

# Report of the Supervisory Board

In this report, the Supervisory Board declares how it fulfilled its role as supervisor, adviser and employer of the Management Board in 2025. In addition, the Supervisory Board describes the most important topics it was involved in this year.

The impact of the energy transition is becoming increasingly apparent. The electricity grid is becoming congested in more and more places. The Supervisory Board endorses Alliander's approach to preventing grid congestion. In addition to expanding and upgrading the electricity grids, smarter use of the existing grid and broadening of the energy mix – with district heating networks, for example – are needed to achieve a congestion-free energy system. Despite these efforts, the waiting lists for connections continued to grow in 2025. The affordability and financing of the energy transition also required urgent attention, as did the increasing social and political pressure on the organisation. These topics have been discussed in detail with the Management Board. In addition, the Supervisory Board focused on Alliander's role in the development of public district heating networks, the change to the top management structure and the selection process for a new Supervisory Director.

## Significant issues and developments in 2025

### Safety

Safety is a top priority at Alliander and a permanent item on the agenda. The Supervisory Board requested and received extensive information about the integrated safety approach, which targets achieving a structurally higher level of safety. This included internal safety campaigns, which were launched to increase risk awareness.

The Supervisory Board closely monitors the number of accidents resulting in lost time through quarterly reports. Although there is a downward trend, the number of incidents is not yet at the desired level. The Supervisory Board therefore emphasises the importance of maintaining a focus on safety and embedding this in the organisational culture. Safety remains an important focus in 2026.

### Strategy

The progress made in relation to the strategy is on the agenda at every meeting. This is monitored through quarterly reports that present the operational and financial performance. In addition, strategically relevant topics are discussed in virtually every meeting, leading to constructive dialogue.

Scaling up production was a key topic that required the Board's attention. In this context, the Supervisory Board was informed about initiatives such as the district-oriented approach to upgrading low-voltage grids and the strategy for increasing contractor capacity. More flexible use of the grid was also a recurring theme, with attention being paid to technical solutions (such as subjecting assets to heavier loads), flexible contracts, the area-based approach and new tariff models. Attention was also given to digitalisation and the use of artificial intelligence (AI), improving customer service and the further transformation of the organisation.

During the annual strategy day, progress, dilemmas and challenges relating to scalability and standardisation were discussed at length. In addition, the Supervisory Board was involved in the further development of the energy system. Following an introduction by the CTO on Alliander's future plans, additional visions were shared, both from a regional perspective (Port of Amsterdam) and from a national policy perspective (Ministry of Climate and Green Growth). This was a valuable and inspiring day in the opinion of the Supervisory Board.

### Financing the energy transition

The energy transition requires major investments and leads to a significant need for financing. Due to rising investments, there was a negative cash flow of €1.2 billion in 2025. In order to finance the expansion of the electricity grid, Alliander will increasingly turn to the capital market in the coming years.

The lion's share of the financing requirement in 2025 was met through bond loan issues. The Supervisory Board approved the issue of two green bond loans totalling €1 billion and a green hybrid bond loan of €500 million. These bond loans were successfully placed in April and October 2025.

With long-term financial sustainability in mind, the dividend policy was reviewed at the beginning of 2025. Following constructive discussions between the Management Board and the major shareholders, and intensive consultation between the Management Board and the Supervisory Board, the Supervisory Board agreed to update the dividend policy, adding a dividend cap of €100 million per year. Reinvesting a larger portion of its profit in the energy networks will allow Alliander to limit its need for external, relatively expensive financing. The updated dividend policy was explained during the AGM held on 16 April 2025. On 22 September 2025, the ACM published the draft method decisions for the regulatory period starting in 2027. These decisions determine how the income of network operators is regulated and are therefore of great importance for financing. The ACM is switching from benchmark regulation to a cost-plus model. The Supervisory Board is, in principle, positive about this new regulatory method, which is better suited to the challenges of the energy transition and offers greater certainty about the timely coverage of the investments needed. The ACM is expected to adopt the final decisions in February 2026.

## Heat

With the adoption of the Dutch Collective Heating Supply Act, an important precondition was put in place for accelerating the construction of district heating networks. However, Alliander has advocated that other preconditions regarding financing and tariffs should be met as well. They are necessary to ensure that district heating networks can actually be constructed.

Alliander feels that it also has a responsibility to play an active role in the construction of public district heating networks and has therefore decided to establish a public integrated heating company, including a heating service company, as of 1 January 2026. This heating company will play a central role in the construction of public district heating networks and, in addition to building infrastructure, will also supply heat to business customers and households. These steps are in line with Alliander's vision of heat being part of the energy system of the future. The Supervisory Board supports the chosen growth strategy and has advised the Management Board on risks, governance and financial aspects.

## Risk management

The management report for 2025 is the first to include a Risk Management Statement (RMS). This statement describes the degree of risk management in the following domains: finance, sustainability, compliance and operations. The approach, the chosen level of certainty for the 2025 financial year and the supporting evidence were discussed with the Audit Committee in the presence of the external auditor, who acted as a constructive sparring partner. The Audit Committee critically questioned the Management Board about the degree of certainty and the substantiation of the RMS and reported on this to the Supervisory Board.

## Sustainability

Sustainability is an integral part of Alliander's strategy and its day-to-day operations. We are constantly looking for improvements, with Alliander's sustainability profile playing an important role in the considerations of stakeholders. Further steps were taken in 2025, including steps to improve circularity and reduce carbon emissions. The Supervisory Board supports these initiatives and considers them to be important contributions to sustainable value creation in the long term.

In its 2025 management report, Alliander has included a sustainability statement in accordance with the requirements of the ESRS for the second time. This guideline contains comprehensive and standardised reporting requirements in respect of the Environment, Social aspects and Governance.

## Transfer of the high-voltage grid to TenneT

The Supervisory Board approved the sale of the 150 kV Randmeren high-voltage grid to TenneT for a net selling price of €139.1 million. Liander was legally obliged to make this transfer after the termination of the last cross-border lease. The selling price was determined in a careful process. The shareholders approved this sale during the AGM of 16 April 2025.

## Change to the top structure

To strengthen the implementation of its strategy, Alliander formed an Executive Committee (ExCo) in April 2024. In addition, the four members of the Management Board who are company officers appointed under the articles of association, the ExCo included two further members who are not appointed under the articles of association, namely the Chief Human Resources Officer (CHRO) and the Chief Digital Officer (CDO). Following the departure of the CTO on 1 April 2025 and the COO on 17 April 2025, the Supervisory Board and the Management Board reviewed the composition of the ExCo.

The Supervisory Board approved an amendment to the top structure under the articles of association, reducing the Management Board to two company officers appointed under the articles of association: the CEO and the CFO. In addition, it was decided to add an additional member to the ExCo by appointing two COOs. With the appointment of a new CTO and two COOs, the new top management structure is now complete. This structure allows Alliander to respond more effectively to customer needs and implement the operational measures necessary for a future-proof and sustainable energy system.

## The Supervisory Board's role as an employer

The Selection, Appointment and Remuneration Committee of the Supervisory Board annually assesses the performance of the individual members of the Management Board and reports this assessment to the Supervisory Board. This also took place in 2025. The assessment included looking at the progress made in respect of collective and individual objectives and personal development. The Supervisory Board's role as an employer also includes succession planning for the Management Board. Accordingly, the Supervisory Board discusses the succession plan for all members of the Executive Committee on an annual basis.

## Other important matters

During its meetings, the Supervisory Board also addressed a variety of other topics, such as:

- Relevant new and upcoming legislation. Examples of this are the new Energy Act, the new Collective Heating Supply Act and the RMS.
- The results of the 2025 Central Employee Barometer.
- Approval of the 2026 – 2030 Business Plan, including the 2026 budget.
- Fit4Future portfolio, portfolio of programmes aimed at designing a future-proof IT landscape.
- Proposal regarding the reappointment of Gerard Penning as a Supervisory Director and proposal regarding the appointment of Menno Snel to the Supervisory Board.
- Additional positions held by the members of the Management Board and Supervisory Board.
- Relevant political developments and Alliander in the media.
- Approval of the Internal Audit annual plan for 2025 and the appointment of the Director of Internal Audit.

## About the Supervisory Board

### Composition of the Supervisory Board and appointment and retirement schedule

During the AGM held on 16 April 2025, Gerard Penning was reappointed for a second four-year term. In addition, Menno Snel was appointed as a member of the Supervisory Board for a period of just over four years during the Extraordinary General Meeting of Shareholders (EGM) on 17 October 2025. As a result, the Supervisory Board will temporarily consist of six members until the AGM in April 2026. Menno Snel will assume the chair of the Supervisory Board from the AGM in April 2026. As a new Supervisory Director, he will participate in a tailor-made onboarding programme. The personal details and the principal and additional positions of the members of the Supervisory Board are included in the 'Supervisory Board' paragraph in the 'Corporate Governance' section.

Name	(Year of) first appointment	Term	Final year of current term
Annemarie Jorritsma (chair)	2016	3rd term	2026
Frits Eulderink	2019	2nd term	2027
Thessa Menssen	2019	2nd term	2027
Marinka Nooteboom	2023	1st term	2027
Gerard Penning	2021	2nd term	2029
Menno Snel	2025	1st term	2030

The personal details, principal and additional positions of the members of the Supervisory Board are included in the 'Supervisory Board' paragraph in the 'Corporate Governance' section.

## Procedure and member attendance

In 2025, the Supervisory Board met seven times: five scheduled meetings and two extraordinary meetings. Prior to each scheduled meeting, the Supervisory Board holds a 'Supervisory Board-only' session, in which discussions take place without the presence of the Management Board. The results of these sessions are shared with the Management Board during the scheduled meeting. Depending on the agenda items, other stakeholders may be invited, such as ExCo members who are not officers of the company appointed under articles of association, the external auditor and directors.

Outside the meetings, the Management Board kept the Supervisory Board informed of current developments, and there was regular interim contact between members of the Supervisory Board and between the Supervisory Board and the Management Board. The secretary prepared the meeting agendas, liaising with the chairs of the Management Board and the Supervisory Board when doing so.

The Audit Committee met five times in 2025, and the Selection, Appointment and Remuneration Committee held four meetings.

## Supervisory Board members' meeting attendance record

Name	Supervisory Board	Audit Committee	Selection, Appointment and Remuneration Committee (4)
Annemarie Jorritsma*	86%	N/A	100%
Frits Eulderink	71%	80%	N/A
Thessa Menssen	100%	100%	N/A
Marinka Nooteboom	100%	100%	N/A
Gerard Penning	100%	N/A	100%
Menno Snel**	100%	N/A	100%

\* Annemarie Jorritsma was not present at an extraordinary meeting of the Supervisory Board because it concerned her own succession

\*\* Menno Snel joined the Supervisory Board and the SAR Committee on 17 October 2025

## Independence

The Supervisory Board's articles of association and the by-laws contain provisions about the independence of Supervisory Board members. The composition of the Supervisory Board is such that the members are able to operate independently and critically vis-à-vis one another, the Management Board and any particular interests involved. The Supervisory Board fully complies with the independence requirements set out in the Corporate Governance Code.

Additional positions are reported to the Supervisory Board in advance. None of the Supervisory Board members holds more than the maximum number of supervisory positions with large Dutch companies or foundations. A permitted exception under the Electricity and Gas Act applies to one Supervisory Director: Frits Eulderink is also chair of the Supervisory Board of Energie Beheer Nederland. The Supervisory Board concluded that Frits Eulderink has a potential conflict of interest with respect to Alliander's future heating company due to his position as chair of the Supervisory Board of Energie Beheer Nederland. To avoid situations that might appear to indicate a conflict of interest, he did not attend the discussions on this subject and did not receive any information.

## Diversity

The Management Board, the ExCo and the Supervisory Board all endorse the importance of diversity, in a broad sense and with specific attention for gender diversity. The diversity policy applicable to the Management Board, the ExCo and the Supervisory Board is geared towards this. The provisions of the Dutch Act on appointment quota and target ratios apply to Alliander. When determining the composition of the Management Board, the ExCo and the Supervisory Board, consideration is given to the following aspects:

- a balanced gender ratio with a target percentage of at least 33% women and at least 33% men;
- a complementary composition in terms of experience and professional background (the areas of knowledge and experience for the Supervisory Board are included in the Supervisory Board's Profile);
- a balanced age structure.

The gender diversity target for the Supervisory Board and the ExCo has been met. The Management Board does not meet the target figure for gender diversity. Diversity is an important consideration when filling vacancies within the Supervisory Board, the ExCo and the Management Board. For each vacancy, we discuss what is desired in the context of diversity. The table below shows the gender split of the members of the Supervisory Board, the Management Board and the ExCo at the end of 2025.

Diversity	Supervisory Board		Management Board		Executive Committee	
	Number of	Ratio	Number of	Ratio	Number of	Ratio
Male	3	50%	2	100%	3	43%
Female	3	50%	-	0%	4	57%

## Annual evaluation

The Supervisory Board conducts an annual evaluation that examines the performance of the Supervisory Board itself, as well as that of individual members and the various committees, while also evaluating collaboration with the Management Board. Once every three years, the Supervisory Board does this under external supervision. That was the case in 2024. In 2025, the Supervisory Board conducted the evaluation on its own. The general assessment of 2025 is positive. The relationships between the Supervisory Board members are characterised by a high degree of trust, there is effective and constructive collaboration and a sharp focus on the issues at hand and the development of the organisation and its leadership. In general, the Supervisory Board is satisfied with its own performance and that of the committees. The relationship and dialogue with the Management Board, and where relevant with the ExCo, is open, professional and results-oriented, which both the Supervisory Board and the Management Board greatly appreciate.

The assessment of 2025 also shows that the Supervisory Board is pleased with the change to the top structure (as previously explained), the expansion of the ExCo to include an additional member and the strengthened joint focus during the meetings. The atmosphere remains constructive and the Supervisory Board looks back with satisfaction on the decision to explore substantive topics in greater depth outside the scheduled meetings, such as the application and development of AI at Alliander. For 2026, the Supervisory Board sees opportunities to reduce the volume of the meeting documents, further increase the focus on profit/loss in both the documents and the topics to be discussed, and create greater opportunity for strategic reflection within the busy meeting agendas.

## Supervisory Board committees

### Audit Committee

The Audit Committee is made up of Thessa Menssen (chair), Marinka Nootboom and Frits Eulderink. Its meetings were attended by the CFO, the external auditor, the Director of Corporate Control and the Internal Audit Manager. Depending on what was on the agenda, internal specialists also joined Audit Committee meetings.

Topics discussed by the Audit Committee in 2025 included the 2024 annual report and financial statements, quarterly reports and the 2025 half-year report, reports issued by the external auditor and Internal Audit department, the business plan for 2026-2030, the functioning of internal risk and control systems, the main business risks, our fraud risk resistance, the update to our dividend policy, the risk management statement, our digital resilience, financing and the transfer of the Randmeren high-voltage grid to TenneT.

### Selection, Appointment and Remuneration Committee

The Selection, Appointment and Remuneration Committee consists of Gerard Penning (chair), Annemarie Jorritsma and Menno Snel (as of 17 October 2025). The committee's meetings are always attended by the CEO and the Corporate Secretary, while the CHRO also attends when specific topics are to be discussed.

In 2025, the committee discussed matters such as the change to our senior management structure, succession planning for Management Board and ExCo members, sickness absence, the HR dashboard, the Supervisory Board's self-evaluation, the reappointment of a Supervisory Board member and the recruitment of a new Supervisory Board member and chair. The committee furthermore conducted performance reviews with Management Board members and performed preparatory work for the remuneration report.

### Contact with the Works Council

Supervisory Board members attended the Works Council's consultation meetings. Since the members of the Supervisory Board who were appointed based on nominations by the Works Council maintain regular contact with the Works Council's Executive Team, the Supervisory Board stays well informed on organisational and personnel developments. At the annual joint meeting of the Works Council and the Supervisory Board, the members of the Supervisory Board were introduced to the new Works Council members who joined in January 2025. The joint meeting addressed the Works Council's four strategic focus points for the 2025-2027 period. The Supervisory Board greatly appreciates the open and constructive nature of the meetings.

### Contact with shareholders

Formal interactions between the Supervisory Board and shareholders take place mainly during the Annual General Meeting of Shareholders. The full Supervisory Board attended the Annual General Meeting of Shareholders (AGM) on 16 April 2025 and the Extraordinary General Meeting of Shareholders on 17 October 2025. Besides these formal occasions, the Management Board had regularly informal consultations with the company's major shareholders in 2025 to discuss things such as the dividend policy update, network congestion, developments around heat infrastructure and the new regulatory method that will take effect from 2027. The Supervisory Board was always briefed on what was discussed.

In addition, the Selection, Appointment and Remuneration Committee consulted with the Committee of Shareholders regarding the implementation of the Management Board remuneration policy. The Committee of Shareholders also received regular updates on the selection process for a new member and prospective chair of the Supervisory Board, as well as on the change to the senior management structure. The Supervisory Board values the open and constructive collaboration with shareholders.

## Advice to shareholders regarding the financial statements

The 2025 financial statements, prepared by the Management Board, were discussed and signed by both the Management Board and the Supervisory Board, in the presence of the external auditor. The financial statements and the sustainability statement were audited by PricewaterhouseCoopers Accountants N.V., who issued an auditor's report for the former and an assurance report for the latter.

The Supervisory Board will submit the 2025 financial statements to the AGM for approval in April 2026, along with the dividend proposal. The Supervisory Board also proposes for the members of the Management Board to be granted discharge from liability for the management policy pursued and for the members of the Supervisory Board to be granted discharge from liability for their supervision of that management policy in 2025.

## Word of appreciation

Like in previous years, Alliander faced major challenges in 2025. The Supervisory Board is proud of the results achieved and would like to express its appreciation for all employees, the management, the ExCo and the Works Council for their effort and engagement. The Supervisory Board thanks the shareholders for their trust and support.

Finally, the Supervisory Board extends its gratitude to Marlies Visser and Daan Schut for their great dedication and many years of service to Alliander.

Supervisory Board, 6 March 2026

Annemarie Jorritsma-Lebbink (chair)

Frits Eulderink

Marinka Nooteboom

Thessa Menssen

Gerard Penning

Menno Snel (as of 17 October 2025)