



Profile Supervisory Board Deloitte Netherlands

July 2023

1. General

The Supervisory Board (the "SB") of Coöperatief Deloitte U.A. (the "Cooperative") and the SB of Deloitte Holding B.V. (the "Company") supervise the Cooperative and the Company, respectively, and the affiliated companies (jointly referred to as: "Deloitte", "Deloitte Netherlands" or the "Group"). The Group likewise includes Deloitte Accountants B.V., an audit firm with a licence under the Dutch Audit Firms (Supervision) Act (*Wet toezicht accountantsorganisaties*: "Wta"), obtained from the Dutch Authority for the Financial Markets ("AFM"). This licence permits it to perform statutory audits (including PIEs).

The SB members of the Cooperative and of the Company's SB (hereinafter jointly referred to as: the "SB") form a personal union. The SB exercises its supervision with due observance of the statutory obligations - such as those arising from the Wta and the Dutch Audit Firms (Supervision) Decree (*Besluit toezicht accountantsorganisaties*: "Bta") - and the most recent, generally acknowledged principles and best practices for corporate governance. SB members are deemed to be members of the "body charged with internal supervision" as referred to in the Wta and must meet the requirements to be set by or under the Wta.

The SB supervises (the policy of) the Executive Board (the "EB") of Deloitte Netherlands and the general affairs of the Group. The SB advises the EB and the daily policymakers of Deloitte Accountants B.V. The matters supervised by the SB encompass the safeguarding of the trust that Deloitte's internal and external stakeholders place in their corporate management and its services. The SB thus likewise focuses on both the audit firm's interest and the public interest in ensuring the quality of statutory audits.

The SB has a number of standing committees. The purpose of these committees is to prepare the SB's decision-making. The current standing committees are:

- a. The **Audit & Finance Committee** advises the SB on matters such as the financial statements, budget, external reporting, taxation, financing, risk management (with all tasks and key areas being considered from the perspective of financial risks, internal control, and internal and external reporting);
- b. The **Remuneration and Nomination Committee** advises the SB on matters such as the continuity and the composition of the SB and the EB, succession planning, and management development, and also on the remuneration policy and the remuneration of the SB members, the EB and Deloitte Accountants B.V.'s daily policymakers, and the assessment of the EB;
- c. The **Quality, Integrity & Risk Committee** advises the SB on matters such as Deloitte's quality, risk and integrity policy, and on intended EB decisions to appoint partners and directors as external auditors.

2. Composition SB

The SB comprises at least three persons. The SB exclusively comprises independent external members as referred to in the Wta, the Bta and the Dutch Corporate Governance Code, with the exception of one seat, which can be reserved for a person from Deloitte's international network. The aim is that the SB will be composed in accordance with (the objectives of) the diversity and inclusion policy of Deloitte, and the aspects of diversity relevant to Deloitte, such as nationality, age, expertise, gender identity and social experience and background. This aims to ensure that, when filling vacancies in the SB, a balanced distribution of the different D&I starting points among the SB members will be pursued. The ambition is to have at least 30% of SB seats occupied by female members and at least 30% by male members.

The SB's composition is such that the required expertise, background, competences and independence are present to properly perform its task and that the members can operate critically and independently of each other, of the EB, and of whatever specific interest. The SB consists of a mix of persons with management experience, both in the private and the public sector, with knowledge of and feeling for corporate governance, and with experience in political-administrative and social environments in which organisations have to operate.

In composing the SB, the objective is to achieve maximum complementarity of the individual members and their specific expertise and the ability to deliver maximum added value, taking into account the nature and size of the company and the societal interests that the company represents. In addition, the SB's composition must be such that its committees can be duly filled and that its members have such capabilities that, if necessary, they can temporarily assume the EB's tasks in the event of the EB's absence or inability to act. The SB's composition is always such that it can perform its tasks properly.

Deloitte fulfils a societal role in the area of auditing and provides a broad range of consultancy services as well (Consulting, Financial Advisory, Risk Advisory, Tax & Legal). The suitability of members for the SB is also assessed in the context of this specific role as a professional service provider within society.

The SB's composition should be such that the SB is a balanced representation of the required expertise. Each SB member is nominated based on their potential contribution in terms of knowledge, experience and exemplary behaviour in one or more areas and in line with the SB's composition and functioning as a collective at the time of nomination.

3. The SB's desired knowledge and skills

The following requirements are taken into account in the SB's composition:

- each of its members is capable of assessing the broad outline of the Group's overall policy;
- each of its members has the specific expertise required to fulfil their role within the framework of this profile;
- at least one of its members must have gained relevant knowledge and experience in finance/accounting with listed companies or with other large legal entities;
- the SB must have relevant knowledge and experience relating to the policy on the quality control system and the public interest.

In addition to expertise to perform the tasks referred to in article 2 and more specifically in article 2.3 of the Rules of Procedure, the SB must have expertise in the following areas.

3.1 Quality policy, risk policy and public interest

Expertise on quality policy, risk policy, compliance, and an eye for public interests, including aspects affecting the quality of the audits and the related quality control, the independence, the integrity and the interests of external stakeholders in the audit. In this respect, good access to the network of public bodies, such as the AFM, and the ability to contribute to the public debate is key.

3.2 Market and business knowledge

Knowledge of national and international developments and of professional services in particular. The understanding of these developments should be such that it enables an independent assessment of Deloitte's services (now and in the future). This concerns knowledge of Audit and Advisory services, business processes, ethical standards, compliance, ICT and technological innovation.

3. Desired knowledge and skills of the SB (continued)

3.3 Laws and regulations

Being familiar with the national and international developments in government policy and legislation surrounding Deloitte's services.

3.4 Financial management

Being familiar with matters of financial-economic company policy, financial accounts, accounting policies, management control systems, risk policy.

3.5 International collaboration

Knowledge of international collaboration and developments relating to Audit and Advisory firms.

3.6 Human capital

Knowledge and understanding of the importance of human capital for professional services organisations. More specifically regarding matters of knowledge management, remuneration, leadership development, succession planning, and inclusion & diversity.

3.7 Management and organisation

Knowledge of and feeling for management and organisational matters, more specifically the management of a large partner firm.

3.8 Strategic transformation management

Knowledge of management of large-scale, complex change processes (such as implementing a merger integration or a purpose-driven strategy), communication & change

3.9 Corporate governance

Being familiar with corporate governance matters.

3.10. Digitalization, technology and sustainability

Relevant knowledge in digitalization/technology' and relevant knowledge in sustainability.

4. Profile

4.1 Job profiles members

The SB members have knowledge of and skills relating to the managerial aspects of running a large organisation. The members have experience as board members of a large organisation or similar background and experience. Members have the capability to test the policies pursued by Deloitte's EB and Deloitte Accountants B.V.'s daily policymakers against the requirements of internal and external stakeholders, against societal developments, and against the established policy programmes. The members are individually capable of assessing the main features of the business strategy and advising the audit firm's EB and the daily policymakers about them.

The members have specific expertise in at least three, preferably four, of the areas listed in point 3 to enable them to perform their specific task or tasks within the SB. The members make sufficient time available to perform their duties adequately.

Reappointment is partly determined by the contribution to the SB of the member in question.

The SB members are familiar with the provisions on permitted other positions, in particular relating to supervisory board memberships at and financial independence from (national and international) Deloitte clients. The guiding principle is that any semblance of a conflict of interest - both from Deloitte's point of view and that of society - should be avoided.

4.2 Job profiles Chair SB and Committee Chairs

Chair SB

The Chair of the SB is the figurehead of the supervision within Deloitte Netherlands, both internally towards the partner group and employees, and broader within the NSE organisation, as well as externally towards society and regulators.

In addition, the Chair functions as a sounding board, mentor and sparring partner of the EB and of Deloitte Accountants B.V.'s daily policymakers. The Chair supports the CEO in further shaping Deloitte Netherlands as a mission-driven organisation. The Chair offers personal support and continuously assists others with advice and guidance.

4. Profile (continued)

Chair Audit & Finance Committee

The Chair of the Audit & Finance Committee has expertise in the areas of budgeting, financial analysis, risk management and reporting. Expertise in the area of business integrity and information technology is recommended. He or she has broad social and managerial experience, is a unifying and convincing personality and has excellent communication skills.

Chair Remuneration & Nomination Committee

The Chair of the Remuneration & Nomination Committee has broad social and managerial experience, preferably as a director or Supervisory Board member within complex organisations. The Chair of the Committee also has expertise on management and organisation, human resources and remuneration matters. The Chair of the Committee is communicative and has a feeling for administrative and political relations. The Chair of the Remuneration & Nomination Committee is an also expert in management development and leadership selection. The Chair of the Committee has practical experience with succession matters at senior management level in a relevant national or international organisation and can test leadership qualities against external benchmarks. The Chair has broad social and managerial experience, is people-oriented and has excellent communication skills.

Chair Quality, Integrity & Risk Committee

The Chair of the Quality, Integrity & Risk Committee has knowledge of and proven managerial experience in quality, risk and compliance. The Chair of the Committee preferably has knowledge of risks run by a professional services organisation. In addition, the Chair of the Quality, Integrity & Risk Committee has the capabilities to provide input on the quality, risk and integrity policy of the company and has the technical knowledge and organisational experience to supervise this. Knowledge of, experience with and affinity for the culture of professional services organisations is a plus.



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