

ALLFUNDS GROUP PLC

PROFILE FOR NON-EXECUTIVE DIRECTORS

1. Background

- 1.1. Pursuant to best practice provision 2.1.1 of the Dutch Corporate Governance Code, the board of directors (the **Board**) of Allfunds Group plc (**Allfunds** or the **Company**) has established the profile for the non-executive directors (the **Profile**) on 28 October 2021.
- 1.2. This Profile sets out the size and composition of the non-executive directors of the Board (the **Non-Executive Directors**).
- 1.3. The purpose of this Profile is to provide a guide to the membership and work of the Non-Executive Directors. The role of the Non-Executive Directors is to supervise the management of the executive directors and the general course of affairs in the Company, its subsidiaries and their businesses, as well as to assist the executive directors by providing advice. In performing their duties, the Non-Executive Directors shall be guided by the interests of the company and its subsidiaries and all their businesses, taking into consideration the interests of the Company's stakeholders (including but not limited to its shareholders). The Non-Executive Directors shall also have due regard for corporate responsibility issues that are relevant to the enterprise. The Non-Executive Directors are responsible for the quality of their own performance.
- 1.4. This Profile is subject to certain shareholders' rights to appoint nominee non-executive directors pursuant to the provisions of the relationship agreement with the Company and those shareholders dated 16 April 2021.

2. Composition

- 2.1. The composition of the Non-Executive Directors shall be such that the combined experience, expertise and independence of the Non-Executive Directors should reflect the requirements needed to engage in relevant, informed, expert and efficient discussion and decision making at board level regarding all aspects of the activities of the Company and the management of its operations, having regard for:
 - a) the nature, size and the markets of activities the Company;
 - b) applicable rules of corporate governance which govern the activities of the Company and corporate organisation in applicable constituencies, taking into account the nature of the Company as listed companies;
 - c) the specific organisational structure of the Company; and
 - d) the duties and responsibilities allocated to the Non-Executive Directors as per the corporate governance arrangements within the Company.

2.2. On that basis the following specific elements shall need to be sufficiently represented as regards the knowledge, experience and background of the Non-Executive Directors, separately or in combination:

- a) expertise in the business of B2B WealthTech platforms, including in particular the activities of fund dealing and distribution, and broad insight into the financial industry;
- b) understanding of the platforms' underpinning technology and experience in business innovation and digital transformation;
- c) understanding of the specific markets (service and geographical) where the Company is active;
- d) financial experience with relevant knowledge and experience of financial administration and accounting for and financing of listed companies or other entities similar to the Company;
- e) deep sustainability insight and experience in leading purposeful businesses;
- f) understanding of investor expectations and experience in engaging with company stakeholders; and
- g) extensive knowledge of corporate governance, ethics and compliance standards for listed companies, with experience in driving corporate culture and values.

2.3. Non-Executive Directors shall be persons of good repute and uphold high standards of honesty and integrity. To the extent they are also appointed as directors of the Company's subsidiary Allfunds Bank, S.A.U., a financial institution supervised by the Bank of Spain, Non-Executive Directors shall meet the suitability requirements set out in applicable regulations.

2.4. Non-Executive Directors shall be able to devote sufficient time in performing their duties as members of the Board and any Board Committees they may belong to.

3. Size

The Board determines the number of Non-Executive Directors, with due regard to the interest of the Company. The number of Non-Executive Directors shall at all times exceed the number of executive directors of the Board.

4. Diversity

The Non-Executive Directors aim for a diverse composition with respect to nationality, experience, background, age and gender, in respect of which the Board has prepared a separate board diversity policy. However, the qualifications of a particular candidate and the requirements for the position of a Non-Executive Directors to be filled shall always prevail when filling in a position of a Non-Executive Director.