

Profile Supervisory Board

Eurotransplant International Foundation

General information

This profile has been drawn up in accordance with article 8.3 of the Articles of Association of Eurotransplant. In addition to the provisions of the Dutch Civil Code and Eurotransplant's Articles of Association, the Supervisory Board is composed such that the desired knowledge and expertise relevant to Eurotransplant are sufficiently represented in it.

The Supervisory Board is charged with the supervision of the Board of Management and the general course of affairs of Eurotransplant as well as providing advice to the Board of Management.

The members of the Supervisory Board shall bear collective responsibility for the proper performance of the Supervisory Board and for the proper fulfillment of the obligations of the Supervisory Board.

The members of the Supervisory Board shall act in the best interest of Eurotransplant. They will fulfill their obligations without a mandate and independently from other organizations, companies or individuals. Members of the Supervisory Board may not hold any posts or take any position that are incompatible with Eurotransplant's interests.

Each member of the Supervisory Board must have specific expertise necessary to discharge his or her role on the Supervisory Board. To that end, an individual profile that is in keeping with the general profile shall be drawn up for a new member of the Supervisory Board as soon as a vacancy arises on the Supervisory Board.

The Supervisory Board as a whole must be able to perform the following functions:

- a. Supervising, evaluating, instructing and advising the Board of Management in the areas of general strategy, policies and the development of the international scientific position of Eurotransplant, as well as the risks, internal control and other management aspects of Eurotransplant;
- b. Assessing and evaluating Eurotransplant's governance and internal organizational structure;
- c. Selecting the members of as forming an efficient, qualified and competent Board of Management, and monitoring the succession of the members of the Board of Management;
- d. Supervising and evaluating the performance of the Board of Management;
- e. Supervising and evaluating the remuneration of the Board of Management.

Any member of the Supervisory Board shall be prepared to participate in the proceedings of a Committee of the Supervisory Board.

The remuneration of the members of the Supervisory Board shall be determined by the Supervisory Board.

COMPOSITION

In general

Any person proposed as a member of the Supervisory Board must be able to fulfill that post properly and contribute to the Supervisory Boards adequate composition.

Each member of the Supervisory Board shall have the specific expertise required for the fulfillment of the duties assigned to the role designated to him or her.

In accordance with article 8 of the Articles of Association, the Supervisory Board shall consist of 5 members including the chairperson.

The aim is to have variety in the composition of the Supervisory Board, such as on the basis of diversity in nationality, gender, age, expertise and experience.

Not only the Supervisory Board collectively but also each member individually will bear responsibility for gathering all the information needed to properly carry out their duties as supervisory parties.

The Supervisory Board will review the performance of its members on an annual basis.

Primary areas of competence

For the purposes of performing its duties the Supervisory Board shall seek to have the following expertise and experience available:

- ◆ experience in the field of transplant medicine;
- ◆ experience with and knowledge of financial administration, accounting policies and internal controls;
- ◆ experience and knowledge of business administration;
- ◆ experience in IT technology, IT applications and IT systems.

The chairperson of the Supervisory Board must have the desirable expertise and experience with organ transplantation and must be aware of the social, scientific and political environment of the key sectors in which Eurotransplant operates.

This profile shall be evaluated and, at the initiative of the Supervisory Board, on a regular basis. When necessary because of strategic changes or societal trends the profile shall be adjusted by the Supervisory Board in consultation with the Board of Management.

This profile shall be published on the website of Eurotransplant.