

**General**

This profile is based on the Supervisory Board Regulations and complies with the applicable legislation and regulations. The terms used in this profile bear the same meaning as in the Supervisory Board Regulations.

This profile serves as a guideline for the composition of the Supervisory Board and the appointment of its members. The Supervisory Board approved this profile on 8 November 2006 following consultation with the Grontmij Management Board and Works Council. It was discussed by the General Meeting of Shareholders on 10 May 2007.

Every year this profile will be evaluated and assessed in the light of social developments and changes in the company's strategy, and will be amended as required.

The Supervisory Board has a duty to monitor the policy pursued by the Management Board and the general state of affairs prevailing in the company and its associated companies. The Supervisory Board assists the Management Board by providing it with advice. Responsibility for the performance of the duties of the Supervisory Board is vested in the latter as a group.

**Composition**

Subject to the provisions of Articles 1.2 to 1.4 of the Supervisory Board Regulations, the membership of the Supervisory Board will be such that a combination of the experience, expertise and independence of its members will enable it to perform its various duties to the best of its ability. This means that the Supervisory Board as a whole will need to satisfy the following criteria:

- (a) it should have a spread of specific expertise covering one or more aspects of corporate policy;
- (b) its membership should reflect the geographical distribution of Grontmij's operations in Europe (particularly in Belgium, Denmark, Germany, the Netherlands, Sweden and the United Kingdom);
- (c) it should have a spread of social experience;
- (d) it should reflect both regional and international business experience;
- (e) it should include experience of managing listed companies;
- (f) it should have experience in finance and business economics;
- (g) it should have experience which is specific to areas in which Grontmij is or will become active.

Furthermore, the Supervisory Board as a whole should be capable of performing the following duties:

- (a) selecting and establishing an efficient, qualified and competent Management Board;
- (b) monitoring and evaluating the performance of the Management Board;
- (c) determining and assessing the remuneration of the members of the Management Board;
- (d) monitoring, evaluating, advising and providing guidance to the Management Board in relation to strategy, including strategic acquisitions, and the development of Grontmij's financial position, as well as the risks, internal control and other aspects of the company's management.

**Nominations**

When preparing nominations for the appointment or reappointment of one or more members of the Supervisory Board, consideration will be given to the requirement that one or more of its members should at any rate have considerable expertise in one or more of the following areas:

- (a) commerce, marketing and (international) business;
- (b) finance and economics (see Article 1.3(e) of the Supervisory Board Regulations);
- (c) corporate governance and those aspects of company law governing listed companies;
- (d) politics and government;
- (e) labour matters and social relations, preferable in the business services sector.

Members are required to speak and read the English language excellent.

**Committees**

At present the Supervisory Board's permanent committees are the audit committee and the appointment and remuneration committee. Each of these committees has its own specific regulations. The latter stipulate the size and composition of these committees.

**Other**

The Supervisory Board's membership should be such that its members have a healthy confidence in each other, thereby enabling the board to operate as a team.

Without impinging on the Works Council's enhanced right of recommendation, in the case of each nomination for the appointment or reappointment of one or more members of the Supervisory Board the latter will assess its membership in the light of all of the principles underlying the above profile.

Upon his appointment or reappointment, every member of the Supervisory Board is required to consent to the Supervisory Board Regulations in accordance with Article 25.1 of these regulations.