

PLUXEE N.V.
PROFILE OF THE BOARD

Effective as of 31 January 2024

Contents

Clause		Page
1	DEFINITIONS	3
2	INTRODUCTION	3
3	SIZE, COMPOSITION, DIVERSITY AND INDEPENDENCE	3

1 DEFINITIONS

Capitalised terms used but not defined in this profile have the same meaning given to them in the board rules of Pluxee N.V. (the "**Company**"), as drawn up by the Company's board (the "**Board**") and posted on the Company's website.

2 INTRODUCTION

2.1.1 This is the profile of the Board. This profile was prepared and approved by the Board in accordance with best practice provision 2.1.1 of the Dutch Corporate Governance Code. This profile shall be evaluated on a regular basis and assessed in the light of changing situations and strategic changes taking place at the Company and its affiliated enterprise. This profile does not restrict the Board to nominate a secondee of Bellon S.A., the controlling shareholder of the Company, to be appointed as an Executive Director.

2.1.2 This profile sets out:

- (a) the size of the Board;
- (a) the desired expertise and background represented in the Board;
- (b) the desired independence of Non-Executive Directors.

2.1.3 The Remuneration and Nomination Committee and the Board, as applicable, consider this profile when preparing nominations of persons to be appointed as Directors.

2.1.4 This profile is posted on the Company's website.

3 SIZE, COMPOSITION, DIVERSITY AND INDEPENDENCE

3.1 Size

The Board shall be composed of at least eight Directors, consisting of one or two Executive Directors and, for the remainder, Non-Executive Directors.

3.2 Composition

3.2.1 Considering the technological and digital dimension of the Company's business, the specificities of the employee benefits and rewards services industry and the global footprint of the Company's business, the desired composition of the Board is such that the requisite mix of specific experience, qualifications and skills is present to assure that the Board as a whole, has the necessary tools to perform its function effectively in light of the Company's business and structure.

3.2.2 In particular, to achieve sufficient diversity of views and the expertise needed for a proper understanding of current affairs and long-term risks and opportunities related to the Company's business, the desired composition of the Board includes the following areas of expertise and backgrounds among its members:

- (a) digital, technology and data management, cybersecurity, payment industry;
- (b) financial administration and accounting, and internal risk management and control systems;
- (c) management strategy and risks inherent to the Company's business;
- (d) M&A, corporate development, financing;
- (e) human resources, ESG;
- (f) ethics and compliance, corporate governance, stock exchange rules and stakeholder management; and
- (g) international developments in markets and products.

In evaluating director candidates, the Remuneration and Nomination Committee and the Board, as applicable, may also consider the following criteria as well as any other factor that they deem to be relevant:

- (a) the candidate's expertise and experience in corporate management, such as serving as an officer or a board member of an international company;
- (b) the candidate's professional and academic experience relevant to the Company's industry;
- (c) the candidate's experience in the above-mentioned areas of expertise;
- (d) the strength of the candidate's leadership skills, its strategic and results-driven mindset; and
- (e) whether the candidate has the time required for preparation, participation and attendance at Board meetings and committee meetings.

In addition, the Remuneration and Nomination Committee and the Board, as applicable, will consider whether there are potential conflicts of interest with the candidate's other personal and professional pursuits.

- 3.2.3 At least one Non-Executive Director must have competence in accounting and/or auditing.

3.3 Diversity and Inclusion

- 3.3.1 The Board draws up a diversity and inclusion policy for the composition of the Board, senior management and the rest of the workforce. The policy addresses the specific targets for directors and senior management in order to achieve a good balance in gender diversity and the other diversity and inclusion aspects of relevance to the Company.
- 3.3.2 The desired composition of the Board complies with the Company's diversity and inclusion policy.

3.4 Independence

- 3.4.1 The desired composition of the Board enables Non-Executive Directors to operate independently, including the ability to operate critically towards one another, the Executive Directors of the Board, and any particular interests involved.
- 3.4.2 The desired composition of the Board meets the independence and other requirements of the laws, rules and regulations applicable to the Company, including the requirements of the Dutch Corporate Governance Code, unless a deviation from the latter is deemed appropriate, which deviation will then be explained in the Company's management report.
- 3.4.3 At least annually, the Board shall assess in good faith whether each Director is independent under best practice provision 2.1.8 of the Dutch Corporate Governance Code. Each Director shall provide the Board with the relevant information in relation thereto. These annual determinations shall be conclusive, absent a change in circumstances from those disclosed to the Board or a material omission from such disclosures, that necessitates a change in such determination.
- 3.4.4 Each Director shall inform the Board through the Chair or the Lead Director (if an Executive Chair has been designated), or the Company Secretary as to all material information regarding any circumstances or relationships that may impact their characterization as "independent", or impact the assessment of their interests.

4 MISCELLANEOUS

The Board is authorised to adopt and may amend or supplement this profile pursuant to a resolution to that effect. The Board may also approve temporary deviations from this profile pursuant to a resolution to that effect.

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