



ANNEX Supervisory Board Regulations (amended 29 May 2020)

PROFILE AND COMPOSITION OF THE SUPERVISORY BOARD IN ACCORDANCE WITH ARTICLE 1 PARAGRAPH 1

Profile of the Supervisory Board of KWH Water

The supervisory board profile indicates the requirements for the composition of the supervisory board, the personal qualities and qualities required of its members and the specific fields of knowledge and experience that are necessary in order to be able to properly cover KWH's field of activity as a supervisory board.

Composition

1. Overeenkomstig In accordance with the provisions of the Articles of Association, the Supervisory Board consists of four members.
2. The composition of the Supervisory Board is such that it can properly fulfil its tasks.
3. The composition is such that the members operate independently and critically (but solution-focused) of each other and the Executive Board and complement each other.
4. All members of the Supervisory Board are independent.
5. A balanced composition of the Supervisory Board shall be sought in terms of gender, age, international/cultural background and/or experience.
6. All relevant competences are sufficiently represented within the Supervisory Board or its committees.
7. Furthermore, the composition of the supervisory board should be balanced in such a way that the qualities attributed to the following roles are represented on the board: analyst, leader, visionary, mediator, ambassador and 'dumb'-questioner¹.
8. Some of the supervisory board members come from the world of organisations that are involved in one way or another with water in the broadest sense of the word or organisations in other fields that have a great deal in common with services, markets and/or (production) processes at KWH and its subsidiaries, including, for example, experience in the field of valorisation of services in an international context.

General, personal characteristics/qualities

Each member of the Supervisory Board must meet the following requirements:

1. Being able to oversee and assess the main features of the overall policy and decision-making of the KWH Water Executive Board and the most significant risks (having: strategic insight, helicopter view, managerial experience or being sensitive to this).
2. Actively follow (international) societal, economic, political or other developments relevant to KWH Water and being able to assess these developments.
3. Being aware of the societal role of KWH and of the interests of internal and external stakeholders and also having a 'social antenna'.
4. Possessing specific expertise and experience in addition to general personal qualities.
5. Having sufficient time to perform his or her duties properly. The expected time commitment for a regular member is on average 200 to 300 hours per year. The role of chairperson requires a higher time commitment.

¹ **Analytic:** oversees complex situations, knows how to value information and to nuance this where necessary.

Leader: takes the lead, wants to exert influence and shows decisiveness.

Visionary: has a clear vision and knows how to expand the horizon.

Mediator: ensures agreement and advices. Prevents polarisation.

Ambassador: has a broad orientation and an external view. Always actively keeps abreast of what is going on inside and outside the organisation, avoids a narrow view by bringing in information from outside and also contributes to the organisation's image in the outside world.

'Dumb'-questioner: asks basic questions that can cause other points of view to be taken into account and that can lead to refreshing and practical new approaches/solutions/insights.

6. Being of impeccable character, integrity, honesty and independency and having sufficient critical faculties.
7. Being able to stand firm with intuition and the ability to listen. Being a team player, and possessing balance and persuasiveness to effectively challenge proposed decisions.
8. Being able to fulfil the 'ambassador role' of the Supervisory Board with internal and external stakeholders, in particular with representatives of the shareholders, clients and employees.
9. In staat en bereid zijn om transparant verantwoording af te leggen over de wijze waarop de raad van commissarissen zijn taken en verantwoordelijkheden heeft vervuld en het belang hiervan onderschrijven.
Capability and willingness to account transparently for the way in which the Supervisory Board has performed its duties and responsibilities and to endorse the importance of doing so.
10. Ability to chair committees of the Supervisory Board.
11. Good command of the Dutch and English languages (spoken and written).

Specific areas of knowledge and experience.

Within the Supervisory Board, Water should be present in relation to the activities, markets and services of KWH:

- managerial experience, either as a supervisory board member or as a director with final responsibility of an organization, or entrepreneur with a supervisory board;
- relevant operational, sector / branch, political administrative and international experience;
- experience with change processes and with valorisation of knowledge;
- knowledge / experience in the fields of IT, digitalisation, HR, finance, technology, marketing / sales, legal field and risk management; and
- a scientific / R&D background / experience, network in the Netherlands and international network.