

PROFILE OF THE SUPERVISORY BOARD OF ROYAL TEN CATE NV

1. GENERAL

The terms used in this profile shall have the same meanings as in the regulations of the Supervisory Board.

This profile was drawn up by the Supervisory Board on 22 February 2005 on the basis of the provisions of article 19, paragraph 2 of the Company's articles of association. The Supervisory Board has discussed this profile with the Works Council and the Executive Board. This profile will be evaluated from time to time and assessed in the light of social developments and strategic changes in the Company and shall be amended as necessary.

The Supervisory Board has the task of supervising the policy of the Executive Board and the general state of affairs of the Company and the business associated with it. The Supervisory Board shall support the Executive Board by providing advice. In performing its duties, the Supervisory Board shall be guided by the interests of the Company and the business associated with it and to that end shall consider the relevant interests of the parties involved with the Company.

2. COMPOSITION

The size and composition (and the allocation of duties) of the Supervisory Board shall be as laid down in this profile, taking into account the nature of the business and its activities.

The Supervisory Board shall be composed in such a way that the members can operate independently and critically with regard to each other, the Executive Board and any individual interest.

The Supervisory Board currently comprises five members, which is sufficient having regard to the nature and size of the current business. The composition of the Supervisory Board shall be such that the combination of experience, expertise and independence of its members shall best enable the Supervisory Board to perform its various duties in a proper manner. This means that the Supervisory Board as a whole must fulfil the following criteria:

- spread of specific expertise with regard to one or more aspects of the business policy;
- spread of social experience;

- experience in business both nationally and internationally;
- spread of specific experience in those areas in which the Company is or will become active.

3. NOMINATIONS

When drawing up the nomination for the (re)appointment of one or more members of the Supervisory Board, due account shall be taken of the requirement that each supervisory director must be suitable to assess the main points of the overall policy and that one or more members of the Supervisory Board must in any case have expertise in one or more of the following areas:

- commercial/marketing/entrepreneurship;
- finance & economics;
- research/science/technology;
- politics/government;
- company law in the broad sense;
- personnel and industrial relations;
- international business experience.

A member of the Supervisory Board shall not be eligible for (re)appointment if the respective member of the Supervisory Board has already held a seat on the Supervisory Board three times in succession for a term of four years.

4. OTHER MATTERS

The Supervisory Board shall be composed in such a way as to engender a good mutual relationship of trust so that the Supervisory Board can operate as a team.

A maximum of one of the members of the Supervisory Board shall be non-independent.

In respect of each nomination for (re)appointment of one or more members of the Supervisory Board, the Supervisory Board shall assess the composition of the Supervisory Board against the overall principles of this profile.