

## **SUPERVISORY BOARD PROFILE**

### **AVANTIUM N.V.**

#### **1. General**

- 1.1. This profile contains the profile of the supervisory board (**Supervisory Board**) of Avantium N.V. (**Avantium**), taking account of the nature of Avantium's business and activities.
- 1.2. This profile sets out: (i) the size of the Supervisory Board, (ii) the desired expertise and background represented in the Supervisory Board, (iii) the desired diversity among Supervisory Board members, the desired independence of Supervisory Board members, and (iv) the qualifications of the Supervisory Board.
- 1.3. The Supervisory Board considers this profile when preparing nominations of persons to be appointed as Supervisory Board members. This profile shall also be applied in the case of a reappointment.
- 1.4. This profile shall be made generally available and shall be posted on Avantium's website.
- 1.5. At the initiative of the Supervisory Board, this profile shall be evaluated as often as the Supervisory Board deems appropriate, and tested against the developments and strategic changes of Avantium and, if necessary, be amended accordingly by the Supervisory Board.

#### **2. Size**

The Supervisory Board consists of maximum six (6) members. For reasons of continuity, however, this maximum may be exceeded temporarily with the approval of Avantium's general meeting.

#### **3. Composition**

- 3.1. The composition of the Supervisory Board shall be such that the combination of experience, expertise and independence of its members will enable the Supervisory Board to optimally perform its duties towards Avantium and its stakeholders (including its shareholders).
- 3.2. The composition and qualities of the Supervisory Board as a whole shall closely match with Avantium's size, portfolio, nature, culture, geographical spread and its status as a listed company.
- 3.3. Each Supervisory Board member shall be capable of assessing the broad outline of the overall management and providing Avantium's management board with solicited and unsolicited advice in connection therewith. Each Supervisory Board member shall have the specific expertise required for the fulfilment of the duties assigned to the role designated to him/her within the framework of the Supervisory Board profile.

#### **4. Diversity and Independence**

- 4.1. The Supervisory Board shall aim for a balanced, diverse composition in terms of such factors as nationality, age, gender, education, work and social background, and a balanced male-female participation. A Supervisory Board member shall be reappointed

only after careful consideration. The desired composition of the Supervisory Board complies with Avantium's diversity policy.

- 4.2. In case the composition of the Supervisory Board in any year is not compliant with the before mentioned aspects of the diversity policy and the requirement by law, an explanation will be included in the annual report and Supervisory Board Report therein, (i) why the composition is not balanced, (ii) how Avantium has tried to come to a balanced composition and (iii) how Avantium envisages to achieve a balanced composition in the future.
- 4.3. When a proposal is made for the (re)appointment of a new Supervisory Board member, the Supervisory Board primarily looks at the expertise, experience and independence of the candidate.

## **5. Qualifications**

- 5.1. The Supervisory Board as a whole shall have considerable knowledge of, and experience in:
  - (i) Financial administration, accounting or auditing, internal risk management and control systems;
  - (ii) Management strategy and risks inherent to Avantium's business;
  - (iii) Enforcement of the law (including European rules and directives), articles of association, stock exchange rules, corporate governance and compliance;
  - (iv) Shareholder and employee relations; and
  - (v) National and international developments in the markets, industries, technologies and products that are relevant to Avantium's business.
- 5.2. At least one (1) member of (the Audit Committee of) the Supervisory Board must be a financial expert with relevant knowledge and experience of financial administration and accounting for a listed company or other large entity.
- 5.3. Members of the Supervisory Board may not hold more than five (5) supervisory board positions (including non-executive board memberships) of Dutch large companies, the chairmanship of a supervisory board counting twice.

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