



Draft Profile of the Supervisory Board
of ICT GROUP N.V.

To be discussed at the Annual General meeting of shareholders on 9 May 2018

1. General

This profile has been drawn up on the basis of the provision of Article 2.1.2 of the Supervisory Board Rules as well as on the basis of the provision of Article 2:158 (3) of the Civil Code, which is elaborated in Article 24 (2) of the Articles of Association of the Company.

2. Size and composition

Taking into account the nature of ICT Group N.V. (hereafter “the Company”), its activities and the desired expertise and background of the Supervisory Board members, the size and composition (and division of duties) of the Supervisory Board will be as follows.

The Supervisory Board will consist of three or more members, natural persons, to be determined by the general meeting. The Company is subject to the two-tier regime which implies i.a. that:

- for the appointment of Supervisory Board members, the general meeting and the works council will have the right to make recommendations to the Supervisory Board;
- for one-third of the seats on the Supervisory Board (currently for one seat) the works council will have the enhanced right of recommendation;
- any recommendations should be made in accordance with the profile drafted by the Supervisory Board;
- whether or not on the basis of a recommendation, the Supervisory Board will make a nomination after which the general meeting may decide upon the appointment or the rejection of the nomination;
- any material change in the profile will be discussed with the general meeting and with the works council.

The composition of the Supervisory Board will be such that the combination of experience, expertise, diversity and independence of its members best allows the Supervisory Board to fulfil its various obligations towards the Company and the Company’s stakeholders (including the shareholders). Members of the Supervisory Board will be selected and nominated in such a way that the following competences are represented in the Supervisory Board as a whole:

- a) affinity with ICT Technology and innovation issues;
- b) financial administration and accounting, internal risk management and control systems;
- c) strategy, investments and risks associated with the company's business;
- d) management selection and development and human resources;
- e) compliance, stock exchange rules, corporate governance, social economic and legal issues;
- f) shareholder relations and employee relations;

The Chairman of the Supervisory Board may not be a former member of the Executive Board of the Company unless the Supervisory Board member has acted as a temporary member of the Executive Board of the Company in a situation involving the absence or inability of all members of the Executive Board.

Persons who are candidates for the Supervisory Board will be assessed, in addition to the above competences, with regard to one or more of the following attributes:

- a) Strategic insight, vision and financial knowledge;
- b) Achieved results in the (previous) working environment where experience has been gained;
- c) Interest in organisational development, corporate governance and sustainability;
- d) International experience
- e) Fitting within the open culture of the Company;
- f) Critical and able to criticise in a constructive manner.

3. Diversity

ICT aims for diversity not only in experience, but also in nationality, gender and age. When nominating candidates as member of the Supervisory Board, the experience, background and other diversity factors are taken into account. ICT strives to have at least 30% female Supervisory Board members.

4. Independence

The desired composition of the Supervisory Board enables Supervisory Directors to operate independently, including the ability to operate critically with one another, the Executive Board, and any interests involved.

In particular, the desired composition of the Supervisory Board ensures that:

- a) at most one Supervisory Director does not qualify as independent pursuant to best practice provision 2.1.8 section (i) to (v) of the Dutch Governance code
- b) less than half of the Supervisory Directors do not qualify as independent pursuant to best practice provision 2.1.8 of the Dutch Governance code and
- c) for each shareholder, or group of affiliated shareholders, who directly or indirectly hold more than ten percent of the shares in the Company's share capital, there is at most one Supervisory Director who can be considered to be affiliated with or representing them as stipulated in best practice provision 2.1.8 (vi) and (vii) of the Dutch Governance code.