

VATTENFALL N.V.

BY-LAWS SUPERVISORY BOARD

(in accordance with article 28 paragraph 6 of the Articles of Association)

Adopted by the Supervisory Board on 20 November 2020

CONTENTS

Article	Page
INTRODUCTION.....	3
CHAPTER I COMPOSITION OF THE SUPERVISORY BOARD; POSITIONS; COMMITTEES	4
1. Supervisory Board Profile, Size, Expertise and Independence	4
2. Appointment; Term of Office	5
3. Chairperson and Vice-Chairperson	6
4. Company Secretary	7
5. Committees	8
6. Resignation and Suspension. Dismissal.....	8
7. Reappointment	9
CHAPTER II DUTIES AND POWERS	9
8. General Duties and Powers; Relation with the Management Board	9
9. Duties regarding the activities of the Managing Directors.....	10
10. Duties regarding the Managing Directors and the Supervisory Directors and the performance of the Supervisory Board and the Management Board	11
11. Certain other duties of the Supervisory Board	12
12. Supervision of financial reporting.....	12
13. Duties regarding nomination and assessment of External Auditor	13
14. Relation with the shareholders	14
15. Relation with the Works Council	14
CHAPTER III SUPERVISORY BOARD MEETINGS; DECISION-MAKING.....	15
16. Frequency, notice, agenda and venue of meetings.....	15
17. Attendance of and admittance to meetings	15
18. Chairperson of the meeting; reports	16
19. Decision-making within the Supervisory Board	16
20. Appointment and dismissal Managing Directors	16
21. Approval of Management Board resolutions	17
CHAPTER IV OTHER PROVISIONS.....	19
22. Conflicts of interests of Supervisory Directors	19
23. Remuneration of Supervisory Directors.....	20
24. Introduction programme, ongoing training and education	20
25. Other positions	20
26. Holding and trading securities	21
27. Confidentiality.....	21
28. Miscellaneous.....	21
Annex	
Page	
1. List of Definitions	23
2. Supervisory Board Profile.....	25

INTRODUCTION

- 0.1 These By-Laws are established pursuant to article 28 paragraph 6 of the Articles of Association.
- 0.2 These By-Laws are complementary to the provisions regarding the Supervisory Board and the Supervisory Directors as contained in applicable legislation and regulations, the Articles of Association and the rules pertaining to the relationship between Management Board and Supervisory Board as contained in the By-Laws of the Management Board (which have been approved by the Supervisory Board).
- 0.3 These By-Laws are posted on the Company's website.
- 0.4 The meaning of certain capitalised or uncapitalised terms used in these By-Laws is set forth in the List of Definitions attached as Annex 1.

CHAPTER I COMPOSITION OF THE SUPERVISORY BOARD; POSITIONS; COMMITTEES

1. Supervisory Board Profile, Size, Expertise and Independence

- 1.1 The Supervisory Board shall prepare a profile of its size and composition, taking account the nature of the business of the Company and its Subsidiaries and the desired expertise and background of the Supervisory Directors (the Supervisory Board Profile). The Supervisory Board shall discuss the Supervisory Board Profile with the Works Council and in the General Meeting. The current Supervisory Board Profile is attached as Annex 2. The Supervisory Board Profile is made available on written demand to the Company (for the attention of the Company Secretary).
- 1.2 The Supervisory Board shall consist of three Supervisory Directors.
- 1.3 The Supervisory Board shall endeavour to ensure, within the limits of its powers, that it is at all times composed so that:
- (a) the Supervisory Board shall aim for a diverse composition in terms of such factors as gender and age;
 - (b) the Supervisory Directors are able to act critically and independently of one another, the Management Board and any particular interest;
 - (c) each Supervisory Director is capable of assessing the broad outline of the overall policy;
 - (d) each Supervisory Director has the specific expertise required to perform his duties within the framework of his role within the Supervisory Board Profile;
 - (e) the Supervisory Board as a whole matches the Supervisory Board Profile and that the composition of the Supervisory Board is such that it is able to carry out its duties properly;
 - (f) at least one Supervisory Director is a financial expert, in the sense that he has relevant knowledge and expertise of financial administration and accounting for listed companies or other large companies; and
 - (g) all Supervisory Directors observe the restrictions regarding the nature and number of their other positions as set forth in Article 25.1 of these By-Laws.
- 1.4 A Supervisory Director is deemed independent if the following criteria of dependence do not apply to him. These criteria are that the Supervisory Director concerned, his spouse, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree:
- (a) has been an employee of the Company or Managing Director or an employee or member of the management board of an Affiliated Company in the five years prior to their appointment as Supervisory Director;
 - (b) receives personal financial compensation from the Company, or an Affiliated Company, other than the compensation received for the work performed as a Supervisory Director and in so far as this is not keeping with the ordinary business operations;
 - (c) has had an important business relationship with the Company or an Affiliated Company in the year prior to the appointment;
 - (d) is a member of the management board of a company in which a Managing Director is a member of the supervisory board;

- (e) holds at least ten percent (10%) of the shares in the Company's capital (including shares held by natural or legal persons that cooperate with the individual concerned under an express, tacit, oral or written agreement);
- (f) is a member of the management board or supervisory board, or a representative in some other way, of a legal entity which holds at least ten percent (10%) of the shares in the Company's capital, unless such entity is a member of the same group as the Company; or
- (g) has temporarily managed the Company during the previous twelve months due to vacant seats on the Management Board, or because Managing Directors were unable to perform their duties.

2. Appointment; Term of Office

- 2.1 The Supervisory Directors are appointed by the General Meeting on nomination of the Supervisory Board.¹
- 2.2 Supervisory Directors are appointed for a term of four years and may be reappointed for another four-year period. Subsequently Supervisory Directors may be reappointed again for a period of two years, which appointment may be extended by another two years most.
- 2.3 If the number of Supervisory Directors is below the number set by the Supervisory Board under Article 1.2, then the Supervisory Board shall forthwith take measures to complete its number.
- 2.4 The General Meeting and the Works Council may make recommendations to the Supervisory Board for the appointment of persons to the position of Supervisory Director. The Supervisory Board shall inform these bodies timely if and for what reason and in accordance with what profile a seat must be filled on its board. If the enhanced right of recommendation as referred to in Article 2.6 applies to the seat concerned, the Supervisory Board shall give notice of this too. The Supervisory Board may set a reasonable term for the making of recommendations. A recommendation for the appointment of a Supervisory Director must be made in accordance with Article 1 of these By-Laws and take into account the Supervisory Board Profile.
- 2.5 A nomination or recommendation shall state the candidate's age, his profession, and the positions he holds or has held, insofar as these are relevant for the performance of the duties of a Supervisory Director. Furthermore, the legal entities whose supervisory boards he is also a member of must be listed; if those include legal entities which belong to the same group, reference to that group is sufficient. The recommendation and the nomination for appointment or reappointment shall state the reasons on which it is based.²
- 2.6 The Works Council shall have the enhanced right of recommendation as referred to in Section 2:158, subsection 6, of the Dutch Civil Code with respect to one Supervisory Director.
- 2.7 If the Supervisory Board objects to a recommendation referred to in Article 2.6 it shall inform the Works Council of this, stating the reasons for its objections. The Supervisory Board shall forthwith consult the Works Council with a view to reaching agreement on the nomination. If the Supervisory Board finds that no agreement can be reached, one of its members designated to represent it in this matter shall request the Commercial Division of the Amsterdam Court of Appeal to declare the objection founded. The request shall not be filed before four (4) weeks have passed since the commencement date of the consultations

¹ Section 2:158 subsection 4 Dutch Civil Code.

² Section 2:142 subsection 3, Dutch Civil Code.

with the Works Council. The Supervisory Board shall nominate the recommended person if the Commercial Division of the Amsterdam Court of Appeal declares the objection unfounded. If the Commercial Division of the Amsterdam Court of Appeal declares the objection founded, the Works Council may make a new recommendation in accordance with the provisions of Article 2.6.

- 2.8 The Supervisory Board shall announce the nomination simultaneously to the General Meeting and the Works Council.
- 2.9 The General Meeting may reject the nomination by absolute majority of the votes cast, representing at least one third of the issued capital. If the General Meeting resolves to reject the nomination by an absolute majority that does not represent at least one third of the issued capital, a new meeting shall be convened at which the nomination may be rejected by an absolute majority of the votes cast. In this case the Supervisory Board shall make a new nomination. Articles 2.4 to 2.8 inclusive shall apply. If the General Meeting does not appoint the nominated person and it does also not resolve to reject the nomination, the Supervisory Board shall appoint the person nominated.
- 2.10 The following persons cannot be Supervisory Directors:
- (a) persons who are employed by the Company;
 - (b) persons who are employed by a Dependent Company;
 - (c) managers and persons employed by a trade union that is normally involved in the setting of the labour conditions of the persons referred to under (a) and (b).
- 2.11 A Supervisory Director who is temporarily charged with the management of the Company when seats on the Management Board are vacant or Managing Directors are unable to fulfil their duties, shall resign from the Supervisory Board.

3. Chairperson and Vice-Chairperson

- 3.1 The Supervisory Board shall appoint one of the Supervisory Directors as Chairperson. The Chairperson shall not be a former member of the Management Board. The Supervisory Board shall elect from among its midst the Vice-Chairperson who replaces the Chairperson in the latter's absence and assumes in this case his powers and duties. The Vice-Chairperson shall act as contact for individual Supervisory Directors and Managing Directors concerning the functioning of the Chairperson. In the event of the absence or inability to act of both the Chairperson and Vice-Chairperson the Supervisory Board shall elect from among its midst a substitute.
- 3.2 The Chairperson is primarily responsible for the functioning of the Supervisory Board. He shall act as the spokesman of the Supervisory Board and is the main contact for the CEO and the Management Board as a whole. The CEO and the Chairperson shall meet on a regular basis. The Chairperson presides over General Meetings.
- 3.3 Without prejudice to the generality of Article 3.2, the Chairperson sees to it that:
- (a) Supervisory Directors, when appointed, follow the introduction programme and, as needed, additional education or training programmes;
 - (b) the Supervisory Directors receive all information necessary for the proper performance of their duties in a timely manner;
 - (c) there is sufficient time for consultation and decision-making by the Supervisory Board;

- (d) the performance of the Managing Directors and the Supervisory Directors is assessed at least once a year;
- (e) the Supervisory Board elects a Vice-Chairperson; and
- (f) the Supervisory Board has proper contact with the Management Board and the Works Council.

3.4 In addition, the Chairperson is primarily responsible for:

- (a) ensuring the proper discharge by the Supervisory Board of its duties;
- (b) determining the agenda of Supervisory Board meetings and chairing such meetings;
- (c) consulting with external advisors appointed by the Supervisory Board;
- (d) addressing problems related to the performance of individual Supervisory Directors; and
- (e) addressing internal disputes and conflicts of interest concerning individual Supervisory Directors and the possible resignation of such Supervisory Directors.

4. Company Secretary³

4.1 The Supervisory Board is assisted by the Company Secretary, who is appointed in accordance with the provisions of Article 5 of the By-Laws of the Management Board.

4.2 All Supervisory Directors have access to the advice and services of the Company Secretary.

4.3 The Company Secretary sees to it that correct Supervisory Board procedures are followed and that the obligations of the Supervisory Board under the law, as well as the Articles of Association are complied with. The Company Secretary shall assist the Chairperson in the organisation of the affairs of the Supervisory Board (information, agenda, reporting of meetings, evaluation, training programme, etc.). The Company Secretary is as such also the secretary of the Supervisory Board.

4.4 The Company Secretary may delegate his duties under these By-Laws, or parts thereof, to a deputy appointed by him in consultation with the Chairperson.

4.5 The Company Secretary also performs activities for the Management Board, as provided for in the By-Laws of the Management Board.

5. Committees

5.1 The Supervisory Board may appoint standing and/or ad hoc Committees from among the Supervisory Directors, which are charged with tasks specified by the Supervisory Board. The composition of any Committee is determined by the Supervisory Board. The Supervisory Board as a rule has no standing committees.

5.2 The Supervisory Board remains collectively responsible for decisions prepared by Committees from among the Supervisory Directors. A Committee may only exercise such powers as are explicitly attributed or delegated to it and may never exercise powers beyond those exercisable by the Supervisory Board as a whole.

5.3 The Supervisory Board as a rule has no "delegated Supervisory Director" (*gedelegeerd commissaris*). Under special circumstances, however, the Supervisory Board may resolve

³ See also Article 5 By-Laws Management Board.

to appoint a “delegated Supervisory Director”. The delegation may not extend beyond the responsibilities of the Supervisory Board and may not include the management of the Company. A delegated Supervisory Director is appointed for a special task, requiring more intensive supervision and advice and structural consultation with the Management Board. A delegated Supervisory Director is appointed for a limited period of time.

6. Resignation and Suspension. Dismissal

- 6.1 The Supervisory Directors shall retire periodically in accordance with a rotation plan that is drawn up by the Supervisory Board in order to avoid, as far as possible, a situation in which many Supervisory Directors retire at the same time. The Supervisory Board may amend the rotation plan at all times. Amendments to the rotation plan, however, cannot entail that a sitting Supervisory Director remains in office for a longer period than appointed for, or that he retires against his will before this period has expired. A Supervisory Director who is appointed in the interim shall retire when the person in whose place he is appointed should have retired according to the rotation plan. The rotation plan is made available on demand in writing to the Company (for the attention of the Company Secretary).
- 6.2 The Supervisory Board may on behalf of the Company file a request with the Commercial Division of the Amsterdam Court of Appeal to remove a Supervisory Director on grounds of neglect of duties or for other serious reasons or because of significant changes of circumstances, due to which maintaining him as a Supervisory Director cannot in reasonableness be requested from the Company.
- 6.3 The Supervisory Board shall announce vacancies at the Supervisory Board in the year to come at the annual General Meeting.
- 6.4 Supervisory Directors may be suspended by the Supervisory Board; the suspension shall be lifted by operation of law if the Company has not filed a request referred to in Article 6.2 with the Commercial Division within one month after commencement of the suspension.
- 6.5 A Supervisory Director shall retire early in the event of inadequate performance, structural incompatibility of interests, and in other instances in which this is deemed necessary by the Supervisory Board.
- 6.6 The General Meeting can, by an absolute majority of the votes cast, representing at least one third of the issued capital, resolve to abandon its trust (*‘het vertrouwen opzeggen’*) in the entire Supervisory Board. Reasons for the resolution must be stated. The resolution cannot regard Supervisory Directors appointed by the Commercial Division of the Amsterdam Court of Appeal in accordance with Article 6.8.
- 6.7 A resolution referred to in Article 6.6 shall not be adopted until after the Management Board has informed the Works Council of the proposed resolution and the reasons therefore. The notification shall be made at least thirty (30) days prior to the General Meeting at which the proposed resolution shall be discussed. If the Works Council has determined its position on the proposal, it shall communicate its view to the Management Board, the Supervisory Board and the General Meeting. The Works Council may further explain its position at the General Meeting.
- 6.8 The resolution referred to in Article 6.6 shall result in the immediate removal of the Supervisory Board. In this case the Management Board shall forthwith request the Commercial Division of the Amsterdam Court of Appeal to appoint one or more Supervisory Directors temporarily. The Commercial Division of the Amsterdam Court of Appeal shall take care of the consequences of an appointment.

- 6.9 The Supervisory Board shall endeavour that a new board is composed within the term stipulated by the Commercial Division of the Amsterdam Court of Appeal, having regard to the provisions of Article 2.

7. Reappointment

- 7.1 A Supervisory Director shall be reappointed only after careful consideration. In the event of reappointment of a resigning Supervisory Director, the way he performed his duties in the past period shall be taken into account⁴, while the Works Council may indicate in writing to the Chairperson that it wants to meet the person concerned before making any statement as to a possible recommendation for the vacancy concerned. The Works Council shall indicate its wish for a meeting within one month after a notice was made on the reappointment. The meeting shall then be held within two (2) weeks after the wish for a meeting was communicated.
- 7.2 Reappointments should be measured against the Supervisory Board Profile. Prior to the deliberations on a reappointment, the Chairperson shall have a meeting with the resigning Supervisory Director. Deliberations on a reappointment of a Supervisory Director shall be conducted in the absence of the person involved and on the basis of a report of its meeting with the resigning Supervisory Director drafted in advance by the Chairperson.
- 7.3 The proposal for reappointment shall state the reasons for the reappointment, indicating explicitly on what grounds the Supervisory Director concerned is considered to have performed adequately.

CHAPTER II DUTIES AND POWERS

8. General Duties and Powers; Relation with the Management Board

- 8.1 The Supervisory Board is charged with the supervision of the Management Board, the general course of affairs of the Company and the business connected with it. The Supervisory Board assists the Management Board with advice.⁵ The responsibility for the proper performance of its duties is vested collectively in the Supervisory Board.
- 8.2 In performing its duties the Supervisory Board shall act in accordance with the interests of the Company and the business connected with it, taking into consideration the interests of the Company's stakeholders. The Supervisory Board shall also have due regard for corporate social responsibility issues that are relevant to the enterprise.⁶ Supervisory Directors shall perform their duties without mandate and independent of any interest in the business of the Company. They should not support one interest without regard to the other interests involved.
- 8.3 The Supervisory Board is responsible for the quality of its own performance.
- 8.4 The Supervisory Directors shall externally express concurring views with respect to important affairs, matters of principle and matters of general interest, without jeopardising the responsibilities of individual Supervisory Directors.
- 8.5 The Management Board shall of its own accord and in a timely manner provide the Supervisory Board and its members with the information needed to function and to discharge their duties properly. The information will as much as possible be provided in writing.

⁴ Section 2:142 , subsection 3, Dutch Civil Code.

⁵ Section 2:140 Dutch Civil Code..

⁶ Section 2:140 Dutch Civil Code.

- 8.6 The Supervisory Board and each Supervisory Director individually has responsibility for obtaining all information from the Management Board and the External Auditor needed to enable them to carry out their duties properly as a supervisory body. If deemed necessary by the Supervisory Board, it may obtain information from officers and external advisers of the Company. The Company shall provide the necessary means for this purpose. The Supervisory Board may require that certain officers and external advisers attend its meetings. The Supervisory Board, and each Supervisory Director individually, has responsibility to inform the Supervisory Board as soon as reasonably possible of specific business information relevant for the Company that he/she has knowledge of and which is needed to enable the Supervisory Board to carry out its duties properly.
- 8.7 Each Supervisory Director has access to the books, records and offices of the Company in so far as required or as is useful for the proper performance of his duties. The Supervisory Director shall exercise this right in consultation with the Chairperson and the Company Secretary
- 8.8 The Supervisory Board may in exercising its duties seek the assistance or advice of one or more experts at a price agreed upon with the Supervisory Board, which is to be paid by the Company.

9. Duties regarding the activities of the Managing Directors

- 9.1 The supervision of the Management Board by the Supervisory Board shall include: (i) achievement of the Company's objectives; (ii) the strategy and risks inherent in the business activities; (iii) the structure and operation of the internal risk management and control systems; (iv) the financial reporting process; (v) compliance with the legislation and regulations; (vi) the company-shareholder relationship; and (vii) corporate social responsibility issues that are relevant to the enterprise.
- 9.2 The Supervisory Board supervises the financial reporting in accordance with Article 12 of these By-Laws.
- 9.3 The Supervisory Board shall discuss the corporate strategy and the risks of the business, the result of the assessment by the Management Board of the structure and operation of the internal risk management and control systems, as well as any significant changes thereto at least once a year.⁷
- 9.4 The following resolutions of the Management Board are subject to the approval of the Supervisory Board:
- (a) determining the operational and financial objectives of the Company;
 - (b) determining and amending the strategy designed to achieve the objectives;
 - (c) determining and amending the parameters to be applied in relation to the strategy (for example in respect of the financial ratios);
 - (d) corporate social responsibility issues that are relevant to the enterprise; and
 - (e) the resolutions stated in Article 21.
- 9.5 The Management Board shall provide the Supervisory Board with the following report in a timely manner; each quarter, a report with detailed information on the financial situation and development of the Company and its Subsidiaries.

⁷ See also Section 2:141 Dutch Civil Code.

10. Duties regarding the Managing Directors and the Supervisory Directors and the performance of the Supervisory Board and the Management Board

10.1 The duties of the Supervisory Board in relation to the Managing Directors of the Management Board specifically include:

- (a) the approval (or proposal, where useful) of changes to the division of tasks within the Management Board or of the By-Laws of the Management Board⁸ and the assessment of the functioning of the Management Board and the individual Managing Directors; the Chairperson's approval of additional positions of the Managing Directors to the extent required under the By-Laws of the Management Board;⁹ and
- (b) to address conflict of interest issues between the Company and Managing Directors.¹⁰

10.2 The duties of the Supervisory Board in relation to the Supervisory Directors specifically include:

- (a) the nomination for appointment of Supervisory Directors and proposals to the General Meeting for the remuneration of Supervisory Directors;
- (b) the appointment of a Chairperson and Vice-Chairperson in accordance with Article 3.1, the evaluation of the functioning of the Supervisory Board and the individual Supervisory Directors (including an evaluation of the Supervisory Board Profile and the introduction, education and training programme); the approval of other positions of Supervisory Directors to the extent required under Article 25; and
- (c) to address conflict of interest issues between the Company and Supervisory Directors.¹¹

10.3 At least once a year the Supervisory Board shall, without the Management Board being present, discuss its own functioning, and that of the individual Supervisory Directors, and the conclusions that must be drawn on the basis thereof. The desired profile, composition and competence of the Supervisory Board shall also be discussed. At least once a year the Supervisory Board shall also, without the Management Board being present, discuss the functioning of the Management Board as a body and the functioning of the Managing Director, and the conclusions that must be drawn on the basis thereof.

11. Certain other duties of the Supervisory Board

11.1 The other duties of the Supervisory Board include:

- (a) duties regarding the External Auditor as described in Article 13;
- (b) the handling of complaints about alleged irregularities regarding the functioning of Managing Directors;¹²
- (c) the taking of measures for the temporary management of the Company if a Managing Director is absent or prevented from performing his duties; and
- (d) other duties the Supervisory Board is charged with under legislation, the Articles of Association, these By-Laws, or the By-Laws of the Management Board.

⁸ See also Articles 1 and 21 of the By-Laws of the Management Board.

⁹ See also Article 18 of the By-Laws of the Management Board.

¹⁰ See also Article 15 of the By-Laws of the Management Board.

¹¹ See also Article 22 of these By-Laws.

¹² See also Article 6.6 By-Laws of the Management Board.

- 11.2 The Supervisory Board and the Management Board are jointly responsible for the corporate governance structure of the Company and any other applicable legislation and regulations.

12. Supervision of financial reporting

- 12.1 The Supervisory Board supervises compliance with internal procedures established by the Management Board for the preparation and publication of the Annual Report, the Annual Accounts, the quarterly and half-yearly figures and ad hoc financial information. The Supervisory Board also supervises the establishment and maintenance of internal control mechanisms for external financial reporting as described in Article 8.1 of the By-Laws of the Management Board.
- 12.2 The Annual Accounts and the Annual Report for the year just ended shall be discussed in a meeting with the Supervisory Board within five (5) months of this year end. The half-yearly and quarterly accounts of the Company for the respective period just ended shall be discussed in a meeting of the Management Board with the Supervisory Board in principle within two months of the end of this period.
- 12.3 The External Auditor shall in any event attend the part of the meeting of the Supervisory Board at which the report of the External Auditor with respect to the audit of the Annual Accounts is discussed. The Annual Accounts shall be adopted by the General Meeting. The External Auditor shall receive the financial information underlying the adoption of the quarterly and/or half-yearly figures, and other interim financial reports, and shall be given the opportunity to respond to all information. The External Auditor shall report his findings in relation to the audit of the Annual Accounts to the Management Board and the Supervisory Board simultaneously.
- 12.4 The line of contact between the Supervisory Board and the External Auditor is in principle through the chairperson of the Supervisory Board. The Chairperson of the Supervisory Board is the first contact for the External Auditor if any irregularities in the contents of the financial reports are discovered.
- 12.5 The Supervisory Board sees to it that the recommendations made by the External Auditor are considered carefully by the Management Board and the Supervisory Board and, to the extent accepted, that they are actually carried out by the Management Board.

13. Duties regarding nomination and assessment of External Auditor

- 13.1 The External Auditor shall be appointed by the General Meeting. The Supervisory Board nominates a candidate for this appointment to the General Meeting and may recommend replacement of the External Auditor. The Management Board shall advise the Supervisory Board in this regard.
- 13.2 The remuneration of the External Auditor, and instructions to the External Auditor to provide non-audit services, shall be approved by the Supervisory Board after consultation with the Management Board.
- 13.3 The Management Board shall report its dealings with the External Auditor to the Supervisory Board on an annual basis, including their assessment of the External Auditor's independence (for example, the desirability of rotating the responsible partners of the External Auditor and the desirability of the External Auditor providing both auditing and non-audit services to the Company). The Supervisory Board shall take this into account when deciding its nomination to the General Meeting for the appointment of an External Auditor.

- 13.4 At least once every four years the Management Board and the Supervisory Board shall conduct a thorough assessment of the functioning of the External Auditor in the various entities and capacities in which the External Auditor acts. The main conclusions of this assessment are communicated to the General Meeting for the purpose of assessing the nomination for the appointment of the External Auditor.
- 13.5 Conflicts of interest and potential conflicts of interest between the External Auditor and the Company shall be resolved in the manner determined by the Supervisory Board. Managing Directors and Supervisory Directors must inform the chairperson of the Supervisory Board of issues that may compromise the required independence of the External Auditor or that may give rise to a conflict of interest or a potential conflict of interest between the External Auditor and the Company, when brought to their attention.
- 13.6 When appointed, the External Auditor is requested to state explicitly to the Company that he has been informed of matters provided for in the By-Laws of the Management Board, and these By-Laws, that he agrees with and will co-operate fully with their implementation.

14. Relation with the shareholders

- 14.1 The Management Board and the Supervisory Board shall provide the General Meeting in good time with all information that it requires for the exercise of its powers.
- 14.2 The Management Board and the Supervisory Board shall endeavour to procure that the General Meeting is provided with all requested information, unless this would be contrary to an overriding interest of the Company. If the Management Board or the Supervisory Board invoke an overriding interest, they must give reasons.
- 14.3 The Management Board and the Supervisory Board ensure compliance with all applicable legislation and regulations with respects to the rights of the General Meeting and the related rights of individual shareholders.
- 14.4 The Managing Directors shall be present at the General Meetings, unless they are unable to attend for important reasons.
- 14.5 The General Meetings are presided over by the Chairperson or, in his absence, the Vice-Chairperson.
- 14.6 The Supervisory Board shall endeavour that a report of the General Meeting is made available to the shareholders of the Company no later than three months after the end of the meeting, following which the shareholders have another three months in which to respond to the report. The report is then adopted in the manner provided for in the Articles of Association,¹³ by the Chairperson and the secretary of the meeting. The provisions of this Article 14.6 may be disregarded if a notarial deed is drawn up of the minutes of the proceedings.
- 14.7 A resolution of the General Meeting may be disclosed externally through a statement from the Chairperson or the Company Secretary.
- 14.8 The Management Board and the Supervisory Board shall procure that each substantial change to the corporate governance structure of the Company is submitted to the General Meeting for discussion under a separate agenda item.
- 14.9 The Supervisory Board sees to it that the responsible partner (certifying auditor) of the firm of the External Auditor is present at the General Meeting and that he can address the

¹³ Article 42 Articles of Association

meeting. The External Auditor may be questioned by the General Meeting in relation to his statement on the fairness of the annual accounts.

15. Relation with the Works Council

- 15.1 The general course of affairs of the Company shall be discussed at least twice a year in consultation meetings and (as stipulated in Article 24 of the Works Councils Act) be attended by all members or one or more representatives of the Supervisory Board, unless the Works Council decides in a certain case that this provision does not have to be applied.
- 15.2 Prior to the meetings of the Supervisory Board, consultation meetings between the Works Council and all members or one or more representatives of the Supervisory Board (as stipulated in Article 24 of the Works Councils Act) may take place, unless the Works Council decides that this consultation meeting does not have to take place.

CHAPTER III SUPERVISORY BOARD MEETINGS; DECISION-MAKING

16. Frequency, notice, agenda and venue of meetings

- 16.1 The Supervisory Board shall meet as often as deemed necessary for the proper functioning of the Supervisory Board. Meetings shall be scheduled annually as much as possible in advance. The Supervisory Board shall also meet earlier than scheduled if this is deemed necessary by the Chairperson, two other Supervisory Directors, or the Management Board.
- 16.2 The meetings of the Supervisory Board shall be chaired by its Chairperson and take place in the Netherlands, unless the Supervisory Board agrees otherwise.
- 16.3 Meetings of the Supervisory Board are in principle called by or on behalf of the Chairperson unless two (2) or more Supervisory Directors or a Managing Director a meeting deem necessary and this meeting is not been held within fourteen (14) days upon request to the Chairperson. The meeting shall than be called by the person(s) who made the request. Save in urgent cases to be determined by the Chairperson the agenda for a meeting shall be sent to all Supervisory Directors at least five (5) calendar days before the meeting. For each item on the agenda an explanation in writing shall be provided, where possible, and/or other related documentation will be attached. The Chairperson shall in principle consult on the content of the agenda with the CEO prior to convening the meeting.
- 16.4 Each Supervisory Director, the CEO, and the Management Board collectively, has the right to request that an item be placed on the agenda for a Supervisory Board meeting.
- 16.5 Supervisory Board meetings are generally held at the offices of the Company, but may also take place elsewhere. In addition, meetings of the Supervisory Board may be held by conference call, video conference or by any other means of communication, provided all participants can communicate with each other simultaneously.

17. Attendance of and admittance to meetings

- 17.1 The Management Board shall be requested to attend as many of the Supervisory Board meetings as possible, to the extent the Supervisory Board does not indicate that it wishes to meet in the absence of the Management Board.
- 17.2 A Supervisory Director may be represented at Supervisory Board meetings by another Supervisory Director holding a proxy in writing. The existence of such authorisation must

be proved satisfactorily to the chairperson of the meeting. A Supervisory Director may not act as proxy on behalf of more than one co-Supervisory Director.

17.3 If a Supervisory Director is frequently absent from Supervisory Board meetings he shall be called to account for this by the Chairperson.

17.4 The admittance to the meeting of persons other than Supervisory Directors, the Company Secretary and - if invited - the Management Board shall be decided by majority vote of the Supervisory Directors present at the meeting.

18. Chairperson of the meeting; reports

18.1 Supervisory Board meetings are presided over by the Chairperson or, in his absence, the Vice-Chairperson.

18.2 The Company Secretary or any other person designated for such purpose by the chairperson of the meeting shall draw up a report on the proceedings at the meeting. The report should provide insight into the decision-making process at the meeting. The report shall be adopted by the Supervisory Board at the same meeting, or the next meeting and in witness whereof it shall be signed by the Chairperson and the Company Secretary.

19. Decision-making within the Supervisory Board

19.1 The Supervisory Directors shall endeavour to achieve that resolutions are, as much as possible, adopted unanimously.

19.2 Each Supervisory Director has the right to cast one vote. If there is a tie in votes, the Chairperson shall have a casting vote. Abstentions shall not be counted as votes.

19.3 Unless explicitly provided for in Article 21 of these By-Laws or otherwise in the Articles of Association, resolutions of the Supervisory Board shall be adopted by a simple majority of the votes cast.

19.4 Unless explicitly provided otherwise, the Supervisory Board may only pass valid resolutions if the majority of the Supervisory Directors then in office are present or represented. If no such quorum is present, a second meeting shall be called at which resolutions may be adopted about the issues listed on the first meeting, regardless the number of Supervisory Directors present.

19.5 In general, resolutions of the Supervisory Board are adopted at a Supervisory Board meeting.

19.6 Supervisory Board resolutions may also be adopted in a manner other than at a meeting, in writing or otherwise, provided the proposal concerned is submitted to all Supervisory Directors then in office and none of them objects to the relevant manner of adopting resolutions. A report shall be prepared by the Company Secretary on a resolution adopted other than at a meeting which is not adopted in writing, and such report shall be signed by the chairperson and the Company Secretary. Adoption of resolutions in writing shall be effected by written statements from all Supervisory Directors then in office.

19.7 A resolution adopted by the Supervisory Board may be evidenced outside the Company through a statement from the Chairperson and/or the Company Secretary.

20. Appointment and dismissal Managing Directors

20.1 The General Meeting shall set the number of Managing Directors at 2 (two) or more.

- 20.2 The Managing Directors are appointed by the General Meeting
- 20.3 The General Meeting appoints one of the Managing Directors as CEO and one Managing Director as CFO. The various positions may (temporarily) be combined by one Managing Director. From the side of the Management Board, the contact with the Supervisory Board is maintained primarily by the CEO.
- 20.4 The Supervisory Board may suspend a Managing Director. Suspension is always for a fixed period. Each suspension may be extended one or more times but may not last for more than three (3) months in all. If on expiry of this period no decision is taken with respect to the termination of the suspension or the dismissal, the suspension is terminated.
- 20.5 The Supervisory Board shall notify the Managing Director concerned forthwith in writing of a suspension, stating the reasons therefore. The Supervisory Board shall within fourteen (14) days after the notification give the suspended Managing Director concerned the opportunity to account for his actions orally or in writing.
- 20.6 The employment relationship between a Managing Director and the Company shall in any case cease on the last day of the month in which he turned sixty-five. In very special circumstances the General Meeting may request the Managing Director concerned to enter into a new employment contract with the Company for a fixed term.
- 20.7 The remuneration and other employment conditions of each Managing Director is set by the General Meeting within the framework of the remuneration policy set by the General Meeting.

21. Approval of Management Board resolutions

- 21.1 The following Management Board resolutions shall require the prior approval of the Supervisory Board:
- (a) to issue and acquire shares in and debt instruments issued by the Company, or of debt instruments issued by any limited partnership or general partnership in which the Company is a fully liable partner;
 - (b) an application for admission to trading of the instruments referred to in Article 21.1(a) on a regulated market or a multilateral trading facility as referred to in Section 1:1 of the *Wet op het financieel toezicht* (Financial Supervision Act) or a system comparable to a regulated market or multilateral trading facility from a state which is not a member state or an application for withdrawal of such admission;
 - (c) to enter into or cancel any long-term co-operative relationship between the Company or a Dependent Company and another legal entity or company, or in its capacity as a fully liable partner in a limited partnership or general partnership, if such cooperation or cancellation has a substantial impact on the Company;
 - (d) to have the Company or a Dependent Company take or dispose of any interest in the share capital of another company worth no less than fifty million euros (EUR 50,000,000), or such other amount as the Supervisory Board may (annually) adopt and communicate in writing to the Management Board, subject to a minimum of fifty million euros (EUR 50,000,000) - or if lower, at least equal to one-fourth of the issued capital with reserves of the Company according to its balance sheet with explanatory notes -, or radically increase or reduce any such interest;
 - (e) to make divestments in the Benelux involving an amount of at least fifty million euro (EUR 50,000,000) or if lower, at least equal to one-fourth of the issued capital with reserves of

the Company according to its balance sheet with explanatory notes, and to make investments involving an amount of at least equal to one-fourth of the issued capital with reserves of the Company according to its balance sheet with explanatory notes;

- (f) agreeing to the creation of any mortgage, charge, debenture, pledge, lien or other encumbrance or security interest over any of the assets, property, undertaking or uncalled capital of the Company which involves or might involve an amount (including related costs) in excess of fifty million euros (EUR 50,000,000);
- (g) to report bankruptcy or apply for a suspension of payments;
- (h) to propose a reduction in the issued capital;
- (i) to acquire own Shares by the Company;
- (j) to annually adopt or amend an Industrial Plan and any subsequent industrial plan;
- (k) to change the nature of the business of the Company as set out in the Industrial Plan;
- (l) the contribution of assets other than as described in the Industrial Plan;
- (m) to enter into any transaction in excess of fifty million euro (EUR 50,000,000) outside the ordinary course of business which is not at arm's length basis or on market conforming conditions;
- (n) related party transactions with an entity within the group of the Shareholder in excess of fifty million euro (EUR 50,000,000), except in the ordinary course of the trading and sourcing business;
- (o) to close down material operations of the Company;
- (p) to terminate the employment contracts of a substantial number of employees of the Company or a Dependent Company at the same time or within a short period of time;
- (q) to implement radical changes in the working conditions of a substantial number of employees of the Company or a Dependent Company;
- (r) to submit a proposal to amend the Articles of Association;
- (s) to submit a proposal to dissolve the Company; and
- (t) to submit a proposal for a merger or demerger as defined in Title 7, Book 2 of the Dutch Civil Code.

21.2 For the application of the provisions of Article 21.1, except for the provisions of Article 21.1 under (h), (i), (r), (s) and (t) (the latter only with respect to mergers or demergers involving an amount of less than fifty million euro (EUR 50,000,000)), a resolution of the Management Board approving a resolution of any body of a company in which the Company participates shall be treated as a resolution of the Management Board to enter into a transaction, if the resolution to be approved would be subject to the prior express approval provided for in Article 21.1 if it were a resolution of the Management Board.

21.3 After consulting the Management Board, the Supervisory Board is authorised to subject other Management Board resolutions than those listed in Article 21.1 to its approval. Those other resolutions must be described clearly and notified to the Management Board in writing.

- 21.4 The absence of approval by the Supervisory Board of a resolution as referred to in Articles 21.1, 21.2 and 21.3 shall not affect the authority of the Management Board or the Managing Directors to represent the Company.
- 21.5 The CEO shall submit a written request to the Supervisory Board to obtain approval for the resolutions listed in Article 21.1. The request shall be accompanied by all information relevant for the assessment if approval should be granted.
- 21.6 If the implementation of an intended resolution which requires the approval from the Supervisory Board is of an urgent nature, the CEO shall submit the resolution to the Chairperson for his approval. If the CEO is absent, the vice-chairperson of the Management Board shall submit the intended resolution for approval to the Chairperson; in his absence, to the Vice-Chairperson and if both are absent to the other Supervisory Director.
- 21.7 If the Chairperson, or his deputy in his absence, has approved a resolution that is to be adopted by the Management Board, the Management Board may consider such approval as being given by the Supervisory Board itself.

CHAPTER IV OTHER PROVISIONS

22. Conflicts of interests of Supervisory Directors

- 22.1 A Supervisory Director shall immediately report any conflict of interest or potential conflict of interest that is of material significance to the Company and/or to him to the Chairperson and shall provide all relevant information, including information concerning his spouse, registered partner or other life companion, foster child and relatives by blood or marriage up to the second degree. The Supervisory Director concerned shall not take part in the assessment by the Supervisory Board of whether a conflict of interest exists.
- 22.2 A conflict of interest exists, in any event, if the Company intends to enter into a transaction with a legal entity: (i) in which a Supervisory Director personally has a material financial interest; (ii) which has a Managing Director who has a relationship under family law with a Supervisory Director;¹⁴ or (iii) in which a Supervisory Director has a managerial or supervisory position.
- 22.3 A Supervisory Director shall not take part in any discussion or decision-making that involves a subject or transaction in relation to which he has a conflict of interest with the Company.
- 22.4 All transactions in which there are conflicts of interest with Supervisory Directors shall be agreed on terms that are customary for arm's-length transactions in the branch of business in which the Company and its Subsidiaries operate. Decisions to enter into transactions in which there are conflicts of interest with Supervisory Directors that are of material significance to the Company and/or to the relevant Supervisory Directors require the approval of the Supervisory Board.

23. Remuneration of Supervisory Directors

- 23.1 The remuneration of the Supervisory Directors is determined by the General Meeting. The Supervisory Board shall from time to time submit proposals on its remuneration to the General Meeting. If a Supervisory Director is required to charge VAT on his fees, this will be paid by the Company.
- 23.2 The remuneration of a Supervisory Director may not depend on the results of the Company.

¹⁴ A relationship under family law exists between a child, its parents and their blood relatives (Section 1:197 Dutch Civil Code).

- 23.3 Apart from their remuneration, Supervisory Directors shall be reimbursed for all reasonable costs incurred in connection with their attendance of meetings, the reasonableness of such costs being assessed by the Chairperson (costs incurred by the Chairperson are assessed by the Vice-Chairperson). Any other expenses are only reimbursed, in whole or in part, if incurred with the consent of the Chairperson or the Company Secretary on his behalf (or if it concerns the Chairperson, the Vice-Chairperson or the Company Secretary on his behalf).
- 23.4 The Company and its Subsidiaries do not grant personal loans, guarantees or the like to Supervisory Directors, save as part of its usual business operations. Loans are not remitted.
- 23.5 Supervisory Directors shall not in any way derive personal gains from company activities other than via the remuneration for their supervisory directorship or as reimbursement of travel and accommodation expenses incurred in the performance of their duties. This means that, to avoid every semblance of misuse, they must accept limitation on their freedom with regard to other transactions and the acceptance of additional positions.

24. Introduction programme, ongoing training and education

- 24.1 Upon appointment, a Supervisory Director shall follow an introduction programme that covers general financial and legal affairs, financial reporting by the Company, any specific aspects unique to the Company and its business activities, and the responsibilities of a Supervisory Director.
- 24.2 The Supervisory Board shall conduct an annual review to identify any aspects with regard to which the Supervisory Directors require further training or education during their term of office.
- 24.3 The introduction course, training and education shall be facilitated and paid for by the Company.

25. Other positions

- 25.1 Supervisory Directors shall limit the number and nature of their other positions so as to ensure due performance of their duties as Supervisory Directors. They will hold no more than five memberships of supervisory boards in Dutch large companies, with a chairmanship counted twice.¹⁵
- 25.2 Supervisory Directors must inform the Chairperson and the Company Secretary of their other positions which may be of importance to the Company or the performance of their duties before accepting such positions. If the Chairperson determines that there is a risk of a conflict of interest, the matter shall be discussed by the Supervisory Board in accordance with Article 22 of these By-Laws. The Company Secretary shall keep a list of the outside positions concerned of each Supervisory Director.

26. Holding and trading securities

- 26.1 If at any time one or more Supervisory Directors start holding shares in the Company, the object must be long-term investment, and not short-term profit. The portfolio of (depository receipts for) shares held in the Company (including option rights and convertible bonds) of the Supervisory Directors jointly shall each year be published in the annual report.
- 26.2 As regards the possession of or transactions with securities of listed companies, all Supervisory Directors shall abide by the regulations regarding disclosure and inside trading

¹⁵ Large companies as determined by annual accounting rules criteria is the non-applicability of articles 2:359a, 2:396 and 2:397 Dutch Civil Code)

that apply thereto by law or stock exchange regulations. The term “securities of listed companies” means all securities (i) that are listed or traded on a Dutch or foreign stock exchange or in respect of which such listing or trading is likely to take place soon; or (ii) in respect of which the value is also determined by the value of the securities referred to in (i).

27. Confidentiality

27.1 No Supervisory Director shall, during his membership of the Supervisory Board or afterwards, disclose in any way whatsoever to anyone whomsoever any information of a confidential nature regarding the business of the Company and/or any companies in which it holds a stake, that came to his knowledge in the capacity of his work for the Company and which he knows or should know to be of a confidential nature, unless required by law. A Supervisory Director is allowed to disclose the above information to Managing Directors and Supervisory Directors as well as to the Company Secretary. A Supervisory Director shall not in any way whatsoever utilise the information referred to above for his personal benefit.

28. Miscellaneous

28.1 **Acceptance by Supervisory Directors.** Anyone who is appointed as a Supervisory Director must, upon assuming office, declare in writing to the Company that he accepts and agrees to the contents of these By-Laws and pledge to the Company that he will comply with the provisions of these By-Laws.

28.2 **Amendment.** These By-Laws may be amended from time to time on the proposal of the Management Board or the Supervisory Board. Prior to amendment of these By-Laws on the proposal of the Supervisory Board the Management Board shall be consulted.

28.3 **Interpretation.** In case of uncertainty or difference of opinion on how a provision of these By-Laws should be interpreted, the opinion of the Chairperson shall be decisive.

28.4 **Governing law and jurisdiction.** These By-Laws are governed by the laws of the Netherlands. The courts of the Netherlands have exclusive jurisdiction to settle any dispute arising from or in connection with these By-Laws (including any dispute regarding the existence, validity or termination of these rules).

28.5 **Complementarity to Dutch law and Articles of Association.** These By-Laws are complementary to the provisions governing the Supervisory Board as contained in Dutch law, other applicable Dutch, or EU regulations and the Articles of Association. Where these By-Laws are inconsistent with Dutch law, other applicable Dutch or EU rules and regulations or the Articles of Association, the latter shall prevail. Where these By-Laws are consistent with the Articles of Association but inconsistent with Dutch law or other applicable Dutch or EU rules and regulations, the latter shall prevail.

28.6 **Partial invalidity.** If one or more provisions of these By-Laws are or become invalid, this shall not affect the validity of the remaining provisions. The Supervisory Board may replace the invalid provisions by provisions which are valid and the effect of which, given the contents and purpose of these By-Laws is, to the greatest extent possible, similar to that of the invalid provisions.

28.7 These By-Laws are adopted by the Supervisory Board in the meeting of 20 November 2020

* * * * *

ANNEX 1

LIST OF DEFINITIONS

1. In these By-Laws of the Supervisory Board, the following terms have the following meanings:

Affiliated Company Affiliated Company means a company that would qualify as “affiliated listed institution” (*gelieerde uitgevende instelling*) in Section 5:48 of the Financial Supervision Act (*Wet op het financieel toezicht*) provided that for the purpose hereof (i) neither the Company nor the Affiliated Company needs to be listed and (ii) the Affiliated Company does not need to be a public company incorporated under the laws of the Netherlands (*naamloze vennootschap*), and regardless of the fact whether this Act is applicable to the Company and/or to the Affiliated Company;

Annual Accounts means the annual accounts of the Company, as referred to in Section 2:101 of the Dutch Civil Code;

Annual Report means the annual report of the Company drawn up by the Management Board, as referred to in Section 2:101 of the Dutch Civil Code;

Articles of Association means the articles of association of the Company;

By-Laws means the By-Laws of the Management Board or the By-Laws of the Supervisory Board, depending on the context, including the annexes belonging thereto;

CEO means the Chief Executive Officer of the Company;

CFO means the Chief Financial Officer of the Company;

Chairperson means the chairperson of the Supervisory Board;

Company means Vattenfall N.V., and, where appropriate, the subsidiary companies and possible other group companies of the Company, whose financial information is incorporated in the consolidated annual accounts of the Company;

Company Secretary means the company secretary of the Company;

Dependent Company has the meaning ascribed thereto in the Articles of Association;

External Auditor means the accounting and auditing firm that, in accordance with Section 2:393 of the Dutch Civil Code, is charged with the audit of the annual accounts of the Company;

General Meeting means the general meeting of shareholders (*algemene vergadering van aandeelhouders*) of the Company;

Group Company means group company, as referred to in Section 2:24b of the Dutch Civil Code;

Industrial Plan means industrial plan as instituted by the Company and its Partner and as further amended from time to time;

in writing means by letter, by telecopier, by e-mail, or by message which is transmitted via any other current means of communication and which can be received in written form;

Management Board means the management board of the Company;

Managing Director means a member of the Management Board;

Shareholder means Vattenfall AB;

Subsidiary means a subsidiary of the Company as referred to in Section 2:24a of the Dutch Civil Code;

Supervisory Board means the supervisory board of the Company;

Supervisory Board Profile means the profile for the size and composition of the Supervisory Board, as referred to in Article 1.1 of the By-Laws of the Supervisory Board;

Supervisory Director means a member of the Supervisory Board;

Vice Chairperson means the vice chairperson of the Supervisory Board;

Works Council means the central works council (*centrale ondernemingsraad*) of the Company.

2. Save where the context dictates otherwise, in the By-Laws of the Management Board and the Supervisory Board:
 - (a) words and expressions expressed in the singular form also include the plural form, and vice versa;
 - (b) words and expressions expressed in the masculine form also include the feminine form; and
 - (c) a reference to a statutory provision counts as a reference to this statutory provision including all amendments, additions and replacing legislation that may apply from time to time.
3. Headings of Articles and other headings in the By-Laws of the Management Board and the Supervisory Board are inserted for ease of reference and do not form part of the By-Laws concerned for the purpose of interpretation.

ANNEX 2

SUPERVISORY BOARD PROFILE

1. SIZE AND COMPOSITION OF THE SUPERVISORY BOARD OF VATTENFALL N.V.

- 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 three 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 Article 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 & safety;
 - strategy;
 - sustainability & environment;
 - personnel & organization (at a national as well as an international level) among which participation in decision-making;
 - technology;
 - energy sector among which North-Western European energy markets and energy companies taking into account characteristics of public utility undertakings;
 - mergers and acquisitions;
 - capital-intensive sectors and transitions to knowledge-intensive activities;
 - marketing and retail, specifically the Dutch market;
 - legal affairs;
 - trading activities (at a national as well as an international level);
 - public affairs (at a national as well as an international level);
 - the business of the Company (production and distribution of electricity, gas and heat);
 - and
 - thorough understanding of the Dutch corporate governance rules.

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 Articles of Association, 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 national and 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; and
- (j) 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.
- 3.2 Every modification of the Supervisory Board Profile will be discussed with the General Meeting and with the Works Council.¹⁶
- 3.3 On the occasion of each appointment and re-appointment of a Supervisory Director this Supervisory Board Profile has to be respected.

¹⁶ Section 2:158 Dutch Civil Code.95+