

Appendix 1 Rules of the Supervisory Board

PROFILE SUPERVISORY BOARD OF ACCELL GROUP N.V.

On 23 February 2005 the Supervisory Board adopted a profile (the "**Profile**") for the Supervisory Board of the Accell Group N.V. ("**Accell Group**"). This Profile was most recently amended by a resolution of the Supervisory Board on [●] 2011. This Profile will be published on the corporate website of the Accell Group.

1. Size

- 1.1. According to the current articles of association of the Accell Group, the Supervisory Board has at least three members. The Accell Group has opted for a relatively small but effective Supervisory Board. The Supervisory Board currently has four members. If the scope or nature of Accell Group's policy provide an incentive to do so, the Supervisory Board will be expanded to five members.
- 1.2. The Supervisory Board must designate one of its members as chairman.
- 1.3. The Supervisory Board has two committees, an audit committee and a selection/remuneration committee. Each committee is made up of two members and will choose its chairman from these two members. The chairman of the Supervisory Committee cannot be the chairman of a committee.

2. Expertise and experience

- 2.1. Each Supervisory Director must be able to evaluate the outline of the total policy of the Accell Group and its affiliated enterprise. This requires each Supervisory Director to have broad international and social economic experience.
- 2.2. Each Supervisory Director must have the specific expertise required to fulfil his tasks.
- 2.3. The Supervisory Board as a whole must have the relevant knowledge and experience with regard to the following policy fields ("**Policy fields**"):
 - a. corporate strategy in an international context;
 - b. financial policy aimed at creating shareholder value;
 - c. commercial policy with regard to (i) the marketing and sales of consumer branded products through independent distribution channels; and (ii) creating and maintaining brands for consumers;
 - d. managing listed internationally operating companies;
 - e. product innovation and product technology, in particular the logistics of small series assembly processes;
 - f. ICT and E-business;
 - g. organisational and management development; and

h. social policy.

2.4. After their appointment, all Supervisory Directors will follow an introduction programme. Each year, the Supervisory Board assesses the elements for which the Supervisory Directors need further training during their period of service as Supervisory Directors.

3. Composition

3.1. The following requirements must be observed regarding the composition of the Supervisory Board:

- a. the Supervisory Board must be composed such, that it can perform its tasks properly. The composition of the Supervisory Board will be such, that the combination of expertise, experience and independency of its members best enables the Supervisory Board as a whole to focus in its performance of tasks on the interest of the Accell Group and its affiliated enterprise and to balance the interests to be considered of those involved with the Accell Group for that purpose;
- b. the Supervisory Board is made up such, that the members can operate in an independent and critical fashion towards each other, the Board of Directors and any particular interest whatsoever;
- c. the Supervisory Board is preferably made up of persons with broad general administrative experience and expertise which have been acquired in internationally operating listed companies and who have good knowledge of social and economic structures in the Netherlands;
- d. the Supervisory Board as a whole has relevant knowledge and experience with respect to the Policy fields;
- e. every Supervisory Director must have specific expertise and experience necessary for the fulfilment of his task, within his role under this profile;
- f. at least one of its members must have gained relevant knowledge and experience in the area of financial administration/accounting with an internationally operating listed company;
- g. none of the Supervisory Directors may be re-appointed after the third four-year term of office;
- h. a Supervisory Director is re-appointed after careful consideration only, taking the profile – in the event of re-appointment – into consideration;
- i. none of the Supervisory Directors may hold more than five supervisory directorships with Dutch listed companies. The chairmanship of a supervisory board counts as two supervisory directorships;
- j. the chairman of the Supervisory Board may not be a former member of the Board of Directors;

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- k. the company pursues a mixed composition as regards age and gender.
