



# Annex 1

## Profile Supervisory Board

Of B&S Group S.A.



## Contents

|    |               |   |
|----|---------------|---|
| 1. | General       | 3 |
| 2. | Composition   | 3 |
| 3. | Diversity     | 3 |
| 4. | Independence  | 4 |
| 5. | Competence    | 4 |
| 6. | Miscellaneous | 5 |

## 1. General

- 1.1. This profile was adopted on March 9, 2018 on the basis of article 4.1 of the rules for the Supervisory Board of B&S Group S.A. (the “Rules”) and is made available on the Company’s website. The terms capitalised in this profile have the same meaning as in the Rules.
- 1.2. The purpose of this profile is to provide guiding principles for the appointment and reappointment of members, and the composition of, the Supervisory Board.

## 2. Composition

- 2.1. The Supervisory Board shall have at least three members.
- 2.2. The Supervisory Board’s composition as a whole should be in line with the Company’s business, size, culture and geographical spread and its status as a listed company.
- 2.3. The Supervisory Board shall be composed such that the requisite background, competencies and independence are present to carry out its duties properly. The size of the Supervisory Board reflects these requirements.
- 2.4. The Supervisory Board shall be composed such that sufficient expertise is available to identify opportunities and risks that may be associated with the business, innovations in business models and technologies in a timely manner.
- 2.5. 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.
- 2.6. Any Supervisory Board member shall be prepared to participate in a Supervisory Board committee, such as the Audit and Risk Committee and the Selection, Appointment and Remuneration committee.
- 2.7. Insofar as its actual composition differs from this profile, the Supervisory Board will account for this in the report of the Supervisory Board and will also indicate within what period it expects to be able to comply with the profile.

## 3. Diversity

- 3.1. In the selection of Supervisory Board members, the Company will strive for a variation in nationality, age, gender and expertise taking the required qualifications of the Supervisory Board as a whole into account. In addition, there will be a balance in the experience and affinity with the nature and culture of the business of B&S.

- 3.2. The Supervisory Board pursues to meet the requirements of the Company's diversity policy. To the extent the Supervisory Board will not be able to meet those requirements, it will be explained in the annual report of the financial year concerned.

## 4. Independence

- 4.1. The composition of the Supervisory Board shall be such that the members are able to operate independently and critically vis-à-vis one another, the Executive Board and any particular interests involved.
- 4.2. In order to safeguard its independence, the Supervisory Board takes into account the independence criteria listed in best practice principles 2.1.7 and 2.1.8 of the Code, subject to the provisions of the Relationship Agreement.
- 4.3. The chairman of the Supervisory Board shall not be a former member of the Executive Board and shall be independent within the meaning of best practice provision 2.1.8 of the Code.
- 4.4. The report of the Supervisory Board shall state whether or not, in the opinion of the Supervisory Board, the independence requirements referred to in best practice provisions 2.1.7 to 2.1.9 of the Code have been fulfilled and shall also state which Supervisory Board Members it does not consider to be independent.

## 5. Competence

- 5.1. The composition of the Supervisory Board shall be such that the combined expertise, background, diversity and independence of its members enables the Supervisory Board to best carry out the variety of the Supervisory Board's responsibilities. As a whole, the Supervisory Board should have the following qualifications:
- a. understanding of managing large organisations with international activities;
  - b. experience with, and understanding of, financial administration and accounting, and internal risk management and control systems;
  - c. management strategy experience and understanding of the risks inherent to the Company's business;
  - d. understanding of the governance structure and relevant tax, regulatory and legal matters in large organisations;
  - e. experience in or understanding of distribution networks in the fast-moving consumer goods market;
  - f. understanding of information technology systems;
  - g. marketing and commercial expertise;
  - h. understanding of stakeholder relations; and
  - i. awareness of corporate social responsibility issues.

Each Supervisory Board member shall qualify for at least two of the abovementioned matters.

- 5.2. Each Supervisory Board member should be capable of assessing the broad outline of the overall management.
- 5.3. Each Supervisory Board member should have the following qualities, skills and competencies:
  - a. ability to convey the core values of B&S;
  - b. analytical insight;
  - c. constructive and critical attitude;
  - d. good communication skills;
  - e. independent and impartial supervision (at a distance);
  - f. integrity and stewardship;
  - g. decisiveness; and
  - h. team player and the ability to work together.
- 5.4. At least one Supervisory Board member also has qualities that are necessary to act as chairman of the Supervisory Board and the General Meeting.
- 5.5. At least one Supervisory Board member has relevant expertise in financial administration/accounting for listed companies or other large companies.

## 6. Miscellaneous

- 6.1. At least once a year, the Supervisory Board will discuss this profile of the Supervisory Board, including the composition, competencies and expertise on the initiative of the Supervisory Board.
- 6.2. The Supervisory Board shall adopt the Profile, taking into account the nature of the undertaking of B&S, its activities and the required size, expertise, background, diversity and independence of the Supervisory Board members. The Supervisory Board shall discuss the profile at the General Meeting at each change.

**B&S**