

## **DIGI COMMUNICATIONS N.V.**

### **PROFILE FOR NON-EXECUTIVE DIRECTORS**

#### **1. BACKGROUND**

1.1 This profile of the size and composition of the non-executive directors of the board of directors (the *Board*) of Digi Communications N.V. (the *Company*) (the *Profile*) has been established by the Board on 15 May 2017.

1.2 The purpose of this Profile is to provide a guide to the membership and work of the non-executive directors of the Board (the *Non-Executive Directors*). The role of the Non-Executive Directors is to supervise the management of the executive directors and the general course of affairs in the company, its subsidiaries and their businesses, as well as to assist the executive directors by providing advice. In performing their duties, the Non-Executive Directors shall be guided by the interests of the company and its subsidiaries and all their businesses, taking into consideration the interests of the company's stakeholders (including but not limited to its shareholders). The Non-Executive Directors shall also have due regard for corporate responsibility issues that are relevant to the enterprise. The Non-Executive Directors are responsible for the quality of their own performance.

#### **2. COMPOSITION**

2.1 The composition of the Non-Executive Directors shall be such that the combined experience, expertise and independence of the Non-Executive Directors should reflect the requirements needed to engage in relevant, informed, expert and efficient discussion and decision making at board level regarding all aspects of the activities of the Company and the management of its operations, having regard for:

- (a) the nature, size and the markets of activities the Company;
- (b) applicable rules of corporate governance which govern the activities of the Company and corporate organisation in applicable constituencies, taking into account the nature of the Company as listed companies;
- (c) the specific organisational structure of the Company; and
- (d) the duties and responsibilities allocated to the Non-Executive Directors as per the corporate governance arrangements within the Company.

2.2 On that basis the following specific elements shall need to be sufficiently represented as regards the knowledge, experience and background of the Non-Executive Directors, separately or in combination:

- (a) understanding of the specific markets (product and geographical) where the Company is active;

- (b) financial experience with relevant knowledge and experience of financial administration and accounting for and financing of listed companies or other entities similar to the Company; and
- (c) expertise in the business of providers of telecommunication and fixed fiber optic infrastructure.

### **3. SIZE**

The Board determines the number of Non-Executive Directors, with due regard to the interest of the Company. The number of Non-Executive Directors shall at all times exceed the number of executive directors of the Board.

### **4. DIVERSITY**

4.1 The Non-Executive Directors aim for a diverse composition with respect to nationality, experience, background, age and gender. However, the qualifications of a particular candidate and the requirements for the position of a Non-Executive Directors to be filled shall always prevail when filling in a position of a Non-Executive Director.

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