

# PROFILE SUPERVISORY BOARD CM.COM N.V.

## 1 INTRODUCTION

- 1.1.1 The supervisory board ("**Supervisory Board**" and each member a "**Supervisory Director**") of CM.com N.V. (the "**Company**") has adopted this profile (the "**Profile**") taking into account the nature of the Company's business and its activities. This Profile has been established in accordance with best practice provision 2.1.1 of the Dutch Corporate Governance Code (the "**Code**") and was adopted on 21 February 2020. The Profile is published on the Company's website.
- 1.1.1 This Profile sets out:
- (a) the size of the Supervisory Board;
  - (b) the desired expertise and background represented in the Supervisory Board;
  - (c) the desired diversity among Supervisory Directors; and
  - (d) the desired independence of Supervisory Directors.
- 1.1.2 The Supervisory Board considers this Profile when preparing nominations of persons to be appointed as Supervisory Directors.

## 2 SIZE AND COMPOSITION

### 2.1 Size

- 2.1.1 The Supervisory Board consists of at least five members.
- 2.1.2 The Supervisory Board shall determine the number of Supervisory Directors, subject to the approval of the founder committee of the Company (the "**Founder Committee**"), if installed, in accordance with the articles of association of the Company. If there are fewer than five Supervisory Directors, the Supervisory Board shall take immediate action to supplement the number of its membership.
- 2.1.3 Supervisory Directors shall in principle be appointed for a term of 4 years and shall resign at the first general meeting after such period has lapsed. A Supervisory Director can be re-appointed in accordance with the articles of association of the Company.

### 2.2 Composition

- 2.2.1 The desired composition of the Supervisory Board is such that the combined experience, expertise and diversity of the Supervisory Directors enables the Supervisory Board to best carry out the variety of its responsibilities and its duties with regard to the Company.
- 2.2.2 The composition and qualities of the Supervisory Board as a whole should be in line with the Company's size, portfolio, nature, culture, geographical spread and its status as a listed company.
- 2.2.3 The Company's main business activities are communication, messaging, payment and customer data related.
- 2.2.4 Given the nature of the Company's business activities, certain members of the Supervisory Board should preferably have a broad in-depth knowledge of its business activities and the fast paced environment in which it operates.
- 2.2.5 Taking the above into account, the desired composition of the Supervisory Board must include the following areas of expertise and backgrounds among its members:
- (a) financial administration and accounting, and internal risk management and control systems;
  - (b) management strategy and risks inherent to the Company's business;

- (c) management selection, recommendation and development;
- (d) compliance, corporate governance, stock exchange rules and stakeholder management;
- (e) data protection; and
- (f) software.

### **2.3 Diversity**

- 2.3.1 The desired composition of the Supervisory Board complies with the Company's diversity policy.
- 2.3.2 The Supervisory Board aims for a diverse composition in respect of nationality, gender, age, culture, education and professional experience.
- 2.3.3 When nominating a candidate for appointment the qualifications (as set out above) of the candidate and the specific requirements for the position to be filled shall prevail, nevertheless, the Supervisory Board strives to reach the objectives set out in the Company's diversity policy, although the reaching of such objectives also depends on the number of Supervisory Directors.

### **2.4 Independence**

- 2.4.1 The desired composition of the Supervisory Board enables Supervisory Directors to operate independently, including the ability to operate critically with one another, the management board, and any particular interests involved.
- 2.4.2 In particular, the desired composition of the Supervisory Board ensures that:
  - (a) the chairperson of the Supervisory Board is independent;
  - (b) at most one Supervisory Director does not qualify as independent pursuant to Best Practice provision 2.1.8 sections (i) to (v) inclusive of the Code;
  - (c) less than half of the Supervisory Directors do not qualify as independent pursuant to Best Practice provision 2.1.8 of the Code; and
  - (d) for each shareholder, or group of affiliated shareholders, who directly or indirectly hold more than ten percent of the shares in the Company's share capital, there is at most one Supervisory Director who can be considered to be affiliated with or representing them as stipulated in Best Practice provision 2.1.8 sections (vi) and (vii) of the Code.

### **2.5 Founder Committee appointments**

The Founder Committee, if installed, shall take this Profile into consideration when exercising the rights attributed to it pursuant to the articles of association of the Company, but may always deviate from this Profile.

## **3 PERIODIC REVIEW OF THE SUPERVISORY BOARD PROFILE**

This Profile, as well as the composition and competence of the Supervisory Board, will be periodically reviewed by the Supervisory Board.