



Profile of the Supervisory Board

October 21, 2020



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1. The Supervisory Board shall consist of at least three members, to be appointed by the General Meeting. The Supervisory Board shall nominate persons for appointment with due observance of this profile, Dutch law, the Dutch Corporate Governance Code and Besi's articles of association.
2. When nominating persons for appointment, the Supervisory Board shall take care that the persons to be nominated for appointment by it are likely to have, upon their appointment, the confidence of the General Meeting. In addition, when nominating persons for appointment, the Supervisory Board shall take into account that the number of supervisory boards of Dutch listed companies of which a person may be a member shall be in accordance with article 2:142a of the Dutch Civil Code.
3. In the case of vacancies, the Supervisory Board shall aim that the persons to be nominated for appointment by it meet various of the qualifications set out in paragraphs 4 and 5 below so that such qualifications are reflected sufficiently in the overall (future) composition of the Supervisory Board.
4. The composition of the Supervisory Board shall be such that the requisite expertise, background, competencies and independence are present for it to carry out its duties properly. In addition, the Supervisory Board members shall be able to operate independently and critically vis-à-vis one another, the Board of Management and any particular interests involved. In order to safeguard its independence, the Supervisory Board shall be composed in accordance with the independence criteria set out in provisions 2.1 to 2.3 (inclusive) of the Regulations Supervisory Board.
5. In its composition, the Supervisory Board shall aim for an adequate spread of knowledge and experience among its members in relation to the global and technological character of Besi's business. Consequently, the Supervisory Board shall aim for an adequate level of knowledge and experience in financial, economical, technological, social and legal aspects of international business and government and public administration.
6. At least one Supervisory Board member shall be a financial expert with competence in accounting and/or auditing relevant to listed companies or other large legal entities.
7. The Supervisory Board shall aim for a diverse composition with respect to experience, background, competencies, education, nationality, age and gender. With respect to gender, the Supervisory Board shall endeavor to achieve that at least one third of its members are men and at least one third of its members are women. The qualifications of a particular person and the requirements for the position shall in principle always prevail over any other factors and considerations when filling in a vacancy.