REMUNERATION POLICY

OF

NX FILTRATION N.V.

FOR THE MANAGING DIRECTORS AND SUPERVISORY DIRECTORS

Intended for 2024 – 2028 upon approval by the General Meeting of Shareholders on 6 September 2024

Proposal dated 12 July 2024 to the Extraordinary General Meeting of Shareholders 2024 (**EGM 2024**).

Amendments to the 2021 Remuneration Policy

NX Filtration N.V.'s (**NX Filtration** or the **Company**) current remuneration policy (the **Remuneration Policy**) was approved by the general meeting of shareholders of the Company (**General Meeting**) on 26 May 2021, and came into effect on 11 June 2021.

The Remuneration Policy is intended to provide for an attractive, market competitive remuneration package where sustainable performance is delivered. As set out in the Remuneration Policy, in determining the base fee and total remuneration for members of the Management Board (the **Managing Directors**), the members of the Supervisory Board (**Supervisory Directors**) will ensure that a competitive remuneration package for board-level executive talent is maintained and benchmarked against external market data, taking into account *inter alia* the market size of the Company, the number of its employees, the manner in which the activities have expanded globally and total production capacity.

The Remuneration Policy includes both the remuneration policy with respect to Managing Directors as well the Supervisory Directors. In accordance with Article 2:135a (2) of the Dutch Civil Code, every four years the Company needs to submit for adoption to the general meeting of shareholders an updated remuneration policy, taking into consideration any adjustments required on the basis of applicable legislation, shareholders' and shareholder representatives' feedback, and other changes deemed necessary based on remuneration trends and benchmarking.

As the current Remuneration Policy came into effect on 11 June 2021, the updated Remuneration Policy will need to be proposed for adoption by the annual General Meeting in 2025 at the latest. As NX Filtration has requested the General Meeting to approve the appointments of new Managing Directors (i.e., the CEO and CFO), NX Filtration wishes to bring the updated Remuneration Policy forward. The Supervisory Board proposes to amend the current Remuneration Policy as regards the Managing Directors only. It is noted that no changes are proposed with respect to the remuneration package of the Supervisory Directors. This proposal for an updated Remuneration Policy is made following consultations with shareholders and other stakeholders.

NX Filtration successfully completed its new production facility, anticipating an increase in production and acceleration of its strategic progress. In preparing for the updated Remuneration Policy, we have concluded a review to assess whether our Remuneration Policy serves us well in attracting and retaining the desired Managing Directors in particular, and whether we are providing compensation in line with our values and long-term interests. The outcome of the review is that our overarching remuneration structure will stay in place.

However, the conducted review of our Remuneration Policy seeks to ensure a pay practice that remains fit for purpose for the years to come. We want a policy that remains aligned with NX Filtration's transition, that allows to attract the right talent from the market. In developing this proposal, we worked with an independent external advisor and continued our dialogue with our shareholder base and other stakeholders, both internal and external, to ensure that we consider their valuable input and perspectives as well as the appropriate (societal) context, and that we achieve alignment on expectations. Below we highlight certain key changes to the Remuneration Policy.

Base Pay Levels The Management Board's activities have changed fundamentally over the past years. Due to international expansion, revenue growth, and the steep increase in number of employees, the responsibilities for the Management Board increased and have become more complex. This led the Supervisory Board to propose an increase in the total remuneration level of the Management Board, towards the median of the peer group, as further set out below. The Supervisory

Board proposes to adjust the Remuneration Policy, in order to raise remuneration levels to bring it back up to and around the target median-level benchmark of comparable peers.

Peer Group Remuneration levels (and fixed-variable mix) are often set with reference to external benchmarks. Especially for C-suite positions, a key element in compensation benchmarking is the composition of the peer group. The Supervisory Board together with an external advisor developed such peer group. After extensive discussions, we have determined that for NX Filtration, the selection pool should consist of relevant (locally) listed peers in a Dutch cross-industry (Dutch headquartered). We have made this decision given the lack of suitable sector-specific peers.

To select possible reference companies (peers), NX Filtration together with an external advisor has conducted a selection process in line with best practices. The external advisor has developed a comparability study method to validate possible peer companies in terms of size criteria in line with Institutional Shareholder Services (ISS) best practice guidelines.

Given the fact that relatively few Dutch listed companies meet the ISS size bandwidth in terms of revenues (i.e. between € 2 million and € 21 million) and that NX Filtration is a scale-up company with a strong ambition to grow exponentially in the coming decade, we have focused relatively more on peer companies that fall within the market cap criteria. This led to the peer group presented below, all with headquarters in the Netherlands (5 AScX index companies and 9 local listed companies).

Peer group					
Company	***Revenue FY2023 as per publicly available financial statements (in million euro)***	***Market Capitalization per 30 June 2024 (in million euro) according to Bloomberg***	***Total Assets FY2023 as per publicly available financial statements (in million euro)***	***Employees end of year 2023 as per publicly available financial statements (in FTE equivalent)***	***Global Industry Classification Standard (GICS) Subindustry***
NX Filtration	8	280	136	166	Industrial Machinery & Supplies & Components
Azerion Group	515	200	652	1,110	Interactive Media & Services
CM.com	266	198	240	720	Application Software
Ebusco Holding	102	107	320	834	Construction Machinery & Heavy Transportation Equipment
Kendrion	519	203	462	2,606	Automotive Parts & Equipment
Avantium	20	205	228	262	Research & Consulting Services
Envipco Holding	88	331	96	411	Industrial Machinery & Supplies & Components
ONWARD Medical	1	172	44	99	Health Care Equipment
Cabka	197	95	181	603	Metal, Glass & Plastic Containers

Holland Colours	111	84	74	464	Commodity Chemicals
Ctac	127	45	71	453	IT Consulting & Other Services
Almunda Professionals	26	23	38	157	Diversified Support Services
Ease2pay	3	12	10	16	IT Consulting & Other Services
Koninklijke Porceleyne Fles	8	13	37	43	Housewares & Specialties
Alumexx	34	14	41	65	Building Products

The remuneration level benchmark is conducted based on position against the peer group (i.e. NX Filtration's CEO is compared to CEOs, NX Filtration's CFO to CFOs of the peer companies). In the 2021 Remuneration Policy, new Managing Directors could be entitled to a maximum annual base fee of €170,000 (which was at that point in time the CEO annual base fee) or such higher amount as determined by the Supervisory Board that corresponded with up to the 25th percentile of the benchmark group. We have experienced this maximum amount to be too restrictive in attracting the right talent, profile and experience for the CEO and CFO positions. We therefore propose the median of the peer group will be used as reference when attracting new Managing Directors. The proposed increase in quantum, positions the pay level of the CEO and the CFO around the median of the revised peer group, see below tables.

Chief Executive Officer	Peer group		
	P25	M	P75
Base salary	€ 300,000	€ 385,000	€ 425,000
STI target (as % of base salary)	10%	30%	60%
Total Cash Compensation	€ 320,000	€ 525,000	€ 590,000
LTI (as % of base salary)	20%	60%	70%
Total Direct Compensation	€ 500,000	€ 740,000	€ 1,215,000

Chief Financial Officer	Peer group		
	P25	M	P75
Base salary	€ 225,000	€ 260,000	€ 310,000
STI target (as % of base salary)	15%	30%	45%
Total Cash Compensation	€ 290,000	€ 340,000	€ 380,000
LTI (as % of base salary)	20%	45%	65%
Total Direct Compensation	€ 365,000	€ 475,000	€ 645,000

In the tables above, market competitive pay levels are reported at the 25th percentile (**P25**), median (**M**) and 75th percentile (**P75**) for the following compensation elements:

1. Base salary
2. Short-term variable compensation, at target (**STI**, as % of base salary)
3. Total Cash Compensation, at target (**TCC**, = 1 + 2)
4. Long-term variable compensation, expected value (**LTI**, as % of base salary)
5. Total Direct Compensation, at target (**TDC**, = 3 + 4)

P25 means that 25% of the observations are below this level and 75% are above this level.

M means the observation in the middle.

P75 means that 75% of the observations are below this level and 25% are above this level.

Based on the benchmark results, it is proposed to adjust the CEO's base salary a step towards the current market standards' median, which brings his annual base salary just above the P25 and well below the median. The adjustment proposed for the CFO's base salary is slightly above the median, as per the appointment of the respective Managing Directors the new annual base fees are proposed to become:

- CEO: 325,000 EUR; and

- CFO: 285,000 EUR.

When determining the new pay levels, we have taken into account the pay ratio within the organisation. The Company's internal pay ratio is calculated by dividing the average total Managing Directors' compensation by the average employee compensation. The average employee compensation is based on the total personnel cost (defined as salaries and wages, social security contributions and pension contributions) and the average number of FTE's excluding the Managing Directors. The Company's internal pay ratio is included in the annual remuneration report. With the proposed increase in base fee and STI performance levels NX Filtration's internal pay ratio is comparable with the internal pay ratios of the companies in the peer-group, as based on publicly available data as disclosed in the 2023 annual reports of the companies in the peer group.

STI Performance Target We propose to increase the on target opportunity level for STI with effect from 1 January 2025. We note that the proposed target percentages for STI better align with external market levels (based on the peer group, as set out above). The threshold and stretch levels as a percentage of target STI have also been reviewed (30%-50% instead of the current 5%-25%) to better align with market practice. We do not propose any changes to the current LTI levels.

STI and LTI for current COO The Remuneration Policy furthermore introduces an STI and LTI possibility for the current COO. The STI and LTI help align the COO's interests with the Company's short-term and long-term goals even further. This alignment ensures that its efforts are directed towards achieving key performance indicators (KPIs) that are critical for the company's success. We are also of the view that these are a common components of executive compensation in many organizations and this ensures his compensation remains competitive within the industry.

Update governance provisions The Supervisory Board proposes to update the following governance provisions in the Remuneration Policy to comply and align with (evolving) market best practice:

- Expanding the discretionary authority to either adjust certain objectives and targets of the STI and LTI in-flight, in case of exceptional circumstances in order to maintain challenging and motivating for the Management Board rather than the only current option of adjusting ex-post on the actual outcome.
- We are committed to transparency and will provide clear insight into any discretion applied in the remuneration report. We have updated the wording in the Remuneration Policy in this respect.
- We have updated the derogation clause in the Remuneration Policy in line with article 2:135a (4) of the Dutch Civil Code and best practice governance standards, in order to increase transparency of the policy.

- We have updated the recruitment provisions in the Remuneration Policy in line with best practice governance standards. This also includes the introduction in the Remuneration Policy of the possibility to grant an exceptional one-off compensation upon the appointment of a Managing Director. We have also increased transparency of the Remuneration Policy in this respect.

Societal context

In anticipation of the current proposal, the Supervisory Board met with various stakeholders in order to take into account their considerations. This consultation led to the following conclusions.

- o On the increased pay level: considering the overall level increase, a clear explanation helps to understand the rationale for this proposal. The Supervisory Board aims to provide this explanation through this proposal and in particular the explanation of the proposed amendments.
- Regarding variable pay, several stakeholders underlined the importance of clear target setting (measurable, limited list of KPIs). The Supervisory Board agrees with this, and will focus on transparent reporting in the Company's remuneration report.

In accordance with article 2:135a (6) (i) (2) of the Dutch Civil Code, votes on the previously established remuneration policy must be taken into account when proposing any changes. The 2021 Remuneration Policy of the Company was adopted in the context of its initial public offering and was unanimously adopted by its general meeting at that time. If, in the future, new changes to the Remuneration Policy are proposed, the votes on the amended Remuneration Policy will be taken into consideration. When approved, this Remuneration Policy will apply with retroactive effect as of 1 August 2024, with the exception of the increase in the on target opportunity level for STI, that will come into effect on 1 January 2025. The proposal for the updated Remuneration Policy is part of the meeting documents for the EGM and is available on the Company website.

1. INTRODUCTION

Set forth below is the remuneration policy (the **Remuneration Policy**) of NX Filtration N.V. (the **Company** also referred to as "we", "our" or "us") as adopted by the general meeting of shareholders of the Company (the **General Meeting**). It describes the policies, structures, principles and elements of remuneration of (i) the managing directors of the Company (the **Managing Directors**) that together form the management board of the Company (the **Management Board**) and (ii) the supervisory directors of the Company (the **Supervisory Directors**) that together form the supervisory board of the company (the **Supervisory Board**).

This Remuneration Policy is implemented in accordance with the following principles, setting out the way the Remuneration Policy contributes to the Company strategy, the short- and long-term interests of the Company and the sustainability of the Company and how it takes into account the identity, mission and values of the Company:

(a) The Remuneration Policy is designed taking into account the Company's vision ("pure and affordable water across the globe''), mission ("to be a leading global provider of breakthrough nano-filtration technology that enables customers to, amongst others, produce pure and affordable water, treat wastewater and reduce their water footprint, and achieve strong sustainability benefits'') and values ("Sustainable, Adaptive, Reliable, Knowledgeable") through performance targets related to for example growth, innovation and sustainability.

(b) The Remuneration Policy enables the Supervisory Board to determine at its sole discretion that Managing Directors will become entitled to a short term incentive (**STI**) and/or a long term incentive (**LTI**), but none of the Managing Directors can derive any rights from this.

(c) In setting the performance targets related to this Remuneration Policy that may be applied in respect of the STI and LTI, the Company's strategy and medium- and long term objectives, amongst which revenue growth scale-up of production, market penetration and increasing profitability, are and will be taken into account.

(d) The STI and LTI are linked to the business strategy and accordingly to longer term value creation and sustainability of the Company. Reference is made to the specific paragraphs below on target setting. Variable remuneration is higher when targets are exceeded and no variable remuneration is payable if threshold targets are not met. This helps to ensure the alignment of the Managing Directors' interests with that of the Company's stakeholders and create a true pay-for-performance culture.

(e) The Remuneration Policy aims to attract, motivate and retain highly qualified individuals and reward them with a market competitive remuneration package that focuses on achieving sustainable financial results aligned with the sustainable long-term business strategy of the Company. The Remuneration Policy fosters alignment of interests of the Managing Directors with its shareholders and other stakeholders.

(f) The Remuneration Policy is designed in the context of competitive market trends, statutory requirements, corporate governance best practice, the societal context around remuneration and the interests of the Company's shareholders and other stakeholders.

(g) The total remuneration opportunity of the Managing Directors reflects the expected growth of the Company pursuant to its strategy. The Remuneration Policy is designed in a way that Managing Directors and Supervisory Directors are not encouraged to take or stimulate inappropriate risks.

(h) The Remuneration Policy is designed to ensure fairness and transparency.

(i) The Remuneration Policy is designed in a way that it takes into account the societal context around remuneration and corporate governance best practice.

This Remuneration Policy takes into account all applicable laws and regulations, such as, but not limited to, article 2:135a of the Dutch Civil Code, the Dutch Corporate Governance Code, the articles of association of the Company (the **Articles of Association**), the rules of the Supervisory Board as applicable from time to time and the rules of the Management Board, as applicable from time to time.

All amounts mentioned in this Remuneration Policy are gross amounts.

2. GOVERNANCE OF THE REMUNERATION POLICY

2.1 Establishment of the Remuneration Policy

In line with the Articles of Association, this Remuneration Policy is adopted by the General Meeting on 6 September 2024, with effect as of 1 August 2024. Pursuant to the Articles of Association, the Supervisory Board is responsible for formulating this Remuneration Policy. The Remuneration Policy will be presented to the General Meeting at least every four years from the date hereof.

2.2 Amendment of the Remuneration Policy

Any amendments to this Remuneration Policy are subject to adoption by the General Meeting, upon a proposal of the Supervisory Board.

All revisions of the Remuneration Policy shall be accompanied by a description and explanation of all significant changes, the decision-making process followed for its determination, review and implementation, measures to avoid or manage conflicts of interests and pay ratios. Next, the description shall also explain how it takes into account the votes and views of shareholders and other stakeholders of the Remuneration Policy since the most recent vote on the Remuneration Policy by the General Meeting.

When amending the Remuneration Policy, the Company will take into account the pay ratio within the organisation. The Company’s internal pay ratio is calculated by dividing the average total Managing Directors’ compensation by the average employee compensation. The average employee compensation is based on the total personnel cost (defined as salaries and wages, social security contributions and pension contributions) and the average number of FTE’s excluding the Managing Directors. The Company’s internal pay ratio is included in the annual remuneration report.

When the General Meeting does not approve the proposed amendments to the Remuneration Policy, the Company shall continue to remunerate in accordance with the existing adopted Remuneration Policy and shall submit a revised policy for approval at the following General Meeting.

2.3 Operation of the Remuneration Policy

Pursuant to the Articles of Association, the Supervisory Board is responsible for the implementation of the Remuneration Policy. The remuneration of, and other agreements with, the Managing Directors are determined by the Supervisory Board, with due observance of the Remuneration Policy. In its annual remuneration report, the Supervisory Board will communicate clearly and transparently to the Company’s stakeholders how this Remuneration Policy has been pursued.

The individual remuneration of Supervisory Directors is set by the General Meeting.

3. OBJECTIVES OF THE REMUNERATION POLICY

The Company holds the view that its Remuneration Policy, including severance payment should serve the following objectives (the **Remuneration Objectives**):

(i) reflect the interests of all stakeholders;

(ii) attract and retain the Managing Directors and Supervisory Directors that have the talent and skills to develop and expand the business;

(iii) takes into account the internal pay ratios within the Company;

(iv) takes into account the identity, mission and values of the company as well as the popular support on remuneration;

(v) does not encourage Managing Directors nor Supervisory Directors to act in their own interest, nor to take risks that are not in line with the strategy formulated and the risk appetite that has been established; and

(vi) create long-term value, contribute to the Company's strategy and enhance the sustainable development of the Company.

4. ELEMENTS OF THE REMUNERATION OF THE MANAGING DIRECTORS

4.1 Overview

Based on the Remuneration Policy, the remuneration of the Managing Directors:

(i) consists of the following elements:

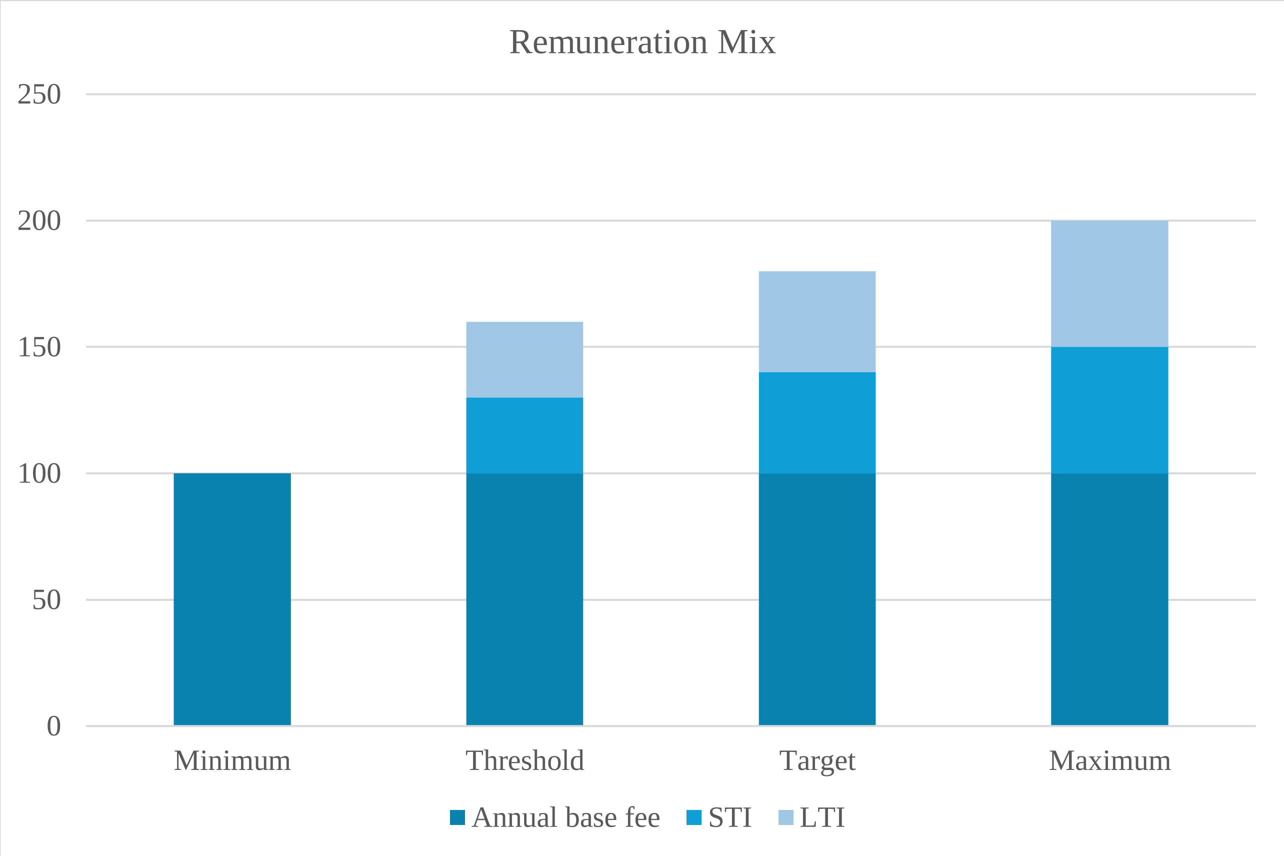
1. annual base fee; and
2. pension and other benefits. The current COO and CTO are not entitled to pension benefits.

The remuneration of Managing Directors may further consist of the following elements, which are discussed in more detail below:

1. STI;
2. LTI; and
3. a sign-on bonus (as described in paragraph 7.2).

Contracts of the Managing Directors may include a severance pay clause, in accordance with paragraph 7 of this Remuneration Policy. The ratio between fixed and variable pay – STI and/or LTI, if any – for the Managing Directors would be influenced by the extent to which targets are met.

The ratio between fixed and actual variable pay in any given year depends on to what extent the performance targets are met. The graph below shows the pay mix under different performance realisations on a scale where the annual base fee represents 100% (after giving effect to the increase of the on target opportunity level for STI with effect from 1 January 2025). The pay mix ranges from underperformance below threshold level on both STI and LTI, resulting in payout of the annual base fee only, to outperformance resulting in salary plus maximum payout and vesting.



4.2 External benchmark

The level of total direct compensation (TDC, i.e. annual base fee + STI + LTI at target) is regularly reviewed. For external reference, a peer group has been established with companies with their headquarters in the Netherlands (5 AScX index companies and 9 local listed companies), the scale and complexity of which is comparable to the size and activities of the Company. Some changes can be made to the composition of the peer group without shareholder approval, unless the maximum of-non-Dutch peers in the group exceeds 50%, or more than 33% of the companies in the peer group are adjusted throughout the full term of the Remuneration Policy. These changes may be considered in instances such as but not limited to: M&A, change in business activities etc. We strive to keep the peer group composition stable, while permitting room for responsiveness to changes such as delisting and will publish the composition in the Company's remuneration report if any changes occur.

4.3 Base fee

The annual base fee is a fixed cash payment (with a possible yearly indexation) intended to attract and retain executives of the highest caliber and to reflect their experience and scope of responsibilities. The annual base fees of the Managing Directors are as follows.

- CEO: € 325,000
- CFO: € 285,000
- COO: € 179,500
- CTO: € 168,000

Managing Directors, appointed after the date of the Remuneration Policy, may be entitled to a maximum annual base fee around the amount of the CFO as determined by the Supervisory Board in accordance with the peer group analysis.

Annually, the Supervisory Board may evaluate the base fee of the Managing Directors and decide on an increase thereof if warranted by relevant circumstances. Base fee levels will be reviewed, taking into account developments in the labour market and other factors (including potential changes in job sizes), whereby the peer group as referred to above will be used as reference. The annual base fee paid to the Managing Directors will be disclosed in the Company's annual remuneration report.

4.4 STI

The STI is a variable (cash) bonus incentive of which achievement is tied to specific financial and non-financial targets derived from the company's (annual) strategic plan, allowing to apply focus on short-term business critical goals and drive behaviour.

The Supervisory Board may, but is not obliged to, determine that a Managing Director becomes entitled to an STI. The below describes the main elements of the STI that will apply if a Managing Director becomes entitled to an STI.

The STI allows Managing Directors to receive annual awards in cash under the Company's Short Term Incentive Plan for Managing Directors as amended from time to time, subject to the approval of the Supervisory Board in accordance with the Remuneration Policy.

With effect from 1 January 2025, the 'at target' amount of STI shall be 40% of the annual base fee with a bandwidth of 30% (if threshold performance is met) - 50% (if maximum performance is met). If the threshold performance is not met, the Managing Director is not entitled to any STI.

A one year performance period applies. On an annual basis, performance conditions will be set by the Supervisory Board on or before the beginning of the relevant calendar year. The performance conditions will be determined by the Supervisory Board in its sole discretion in accordance with the Remuneration Policy and will be based on financial performance (between 65%-70%) and individual criteria including non-financial performance (between 30%-35%). The final total STI payment is calculated by adding up the various scores for per criterion.

With respect to the financial performance conditions, the Supervisory Board will select a minimum of two (2) conditions for each Managing Director such as, but not limited to: (i) revenues, (ii) gross margin, (iii) Adjusted EBITDA / profitability, (iv) ROI and (v) working capital, and (vi) free cash flow.

With respect to non-financial performance conditions, the Supervisory Board will select a maximum of five (5) indicators for each Managing Director that are derived from or linked to the five year business plan of the Company, reflecting the Company long-term strategy, such as, but not limited to: (i) safety score, (ii) customer satisfaction, (iii) footprint reduction and CO2 emissions, (iv) production related KPIs, (v) diversity, (vi) pricing strategy, (vii) procurement, (viii) W/C management and (ix) new product introductions.

The actual financial and non-financial performance conditions will be set taking into account the strategy of the Company taking into account the five year business plan of the Company, reflecting the Company's long term interests. As such, these conditions are closely linked to enhancing the sustainable performance of the Company and long-term value creation.

For selected performance conditions, the Supervisory Board will annually define the performance ranges, i.e. the values below which no pay out will occur (threshold performance), the ‘at target’ value and the maximum at which the pay-out will be capped.

Each year the Supervisory Board will state in the Company’s remuneration report: (i) for the year in which the Remuneration Report is published, which financial or individual/non-financial criteria are selected for the year including the weight assigned to each criterion, and (ii) for the previous year, how the performance on each criterion has been assessed against the preset targets and what payout this results in. Payout of the STI occurs in cash.

4.5 LTI

The LTI is a variable equity incentive of which achievement is tied to targets reflecting long-term stakeholder value creation, enhancing the pay-for-performance narrative and aligning recipients with the shareholder experience.

The Supervisory Board may, but is not obliged to, determine that a Managing Director becomes entitled to an LTI. The below describes the main elements of the LTI that will apply if a Managing Director becomes entitled to an LTI.

The LTI allows Managing Directors to receive annual conditional awards of Performance Shares under the Company’s Long Term Incentive Plan for Managing Directors as amended from time to time, subject to the approval of the Supervisory Board in accordance with the Remuneration Policy. The LTI is designed to incentivize and reward sound long-term decision making and align the interests of the Managing Directors with those of shareholders and other stakeholders.

The value of the ‘at target’ number of Performance Shares may be set at any percentage below or equal to 40% of the annual base fee at the start of the performance period (the **At-Target Level**). Subsequently, the Managing Director may be entitled to an award under the LTI within a bandwidth of (i) 10% lower than the At-Target Level (i.e., 30%); and (ii) 10% higher than the actual At-Target Level (i.e., 50%), taking into account the value of a fully paid ordinary share in the capital of the Company at the start of the performance period.

A three year performance period applies. On an annual basis, performance conditions will be set by the Supervisory Board on or before the beginning of the relevant calendar year with respect to the three year performance period. The performance conditions will be determined by the Supervisory Board in its sole discretion in accordance with the Remuneration Policy and will be based on financial performance (between 65%-70%) and non-financial performance (between 30%-35%).

Dependent on the actual achievement of these performance criteria after the three year performance period and, generally, subject to continued engagement, the Managing Directors will be granted an unconditional award of Performance Shares. By taking into account this period of three years, it is ensured that the long-term incentive arrangement contributes to the Company’s strategy, the long-term interests of the Company and sustainability of the Company.

With respect to the financial performance conditions, the Supervisory Board will select a minimum of two (2) conditions for each Managing Director such as, but not limited to: (i) revenue growth, (ii) gross margin, (iii) Adjusted EBITDA / profitability, (iv) ROI, (v) free cash flow and (vi) and total shareholder return.

With respect to non-financial performance conditions, the Supervisory Board will select a maximum of five (5) indicators for each Managing Director that are derived from or linked to the five year business plan of the Company, reflecting the Company’s long-term strategy such as, but not limited to: (i) safety score, (ii) customer satisfaction, (iii) footprint reduction and CO_2 emissions, , (iv) diversity, (v) pricing strategy, (vi) Quality, Environment, Safety & Health (QESH), (vii) procurement, (viii) W/C management, (ix) new product introductions, and (x) production related KPIs.

The actual financial and non-financial performance conditions will be set taking into account the strategy of the Company taking into account the long term interests. As such, these conditions are closely linked to enhancing the sustainable performance of the Company and long-term value creation.

For the selected performance conditions, the Supervisory Board will annually define the performance ranges, i.e. the values below which no pay out will occur (threshold performance), the 'at target' value and the maximum at which the pay-out will be capped.

In case the Performance Shares are unconditionally granted to the Managing Directors, the Managing Directors will be required to hold such granted Performance Shares for an additional period of two years following the grant of Performance Shares becoming unconditional, subject to any sales required in order to meet tax liabilities, if required.

For the financial years following the financial year 2024, the Supervisory Board shall have the full discretion to determine the applicable performance assessment (including weighting), taking into account this Remuneration Policy.

Each year the Supervisory Board will state in the Company's remuneration report: (i) for the current grant, which financial or individual/non-financial criteria are selected for the year including the weight assigned to each criterion, and (ii) for the award that vests in the current year, how the performance on each criterion has been assessed against the pre-set targets and what payout this results in. Payout occurs in ordinary shares of the Company.

4.6 Pensions and other benefits

Pension and benefits offered intend to contribute to the attraction and retention of executives, encourage long-term saving and planning for retirement. All Managing Directors continue to participate in their pension scheme applicable on the date of this Remuneration Policy, if any. Newly appointed Managing Directors are eligible to participate in the Company's pension scheme similar to the other employees of the Company's group in the Netherlands which is currently provided for by Nationale Nederlanden N.V. The current COO and CTO are not entitled to pension or pension related benefits.

The Company may provide reimbursement for travel costs per kilometre and may also pay the premiums of a medical insurance of the Managing Directors. In addition, the Company may instead of the reimbursement of travel costs, provide a company car to the Managing Directors.

Apart from their remuneration, Managing Directors shall be reimbursed for all reasonable costs incurred with the consent of the CEO, or, with respect to the CEO, incurred with the consent of the chairman of the Supervisory Board. The Company will arrange for and pay a directors and officers (D&O) liability insurance for the Managing Directors.

5. ADJUSTMENT TO VARIABLE REMUNERATION AND CLAWBACK

The Remuneration Policy is intended to provide for an attractive, market competitive remuneration package where sustainable performance is delivered. Reward for failure should in all cases be avoided. For the Managing Directors this means that the Supervisory Board has the discretionary authority to adjust actual pay-outs under both the short-term incentive and the long-term incentive, if any, where the outcomes are not considered a fair representation of actual performance delivered, in line with article 2:135 of the Dutch Civil Code.

Furthermore, where pay-outs have been made based upon incorrect financial and other data, the Supervisory Board has the discretion to decide to claw-back any pay-outs made or shares delivered under the incentives schemes, if any, in line with article 2:135 of the Dutch Civil Code.

If a variable remuneration component conditionally awarded in a previous financial year would, in the opinion of the Supervisory Board, produce an unfair result due to extraordinary circumstances during the period in which the predetermined performance criteria have been or should have been achieved, the Supervisory Board have the power to adjust the value downwards or upwards, in line with article 2:135 of the Dutch Civil Code.

6. DISCRETION AND DEROGATION

The Remuneration Policy is intended to provide for an attractive, market competitive remuneration package where sustainable performance is delivered. Reward for failure should in all cases be avoided.

The Supervisory Board has the authority to make minor policy changes to the remuneration policy to maintain the spirit of the remuneration policy. If the Supervisory Board decides on a proposal to make material changes to the remuneration policy, the General Meeting shall be requested to adopt a resolution to that effect.

6.1 Discretion

The Supervisory Board reserves the discretionary authority to adjust STI/LTI objectives and targets in case of exceptional circumstances/one off events outside management's span of control (e.g., strategic portfolio disposals, significant acquisitions, accounting changes or exceptional one-off costs) or if the individual has committed serious misconduct or violated the Company's Code of Conduct.

The Supervisory Board has the discretionary authority to adjust actual pay-outs under both the short-term incentive and the long-term incentive, if any, where the outcomes are not considered a fair representation of actual performance delivered, in line with article 2:135 of the Dutch Civil Code.

Any discretion applied by the Supervisory Board in the context of this Remuneration Policy will be disclosed in the Remuneration Report.

6.2 Derogation

The Supervisory Board may pursuant to Article 2:135a, paragraph 4 of the Dutch Civil Code, in exceptional circumstances, decide to temporarily derogate from the provisions in paragraph 4.3 on the annual base fee level, when the derogation is necessary to serve the long-term interests and sustainability of the Company as a whole or to assure its viability.

The derogation clause is only triggered in case of exceptional circumstances as defined and specified in the Dutch Civil Code. Triggers could be, but not limited to, the outbreak of a crisis or serious financial turnaround requirements or the necessity of the appointment of a new (ad interim) Managing Director following or serious illness or death of one of the Managing Directors. In case of a trigger event, the Supervisory Board may apply the derogation clause, based on an overview of elements for which derogation should be applied and what the impact on quantum will be (if any). Application of the derogation clause will be disclosed in the remuneration report. In accordance with

Article 2:135a (4) of the Dutch Civil Code, such temporary derogation can only be applied until a new remuneration policy is established.

7. AGREEMENTS WITH THE MANAGING DIRECTORS

7.1 The Managing Directors have a management agreement with the Company. The management agreements are entered into for an indefinite term and contain a notice period of three (3) months for the Managing Director and six (6) months for the Company. The Company can also terminate the management agreement immediately with a payment in lieu of notice.

In addition to the notice period, the management agreement of the CEO, CFO and COO contains a contractual severance clause pursuant to which, in case of termination at the initiative of the Company or the General Meeting for a reason other than – among others – culpable behaviour on the side of the Managing Director, the Managing Director is entitled to a severance payment equal to six times the monthly base fee. The current CTO is not entitled to any severance payment, but a newly appointed Managing Director (including the CTO) might be entitled to similar severance arrangements as the other Managing Directors..

Any severance or compensation granted by a court in relation to termination of the management agreement of a Managing Director shall be deducted from the severance payment.

7.2 Recruitment and appointment

The Supervisory Board retains the flexibility to provide one-off compensation upon appointment of a Managing Director, such as a sign-on bonus, for example to replace variable remuneration awards that the appointee forfeits from previous employment and/or other loss of income as a direct result of joining the Company. Depending on the circumstances at the time, the Supervisory Board may determine the type of award, in cash or shares and the payout or vesting conditions that apply.

The appointment of a new member of the Management Board requires approval of the General Meeting. Attached to the proposal for appointment are the main terms of the management agreement. Any sign-on arrangement will be submitted to the General Meeting for approval in conjunction with the proposal for appointment. If any sign-on arrangements are applied, these will be disclosed in the Company's annual remuneration report.

8. REMUNERATION OF THE SUPERVISORY DIRECTORS

The individual remuneration of the Supervisory Directors is determined by the General Meeting. The remuneration for Supervisory Directors is set at a level which is considered appropriate to attract individuals with the necessary experience and ability to make an important contribution to the Company's group's affairs. The remuneration is set taking into account the level of responsibility of each Supervisory Director and fees paid by other companies of a similar size and complexity.

Supervisory Directors will not receive any variable remuneration such as Performance Shares.

The compensation for the chair of the Supervisory Board has been set at €50,000 per year and the compensation for the Supervisory Director that has not been nominated by the Company's largest shareholder (on the date hereof) has been set at €30,000 per year. The Supervisory Director that is nominated by the Company's largest shareholder (on the date hereof) does not receive any compensation for his Supervisory Board activities. The compensation for the chair can be set at a maximum of €60,000 per year. In case of an appointment of a new member of the Supervisory Board, not being the chair, the compensation for such new member can be set at a maximum of €40,000 per year.

9. AGREEMENTS WITH THE SUPERVISORY DIRECTORS

Each Supervisory Director has entered into a service agreement with the Company, for a definite period of four years. The agreements are governed by Dutch law. The Supervisory Directors do not have any severance arrangements with the Company.