



FYBER N.V.

**TERMS OF REFERENCE
REMUNERATION & ORGANIZATION COMMITTEE**

Adopted by the Supervisory Board on 30 January 2020

0. INTRODUCTION

- 0.1 These terms of reference have been drawn up by the Supervisory Board pursuant to clause 5.4 of the By-Laws of the Supervisory Board and best practice provision 2.3.3 of the Dutch Corporate Governance Code, subject to any deviations provided for in the comply-or-explain statement of the Company.
- 0.2 The Remuneration Committee is a standing committee of the Supervisory Board.
- 0.3 Certain capitalised or uncapitalised terms used but not defined in these terms of reference have the meanings given to them in the By-Laws of the Supervisory Board and the List of Definitions attached to those By-Laws as Annex 1.

1. COMPOSITION

- 1.1 The Remuneration Committee shall consist of at least 2 members. All members of the Remuneration Committee must also be Supervisory Board members. More than half of the members of the Remuneration Committee should be independent within the meaning of Clause 1.5 of the By-Laws of the Supervisory Board.¹
- 1.2 The members of the Remuneration Committee shall be appointed and may be replaced at any time by the Supervisory Board. The Supervisory Board shall appoint one of the members of the Remuneration Committee as chairman of the Remuneration Committee.
- 1.3 The Remuneration Committee shall not be chaired by the Chairman of the Supervisory Board or by a former Management Board member.²
- 1.4 The term of office of a member of the Remuneration Committee will generally not be set beforehand. It will, *inter alia*, depend on the composition of the Supervisory Board as a whole and that of other committees from time to time.
- 1.5 The Company Secretary, *if any*, shall act as secretary to the Remuneration Committee. The Company Secretary may delegate his duties, or parts thereof, under these terms of reference, to a deputy appointed by him in consultation with the chairman of the Remuneration Committee.

¹ Dutch Corporate Governance Code, best practice provision 2.3.4.

² Dutch Corporate Governance Code, best practice provision 2.3.4.

2. DUTIES AND POWERS

2.1 Within the Supervisory Board, the Remuneration Committee is especially charged with the following duties:

- (a) submitting a clear and understandable proposal to the Supervisory Board for the remuneration policy (which includes the severance pay) to be pursued for the Management Board members, whereby the following aspects should be considered in any event:³
 - (i) the objectives for the strategy for the implementation of long-term value creation;
 - (ii) the scenario analyses carried out in advance;
 - (iii) the pay ratios within the Company and its affiliated enterprise;
 - (iv) the development of the market price of the shares;
 - (v) an appropriate ratio between the variable and fixed remuneration components; the variable remuneration component is linked to measurable performance criteria determined in advance, which are predominantly long-term in character;
 - (vi) if shares are being awarded, the terms and conditions governing this; shares should be held for at least five years after they are awarded; and
 - (vii) if share options are being awarded, the terms and conditions governing this and the terms and conditions subject to which the share options can be exercised; share options cannot be exercised during the first three years after they are awarded.
- (b) to make a proposal concerning the remuneration of the individual Management Board members; the proposal is drawn up in accordance with the remuneration policy that has been established and will, in any event, cover the remuneration structure, the amount of the fixed and variable remuneration components, the performance criteria used, the scenario analyses that are carried out and the pay ratios within the Company and its affiliated enterprise;⁴
- (c) if the Management Board has resolved to establish an Executive Committee as referred to in Clause 4 of the By-Laws of the Management Board: to prepare the annual meeting between the Supervisory Board and the Management Board regarding the remuneration of the members of the Executive Committee who are not Management Board members;⁵
- (d) to prepare the Remuneration Report referred to in Clause 12.3 of the By-Laws of the Supervisory Board;⁶ and

³ Dutch Corporate Governance Code, best practice provision 3.1.2.

⁴ Dutch Corporate Governance Code, best practice provision 3.2.1.

⁵ Dutch Corporate Governance Code, best practice provision 3.1.3.

⁶ Dutch Corporate Governance Code, best practice provision 3.4.1.

- (e) to make proposals to the Supervisory Board for the remuneration of the individual Supervisory Board members, which remuneration will be submitted to the General Meeting of Shareholders for adoption.
- 2.2 When drafting the proposal for the remuneration of Management Board members, the Remuneration Committee takes note of individual Management Board members' views with regard to the amount and structure of their own remuneration. The Remuneration Committee should ask the Management Board members to pay attention to the aspects referred to in Clause 2.1(a).⁷
- 2.3 The Remuneration Committee may only exercise such powers as are explicitly delegated to it by the Supervisory Board and it may never exercise powers beyond those exercisable by the Supervisory Board as a whole.
- 2.4 The Remuneration Committee shall ensure that the main elements of the contract of a Director with the Company shall be made public after it has been concluded, and in any event no later than the date of the notice calling the general meeting where the appointment of the Director will be proposed.⁸

3. MEETINGS

- 3.1 The Remuneration Committee shall meet as often as required for a proper functioning of the Remuneration Committee. The Remuneration Committee shall meet at least once a year and additionally whenever one or more members have requested a meeting. The meetings are, as much as possible, scheduled annually in advance.
- 3.2 Meetings of the Remuneration Committee are in principle called by the secretary of the Remuneration Committee in consultation with the chairman of the Remuneration Committee. Save in urgent cases, to be determined by the chairman of the Remuneration Committee, the agenda for the meeting shall be sent at least seven working days before the meeting to all members of the Remuneration Committee. To the extent possible, written explanations and/or other related documents will be enclosed for each item on the agenda.
- 3.3 Meetings of the Remuneration Committee are generally held at the offices of the Company, but can also take place elsewhere. In addition, meetings of the Remuneration Committee can be held by telephone or video conference provided that all participants to the meeting can hear each other simultaneously.
- 3.4 The chairman of the Remuneration Committee shall set the agenda and chair the meeting of the Remuneration Committee.
- 3.5 The Remuneration Committee shall decide if and when the CEO should attend its meetings. The CEO shall not attend meetings of the Remuneration Committee where his own remuneration is discussed. In addition, the head of the HR department of the Company and/or independent experts may be invited to attend meetings of the Remuneration Committee. Each member of the Supervisory Board may attend meetings of the Remuneration Committee.
- 3.6 Each member of the Remuneration Committee has the right to cast one vote. All resolutions must be adopted by an absolute majority of the votes cast. If there is a tie in voting, the chairman of the Remuneration Committee shall have a casting vote.

⁷ Dutch Corporate Governance Code, best practice provision 3.2.2.

⁸ Dutch Corporate Governance Code, best practice provision 3.4.2.

3.7 The secretary of the Remuneration Committee or any other person designated for such purpose by the chairman of the meeting shall draw up minutes of the meeting of the Remuneration Committee.

4. REPORTING TO THE SUPERVISORY BOARD

4.1 The Remuneration Committee must inform the Supervisory Board in a clear and timely manner about the way it has used its powers and of major developments in the area of its responsibilities.

4.2 The Supervisory Board shall receive from the Remuneration Committee a report of its deliberations and findings.⁹ The reports of the meetings of the Remuneration Committee shall be circulated as soon as possible after the meeting among all Supervisory Board members.

4.3 If requested, the chairman of the Remuneration Committee shall at meetings of the Supervisory Board provide the Supervisory Board with further information on the outcome of the discussions of the Remuneration Committee.

4.4 Every Supervisory Board member shall have unrestricted access to all records of the Remuneration Committee.

5. MISCELLANEOUS

5.1 The chairman of the Remuneration Committee (or one of the other Remuneration Committee members) shall be available to answer questions regarding the Remuneration Committee's activities at the annual General Meeting of Shareholders.

5.2 The Supervisory Board may occasionally decide at its sole discretion not to comply with these terms of reference, subject to applicable law and regulations.

5.3 The Remuneration Committee shall review and re-assess the adequacy of these terms of reference annually, report its assessment to the Supervisory Board and recommend, where appropriate, any proposed changes to the Supervisory Board.

5.4 The Supervisory Board can at all times amend these terms of reference and/or revoke any powers granted by it to the Remuneration Committee.

5.5 Clauses 25.4 to 25.7 inclusive of the By-Laws of the Supervisory Board shall apply by analogy to the Remuneration Committee, while the power of the Supervisory Board or the Chairman referred to in these clauses shall for the application of these terms of reference be considered a power of the Remuneration Committee or the chairman of the Remuneration Committee.

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⁹ Dutch Corporate Governance Code, best practice provision 2.3.5.