

Remuneration Policy for the Board of Directors and Supervisory Board

Stakeholder Consultation

When formulating the remuneration policy, the Supervisory Board of Ctac N.V. ("Ctac") places significant value on stakeholder perspectives. Therefore, stakeholder feedback has been considered throughout the policy development process.

During and after the Annual General Meeting of Shareholders ("AGM") in 2022, various stakeholders indicated to Ctac that:

- the previous remuneration policy proposal was too complex;
- fewer (but more measurable) performance criteria should be used;
- greater transparency should be provided regarding performance criteria.

In response, Ctac has reduced the number of financial performance criteria, abolished a performance criterion deemed complex by stakeholders, such as the relative "Total Shareholder Return" measure, and made the performance criteria more quantifiable and measurable.

It is important to note the following: Ctac aims for maximum transparency regarding financial short-term and long-term objectives so that these are known to stakeholders in advance. Additionally, Ctac strives to publish non-financial short-term and long-term objectives beforehand.

However, if disclosing these non-financial objectives could lead to the release of strategically, commercially or otherwise sensitive information, they will not be published in advance. Instead, Ctac will endeavour to report as transparently as possible in the remuneration report afterward.

In 2023, the Works Council was again consulted regarding the proposed changes to the remuneration policy. The Works Council provided a positive advisory opinion on the proposed changes.

Principles and Approach to the Remuneration Policy

The principles of Ctac's remuneration policy are:

- alignment with and support of the organisation's strategy;
- achieving the interests of all stakeholders;
- reflecting Ctac's core values;
- attracting and retaining talent;
- complying with relevant legal requirements.

These principles determine the approach to the remuneration policy, which is practical and transparent. The Remuneration Committee of the Supervisory Board periodically reviews the

remuneration policy to update it and align it with internal and external developments. This review is comprehensive and covers:

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

External experts are used in the periodic review. The policy:

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

If applicable, the Remuneration Committee will propose adjustments to the policy to the Supervisory Board, which will be submitted for approval to the AGM. The remuneration policy, including the date of voting and voting results, will be published on Ctac's website. The policy is submitted for approval to the AGM at least every four years and will be effective from 1 January of the year in which the AGM approves it. Any changes will include a description of the changes and how stakeholder perspectives have been considered.

Ctac's remuneration policy complies with relevant legal requirements, such as Article 2:135a of the Dutch Civil Code, which implements the European Shareholders' Rights Directive II, and the principles of the Dutch Corporate Governance Code.

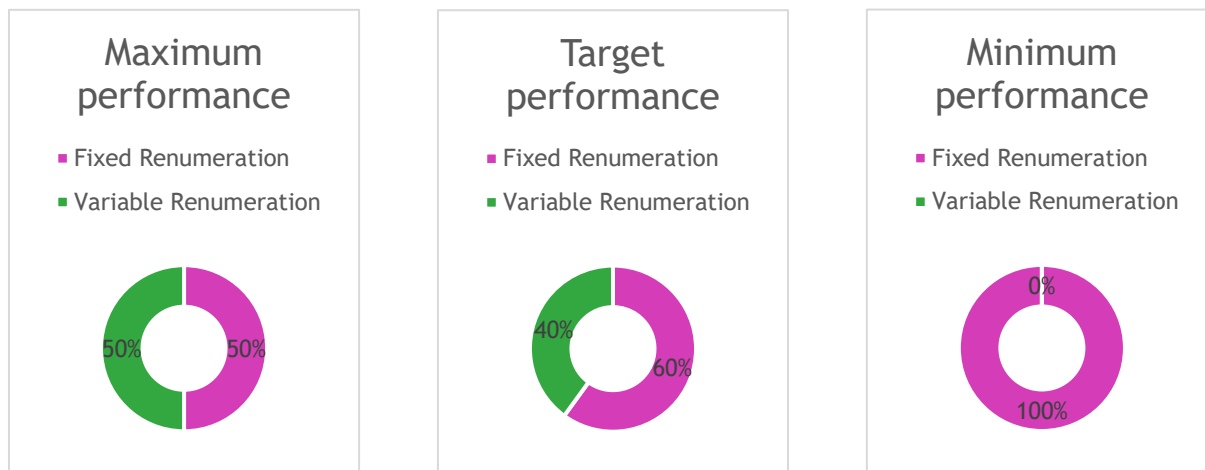
Remuneration of the Board of Directors

The primary goal is to offer a market-competitive remuneration package so that Ctac can attract, motivate and retain competent directors. This remuneration should be in line with the labour market (benchmark group) and fit within Ctac's desired remuneration ratios.

Remuneration and the method of its determination are transparent, which is reflected in the publication of short-term and long-term objectives. The reporting and explanation of the actual amounts of short-term and long-term variable remuneration are included 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 policy applies the following ratios:



Remuneration Ratios

Ctac considers internal remuneration ratios in two ways:

1. The internal pay ratio (CEO pay ratio), based on IFRS accounting rules: the total remuneration of the CEO divided by the average employee remuneration per employee (excluding the CEO's remuneration).
2. A job evaluation methodology that further clarifies internal ratios within the entire Ctac organisation.

Benchmark Group

The remuneration package is compared with companies of similar size, scope and complexity to Ctac. This group consists of companies within the Dutch listed environment.¹ The Supervisory Board periodically reviews the composition of the benchmark group, which may lead to adjustments to the group's composition.

In determining the total remuneration (base salary plus variable remuneration), the policy aims to position around the median of this benchmark group, after which the remuneration ratios (fixed, short-term and long-term variable) are applied.

Fixed Remuneration - Base Salary

The annual base salary of Board members is based on their competencies, experience and seniority. This determination considers roles and responsibilities and is also benchmarked against the benchmark group outcomes.

¹ Note: The reference 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.

Any adjustment to the base salary generally takes place on 1 January. This includes consideration of internal and external developments, such as:

- inflation rates;
- annual increases for employees;
- developments within the benchmark group.

Adjustments to the base salary are entirely at the discretion of the Supervisory Board. The base salary is aimed at the median of the benchmark group.

Variable Remuneration

Each Board member is eligible for short-term and long-term variable remuneration, the amount of which depends on achieving the annual objectives agreed upon between the Supervisory Board and the Board of Directors before the performance period. These objectives contribute to executing the strategy, financial performance and long-term interests and sustainable performance of Ctac.

The determination of the realised variable remuneration is made by the Supervisory Board, based on the advice of the Remuneration Committee.

Short-Term Variable Remuneration (STI)

The STI scheme aims to incentivise the Board of Directors to achieve relatively short-term (strategic) objectives successfully. To this end, the Supervisory Board sets targets to be achieved within one year. The STI scheme consists of a cash reward.

Performance Metrics

The Supervisory Board selects up to two financial metrics annually (weighted at 70% of the total STI) and determines their relative weight. In line with strategic goals, the following financial performance metrics are formulated:

- Achievement of organic revenue growth (30% weighting)
- A profit-related performance metric, namely EBITDA (40% weighting)

These financial metrics are normalised for exceptional situations to reflect the actual situation as closely as possible.

Additionally, the Supervisory Board selects at least one and up to two non-financial metrics annually (weighted at 30% of the total STI) and determines their relative weight. Non-financial performance metrics are typically related to:

- organisation (e.g., sustainability and employee satisfaction);
- strategy (e.g., M&A activities).

These metrics reflect the principles of good corporate governance, and Ctac adheres to them. These objectives may vary per individual Board member and be specified where necessary and feasible. All financial and non-financial objectives are set to be as transparent, measurable and quantifiable as possible.

Publication of metrics and targets is done ex post in the remuneration report.

Performance Measurement & Amount

Good remuneration for good performance is the principle. For Board members, the STI at-target is 27% of the base salary, with a minimum of 0% and a maximum of 40% for exceeding the at-target performance.

The determination of the STI reward is made by the Supervisory Board, based on the advice of the Remuneration Committee, using the following method:

	< 90% target	90% - 100% target	100% target	100% - 120% target	>120% target
STI total (% of 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 (total 30% of STI)	0%	Pro rata 50% - 100% target	8.1%	Pro rata 100% - 150% target	12%

The degree to which objectives related to organic revenue growth and EBITDA are achieved can be objectively determined by comparing the pre-set objectives with the corresponding results as reported in the financial statements for the year.

The determination of qualitative objectives involves setting minimum, target and maximum achievement levels in a manner as objectively measurable and quantifiable as possible.

Variable remuneration is proportionally awarded for performance scores between the minimum and maximum achievement levels. If the minimum performance level is not reached, no variable remuneration is awarded for that objective.

The final total STI payment is calculated by summing the different payments per objective, resulting in a percentage of the at-target payment.

Long-Term Variable Remuneration (LTI)

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

- covers a performance period of three years;
- includes an annual conditional award based on meeting financial and non-financial performance criteria during the performance period; and
- results in payment if the requirements are met over the three-year period.

The LTI plan involves a cash reward. A maximum of four LTI performance criteria are defined, which are, of course, measurable and quantifiable.

The determination of the unconditional portion of the LTI award based on EBITDA and EPS-related metrics and, where applicable (if quantitative), CSR objectives is carried out by the Supervisory Board, on the recommendation of the Remuneration Committee.

Performance Metrics

The financial performance metrics for the LTI plan are as follows:

- A profit-related performance metric, specifically the achievement of budgeted EBITDA (50% of the LTI award).
- A metric related to the growth of 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 outstanding common shares.

Measuring long-term profit development ensures the company's financial health over the long term, thereby guaranteeing the sustainable nature of growth. Additionally, higher profitability also provides the opportunity to invest more in sustainable and innovative initiatives.

The EPS metric indicates how sustainable profitability translates into shareholder returns. Both performance metrics are suitable indicators to assess whether Ctac's financial performance enables it to achieve its strategic goals regarding long-term value creation and sustainability.

Non-financial performance metrics, with a total weighting of 20% of the LTI award, are selected at the beginning of a new performance period. To this end, the Supervisory Board selects a maximum of two non-financial criteria for each new award. The selected metrics are typically related to Ctac's Corporate Social Responsibility (CSR) agenda. These metrics are measured from 1 January to 31 December during the relevant three-year performance period. This encourages the Board of Directors to focus on the topics that the Supervisory Board considers most relevant at that time.

Performance Measurement & Amount

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 performance exceeds the at-target level.

The determination of the unconditional portion of the LTI award is carried out by the Supervisory Board, on the recommendation of the Remuneration Committee, using the following method:

	< 90% target	90% - 100% target	100% target	100% - 120% target	>120% target
LTI total (% of 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 reward is granted proportionally for performance scores between the minimum and maximum achievement levels. If the minimum performance level is not achieved, no variable reward is granted for that objective.

The final portion of the LTI award that becomes unconditional is calculated by summing the outcomes per objective, resulting in a percentage of at-target conditional award.

Transition Regulation

If an LTI period has commenced in a remuneration year before this remuneration policy takes effect, and a conditional LTI component award has been granted but cannot be settled due to the implementation of the current remuneration policy, then as an exception, the relevant LTI component will be settled in cash at the end of the fiscal year prior to the year in which shareholders approve the remuneration policy.

Secondary Employment Benefits and Other Arrangements

Pensions

Ctac employs a defined contribution pension scheme, with a premium rate of 10.2% of the pensionable salary (tax-maximised salary level for pension accrual).

Insurance and Arrangements

Directors have Directors' and Officers' (D&O) liability insurance. Other insurance and arrangements follow the standard employment conditions applicable within Ctac.

Agreements and Termination Payments

Members of the Board of Directors generally have fixed-term contracts and are appointed according to the Dutch Corporate Governance Code for a period of four years (until the first General Meeting of Shareholders after this period). If a member of the Board of Directors resigns, a notice period of three months is observed. In the case of dismissal by the Company, a notice period of three months applies.

The severance payment for involuntary departure is capped at one year's base salary. No severance payment is granted in cases of serious misconduct or neglect in the performance of their duties by the member of the Board of Directors. If involuntary departure occurs (except where there is a basis for involuntary departure as mentioned previously) and there is an ongoing STI and/or LTI performance period, the Supervisory Board may decide to pay out the STI and/or LTI components to the member of the Board of Directors, pro-rated to the performance achieved.

Malus, Reasonableness Test and Clawback

The Supervisory Board has the authority to adjust the amount of the non-fixed part of the remuneration of the members of the Board of Directors under certain circumstances to a reasonable level if the payout would be unacceptable according to standards of reasonableness and fairness (reasonableness test and malus).

Furthermore, the Company is entitled to reclaim awarded variable remuneration in whole or in part if the payout was based on incorrect information about the achievement of the targets underlying the variable remuneration or the circumstances upon which the variable remuneration was dependent (clawback).

In the remuneration report, the Supervisory Board will explain whether, why and how these powers have been exercised.

Other Emoluments

Members of the Board of Directors may be provided with a car for their duties in accordance with the Ctac Car Policy. For other matters, the general Ctac employment conditions apply unless explicitly deviated from by this Remuneration Policy.

Loans

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

Recruitment

The remuneration policy aims to give the Supervisory Board sufficient flexibility to attract the necessary talent to execute the Company's strategy. For the appointment of a new member of the

Board of Directors, the principles outlined in the policy apply. For internal appointments, variable rewards (from the previous role) will generally remain effective under existing arrangements or be adjusted to align with the Board of Directors' remuneration policy. For external appointments, the Supervisory Board may propose granting a (one-time/variable) reward to compensate for contracts from previous employment (e.g., forfeited LTI awards). The aim is to align such compensation arrangements as closely as possible with the remuneration policy and existing STI and LTI schemes.

Remuneration of the Supervisory Board

The same principles and governance standards as for the Board of Directors apply to the remuneration policy of the Supervisory Board where applicable.

The remuneration policy aims to attract, motivate and retain competent Supervisory Board members with the necessary skills to oversee Ctac, ensuring the Company's continuity and achieving Ctac's long-term goals.

Remuneration reflects the time commitment and responsibilities of the positions, considering the required time investment for a chair and a member. The remuneration is periodically reviewed and at least every four years for market conformity.

The remuneration consists of a fixed annual fee. It is not dependent on Ctac's results. Members of the Supervisory Board do not receive variable remuneration and are not granted shares or rights to shares. No loans, advances, guarantees or similar benefits are provided to members of the Supervisory Board. Members of the Supervisory Board do not receive other fixed allowances, such as committee participation fees or meeting attendance fees.

The fixed annual remuneration for Supervisory Board members is:

	Annual remuneration
Chair	€45,000
Member	€32,500

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

Members of the Supervisory Board are appointed by the General Meeting of Shareholders based on the recommendation of the Supervisory Board for a term ending directly after the regular General Meeting of Shareholders in the fourth year following the appointment. Further reference is made to the provisions in the Dutch Corporate Governance Code, which provides for a one-time renewal of up to four years, after which the member may be reappointed for two years with a possible extension of another two years.

Governance

The remuneration policy is determined by the General Meeting of Shareholders. The remuneration and other employment conditions of the Board of Directors are determined by the Supervisory Board within the framework of the policy set by the General Meeting of Shareholders. The Works Council has provided a positive advisory opinion on the proposed remuneration policy and is given the opportunity to explain this advice at the General Meeting of Shareholders.

Remuneration Report

An annual 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. This report is submitted to the General Meeting of Shareholders for advisory vote. The Supervisory Board may, under exceptional circumstances, deviate from the remuneration policy (on the recommendation of the Remuneration Committee). Exceptional circumstances are situations where deviation from the remuneration policy is necessary to serve the long-term interests and sustainability of the Company or to ensure its viability. Deviations may relate to the following aspects of the remuneration policy: base salary, pension, other secondary benefits, and short- and long-term variable remuneration. Deviations from the upper limits of remuneration (and the remuneration policy) may only occur with the General Meeting of Shareholders' approval. If deviations occur, they will be reported in the remuneration report. Deviations are temporary and last only until a new remuneration policy is established.