

Profile Mediq NV Supervisory Board ¹

1. Terms of reference

The starting point for the profile of the Supervisory Board is the role of the Supervisory Board as prescribed by law.

The statutory two-tier board system for large public limited companies in the Netherlands ('*structuurregime*') is applicable to Mediq NV ('the Company'), pursuant to Articles 152 to 164 of Book 2 of the Dutch Civil Code. Furthermore, the legally-embedded rules of good corporate governance ('the Code') and the Regulations of the Supervisory Board of Mediq N.V. are also applicable.

2. Composition of the Supervisory Board

2.1 Composition of the Supervisory Board as a whole

The composition of the Supervisory Board shall be such that its members are able to act critically and independently of one another and of the Board of Management and any particular interests.

In view of the role which it has to fulfil, the Supervisory Board of Mediq NV shall be made up of members who, each on the basis of his own specific expertise and experience, shall be guided solely by the interests of the company and its affiliated enterprises as a whole. They may give specific consideration to particular interests, but this consideration shall always be subordinate to the interests of the company. Each Supervisory Board member shall carry out his role without any mandate from any group or organisation whatsoever.

The composition of the Supervisory Board shall be such that the combination of experience and expertise of its members is in compliance with the profile, and shall best enable the Supervisory Board to discharge its various duties towards the company and those associated with the company, in accordance with the applicable legislation and regulations.

The composition of the Supervisory Board shall be such that a proportional spread of the required expertise is present and that, in combination with this, consideration is given to broad societal experience, involvement with the company, impartiality and an awareness of national and international societal developments.

The Supervisory Board shall oversee its composition, taking account of the nature and scale of the company, of the required expertise and, moreover, of the conduct and relationships of the individual members.

- The composition of the Supervisory Board shall be in such a manner that its diversity is adequate regarding the requirements of the company. This relates to gender and age but even more to expertise and social background and experience. This means members are selected by gender, age, nationality, international experience and experience in the markets the company is active in.

¹ *In the event of any discrepancies or differing interpretations between the Dutch document and its English translation, reference should be made to the Dutch version, which will prevail at all times.*

In particular, the composition of the Supervisory Board shall be such that the Board, in its entirety, can fulfil the following roles in a qualitatively sound manner:

- supervision of the composition of the Board of Management and assessment of its performance;
- assessment of the general policy and the general strategy to be carried out;
- assessment of the financial position of Mediq NV and the relevant developments in the medium and long term;
- assessment of the main organisational structure of Mediq NV;
- assessment of the human resources policy of Mediq NV;
- assessment of the company's commercial and innovative policy;
- assessment of the company's policy in the field of information and communications technology;
- the assessment of the interests of financiers;
- the assessment of the performance of the company in its societal context.

The number of commissionerships which an individual Supervisory Board member holds in Dutch listed companies shall be limited in such a way that the proper fulfilment of his duties is guaranteed, and shall amount to no more than five, for which purpose the chairmanship of a Supervisory Board counts double.

A member of the Supervisory Board shall be appointed for a maximum of three four-year terms. The Supervisory Board shall have a retirement schedule.

At most one Supervisory Board member shall be non-independent under the terms of the Code, this being at present Mrs M.J.M. van Weelden.

2.2 Number of Supervisory Board members

The number of Supervisory Board members shall be such that the Board can carry out the roles assigned to it. The number of members shall be determined by the nature, scale and diversity of the company's activities. In accordance with the Articles of Association, there may be a minimum of three and a maximum of nine members. The Board shall evaluate annually in mutual deliberation whether it is made up of the correct number of members, and shall take measures in this regard if necessary.

2.3 Desired expertise and experience

Each supervisory board member shall be capable of assessing the broad outline of the overall policy.

In view of Mediq N.V.'s current structure and the composition of its activities, it is important that the Supervisory Board is composed in such a way that the following expertise is present in one or more of its members:

- up-to-date senior management experience arising from an active position within the business community;
- final responsibility in a large internationally-operating company;
- final responsibility for business activities which are subject to political pressure or the pressure of public opinion;
- specific financial expertise, including relevant knowledge and experience that has been built up in the field of financial administration and accounting with listed companies or other large legal entities;

- specific expertise in business areas such as human resources, organisation, ICT and international commerce and marketing;
- experience in participation and consultation with trade union organisations;
- specific expertise with regard to relations within the medical supplies and health care sectors in the Netherlands, in particular, the public pharmacy sector;
- specific familiarity with the political decision-making process.

The reappointment of a Supervisory Board member shall only take place after careful consideration. The profile requirements shall also be taken into consideration with regard to reappointments.

2.4 Desired personal qualities

As well as expertise, experience, contacts, vision and adequate availability, personal qualities such as impartiality, integrity, tolerance of other points of view, balance and perseverance are also important.

2.5 Desired specific expertise and experience of the chairman

In addition to the requirements placed upon a Supervisory Board member, the following qualities may be required of the chairman:

- the ability to lead the deliberations within the Supervisory Board;
- the ability to promote cohesion within the Supervisory Board;
- the ability to appear on behalf of the company directors during the shareholders' general meeting of Mediq NV;
- the possession of expertise in the field of finance;
- the ability to channel discussions within the company between the Supervisory Board, the Board of Management and the Central Works Council.

The chairman shall not be a former director of the company. The chairman shall not be the chairman of the Audit Committee, or of the Remuneration Committee.

2.6 Right of recommendation by the Works Council

The statutory enhanced right of recommendation by the Works Council shall be applied to every second vacancy within the Supervisory Board, until the point at which one third of the Supervisory Board members have been appointed in this manner. At the time of the establishment of this profile, no Supervisory Board member had been appointed on the basis of the recommendation of the Works Council.

3. Establishment and alteration of the profile

3.1 A periodic evaluation of this issue shall take place annually in a meeting of the Supervisory Board.

3.2 The Supervisory Board shall discuss the profile, and any alteration with regard to it, at the annual shareholders' meeting and the Works Council.

These regulations come into effect on 1 January 2005, are public, are available for inspection at the company offices and are available on the company website. The regulations were established at the Supervisory Board meeting of 29 September 2004. The last adjustments have been made in pursuance of the AGM of 8 April 2010.