

Ordina will maintain and improve its leading position in the Dutch and Belgian markets by focussing on the quality of its service delivery, discipline and co-operation.





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The Supervisory Board of Ordina N.V. (from left to right)

Erry de Boer

Carlo de Swart *chairman*

Robert-Jan van de Kraats

REPORT OF THE SUPERVISORY BOARD

We are pleased to present the Directors' Report and Financial Statements for the financial year 2008, prepared by the Management Board. In this report, we wish to inform you of the duties that the Supervisory Board performed in 2008, as well as of our supervision of the strategy defined and management conducted by the Management Board.

DUTIES OF THE SUPERVISORY BOARD AND CONSULTATIONS WITH THE MANAGEMENT BOARD

The Supervisory Board supervised the management conducted by the Management Board both in and outside of meetings. In so doing, we duly considered the interests of the Company, the shareholders, the Company's clients and its employees. We also had regard for relevant developments in society and the role that Ordina plays in the community.

In 2008, the Supervisory Board held six meetings with the Management Board according to a pre-arranged schedule. In addition, three interim meetings were held to discuss Ordina BPO and general economic developments, amongst other topics. The full Supervisory Board was in attendance at virtually all of these meetings.

The year-end and interim results and the findings from the year-end and interim audits were discussed in the presence of the independent external auditor.

During the year reviewed, we discussed the Management Board's written strategy reports, the strategic management agenda and the company's long-range forecast as per usual. We discussed choices made by Ordina at length. We thoroughly examined the opportunities and threats that affect Ordina's strategy and looked at the future of the business. In addition, we evaluated any investments made and discussed the internal control structure, including the internal risk management and control systems.

Regular issues discussed at the various meetings included market developments, the budget, operational and financial developments as well as potential acquisitions. Specific attention was paid to the potential acquisition of Getronics Business Application Solutions. Although the acquisition of Getronics Business Application Solutions clearly offered strategic opportunities, the Supervisory Board agreed with the Management Board that the acquisition price and the related financial implications would pose an unacceptable risk to Ordina, especially in view of the credit crisis, which had already reared its head.

Discussions in the reporting period also focused heavily on Ordina's BPO initiative, the operating margin, which lagged behind previously expressed expectations and the introduction of an efficiency programme. And lastly, we explicitly addressed the impact of the credit crisis on the real economy and the steps that Ordina has taken and might take in the future to mitigate the consequences of the crisis for the business.

BPO initiative

Unfortunately, the Supervisory Board and the Management Board established that the BPO initiative, launched in 2004, did not live up to expectations of becoming a growth driver within the Ordina portfolio. The investments still necessary to migrate to the envisaged BPO target platforms proved to be higher than planned, in terms of time and scale. This had a clear adverse effect on the earnings yield to be achieved by the BPO initiative. The sudden exit of Robeco Direct as a client further exacerbated the business case for this initiative. These developments prompted Ordina to take a critical look at the BPO proposition. Parallel to this, it became apparent that financial services providers were growing increasingly hesitant regarding business process outsourcing, given the effects of the credit crisis. We saw very little chance that BPO would quickly regain critical mass. In November, the Supervisory Board and the Management Board decided to discontinue the

BPO activities under the Ordina umbrella on a permanent basis and to look for a structural and quick solution to BPO's loss-making situation with the highest possible urgency. On 27 February 2009, the sale of all shares in Ordina BPO B.V. to Centric was announced. The interests of our BPO clients and our employees were obviously a decisive factor in choosing this solution.

Improving margins

Ordina was off to an excellent start at the beginning of the reporting period, securing some large, prestigious projects. Despite this, Ordina faced increasing pressure on operating margins during the course of the year. The main reasons being pressure on the profitability of a number of large new projects from the second quarter onwards and the economic downturn. The Management Board responded to these developments, by further fine-tuning Ordina's strategy for instance, as well as initiating a programme for sustainable margin improvement. This will change the cost structure and the management model of the organisation in 2009 and subsequent years.

The newly introduced efficiency programme and the lagging economy prompted the decision to make job cuts. Although we will attempt to achieve this rationalisation by replacing external resources with our own people where at all possible, we cannot prevent forced lay-offs. A difficult, yet necessary, decision.

After years of successful growth, Ordina has shifted its focus from growth to profitability improvement. This shift in focus and the efficiency measures that the Management Board has taken and announced have convinced the Supervisory Board that Ordina's sustained development has been secured and that shareholder value has been created for the long term. We agree with the plotted course and will continue to support the Management Board in its efforts to implement it by critically reviewing the policy outlines within the context of the strategy.

In addition to the combined meetings of the Supervisory Board and Management Board, we also held meetings with the directors of Ordina's core business divisions. These meetings addressed current market and financial developments and the strategic plans of the respective divisions.

Outside of the plenary meetings, the Chairman of the Supervisory Board and the CEO were in regular contact.

EVALUATION OF PERFORMANCE AND REMUNERATION POLICY

During the year, the full Supervisory Board met once without the Management Board being in attendance. In this meeting, the Supervisory Board reviewed its own

performance and that of its individual members. The outcome of the review was positive. During this meeting, the Board also reviewed the profile, educational needs and the retirement schedule. In addition, the Supervisory Board evaluated the composition and appraised the performance of the Management Board and its individual members. The outcome of this evaluation was positive as well, although a critical eye was turned to the BPO initiative, which did not live up to expectations. This meeting also served to discuss the remuneration of the members of the Management Board and Ordina's remuneration policy.

REMUNERATION OF THE MANAGEMENT BOARD

The Supervisory Board determined the individual remuneration of the members of the Management Board. The executive compensation is in keeping with the remuneration policy adopted by the Annual General Meeting of Shareholders of May 2005. The composition and weight of the selected elements make for a competitive, performance-based package overall. The package's competitiveness in the market has been externally and independently reviewed and is subject to annual review by the Supervisory Board.

In broad terms, the remuneration currently comprises of a competitive fixed basic salary and a relatively high performance-related component in the form of a short-term cash bonus and long-term incentive in the form of shares in Ordina N.V. The other benefits are slightly below the market average, which is in line with the strategic choice to offer a business-oriented, performance-driven remuneration package.

The short-term bonus is directly linked to developments in earnings per share in the financial year. The related targets are set in January of each reporting period. On target, the short-term bonus amounts to 40% of the fixed annual salary. This component may reach up to a maximum of 80% of the fixed annual salary. The long-term incentive, in the form of shares in Ordina N.V., is dependent on the achievement of targets over a three-year period. The defined targets relate to revenue and profit developments. On target, the long-term incentive amounts to 60% of the fixed annual salary. This component may reach up to a maximum of 90% of the fixed annual salary. The managing directors are allowed to sell up to 50% of the shares in Ordina N.V. granted under the long-term incentive scheme in order to be able to fulfill their payroll tax liability. They are required to hold the remaining shares for a consecutive period of at least two years. The pension scheme is the most important aspect of the other benefits.

It is the opinion of the Supervisory Board, that the existing remuneration policy is in keeping with Ordina's

targets and entrepreneurial culture. For this reason, the Supervisory Board does not intend to propose any changes in remuneration policy to the Annual General Meeting of Shareholders in 2009. The basic salaries of the members of the Management Board will be the same in 2009 as in 2008. This is in keeping with the policy adopted within Ordina as a whole. The members of the Management Board did not receive any variable income - including both short-term bonuses and long-term incentives - for 2008, which was a direct result of the developments in Ordina's financial performance during this period.

The remuneration policy will be reviewed in the coming year, partly in light of the new principles and best practices proposed by the Frijns Committee, which is responsible for issuing an updated version of the Dutch Corporate Governance Code.

For further details on the remuneration of the members of the Management Board and a breakdown of the different remuneration components, reference is made to page 114 of this report.

REMUNERATION OF THE SUPERVISORY BOARD

In the year under review, members of the Supervisory Board received a remuneration of EUR 23,226. The remuneration of the Chairman of the Supervisory Board was EUR 30,830. In determining the remuneration, allowance was made for an indexation of 1.6% as applicable on 1 January 2008, in accordance with the remuneration principles for the members of the Supervisory Board adopted in 2006. In addition to their remuneration, Supervisory Board members are entitled to an expense allowance of EUR 2,270 per year. Total remuneration for the financial year 2008 was EUR 93,515. This amount includes the remuneration of Dr J.M.L. (Jo) van Engelen for the period from 1 January 2008 to 14 May 2008, the date on which Jo van Engelen resigned from the Supervisory Board. The remuneration is not dependent on the company's financial performance. For further details, reference is made to page 116 of this report.

COMPOSITION AND RETIREMENT SCHEDULE OF THE SUPERVISORY BOARD

All supervisory directors meet the criteria of the relevant profile, which has been posted on Ordina's website. The composition of the Supervisory Board is such that its members can operate independently of each other, the Management Board or otherwise for the purposes of the Dutch Corporate Governance Code. All members of the Supervisory Board qualify as independent for the purposes of the Code. No transactions were conducted in the reporting period involving any conflict of interest on the part of the supervisory directors.

The Board has three members at present: Carlo de Swart (Chairman), Erry de Boer and Robert-Jan van de Kraats. For the personal details of the members of the Supervisory Board and the retirement schedule, reference is made to page 44 of this report. The Board has had a vacancy since Mr Jo van Engelen's resignation. The Ordina Works Council has an enhanced right of recommendation concerning this vacancy.

Mr Van Engelen resigned during the reporting period because he became a member of the Executive Board of the APG Group, where his responsibilities include IT-related issues. To prevent any conflict of interest between his primary duties at APG Group and his role as a supervisory director of Ordina, Jo van Engelen decided to retire from the Ordina Supervisory Board.

Although the Supervisory Board and Management Board regret losing Mr Van Engelen as a supervisory director, they respect his reasons and subsequent decision. The Supervisory Board and Management Board are extremely grateful to Mr Van Engelen for his contribution to Ordina's development.

Considering that the Supervisory Board has relatively few members, it has been decided not to form any sub-committees. Although the Board obviously relies on the members' own specific areas of expertise, deliberations and decision-making processes are a matter for the entire Supervisory Board. Within this scope, the Supervisory Board as a whole also takes on the role of Audit Committee, as referred to in the Decree of 26 July 2008 implementing Article 41 of Directive 2006/43/EC.

CORPORATE GOVERNANCE

Ordina's Supervisory Board and Management Board bear joint responsibility for the Company's corporate governance structure, subscribe to virtually all principles and best practices set down in the Dutch Corporate Governance Code. To offer an understanding of our specific views on the Code's principles and best practices, we drafted a full-scope response to the Code. Please refer to our website for this response. For more information, we also refer to page 42 of the Annual Report. The Supervisory Board and the Management Board will review the updated Dutch Corporate Governance Code in the first half of 2009. In doing so, the Supervisory Board assumes that this Code will be effective from the financial year 2009 onwards. Corporate governance and Ordina's response to the updated Dutch Corporate Governance Code will be topics for discussion at the Annual General Meeting of Shareholders of 2010.

FINANCIAL STATEMENTS

The financial statements have been audited by PricewaterhouseCoopers Accountants N.V., whose unqualified opinion thereon is included on page 124 of this report. The financial statements and the findings of the independent external auditor in relation to the audit of the financial statements were discussed during a meeting of the Supervisory Board and the Management Board in the presence of the independent external auditor. The members of the Supervisory Board have signed the financial statements in accordance with the provisions of Section 101(2), Book 2 of the Netherlands Civil Code. We propose that the Annual General Meeting of Shareholders should adopt the financial statements for 2008.

DISCHARGE

We would propose to the Annual General Meeting of Shareholders that the Management Board should be discharged from liability for their management, and that, independently thereof, the Supervisory Board should be discharged from liability for their supervision in the period under review.

FINAL COMMENTS

Although Ordina's financial performance for 2008 was disappointing overall, we would nevertheless like to avail ourselves of this opportunity to express our appreciation to all employees of the Ordina Group for their commitment and their efforts to secure Ordina's continued success in these turbulent times. We also thank the members of the Management Board for their vision and leadership. With continued focus on the quality of services, discipline and co-operation, Ordina will maintain its leading position in the Benelux and in the long term, we look forward to further expansion.

Nieuwegein, the Netherlands, 5 March 2009
The Supervisory Board of Ordina N.V.

Carlo de Swart, *Chairman*
Erry de Boer
Robert-Jan van de Kraats

