of the outstanding amounts in case any person or any group of persons acting together acquire control of more than 50% of the voting rights of Aalberts N.V.

This statement forms part of Aalberts N.V.’s annual report 2019.