

COMPENSATION POLICY FOR THE BOARD OF DIRECTORS, THE CEO AND THE MEMBERS OF THE EXECUTIVE MANAGEMENT.

The Board of Directors of the company determines, at the suggestion of the Compensation and Nomination Committee, the compensation policy and the compensation of the members of the Board of Directors, the CEO and the members of the Executive Management. The Executive Management consists of the members of the Executive Committee and executive members of the Board of Directors.

The level of remuneration of the members of the Board of Directors is presented to the Shareholders' Meeting for approval.

In general, the compensations paid to the Administrators, CEO and the Executive Management are checked with representative salary studies and research of specialized international companies (offices), to safeguard the market compliance of the compensations. The market compliance of all other employees of the group is observed in the same way and on the basis of the applicable rules (national legislation or national or sector collective labour agreements). The latest benchmarking study was performed late 2021 – early 2022.

The group's remuneration policy aims at attracting and retaining talented employees, to remunerate employees according to their merit and to enhance the sustainability of the group's operations.

Neither the Administrators, nor the CEO, nor the members of the Executive Management have any power of decision concerning their own compensation.

1. Compensation for the exercise of a Board Membership

The members of the Board of Directors are entitled to the following annual fixed compensation (in EUR):

Chairman of the Board	75.000*
Member of the Board	20.000
Chairman of the Audit Committee	10.000
Member of the Audit Committee	6.000
Chairman of the Remuneration and Nomination Committee	7.000
Member of the Remuneration and Nomination Committee	5.000

* From 2022, the Board will propose to the General Assembly to increase the remuneration of the Chairman from 75,000 to 100,000 per annum.

The total amount of fixed compensation is approved by the General Assembly at the suggestion of the Board of Directors.

Administrators are not entitled to any variable or performance-related compensation, nor to any other compensation for their Board Membership.

The Board of Directors has considered whether part of the non-executive directors' remuneration should be paid out in shares of the Company, as advised in the Corporate Governance Code 2020. The Board decided not to implement this at present, taking into account the limited compensation that is being paid.

2. Compensation of the CEO and the members of the Executive Management

The compensation of the CEO and the members of the Executive Management is determined by the Board of Directors at the suggestion of the Compensation and Nomination Committee.

This compensation aims to attract, to motivate and to maintain a highly qualified and promising management and aims to stimulate the creation of values on the short, medium and long term.

The compensation of the CEO and the members of the Executive Management in principle, and depending on their contractual relationship with the group, consists of a basic fee, an annual variable compensation, and, only for employed members, a company car and fuel card and other compensation components such as pensions and insurances, all in line with the applicable guidelines of the Company.

Base Fee

The basic fee aims to compensate the manager for the exercise of his or her respective function in accordance with his or her specific competence and experience in the function.

The basic fee is determined based on relevant benchmark exercises where the Company aims a compensation level that is in line with the median of the relevant market. The same policy is applied for all other employees of the group.

As is the case for the employees, the basic fee is adjusted annually to the cost of living in line with the applicable law (legal indexations) or the applicable agreement (individual or collective).

Annual variable compensation

The CEO and the members of the executive Management are entitled to an annual variable cash compensation in function of the achievement of annually determined objectives related to the financial year over which the variable compensation is due.

These objectives are based on objective parameters and are closely connected to the results of the group and the part of the CEO and the members of the Executive Management in the achievement of those results. The most important parameters that are used are volume, sales, EBITDA, EBIT, EAT, the net debt/EBITDA ratio and ROCE.

The parameters that are used in a certain year and the objectives that have to be achieved with regard to these parameters are evaluated annually by the Compensation and Nomination Committee and submitted for approval to the Board of Directors.

The annual variable compensation (at 100% payout) is a fourth or less of the total annual remuneration.

In a given year, if less than the minimum border of a target is achieved, the right to the variable remuneration linked to that target lapses. On the other hand, if the target is exceeded, up to 150% of the variable remuneration linked to that target can be earned. Besides the system of variable compensation, the Board of Directors maintains the power, at the suggestion of the Compensation and Nomination Committee, to grant to the CEO and/or the members of the Executive Management or a few of them an additional bonus for specific performance or merit without however exceeding the total budget for variable remuneration for the CEO and the members of the Executive Management. These rules also apply to the other employees of the group who are entitled to an annual variable remuneration.

Other components of compensation

Besides the basic fee and the annual variable compensation, the group also puts a company car with fuel card, a telephone and a tablet computer at the disposal of the employed members of the Executive Management. These items can be used for private purposes, in accordance with the policies of the group that also apply to the other employees of the group, and are consequently - and according to the applicable laws - treated.

Pensions and insurances

Certain members of the Executive Management, with an employment status, joined a group insurance plan or other retirement plan, that is a defined contribution plan, and in which the group deposits fixed contributions.

The group also provides the possibility to subscribe specific insurances for the benefit of the CEO and the members of the Executive Management who have an employment status.

Long term incentive

The members of the Executive Committee are entitled to a long term incentive. The precise modalities of this long term incentive will be finalized by the Board in 2022. The first relevant period for the LTI will be covering the years 2022-2024.

Redundancy payments

The CEO and the members of the Executive Management are linked to the group by agreements that in certain circumstances provide a redundancy payment in line with the applicable legislation, the applicable requirements of corporate governance and the current market use. Save in case of applicable employment law provisions, the notice period for CEO and members of the Executive Management never exceeds 12 months.

3. Transparency

The Company subscribes to the principles of the applicable legislation and the Corporate Governance Code with regard to transparency of the compensation.

4. Evaluation

The Board of Directors evaluates regularly its own composition and functioning using an evaluation process that is based on a written and oral questionnaire performed under the leadership of the Chairman of the Board of Directors.

The Board of Directors evaluates annually, in the absence of the CEO, the functioning of the CEO and determines the objectives to be achieved by the CEO, besides the objectives that are the basis for the variable compensation.

The Board of Directors also evaluates annually, together with the CEO and after preparation by the Compensation and Nomination Committee, the functioning of the members of the Executive Management and determines the objectives to be achieved by the Executive Management, besides the objectives that are the basis for the variable compensation.