

PROFILE OF THE SUPERVISORY BOARD OF ROYAL TEN CATE

1. GENERAL

The terms used in this profile shall have the same meanings as in the regulations of the Supervisory Board.

This profile was adopted by the Supervisory Board on 26 February 2014 on the basis of the provisions of article 19, paragraph 3 of the company's articles of association. This profile has been drawn up taking into account the nature of the company, the activities of the company and the required expertise and background of the supervisory board members. The Supervisory Board has discussed this profile in the General Meeting and with the Works Council. This profile will be evaluated from time to time and assessed in the light of social developments and strategic changes affecting the company and shall be amended accordingly as necessary.

The Supervisory Board has the task of supervising the policy of the Executive Board and the general state of affairs of the company and the business associated with it. The Supervisory Board shall support the Executive Board by providing advice. In performing its duties, the Supervisory Board shall be guided by the interests of the company and the business associated with it and to that end shall consider the relevant interests of the parties involved with the company.

2. COMPOSITION

The Supervisory Board shall be composed in such a way that the members can operate independently and critically with regard to each other, the Executive Board and any individual interest, within the limits of its powers and in accordance with legislation and regulations.

The Supervisory Board must comprise of members who act in accordance with the interests of the company as a whole. The Supervisory Board and its members must be independent and impartial. Independent with respect to the Executive Board, shareholders, Works Council and other parties involved with the company. The Supervisory Board does not promote particular or group interests, but is required to weigh the various particular interests.

Members of the company's Supervisory Board are not to occupy or assume any positions which may conflict with the interests of the company and the businesses associated with it.

The Supervisory Board must be able to operate harmoniously. In addition to individual qualities, the added value must also lie in the team as a whole. The Supervisory Board must therefore be able to exchange views in a fruitful and efficient manner concerning the matters within its competence. The Supervisory Board must also devote attention to the availability and deployability of a supervisory board member, which is required for the proper fulfilment of his duties.

The Supervisory Board shall comprise at least three members. In the event that fewer than three supervisory board members are in office at any time, the Supervisory Board shall continue to constitute a duly authorised body.

The Supervisory Board shall strive for a mixed composition, including with regard to age, gender and international experience.

The Supervisory Board shall be attentive to the particular requirements that apply to the international character of a listed company. Specific expertise on one or more aspects of the corporate objectives and company activities must be seen in combination with wide social experience, wisdom and an open mind set for social developments. The Supervisory Board must also address the question of whether reasonable criteria are being fulfilled with regard to corporate social responsibility.

The composition of the Supervisory Board shall be such that the combination of experience, expertise and independence of its members shall best enable the Supervisory Board to perform its various advisory and supervisory duties in a proper manner. This means that the Supervisory Board as a whole must fulfil the following criteria:

- spread of specific expertise with regard to one or more aspects of corporate strategy, the business policy and the risks associated with the business activities;
- spread of social experience;
- availability of networks of relevance to the company and the businesses associated with it and the activities performed by it;
- experience in business both nationally and internationally, preferably in an industrial environment;
- spread of specific experience in those areas in which the company is or will become active.

Each supervisory board member must be able to assess the main features of the overall policy and one or more members of the Supervisory Board must in any case have experience and expertise in one or more of the following areas:

- commercial/marketing/entrepreneurship;
- managerial experience and organisational processes;
- finance/economics and investor relations;
- research/science/technology;
- relationships between business and politics/government;
- social/societal relations;
- company law in the broad sense;
- personnel and social relations;
- international corporate experience, preferably in a listed company;
- broad general understanding of entrepreneurship, including the relationship between economic, social and financial developments, partly to help stimulate activities which are of importance for the continuity and profitability of the company.

3. NOMINATIONS

In the event of a nomination for appointment or reappointment of one or more members of the Supervisory Board, such nomination shall be assessed by the Supervisory Board in terms of the composition, criteria and qualities stated in this profile, in the context of the composition of the Supervisory Board at that time.

A member of the Supervisory Board shall not be eligible for appointment or reappointment if the respective member of the Supervisory Board has already held a seat on the Supervisory Board three times in succession for a term of four years.