

## **PROFILE SUPERVISORY BOARD KONINKLIJKE (ROYAL) HASKONINGDHV GROEP B.V.**

February 2018

### **General**

The Supervisory Board's task is "to supervise the policy of the Executive Board and the general course of events of the Company and its affiliated business. It advises the Executive Board. In discharging its tasks, the Supervisory Board will be guided by the interests of the Company and its affiliated business" (hereafter "the Group").

In accordance with Dutch law, the Supervisory Board (hereafter also "the Board") is guided by the interests of the Company and its affiliated business. The Board and its individual members therefore, shall not represent any one-sided interest, which in itself is fundamentally different than the contribution of personal specific expertise. They can pay specific attention to one-sided interests, but these will be integrated into the interests of the Company. Each member fulfils its position as an independent person and not as a representative of a group or organization(s) to which he is somehow affiliated.

The composition of the Board is such that the members can operate independently and critically with respect to each other and the Executive Board and that any conflict of interest between Company and Supervisory Board members is avoided.

### **Position of the Supervisory Board**

More concrete, the composition of the Board must be such that it can properly discharge of its supervising the Executive Board within the meaning of the provisions of Principle 1.5 of the Dutch corporate governance Code (hereafter "the Code"), and, especially, that the following duties can be performed in a qualitative sound manner:

- selecting the members of the Board and reviewing its performance;
- reviewing the general policy and strategy to be pursued (incl. mergers and acquisitions);
- reviewing the financial position of the Company and relevant developments for the medium long term and long term;
- reviewing the main organizational structure of the Company;
- reviewing the HRM policy – incl. the Management Development policy – of the Company;
- reviewing the technological, commercial and innovation policies of the Company;
- reviewing the interests of the shareholders;
- reviewing the structure and maintenance of the internal operating systems (incl. IT and risk management);
- safeguarding the identity of the Company.

### **Composition**

The composition of the Board is such that a proportional spread of the relevant expertise for this purpose is represented, and that in combination herewith, a broad interest for developments in society, involvement with the Company, independency, impartiality and an open eye for social developments on a national and international level, is taken into account.

In view of the current structure and composition of activities of the Company and the Group, it is of importance that the Supervisory Board is composed in such a way that one or more members represent below mentioned aspects:

- current experience, proceeding from an active executive position on the highest level in the business sector, government or politics;
- experience on the way how strategic choices, decision making and project definition in the business sector or in government, happens;
- affinity with a number of core activities of the Group;
- experience as member of a supervisory board;

- expertise in disciplines as finance, organization, HRM, technology and commerce (it will not be possible to have all disciplines represented at all times, but one member must be a financial expert and must have financial expertise within the meaning of article III.3.2 of the Code);
- international business experience;
- experience in employee participation.

All Supervisory Board members, with the exception of one member at most, are independent within the meaning of the provisions of article 2.1.8 of the Code.

### **Diversity**

The Supervisory Board aims at diversity in the composition of the Board in terms of experience, gender and age, in addition to which the composition will make up a broad representation of society, industry and markets. Diversity is an important criterion in the selection process for new members to the Supervisory Board.

### **Committees**

The Supervisory Board has two inner committees within the meaning of article 2.3.2 of the Code: the Audit Committee, and the Remuneration and Appointment Committee. The Audit Committee consists of two members and the Remuneration and Appointment Committee of three members.

### **Appointments / Reappointments**

Annually the Board examines whether its performance and composition is (still) adequate and whether new knowledge and experience is necessary in relation to the development of the Company. In this, the chair plays an important role and is also the person who in particular pays attention to the performance of the individual members of the Supervisory Board and to the competences of the members to be (re)appointed. The member needs to fit into the team and it is assumed that the member of the Supervisory Board has enough time to pay the required attention to the Company and in principle to attend all meetings of the Board.

A proposal for (re)appointment will be submitted timely to the (Central) Works Council, the general shareholders' meeting and the Executive Board. Purpose of the consultation is to achieve a sound formation of judgment on a proposal at hand, and to give the said two company bodies, ample time to make a recommendation.

The number of members of the Supervisory Board will be such that the Board can fulfil its appointed tasks. In accordance with the Articles of Association, a minimum of 3 prevails. The Board has determined the maximum to be 6 members. A newly appointed member participates in an introduction program within the meaning of article 2.4.5 of the Code.

This profile has been adopted by the Supervisory Board on 20 June, 2013 after due consultation of the shareholders and the Works Council. This profile will be regularly reviewed and updated when necessary.

The profile has been updated in February 2018.