

## PROFILE OF THE ORDINA SUPERVISORY BOARD

The following profile was drawn on the basis of the provisions of Article 2.2 of the rules of procedure of the Supervisory Board of Ordina N.V. ("Ordina"), without prejudice to legal and corporate provisions pertaining to the Supervisory Board, as well as the relevant provisions of Ordina's Articles of Association. The profile is adopted by the Supervisory Board and may be amended by a decision of the Supervisory Board.

### Objective of the profile

This profile lays down rules for the desired expertise, background and independence of the supervisory directors, as well as the desired diverse composition and the size of the Supervisory Board. A supervisory director should have the skills to fulfil the supervisory duties and the Supervisory Board should be composed adequately. The profile is used as a guideline in the (re) appointment of supervisory directors.

### Composition of the Supervisory Board

The Supervisory Board should be composed in such way that the requisite expertise, background, competencies and independence among its members are present to carry out its supervisory duties properly.

### Expertise and experience

Each supervisory director should be capable of assessing the main outlines of the overall policy. Each supervisory director should also have the specific expertise required for the fulfilment of its duties, and should meet one or more of the experience-related criteria listed below:

- General or management experience in a large, profit-driven, listed company. Affinity with general business operations and business development, and have top-level managerial experience.
- High-level ICT background. Broad knowledge of information and communication technology, both in terms of technical know-how and marketing (strategic developments).
- Financial expertise. Relevant knowledge and experience in financial accounting at listed companies or other large legal entities
- Knowledge of industrial relations and human resources issues.
- Knowledge of outsourcing, both in terms of technical know-how and marketing (strategic developments).
- Active involvement in labour-processes.

Taking into account the nature of the business and Ordina's activities, the aim is for the Supervisory Board to be composed in such a way that the above experience-related criteria are sufficiently represented on the Supervisory Board, on the understanding that the Supervisory Board should at the very least always include a management expert and a supervisory director with competence in accounting and/or auditing.

### Personal qualities and characteristics

The members of the Supervisory Board should have knowledge of and experience in the following areas and/or possess the following qualities and characteristics:

- a keen eye for, and involvement in, social, economic, political and other developments.

- Affinity with the ICT sector.
- The ability to maintain independence.
- Sufficient experience, know-how and expertise to supervise the policies pursued by the Management Board, and the ability to advise the Management Board.
- An understanding of relations within and between businesses, and between the corporate sector and society.
- The sitting supervisory directors should have as much active involvement as possible in the labour process.
- The number of supervisory directorships or non-executive directorships with legal entities within the meaning of article 2:142a par.1 of the Dutch Civil Code held by one member of the Supervisory Board is limited in such a way as to ensure the proper performance of duties – also taking into account the time needed for such - and shall never be more than five, with the chairmanship of a supervisory board or one-tier board counting double.

### *Diversity*

The Supervisory Board seeks to achieve a composition in accordance with (the objectives of) Ordina's diversity policy, and the diversity aspects relevant to Ordina such as nationality, age, gender, expertise, and social background. When filling vacancies on the Supervisory Board, the aim shall be to strike a fair balance between the various criteria in the persons sitting on the Supervisory Board. In view of the above, the Supervisory Board shall, when filling vacancies, also strive to achieve the statutory target for the male/female ratio.

### *Independence*

The composition of the supervisory board is such that the members are able to operate independently and critically vis-à-vis one another, the management board, and any particular interests involved. In order to safeguard its independence, the supervisory board is composed in accordance with the following criteria:

- any one of the criteria referred to in best practice provision 2.1.8, sections i. to v. inclusive should be applicable to at most one supervisory board member;
- the total number of supervisory board members to whom the criteria referred to in best practice provision 2.1.8 are applicable should account for less than half of the total number of supervisory board members; and
- for each shareholder, or group of affiliated shareholders, who directly or indirectly hold more than ten percent of the shares in the company, 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, sections vi. and vii.

### *Size of the Supervisory Board and rotation schedule*

Ordina's Supervisory Board consists of at least three members. The Supervisory Board has a rotation schedule in place. In principle, supervisory directors are appointed for a period of four years, and may then be reappointed for another four-year term. In line with the Corporate Governance Code, the supervisory board member may then subsequently be reappointed again for a period of two years, which appointment may be extended by at most two years. In the event of a reappointment after an eight-year period, reasons will be given in the report of the supervisory board. Reappointment shall not be automatic and supervisory directors may only be reappointed after careful consideration, taking into account this profile. Based in part

on the experience of the supervisory director or directors who retire in any year, the Supervisory Board shall draw up a tailor-made profile for a new candidate, with due observance of the criteria listed in this profile and taking into account the existing composition of the Supervisory Board.

### **Evaluation**

This profile will be evaluated periodically and amended when this is deemed necessary.