

BOARD PROFILE

MOTORK plc

1. Introduction

- 1.1. This Board profile sets out the general principles applicable to the size, composition and independence of the Non-Executive Directors of the Board.
- 1.2. This Board profile was prepared taking into account the nature of the business of the Company and its activities.
- 1.3. This Board profile shall be posted on the Website.

2. Definitions and Interpretation

- 2.1. Unless otherwise defined in these rules, capitalised terms shall have the meanings ascribed to them in the Board Rules.
- 2.2. Without prejudice to Article 2.1, in these rules the following definitions shall apply:

Board	The board of directors of MotorK plc.
Board Rules	The internal rules of the Board.
Shareholder Affiliate	A Non-Executive Director who (himself or through any of his family members): <ol style="list-style-type: none">a. holds 10% or more of the Company's issued share capital, individually or together with other shareholders on the basis of an express or tacit, verbal or written agreement; orb. is a managing director, supervisory director, executive director, non-executive director or other representative of a shareholder which (i) holds 10% or more of the Company's issued share capital and (ii) is not a group company of the Company.

3. Composition

- 3.1. Unless and until the General Meeting shall otherwise determine, the number of Non-Executive Directors shall be not less than 2 but shall not be subject to any maximum in number. The

Company may by ordinary resolution from time to time vary the minimum number and/or maximum number of Non-Executive Directors.

- 3.2. The composition of the group of Non-Executive Directors shall be such that the combination of experience, expertise and independence of its Non-Executive Directors will enable the Board in the best way to perform its duties towards the Company and the stakeholders of the Company (including its shareholders).
- 3.3. In order to ensure that the group of Non-Executive Directors is properly composed, recommendations, nominations and proposals for the appointment of a Non-Executive Director shall be made taking into account the general principles described below in this paragraph 3.
- 3.4. Each Non-Executive Director should be capable of assessing the broad outline of the Company's overall management. In addition, the Board shall be composed of individuals who are knowledgeable and have relevant experience and expertise in one or more of the following areas:
 - (a) the industry in which the Company operates;
 - (b) general management;
 - (c) finance, administration and accounting;
 - (d) M&A experience;
 - (e) strategy;
 - (f) marketing and sales;
 - (g) innovation, research and development;
 - (h) human resources, personnel and organisation;
 - (i) information technology; and/or
 - (j) legal and regulatory affairs.
- 3.5. Each Non-Executive Director shall be expected to have the following competences and qualities:
 - (a) integrity;
 - (b) the ability to act critically and independently;

- (c) the ability to promote and protect the interests of the Company, its business and its stakeholders;
- (d) awareness of international trends in society, economy and politics;
- (e) a track record of proven success;
- (f) analytical, critical and solution-oriented;
- (g) having sufficient time at his disposal to perform his duties properly;
- (h) willingness to follow induction and training programmes and to be periodically evaluated;
- (i) ambition for continuous improvement; and
- (j) willingness to be appointed as a member of one or more Committees.

3.6. The majority of the Non-Executive Directors, including the Chairman, shall be independent as stipulated in best practice provision 2.1.8 section i. to v. of the Dutch Corporate Governance Code. Out of the non-independent Non-Executive Directors:

- (a) no more than one Non-Executive Director shall be non-independent for reasons other than being a Shareholder Affiliate; and
- (b) there shall be no more than one Shareholder Affiliate for each shareholder or group of affiliated shareholders, who directly or indirectly holding 10% or more of the Company's issued share capital.

3.7. The Chairman shall not be a former Executive Director.

4. Amendments and deviations

Pursuant to a resolution to that effect, the Non-Executive Directors may amend or supplement this profile and allow temporary deviations from this profile, subject to ongoing compliance with applicable law and stock exchange requirements.