

# Intertrust N.V.

## Supervisory Board Profile

This Profile was adopted by the Supervisory Board on 5 October 2015

Revisions approved by the Supervisory Board on 5 October 2017

## 1. General

This profile was prepared in accordance with article 3.1 of the Rules for the Supervisory Board of Intertrust N.V. ("Intertrust Group"), as adopted by the Supervisory Board on 5 October 2015 and revised on 5 October 2017 (as amended from time to time, the "Supervisory Board Rules").

Expressions used in this profile have the meaning given to them in the Supervisory Board Rules. The purpose of this profile is to provide guiding principles for the appointment of members and the composition of the Supervisory Board. At the initiative of the Supervisory Board, this profile shall be evaluated as often as the Supervisory Board deems appropriate and tested against the social developments and strategic changes of Intertrust Group and, if necessary, be amended accordingly.

## 2. Responsibilities

The duties of the Supervisory Board pursuant to Dutch law are to supervise the management performed by the Management Board and the general course of affairs of Intertrust Group and of its affiliated enterprises and the business connected with it, as well as to assist the Management Board by providing advice.

Please refer to article 2 of the Supervisory Board Rules for a more detailed description of the duties and responsibilities of the Supervisory Board.

In discharging its role, the Supervisory Board shall be guided by the long term interests of Intertrust Group and its business, and shall take into account the relevant interests of its stakeholders (including, but not limited to, its shareholders).

## 3. Profile and Strategy Intertrust Group

The profile and composition of the Supervisory Board needs to be aligned with the profile and strategy of Intertrust Group.

Intertrust Group is a global provider of high-value trust, corporate and fund services and operates in 30 jurisdictions across Europe, the Americas, Asia and the Middle-East and is incorporated and listed in the Netherlands. Intertrust Group provides high-end legal and financial administrative services to corporations, funds, financial institutions and private individuals in order to facilitate their foreign investments and acquisitions and their compliance with applicable legal, tax and regulatory regimes.

## 4. Qualifications of the Supervisory Board and its members

The Supervisory Board as a whole aims to meet the following qualifications:

- > General knowledge of and experience in international business and strategic policy;
- > Affinity with and knowledge of the financial and corporate services industry sector in general, and the Intertrust Group organisation specifically;
- > Experience with and an understanding of managing an international (listed) company;
- > Expertise in finance, business economics, compliance procedures and risk management;
- > Extensive experience in governance and regulatory aspects of the financial services sector in general, and the trust sector specifically;

- > Understanding of the broader financial services sector and the professional services industry;
- > Understanding of corporate human resource management and labour relations;
- > Understanding of legal affairs and corporate governance;
- > Diverse composition in terms of gender, nationality, background and age which accounts for the fair balance.
- > Members of the Supervisory Board are nominated and appointed according to the following selection criteria:
  - > Background/education/training;
  - > (International) experience with large listed companies;
  - > Managerial skills and competences;
  - > Specialist skills;
  - > Independence;
  - > Ability to spend the necessary time;
  - > (Number of) other supervisory board and/or management board positions.

## 5. Composition

Taking into account the nature of Intertrust Group's business and its activities, the Supervisory Board's composition and scope (and division of duties) shall be as follows.

The Supervisory Board shall consist of at least three and at most seven members. The composition of the Supervisory Board and the combined experience, expertise, and independence as well as the diversity in nationality, age and gender of its members shall be such that the qualifications mentioned above shall be represented. The number of members necessary is dependent on the combined qualifications of the members in view of the required qualifications of the Supervisory Board as a whole.

Each member of the Supervisory Board shall be capable of assessing the broad outline of the overall policy. Each member of the Supervisory Board shall have the specific expertise required for the fulfilment of the duties assigned to the role designated to him within the framework of this profile. Each member of the Supervisory Board shall have sufficient time available for the proper performance of his or her duties. At least one member of the Supervisory Board shall be a financial expert with relevant knowledge and experience of financial administration and accounting for listed companies or other large legal entities.

Efforts will be made to appoint both male and female members of the Supervisory Board with the objective to reach a division of seats within the Supervisory Board of at least 30% female members and at least 30% male members.

Each nominee of the Supervisory Board shall meet the applicable integrity requirements (betrouwbaarheidseisen) set by the Dutch Central Bank in order to be formally appointed as a member of the Supervisory Board.

## **6. Limitations on the number of supervisory board positions**

In accordance with article 2:142a Book 2 of the Dutch Civil Code, members of the Supervisory Board may not hold more than five supervisory board positions in total at large companies or foundations, with a chairmanship of a supervisory board or a one-tier board counting as two positions.

Any potential candidate to the Supervisory Board will be required to give a comprehensive overview of current and past positions.

## **7. Miscellaneous**

The Supervisory Board shall be composed in such a way as to ensure an excellent mutual relationship, which is based on trust and enables the Supervisory Board to operate as a team.

This profile will be published on Intertrust Group's website.