



REMUNERATION POLICY SUPERVISORY BOARD ACCELL GROUP N.V.

PROPOSAL AGM 22 APRIL 2020

Considerations and objectives

The main objective of the Supervisory Board remuneration policy is to attract and retain members of the Supervisory Board, taking into account the nature of the business of Accell Group N.V. ("**Accell**" or "**the Company**"), the Supervisory Board's activities and the desired expertise, experience and independence of the Supervisory Directors, as set out in the profile of the Supervisory Board. The policy aims to reward Supervisory Board members to utilize their expertise and experience to the maximum extent possible, to execute the responsibilities assigned to them including but not limited to the responsibilities imposed by the Civil Code, Dutch Corporate Governance Code and the Company's Articles of Association.

To the extent applicable, the same policy principles as for the Board of Management remuneration policy apply to the Supervisory Board remuneration policy. This includes for example the principle that the policy takes into account Accell's strategy, identity, mission and values. In addition, it acknowledges and takes into account the societal context around remuneration and recognizing and incorporating the (long-term) interests of all the Company's stakeholders and Accell's best interests.

Pursuant to article 21.13 of the Company's Articles of Association, the Supervisory Board draws up the Supervisory Board remuneration policy and the General Meeting sets the remuneration for the members of the Supervisory Board.

The remuneration policy will be reviewed, as a minimum, once every four years to verify its market conformity, potentially leading to adjustments. In case of proposed adjustments in remuneration, the proposed remuneration policy will be put forward for adoption at the General Meeting.

In preparing the remuneration policy and to determine the remuneration of the members of the Supervisory Board, external benchmark information is used to assess market comparability of the remuneration. For this purpose, the same labor market reference group is applicable as for the Board of Management. The reference group consists of Dutch headquartered companies, comparable and balanced in terms of international activities and scope, with the aim of positioning Accell on average, around the median of the group (in terms of revenue, market capitalization, total assets and number of employees). At present, this is considered the best fitting, robust labor market reference approach. Remuneration levels are aimed at the median of the reference group (approached from below). The Supervisory Board regularly reviews the reference group to ensure that its composition is appropriate.



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The Supervisory Board remuneration policy aims to be well aligned with the external environment in which Accell operates as well as with all applicable rules, regulations and best practices. Accell is aware of the public debate surrounding the topic of remuneration, including the debate on internal pay differentials, and strives for broad stakeholder support.

Remuneration

The remuneration for members of the Supervisory Board was last amended in the General Meeting of April 2017, and for the remuneration of the chairman it was last amended in the General Meeting of 24 April 2019.

As per 24 April 2019, the annual remuneration is as follow:

- Eur 96,000 for the chairperson of the Supervisory Board;
- Eur 52,000 for members of the Supervisory Board.

The annual fees reflect the time spent and the responsibilities for the various Supervisory Board positions and ability to attract and retain qualified members.

Next to the annual fee, reimbursement of travel/out-of-pocket expenses will take place.

In light of simplicity and the size of the Supervisory Board, no additional committee fees and/or attendance fees or (intercontinental) travel fees are part of the remuneration policy.

Other information

- Members of the Supervisory Board are appointed for a four-year term.
- Given the nature of the responsibilities, the Supervisory Board remuneration is not connected to the results of the Accell.
- Supervisory Board members may not be rewarded in the form of shares and/or rights to shares.
- Members of the Supervisory Board may not be eligible to participate in any benefits program offered by the Accell to its employees.
- Accell does not grant loans, advance payments, and guarantees to Supervisory Board members.
- None of the Supervisory Board members holds shares or rights to shares in Accell.
- No additional remuneration is paid upon recruiting new Supervisory Board members ("sign-on bonus").



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- The agreements with Supervisory Board members do not contain any severance, change of control, or claw-back provisions.
- The Company has taken out directors' and officers' liability insurance that also applies to the Supervisory Board.
- The policy of reimbursement of travel/ out-of-pocket expenses is aligned with the policy applicable to Accell Group N.V. employees.