

PROFILE OF SUPERVISORY BOARD

This profile was adopted on 21 September 2010 under the provisions of Article 3.2 of the rules of the Supervisory Board and was prepared jointly by the Supervisory Board and the Board of Management of TenneT Holding B.V.

The law requires the Supervisory Board to oversee the policy conducted by the Board of Management and the general course of affairs at the company and its associated enterprises, and to assist the Board of Management by providing advice.

The Supervisory Board members perform their duties in the best interests of the company and its associated enterprises. Besides this general definition of duties the Supervisory Board has been assigned special duties and powers by law and under the company's articles of association.

Given the nature of the company and its activities, the Supervisory Board's size and composition must always be such as to satisfy the provisions of Article 3.4 (d) and (e) of the rules of the Supervisory Board. The Supervisory Board must consist of at least three members. Members of the Supervisory Board are appointed by the Supervisory Board itself. It should be noted that such appointments require the consent of the Minister of Economic Affairs under the Electricity Act 1998.

Members of the Supervisory Board are selected, appointed and reappointed according to the criteria stated below.

Required expertise, knowledge and experience of Supervisory Board members:

- insight into and knowledge and experience of one or more of the following sectors: energy sector, industrial sector, regulated sector, financial sector and/or international business;
- knowledge and experience of the financial, legal, economic and socio-public fields;
- adequate management and governance experience; experience in maintaining supervision at arm's length;
- insight into the interests of the target groups with which TenneT maintains contacts;
- insight into and experience of interpersonal relationships within companies and the relationships that exist between the business community and society at large.

Personal attributes of Supervisory Board members:

The Supervisory Board must be composed with a view to achieving a distribution of specific expertise in one or more aspects of company policy in combination with other personal attributes of individual members, such as:

- an entrepreneurial outlook;
- astute opinion-forming, decisiveness and a down-to-earth, business-like approach;
- independent of TenneT's business activities;
- completely unrestricted in the exercise of supervisory duties;
- well-developed sense of cooperation and communication; no conflicts of interest.

No direct or indirect involvement in:

- electricity producers;
- electricity brokers;
- electricity suppliers;
- parties which promote the interests of energy consumers.

It is important for each member of the Supervisory Board, and thus any person nominated for appointment or reappointment, to fit in well with the existing members. This is deemed necessary because a good team spirit greatly promotes the effective functioning of the Supervisory Board just as it does in all other company bodies. Each supervisory director is expected to display a certain commitment towards the company or, in the case of a newly-appointed supervisory director, to enter into such a commitment. It goes without saying that each supervisory director must in principle be able to attend all meetings of the Supervisory Board.

The Supervisory Board shall aim for a diverse composition in terms of gender and age when drafting proposals for the appointment or reappointment of one or more of its members. The composition of the Supervisory Board shall be such that the combination of experience, expertise and independence of its members will enable the Supervisory Board properly to fulfil its various obligations towards the company and towards the company's stakeholders (including but not confined to shareholders).