

## ANNEX 2

### SUPERVISORY BOARD PROFILE

#### 1. SIZE AND COMPOSITION OF THE SUPERVISORY BOARD OF N.V. NUON ENERGY

- 1.1 The basic principle is that the size of the Supervisory Board is such that the Supervisory Board for the whole will be able to carry out its duties effectively and responsibly and that every individual Supervisory Director will be able to contribute its specific expertise.
- 1.2 Without prejudice to the abovementioned in 1.1, the Supervisory Board will consist of eight Supervisory Directors.
- 1.3 The composition of the Supervisory Board shall at all times be such that it will be as much as possible in compliance with clause 1.3 of the By-Laws of the Supervisory Board.
- 1.4 The composition and qualities of the Supervisory Board as a whole should be in line with the Company's size, portfolio, nature and culture of the Company. The composition should be as varied as possible in terms of background, age, gender, experience.
- 1.5 In the Supervisory Board should be present international knowledge and experience in the following fields:
  - general management;
  - finance, economics and accounting;
  - health & strategy;
  - safety;
  - sustainability & environment;
  - personnel & organization among which participation in decision-making;
  - technology;
  - energy sector among which European energy markets and energy companies;
  - privatization, mergers and acquisitions;
  - marketing and retail;
  - legal affairs;
  - trading activities;
  - public affairs (at a national as well as an international level); and
  - the business of the Company (production and distribution of electricity, gas and en heat).

#### 2. INDIVIDUAL SUPERVISORY DIRECTORS

- 2.1 Individual Supervisory Directors should be prepared and willing to fulfil the role as Supervisory Director according to Dutch Law, the Dutch Corporate Governance Code, the Articles of Association, the Shareholders Agreement and the By-Laws of the Supervisory Board.
- 2.2 At the moment of his/her appointment each Supervisory Director should subscribe to the Company's values, each member should fit in the overall Supervisory Board composition described above, and should not have a conflicting interest with the Company.

Supervisory Directors should represent the following qualities:

- (a) integrity;
- (b) able to operate independently and critically vis-à-vis the other Supervisory Directors and the Managing Directors;

- (c) an open eye for the interests of the Company and its various stakeholders;
- (d) aware of international trends in society;
- (e) a social antenna/an antenna for inter-personal dynamics;
- (f) proven success/prominence in society;
- (g) analytical and critical but solution-oriented;
- (h) having enough time available to fulfil his task adequately;
- (i) prepared to be evaluated periodically;
- (j) willing to accept to participate in Committees; and
- (k) willing to follow induction and training programs.

### 3. VARIOUS

- 3.1 The Supervisory Board shall also have due regard for corporate social responsibility issues that are relevant to the enterprise.<sup>85</sup>
- 3.2 The Supervisory Board shall discuss at least once a year, without the Management Board being present, the desired profile and the composition of the Supervisory Board and its functioning. The functioning of its Committees and the Supervisory Directors shall also be discussed. The report of the Supervisory Board shall state how the evaluation of the functioning of the Supervisory Board, the separate Committees and the individual Supervisory Directors has been carried out.<sup>86</sup>
- 3.3 Every modification of the Supervisory Board Profile will be discussed with the General Meeting and with the Works Council.<sup>87</sup>
- 3.4 On the occasion of each appointment and re-appointment of a Supervisory Director this Supervisory Board Profile has to be respected.<sup>88</sup>
- 3.5 This Supervisory Board Profile will be available on written request to the Company (for the attention of the Company Secretary (1.1 By-Laws of the Supervisory Board) and shall also be posted on the website of the Company.<sup>89</sup>

<sup>85</sup> Dutch Corporate Governance Code, Principle III.1.

<sup>86</sup> Dutch Corporate Governance Code, best practice provision III.1.7.

<sup>87</sup> Section 2:158 Dutch Civil Code.

<sup>88</sup> Dutch Corporate Governance Code, Principle III.3.

<sup>89</sup> Dutch Corporate Governance Code, best practice provision III.3.1.