

## **schedule 1**

### profile of the Supervisory Board

#### **1 general**

- 1.1 This profile was prepared taking into account the nature of the Company's business and its activities.
- 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 Directors; and
  - (d) the desired independence of Supervisory Directors.
- 1.3 The Supervisory Board considers this profile when preparing nominations of persons to be appointed as Supervisory Directors.

#### **2 size and composition**

##### **2.1 size**

- 2.1.1 The Supervisory Board consists of at least three Supervisory Directors.

##### **2.2 composition**

- 2.2.1 The desired composition of the Supervisory Board is such that the combined required expertise, experience, competencies, other personal qualities, sex or gender identity, age, nationality and cultural or other background of the Supervisory Directors enables the Supervisory Board to best carry out its responsibilities, and that networks relevant to the Company and its affiliated business are sufficiently represented in it.
- 2.2.2 At least one member of the Supervisory Board shall have relevant knowledge and experience at a listed company or another large legal entity in financial and administrative/accounting areas.
- 2.2.3 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) management selection, recommendation and development; and
  - (d) related technologies.

##### **2.3 diversity and inclusion**

- 2.3.1 The desired composition of the Supervisory Board complies with the Company's diversity and inclusion policy.
- 2.3.2 The Supervisory Board must adopt a diversity and inclusion policy for the composition of the Management Board and the Supervisory Board. The policy, in any case, must set specific, appropriate and ambitious targets towards achieving a good balance in gender diversity and the other diversity and inclusion aspects of relevance to the Company.

##### **2.4 independence**

- 2.4.1 The desired composition of the Supervisory Board enables Supervisory Directors to operate independently, including the ability to operate critically with one another, the Management 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 Director does not qualify as independent pursuant to best practice provision 2.1.8 sections (i) to (v) inclusive of the Code;
  - (b) less than half of the Supervisory Directors do not qualify as independent pursuant to 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 Director 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.