



## **SUPERVISORY BOARD PROFILE POSTNL**

### **1. General information**

- 1.1 The Supervisory Board is charged with the supervision the Board of Management and the general course of affairs of the Company and its subsidiaries. It also assists the Board of Management by providing advice.
- 1.2 The Supervisory Board has the following standing Committees: an Audit Committee, a Remuneration Committee and a Nomination Committee. The function of these standing Committees is to prepare the decision-making of the Supervisory Board. The members of the standing Committees shall be appointed from the members of the Supervisory Board, who shall all be available to serve on such Committees.
- 1.3 The composition of the Supervisory Board shall be such that the members are able to operate critically and independently of one another, of the Board of Management and of any particular interest. The Supervisory Board members must be able to take measures to manage the Company in the absence of the Board of Management.
- 1.4 The powers of the Supervisory Board pursuant to the law and the Articles of Association are vested in the Supervisory Board as a body and are exercised subject to collective responsibility.
- 1.5 In view of the aforementioned, the Supervisory Board shall operate as one body and the knowledge, experience and background of its individual members should be considered in the context of the Supervisory Board as a whole.
- 1.6 As the Company's situation, markets and environment change, the Supervisory Board's need for specific competencies will change. Therefore the profile of the Supervisory Board shall be reviewed each year in the light of changing circumstances and against the background of the company's prevailing situation.
- 1.7 The remuneration of the Supervisory Board members shall be determined by the General Meeting of Shareholders.
- 1.8 Business in the Supervisory Board and its standing Committees will be conducted in the Dutch language (or, if necessary, English).

### **2. Profile of the Supervisory Board**

#### **2.1. Composition in general**

- a. Each Supervisory Board member shall be capable of assessing the broad outline of the overall policy. Each Supervisory Board member shall have the specific expertise required for the fulfilment of the duties assigned to the role designated to him or her within the framework of the Supervisory Board profile. Each Supervisory Board member shall have sufficient time available for the proper performance of his or her duties. The composition of the Supervisory Board shall be such that it is able to carry out its duties properly.
- b. The Supervisory Board shall have at least three members. They are in principle appointed for a term of four years and can be reappointed for another four years term. Thereafter, members may be reappointed for a two years term, which term can be extended with maximum two years. Reappointment will not occur automatically, but will depend on the performance of the Supervisory Board member in question. The Supervisory Board will review the performance of its members on an annual basis.
- c. The Supervisory Board is composed of a mix of people with executive experience, preferably gained in the private sector, experience in corporate governance of large listed companies, experience in communication and experience in the political and social environment, preferably within a Dutch political network, in which such companies operate. Preferably, the Supervisory Board shall have at least two members with a solid business background (of whom preferably one as CEO) and one member with a financial background. The Supervisory Board should preferably have one member who is currently active as an executive outside the Company.
- d. With respect to diversity in its composition, the Supervisory Board pursues variation in age, gender, expertise, social background and nationality, in accordance with the diversity policy as adopted by the Supervisory Board. To the extent possible, the Board will strive for a balance reflecting the abovementioned variation.



## 2.2. Primary areas of competence that must be covered

The Supervisory Board shall have in-depth knowledge of:

1. International developments in markets, products and technologies. The Supervisory Board must have in-depth understanding of these developments, in order to be able to assess independently the services that the Company provides or anticipates to provide in existing and new markets, particularly in the areas of:
  - marketing and sales;
  - information -and communication technology (ICT), ICT applications and ICT systems;
  - knowledge of business processes;
  - logistics
2. International and national developments in government policy and legislation, public affairs and tax
3. Financial administration, accounting policies and internal controls of listed multinationals
4. International and national acquisitions and joint ventures
5. Social and political conditions in all key countries where the Company operates, with specific knowledge of and attention to the interests of employees
6. Investor relations
7. Management and organisational issues
8. Corporate governance development
9. National and international capital markets