

PROFILE OF THE SUPERVISORY BOARD OF KONINKLIJKE WEGENER N.V.

This profile is based on Article 3.1 of the Regulations of the Supervisory Board. The mitigated two-tier board structure pursuant to Section 155 Book 2 of the Netherlands Civil Code applies to Koninklijke Wegener N.V.

The law bestows on the Supervisory Board the following dual task:

- supervising policy of the Management Board and the general course of events in the company and its business;
- advising the Management Board.

In fulfilling their tasks, the Supervisory Board members must be guided by the interests of the company and its business. To that end, they weigh the relevant interests of the company's stakeholders (which include shareholders).

Independence and impartiality are the primary requirements the Supervisory Board has to meet. Independence means that the Supervisory Board must take an independent position, first of all towards the Management Board, but also towards the Works Council, the capital providers and other stakeholders in the company. Impartiality implies that the Supervisory Board may not act to promote constituent or group interests but is always bound to weigh the different constituent interests.

Since the takeover by Mecom Group Plc of 86.4% of the subscribed capital in the form of ordinary shares, the Supervisory Board also considers the combined Mecom/Wegener interest and, where necessary, weighs this against the interest of any remaining group of minority shareholders.

Because of its independent position, the Supervisory Board must be able to gain the trust of both employees and capital providers. It is self-evident that this trust also depends on the diversity in the composition of the Supervisory Board and the individuals on that Board with regard to gender, nationality and age.

The distribution of specific expertise with respect to one or more aspects of the corporate objective must be considered in combination with the broad social experience, wisdom and maturity of opinion, independence, impartiality and an eye for the social development of each member of the Supervisory Board. The Supervisory Board as a whole must meet all requirements set.

The Supervisory Board attaches great importance to the harmonious functioning of this company body. In the Board's opinion, its strength and value lie not only in the individual qualities of its members, but also in the team. A key quality is the ability to exchange views, in a fruitful and efficient manner, with colleagues about issues that are part of the Board's competency.

As regards business operations, the Supervisory Board's main areas of attention are:

- financial and economic affairs: evaluating the financial situation, profitability, continuity, liquidity and solvency;
- risk management: evaluating the internal risk management and control systems, which much be properly geared to the company;
- organisational affairs: assessing the functioning and performance of the Management

- Board and colleagues, the decision-making method, solving replacement and succession problems in good time, assessing Corporate Governance in general and risk management in particular, etc;
- publishing industry: assessing the appropriate use of (conventional and new) means of transferring and distributing information and knowledge;
 - ICT affairs, assessing production processes and innovation of these processes, key investments in technical and ICT equipment, further automation of production services and administration;
 - human resources: assessing personnel policy and social policy, far-reaching changes in working conditions, key dismissal of employees, management, development;
 - external affairs: Supervisory Board members have a certain representative and informative position as a point of contact with the outside world because of their social experience and interest in social developments as well as through contacts in the industry and investors' and funders' circles.

The question of whether the company meets reasonable criteria regarding corporate social responsibility is addressed.

These policy sectors taken together, supervision by the Supervisory Board finally entails assessing general policy and strategy as well as risks in the medium and long term, compliance with regulations and legislation, the financial reporting process and the assessment of proper organisational development.

One of the members of the Supervisory Board will be appointed on the recommendation of Mecom Group Plc.

The Supervisory Board must have at least the following knowledge components at its disposal:

- knowledge of finance;
- knowledge of 'the environment' in which the company operates;
- functional know-how.

Every Supervisory Board member must be capable of assessing the main features of overall policy.

The Supervisory Board currently comprises three members. This is sufficient in the light of the nature and scope of the company.

When appointing Supervisory Board members, the objective is to achieve optimum diversity in the composition as described above.

Not more than one of the members of the Supervisory Board is non-independent and not more than one member is a former member of the Management Board of the company.

The profile will be evaluated periodically. It may be adjusted depending on the findings and developments regarding business operations.

This profile was adopted by the Supervisory Board on [.....].