

BOARD OF DIRECTORS AND SUPERVISORY BOARD REMUNERATION POLICY

CONSULTATION OF STAKEHOLDERS

The Supervisory Board of Ctac N.V. ("Ctac") attaches great value to stakeholders' views as to the remuneration policy to be formulated. Therefore, the viewpoints communicated by stakeholders were taken into account during the policy formulation process.

During and after the 2022 General Meeting of Shareholders ("General Meeting") several stakeholders indicated to Ctac that some changes should be made to the remuneration policy, including that:

- the previous proposal to amend the remuneration policy was too complicated and should be adjusted;
- the number of performance criteria should be reduced and these criteria should be able to be measured more effectively;
- the performance criteria should be more transparent.

In response to this, Ctac has reduced the number of financial performance criteria, abolished a performance criterion which stakeholders found to be complicated such as the relative 'Total Shareholder Return' measure, and made the performance criteria easier to quantify and measure.

The following should be noted. Ctac aspires for maximum transparency about the financial short-term and long-term targets so that they will be known to stakeholders at an early stage. Ctac also aims to publish its non-financial short-term and long-term targets in advance.

However, if publishing such non-financial targets might lead to strategically, commercially or otherwise sensitive information being disclosed, they will not be published in advance, but Ctac will make every effort to report on them in the remuneration report as transparently as possible afterwards.

The works council was again in 2023 asked to advise on the proposed amendments to the remuneration policy. The works council has rendered a positive advice on the proposed amendments.

REMUNERATION POLICY PRINCIPLES AND APPROACH

The principles underpinning Ctac's remuneration policy are:

- Aligning and linking it to the organisation's strategy;
- Fulfilling the interests of all stakeholders;
- Giving substance to Ctac's core values;
- Attracting and retaining talent;
- Complying with the relevant legal requirements.

These principles determine the approach to the remuneration policy, which approach is practical and transparent. The Remuneration Committee of the Supervisory Board reviews the remuneration policy at regular intervals in order to update the policy and make sure it matches with internal and external developments. This comprehensive review considers:

- primary and secondary aspects;
- fixed and variable components;
- short-term and long-term targets.

External experts are involved in these regular reviews. The policy:

- complies with Dutch law and the best practice provisions of the Dutch Corporate Governance Code;
- defines financial and non-financial targets; and
- is transparent.

If applicable, the Remuneration Committee proposes adjustments to the remuneration policy to the Supervisory Board, which are submitted to the General Meeting for adoption.

The remuneration policy, including the voting date and voting results, is posted on Ctac's website.

The remuneration policy is submitted to the General Meeting for adoption at least every four years and takes effect on the first of January of the year in which it is adopted by the General Meeting. Possible changes include a description of the changes and how stakeholders' views have been taken into account.

Ctac's remuneration policy meets the relevant legal requirements, such as Section 2:135a of the Dutch Civil Code, implementing the European Shareholders' Rights Directive II, and the principles of the Dutch Corporate Governance Code.

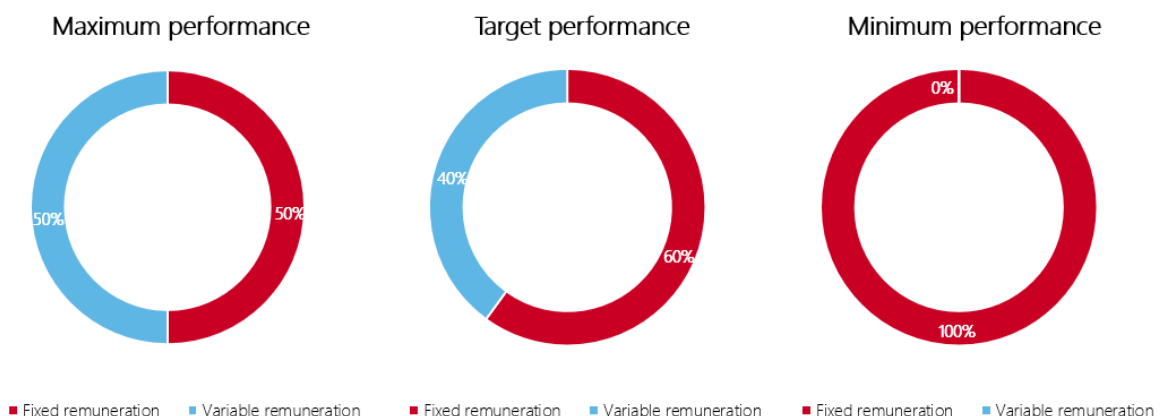
BOARD OF DIRECTORS REMUNERATION

The primary goal is to offer a market-compliant remuneration package to enable Ctac to attract, motivate and retain competent directors. This remuneration should be labour market (peer group) compliant and fits within Ctac's envisaged remuneration ratios.

The remuneration and how it is arrived at is transparent and is expressed in several ways, including through the publication of short-term and long-term targets. The reporting and explanation of the actual levels of the short-term and long-term variable remuneration are recorded in the remuneration report as part of the annual report.

FIXED AND VARIABLE REMUNERATION RATIOS

Within the Board of Directors, the ratios between fixed and variable remuneration and between short-term and long-term variable remuneration are the same for all members. The following ratios apply as part of the policy:



Remuneration ratios

In its remuneration policy, Ctac takes the internal remuneration ratios into account in two ways:

1. The internal pay ratio (CEO pay ratio) based on IFRS accountancy rules: the CEO's total remuneration divided by the average employee pay per employee (excluding the CEO's remuneration);

2. A job rating method which further clarifies the internal ratios throughout the Ctac organisation.

Peer group

The remuneration package is compared to companies that are comparable to Ctac in terms of size, scope and complexity. This group consists of companies which are part of the Dutch environment of listed companies.¹ The Supervisory Board reviews the composition of the peer group at regular intervals and may adjust the composition of the group based on this review.

In determining the total remuneration (base salary plus variable remunerations), the starting point is a positioning around the median of the peer group, after which the remuneration ratios (fixed, short-term and long-term variable) will be applied.

FIXED REMUNERATION - BASE SALARY

The annual base salary of the members of the Board of Directors is based on competences, experience and seniority of the board member, taking into account the roles and responsibilities, plus a benchmark against the results of the comparison with the peer group.

As a rule, any adjustments to the base salary are implemented with effect from the first of January, also considering internal and external developments, such as:

- inflation rates;
- annual raises for employees;
- developments within the peer group of companies.

Any adjustments of the base salary are at the full discretion of the Supervisory Board. The basic principle for the base salary level is the median of the peer group.

VARIABLE REMUNERATION

Each member of the Board of Directors is eligible for short- and long-term variable remuneration, the amount of which depends on the achievement of targets agreed between the Supervisory Board and the Board of Directors each year, prior to the performance period. The targets contribute to the realisation of the strategy, financial performance and the long-term interests and sustainable performance of Ctac.

The Supervisory Board determines the realised variable remuneration on advice of the Remuneration Committee.

SHORT-TERM VARIABLE REMUNERATION ("STI")

The objective of the STI plan is to encourage the Board of Directors to successfully achieve relatively shorter-term strategic and other targets. To this end, the Supervisory Board sets targets that must be achieved within one year. The STI plan consists of a cash remuneration.

Performance measures

The Supervisory Board selects a maximum of two financial measures (weighting is 70% of the total STI) each year and determines the relative mutual weightings of these

¹ Note: the peer group consists of the following companies (in alphabetical order): AFC Ajax, Avantium, Beter Bed Holding, CM.com, DGB Group, DPA Group, Fastned, Holland Colours, ICT Group, Koninklijke Brill, Lucas Bols, Nedap, Novisource, NSI, SnowWorld, TIE Kinetix, Vastned Retail.

measures. In line with the strategic targets, the following financial performance measures are formulated:

- Achieving organic revenue growth (weighting 30%);
- A profit-related performance measure, i.e. EBITDA (weighting 40%);

These financial measures are normalised for special situations to make sure that the outcome is in keeping with the realistic situation as closely as possible.

In addition, the Supervisory Board selects at least one and no more than two non-financial measures (weighting is 30% of the total STI) each year and determines their relative mutual weightings. The non-financial performance measures to be selected are typically related to:

- Organisation (e.g. sustainability and employee satisfaction);
- Strategy (e.g. M&A activities).

These measures are a direct consequence of the principles of good corporate governance and Ctac conforms to them. These targets may vary for individual members of the Board of Directors and can be specified where necessary and possible. All financial and non-financial targets are set as transparently, measurably and quantifiably as possible.

The measures and targets are published ex post in the remuneration report.

Performance measurement & height

The basic idea is that good performance should be rewarded properly. For the members of the Board of Directors, the STI at-target is 27% of the base salary, with a minimum of 0% and a maximum of 40% if the at-target performance is exceeded.

The realised STI remuneration is determined by the Supervisory Board, on advice of the remuneration committee, using the following method:

	<90% target	90% – 100% target	100% target	100% – 120% target	>120% target
STI total (% of the base salary)	0%	Pro rata 50% - 100% target	27%	Pro rata 100% - 150% target	40%
➤ Revenue (30% of STI)	0%	Pro rata 50% - 100% target	8.1%	Pro rata 100% - 150% target	12%
➤ EBITDA (40% of STI)	0%	Pro rata 50% - 100% target	10.8%	Pro rata 100% - 150% target	16%
➤ Organisation and/or strategy (totalling 30% of STI)	0%	Pro rata 50% - 100% target	8.1%	Pro rata 100% - 150% target	12%

The extent to which targets for organic revenue growth and EBITDA have been met can be objectively established by comparing the targets set with the corresponding results as shown in the financial statements for the year in question.

When setting qualitative targets, the minimum, target and maximum performance levels are also determined in advance in a manner which can be measured and quantified as objectively as possible.

The variable remuneration is awarded pro rata if the performance score is between the minimum and maximum performance levels. If the minimum performance level is not achieved, no variable remuneration is awarded for that target.

The final total STI payout is calculated by adding up the various payouts per target, from which a percentage of the at-target payout follows.

LONG-TERM VARIABLE REMUNERATION ("LTI")

The aim of the LTI plan is to further align the interests of the Board of Directors with those of the stakeholders and Ctac's long-term targets. The LTI plan:

- covers a performance period of three years;
- includes an annual conditional award depending on the achievement of financial and non-financial performance criteria during the performance period; and
- is paid out if the requirements have been met for three years.

The LTI plan consists of a cash remuneration. A maximum of four LTI performance criteria are formulated, which of course are measurable and quantifiable.

The part of the LTI award which becomes unconditional based on EBITDA and EPS-related measures, and, where applicable (if quantitative), the CSR targets, is determined by the Supervisory Board, on advice of the Remuneration Committee.

Performance measures

The financial performance measures for the LTI plan are:

- A profit-related performance measure, i.e. achievement of the budgeted EBITDA (50% of the LTI award);
- A measure related to the growth in Earnings Per Share ("EPS", 30% of the LTI award), measured from 1 January to 31 December of the relevant three-year performance period. The result is determined by dividing the net profit attributable to the shareholders of Ctac N.V. by the weighted average number of ordinary shares outstanding.

Measuring long-term profit development safeguards the long-term financial health of the company and the sustainable character of growth. Higher profitability also enables higher investments to be made in sustainable and innovative initiatives.

The EPS measure indicates the extent to which this sustainable profitability translates into profit distribution to shareholders. Both performance measures are suitable yardsticks to assess the extent to which Ctac's financial performance enables the company to achieve its strategic long-term value creation and sustainability goals.

Non-financial performance measures (with a total weighting of 20% of the LTI award) are selected at the start of a new performance period. For each new performance period, the Supervisory Board chooses a maximum of two non-financial criteria. The selected criteria are typically related to Ctac's Corporate Social Responsibility ('CSR') agenda. They are measured from 1 January to 31 December during the three-year performance period in question. This encourages the Board of Directors to focus on the topics which the Supervisory Board deems the most relevant at that time.

These measures are a direct consequence of the principles of good corporate governance and Ctac conforms to them. The measures and targets are published ex post in the remuneration report.

Performance measurement & height

For the members of the Board of Directors, the LTI at-target is 40% of the base salary, with a minimum of 0% and a maximum of 60% if the at-target performance is exceeded.

The part of the LTI awards which becomes unconditional is determined by the Supervisory Board, on advice of the Remuneration Committee, using the following method:

	<90% target	90% – 100% target	100% target	100% – 120% target	>120% target
LTI total (% of the base salary)	0%	Pro rata 50% - 100% target	40%	Pro rata 100% - 150% target	60%
➤ EBITDA (50% of LTI)	0%	Pro rata 50% - 100% target	20%	Pro rata 100% - 150% target	30%
➤ EPS (30% of LTI)	0%	Pro rata 50% - 100% target	12%	Pro rata 100% - 150% target	18%
➤ CSR (20% of LTI)	0%	Pro rata 50% - 100% target	8%	Pro rata 100% - 150% target	12%

The variable remuneration is awarded pro rata if the performance score is between the minimum and maximum performance levels. If the minimum performance level is not achieved, no variable remuneration is awarded for that target.

The final portion of the LTI award that becomes unconditional is calculated by adding up the various outcomes per target, from which a percentage of at-target conditional award follows.

Transitional arrangement

If an LTI period started in a remuneration year before this remuneration policy takes effect and a conditional award of an LTI component has taken place which can no longer be settled due to the current remuneration policy taking effect, then by way of exception the LTI component in question will be settled in cash at the end of the financial year preceding the year in which the shareholders adopt the remuneration policy.

SECONDARY EMPLOYMENT CONDITIONS AND OTHER ARRANGEMENTS

Pensions

Ctac uses an available premium pension plan, with a premium of 10.2% of the pensionable salary (fiscally maximised salary level for pension accrual).

Insurance and schemes

Directors' liability insurance policies have been taken out for the directors under the articles of association. Other insurance policies and other arrangements are in keeping with the regular arrangements as part of the terms of employment applicable within Ctac.

Agreements and severance payments

In principle, members of the Board of Directors have a fixed-term contract and, in accordance with the Dutch Corporate Governance Code, they are appointed for a period of four years (until the first General Meeting after the expiry of that period). If a member of the Board of Directors resigns, a notice period of three months is observed. In the event of dismissal by the company, a notice period of three months is observed.

The severance payment in the event of involuntary departure is at most one annual base salary. A severance payment will not be paid if the member of the Board of Directors acts or omits to act in the performance of his or her duties in a seriously culpable manner. If, in the event of involuntary departure (except if there is cause for involuntary departure as mentioned in the previous sentence), an STI and/or LTI performance period is ongoing, the Supervisory Board can decide that STI and/or LTI components will be paid to the member of the Board of Directors in question, on a pro rata basis of their performance achievement.

Malus, reasonableness test and clawback

The Supervisory Board is authorised in certain circumstances to adjust the amount of the non-fixed part of the remuneration of members of the Board of Directors to an appropriate level, if payout thereof would be unacceptable according to standards of reasonableness and fairness (reasonableness test and malus).

Furthermore, the company is authorised to reclaim variable remunerations that have been paid out in full or in part if the payment was made on the basis of incorrect information regarding the achievement of the targets on which the variable remuneration was based or regarding the circumstances on which the variable remuneration was made dependent (clawback).

In the remuneration report, the Supervisory Board will explain whether, why and how it has used these powers.

Other fringe benefits

To enable the members of the Board of Directors to perform their duties, they can be provided with a car in accordance with the Ctac car scheme. For the rest, the general Ctac employment conditions scheme applies if and to the extent this remuneration policy does not explicitly state otherwise.

Loans

Ctac does not provide loans, advances, guarantees or similar benefits to members of the Board of Directors.

Recruitment

The aim of the remuneration policy is to give the Supervisory Board sufficient space to be able to attract the necessary talent to implement the company's strategy. In principle, the principles set out in the policy apply when hiring a new member of the Board of Directors.

For internal appointments, variable remuneration (from the previous role) will, in principle and where possible, remain in force under the applicable regulations, or will be adjusted in line with the remuneration policy of the Board of Directors. For external appointments, the Supervisory Board can make a proposal to award a (one-off/variable) remuneration in connection with the compensation of contracts from previous employment (for example lapsed LTI awards). The basic principle then is that it will be attempted to keep these compensation schemes in line with the remuneration policy and existing STI and LTI schemes as much as possible.

REMUNERATION OF THE SUPERVISORY BOARD

To the extent applicable, the remuneration policy of the Supervisory Board is subject to the same principles and governance principles as those that apply to the Board of Directors.

The aim of the remuneration policy is to attract, motivate and retain capable Supervisory Board members with the required competences who supervise Ctac in order to guarantee the continuity of the company and to realise Ctac's long-term targets.

The remuneration reflects the time commitment and responsibilities of the positions, given the required time investment for a chairman and a member. The remuneration is periodically tested for market conformity at least once every four years.

The remuneration consists of fixed annual fees. This is not dependent on the results of Ctac. The members of the Supervisory Board do not receive any variable remuneration, and no shares and/or rights to shares are awarded. No loans, advances, guarantees or

similar benefits are provided to members of the Supervisory Board. The members of the Supervisory Board do not receive any other fixed remuneration, such as fees for participating in committees or a fee for attending meetings.

The fixed annual fees for the members of the Supervisory Board are:

	Annual fee
Chairman	€ 45,000
Board member	€ 32,500

Any (international) travel, accommodation and entertainment expenses are reimbursed on an ad hoc basis.

Members of the Supervisory Board are nominated by the Supervisory Board and appointed by the General Meeting for a period ending immediately after the end of the regular General Meeting in the fourth year after the appointment of the relevant member of the Supervisory Board. Further reference is made here to the provisions of the Dutch Corporate Governance Code in this respect, i.e. the possibility of, in principle, one-time reappointment for another four-year term, after which the Supervisory Director can be reappointed for another two years with possible extension for two more years.

GOVERNANCE

The remuneration policy is adopted by the General Meeting. The remuneration and other terms of employment of the members of the Board of Directors are set by the Supervisory Board within the framework of the policy adopted by the General Meeting. The Works Council has given a positive advice on the proposed remuneration policy and will be given the opportunity to explain this advice at the General Meeting.

REMUNERATION REPORT

A remuneration report on the application of the remuneration policy and the individual remuneration of the members of the Board of Directors and Supervisory Board for the past year is prepared annually. This report is then submitted to the General Meeting for an advisory vote.

The Supervisory Board may deviate from the remuneration policy (on advice of the Remuneration Committee) on a discretionary basis in case of exceptional circumstances. Exceptional circumstances are circumstances in which deviation from the remuneration policy is necessary to serve the long-term interests and sustainability of the company or ensure its viability. Deviations may relate to the following aspects of the remuneration policy: base salary, pension, other secondary employment conditions and short- and long-term variable remuneration. The upper limits of the remunerations (and the remuneration policy) may only be deviated from with the consent of the General Meeting. Any deviations will be reported in the remuneration report. Deviations only apply on a temporary basis, and at the latest until a new remuneration policy has been adopted.