

**TAKEAWAY.COM N.V.**  
**Profile Supervisory Board**

## **1. Introduction**

The supervisory board (the “**Supervisory Board**”) of Takeaway.com N.V. (“**Takeaway.com**”) has drawn up a profile defining its size and composition, taking into account the nature of Takeaway.com's business activities and the desired expertise and background of the Supervisory Directors.

The expressions used in this profile have the same meaning given to them in the latest version of the Supervisory Board Charter.

This profile shall be evaluated regularly and tested against Takeaway.com's business activities and organizational structure and, if necessary, be amended accordingly.

The role of the Supervisory Board is to supervise the conduct and policies of the Management Board and the general course of affairs of Takeaway.com and its business enterprise. The Supervisory Board also provides advice to the Management Board. In performing its duties, the Supervisory Directors are required to be guided by the interests of the Company and its business enterprise, taking into consideration the interests of the Company's stakeholders (which include but are not limited to its customers, its employees, its creditors and the shareholders). The Supervisory Board will also observe the corporate social responsibility issues that are relevant to the Company.

## **2. Composition**

The Supervisory Board shall consist of three or more members. Each Supervisory Board member shall have sufficient time available for the proper performance of his or her duties. The composition of the Supervisory Board shall be such that it is able to carry out its duties properly. The composition and qualities of the Supervisory Board as a whole should be in line with the Company's size, portfolio, nature, culture, geographical spread and its status as a listed Company.

This means that the Supervisory Board as a whole shall fulfil the following standards:

- spreading of specific expertise with respect to one or more aspects of the corporate policy;
- an international composition;
- spreading of social experience;
- experience in the national and international business sector;
- expertise in finance and business economics;
- spreading of specific experience in the areas in which Takeaway.com is or shall be active;
- and
- a diverse composition which accounts for the fair balance as referred to in paragraph 3, below.

## **3. Diversity**

The Supervisory Board aims for a diverse composition in respect of nationality, experience, expertise, education, culture, gender, age and work background and shall therefor strive for a fair balance between nationality, experience, expertise, education, culture, gender, age and work background of its members.

When nominating a candidate for appointment the qualifications (such as expertise and experience) of the candidate and the specific requirements for the position to be filled shall prevail, nevertheless, the Supervisory Board strives to have at least 30% female and 30% male among its members, although such percentage will also depend on the total number of members within the Supervisory Board.

#### 4. Qualifications of the Supervisory Board

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 in the best way to perform its duties towards the Company and the stakeholders of the Company. Relevant criteria for the composition of the Supervisory Board are that its members have balanced experience in the following areas of expertise:

- international experience,
- knowledge of the industry,
- marketing knowledge,
- strategy and risk management relating to the company's business,
- social corporate responsibility,
- financial administration and accounting principles, and
- general management skills and experience.

All members of the Supervisory Board are expected to have experience in IT related and/or online businesses.

The following member of the Supervisory Board is considered a financial expert as referred to in the Code: R. Teerlink.

The skills/background of the current members of the Supervisory Board can be summarized as follows:

Name	Gender	International Experience	Industry knowledge	Marketing	Strategy / Risk management	CSR	Finance	Management Experience	IT / online
A. Nuhn	M	X		X	X	X		X	X
C. Vigreux	F	X	X	X	X	X		X	X
R. Teerlink	M	X			X	X	X	X	X
J. Reck	M	X	X	X	X			X	X

#### 5. Periodic review of the Supervisory Board Profile

This profile, as well as the composition and competence of the Supervisory Board, will be reviewed by the Supervisory Board periodically.