



# Board profile non-executive directors

## 1 GENERAL

- 1.1 The non-executive directors (“**Non-Executive Directors**”) of the board of directors (the “**Board**”) of CTP N.V. (the “**Company**”) have adopted this profile for the Non-Executive Directors of the Board taking into account the limitations by Dutch law, the Articles of Association and the nature and the activities of the enterprises affiliated with the Company.
- 1.2 This profile is prepared with due observance of best practice provision 2.1.1 of the Dutch Corporate Governance Code, was adopted on 29 March 2021 and amended on 8 November 2022. This profile is published on the Company’s website.
- 1.3 This profile sets out:
- (a) the number of Non-Executive Directors in the Board;
  - (b) the desired expertise and background of the Non-Executive Directors;
  - (c) the desired diverse composition of the Non-Executive Directors; and
  - (d) the independence of the Non-Executive Directors.
- 1.4 Each Non-Executive Director is capable of assessing the broad outline of the Company’s overall management and should have the specific expertise required for the fulfilment of his or her duties.
- 1.5 The Non-Executive Directors consider this profile when preparing nominations of persons to be (re-)appointed as Non-Executive Director.
- 1.6 The following information about each Non-Executive Director is included in the report of the Non-Executive Directors:
- (a) gender;
  - (b) age;
  - (c) nationality;
  - (d) principal position;
  - (e) other positions, in so far as they are relevant to the performance of the duties by the Non-Executive Director;
  - (f) date of initial appointment; and
  - (g) current term of office.

## 2 SIZE, COMPOSITION, DIVERSITY AND INDEPENDENCE

### 2.1 Size

- 2.1.1 The Board consists of at least two Non-Executive Directors, whereby the majority of the directors on the Board must be Non-Executive Directors.

### 2.2 Composition

- 2.2.1 The desired composition of the Non-Executive Directors is such that the combined required expertise, competencies, independency and diversity of the Non-Executive Directors enables the Non-Executive Directors to best carry out their responsibilities in the Board.
- 2.2.2 In particular, the desired composition of the Non-Executive Directors includes the following areas of expertise and backgrounds among the Non-Executive Directors:
- (a) financial administration and accounting, and internal risk management and control systems;
  - (b) real estate and logistics;
  - (c) management strategy and risks inherent to the Business;
  - (d) management selection, recommendation and development;
  - (e) compliance, corporate governance, stock exchange rules and stakeholder management;
  - (f) environmental, social and governance (ESG) aspects of the Company's business; and
  - (g) entrepreneurial experience.

### 2.3 Diversity

- 2.3.1 The desired composition of the Board, including the composition of the Non-Executive Directors, complies with the Company's diversity policy.
- 2.3.2 The Non-Executive Directors draw up a diversity policy for the composition of the Board. The policy addresses the specific targets and legal requirements relating to diversity and the diversity aspects relevant to the Company, such as nationality, age, gender, and education and work background.

### 2.4 Independence

- 2.4.1 The desired composition of the Board enables Non-Executive Directors to operate independently, including the ability to operate critically with one another, the Executive Directors, and any particular interests involved.
- 2.4.2 In particular, the desired composition of the Board ensures that:
- (a) at most one Non-Executive Director does not qualify as independent pursuant to clause 2.4.3 paragraph 2.4.3 to paragraph (d) inclusive;
  - (b) less than half of the Non-Executive Directors do not qualify as independent pursuant to clause 2.4.3; and
  - (c) 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 Non-Executive Director who can be considered to be affiliated with or representing them as stipulated in clause 2.4.3 paragraph (e) and (f).

2.4.3 A Non-Executive Director is not independent if the Non-Executive Director or a Non-Executive Director's spouse, registered partner or life companion, foster child or relative by blood or marriage up to the second degree:

- (a) has been an employee or an Executive Director (including of associated companies) five years before the appointment of the Non-Executive Director; (b) receives personal financial compensation from the Company or an associated company, other than the compensation received for the work performed as Non-Executive Director and in so far as this is not in the ordinary course of business;
- (c) has had an important business relationship with the Company or an associated company in the year before the Non-Executive Director's appointment. This includes the case where a Non-Executive Director, or the firm of which the Non-Executive Director is a shareholder, partner, associate or adviser, has acted as adviser to the Company (consultant, external auditor, civil law notary or lawyer) and the case where the Non-Executive Director is a management board member or an employee of a bank with which the Company has a lasting and significant relationship;
- (d) is a member of the management board of a company in which an Executive Director is a supervisory director;
- (e) has temporarily performed day-to-day management duties during the previous 12-month period while all Executive Director positions are vacant or all Executive Directors are unable to act;
- (f) has a shareholding in the Company of at least ten percent, taking into account shares held by natural persons or legal entities cooperating with the Non-Executive Director on the basis of an express or tacit, verbal or written agreement; or
- (g) is a managing director or supervisory director (or a representative) of a legal entity which holds at least ten percent of the shares in the Company, unless the entity belongs to the Company and all entities included in the group headed by it.