

SUPERVISORY BOARD PROFILE

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PROFILE OF THE SUPERVISORY BOARD

OF

BASIC-FIT N.V.

This profile of the Supervisory Board was adopted by the Supervisory Board
on 27 May 2016

1. GENERAL

This profile was prepared in accordance with clause 4.1 of Basic-Fit N.V.'s ("**Basic-Fit**") rules of the Supervisory Board (as amended from time to time, the "**Supervisory Board Rules**").

The words and expressions used in this profile have the meaning given to them in the Supervisory Board Rules.

The purpose of this profile is to provide a framework and guiding principles for the composition and appointment of members of the Supervisory Board.

The main shareholders in Basic-Fit, AM Holding B.V. and Mito Holdings S.à r.l. entered into a relationship agreement (the "**Relationship Agreement**") to regulate the relationship between them as of the listing and admission of Basic-Fit shares to trading on the regulated market of Euronext Amsterdam N.V.

This profile shall be published on the website of Basic-Fit.

2. COMPOSITION

- 2.1. The profile and composition of the Supervisory Board as a whole needs to be aligned with the profile and strategy of Basic-Fit. The Supervisory Board strives for a balanced distribution of specific expertise in relation to the business activities, strategy and long term goals of Basic-Fit.
- 2.2. With regard to the composition and selection of members of the Supervisory Board, the Supervisory Board aims to comply with the Dutch Corporate Governance Code, and the aim is for a balance in terms of gender, age, experience, independence and active and retired background.
- 2.3. The Supervisory Board shall consist of at least three members. At least a majority of the members of the Supervisory Board shall be independent within the meaning of the Dutch Corporate Governance Code.
- 2.4. The Supervisory Board shall have a chairman and a vice-chairman. The chairman and the vice-chairman of the Supervisory Board shall at all times be independent within the meaning of the Dutch Corporate Governance Code. The Industry Expert (as defined below) shall also at all times be independent within the meaning of the Dutch Corporate Governance Code

- 2.5. As long as AM Holding B.V. owns or controls, directly or indirectly, at least 12.5 % of the issued and outstanding shares in the capital of Basic-Fit, AM Holding shall have the right to designate one member of the Supervisory Board for (binding) nomination by the Supervisory Board, as further described in the Relationship Agreement. This member of the Supervisory Board will not need to be independent within the meaning of the Dutch Corporate Governance Code.
- 2.6. As long as Mito Holdings S.à r.l. owns or controls, directly or indirectly, at least 12.5 % of the issued and outstanding shares in the capital of Basic-Fit, Mito Holdings S.à r.l. shall have the right to designate one member of the Supervisory Board for (binding) nomination by the Supervisory Board, as further described in the Relationship Agreement. This member of the Supervisory Board will not need to be independent within the meaning of the Dutch Corporate Governance Code.

3. QUALIFICATIONS

- 3.1. Each member of the Supervisory Board shall have the relevant expertise required for the fulfilment of his/her duties as a member of the Supervisory Board and must be capable of making a general assessment of the overall policy of Basic-Fit and its business. The Supervisory Board as a whole aims to meet the following qualifications:
- knowledge of and experience in the retail, sport/fitness business, preferably internationally;
 - experience in managing international operations;
 - expertise in developing and managing (international) consumer brands;
 - expertise in digital, online marketing and loyalty programs;
 - knowledge and expertise in financial management, accounting and reporting for an international company;
 - experience with the supervision of a listed company;
 - an understanding of corporate human resource management, remuneration and compensation;
 - an understanding of corporate responsibility, compliance and corporate governance of a listed company.
- 3.2. At least one member must have specific knowledge of and experience in the sport/fitness business (the "**Industry Expert**"). At least one member of the Supervisory Board must be a financial expert with relevant knowledge and experience of financial administration and accounting for a listed companies or other large entities.
- 3.3. The preferred composition of the Supervisory Board shall be such that *inter alia* the combination of experience, expertise, independence and the diversity of its members meets the qualifications as stipulated in the profile and enables the Supervisory Board to carry out its duties and responsibilities in the best possible way.

3.4. Each member of the Supervisory Board shall have sufficient time available for the proper performance of his or her duties.

3.5. Each member of the Supervisory Board is committed to act critically and independently of one another and the Management Board, and to act in the best interest of Basic-Fit.

4. LIMITATION ON THE NUMBER OF SUPERVISORY BOARD POSITIONS

Members of the Supervisory Board may not hold more supervisory board positions at large companies or foundations, then prescribed in article 2:142a of the Dutch Civil Code,

5. AMENDMENT PROFILE

At the initiative of the Supervisory Board, this profile shall be evaluated as often as the Supervisory Board deems appropriate, and tested against the developments and strategic changes of Basic-Fit and, if necessary, be amended accordingly by the Supervisory Board.