

## Remuneration Committee Rules

### 1. Duties and responsibilities of the Remuneration Committee

- 1.1. Part of the Fastned supervisory board ("Supervisory Board") is the remuneration committee ("Remuneration Committee"). The Remuneration Committee prepares the Supervisory Board's decision making regarding the determination of remuneration and reports to the Supervisory Board on its deliberations and findings.

### 2. Remuneration of the Management Board members

- 2.1. The Remuneration Committee submits a clear and understandable proposal to the Supervisory Board concerning the remuneration policy to be pursued with regard to the management board of Fastned (the "Management Board").
- 2.2. The following aspects will in any event be taken into consideration when formulating the remuneration policy:
  - a. the requirements set out in sections 2:383c to 2:383e (inclusive) of the Dutch Civil Code;
  - b. the objectives for the strategy for the implementation of long-term value creation;
  - c. the pay ratios within Fastned;
  - d. the development of the market price of the Fastned depositary receipts;;
  - e. an appropriate ratio between the variable and fixed remuneration components (if any variable). The variable remuneration component is linked to measurable performance criteria determined in advance, which are predominantly long-term in character. The Remuneration Committee can decide not to work with a variable remuneration;
  - f. if options on Depositary Receipts are being awarded, the terms and conditions governing this are the same as for the other employees of Fastned all conform the Fastned option plan as described in the annual reports; and
  - g. material benefits awarded in exceptional cases.
- 2.3. The Remuneration Committee submits a proposal to the Supervisory Board concerning the remuneration of individual members of the Management Board. The proposal is drawn up in accordance with the Remuneration Policy. The inadequate performance of duties will not be rewarded.
- 2.4. 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 asks the Management Board members to pay attention to the aspects referred to in article 2.2 of these Remuneration Committee Rules. The Management Board members' views on their own remuneration are for the Remuneration Committee, and do not form part of the account given of the implementation of the remuneration policy.
- 2.5. The remuneration in the event of dismissal of Management Board members will not exceed one year's salary (the 'fixed' remuneration component). Severance pay will not be awarded if the agreement is terminated early at the initiative of the Management Board member, or in the event of seriously culpable or negligent behaviour on the part of the Management Board member.

### 3. Remuneration of the Supervisory Board members

- 3.1. The Supervisory Board submits a clear and understandable proposal for its own appropriate remuneration to the General Meeting. The remuneration of Supervisory Board members promotes an adequate performance of their role and should not be dependent on the results of Fastned.
- 3.2. The remuneration of the Supervisory Board members reflects the time spent and the responsibilities of their role.
- 3.3. Supervisory Board members will not be awarded remuneration in the form of Depositary Receipts and/or rights to Depositary Receipts.
- 3.4. Depositary Receipts held by a Supervisory Board member in the Company will be long term investments.

### 4. Remuneration report

- 4.1. The Remuneration Committee prepares the remuneration report. This report will in any event describe, in a transparent manner, in addition to the matters required by law:
  - a. how the remuneration policy has been implemented in the past financial year;
  - b. how the implementation of the remuneration policy contributes to long term value creation;

- c. the pay ratios within Fastned and, if applicable, any changes in these ratios in comparison with the previous year;
- d. in the event that a Management Board member receives variable remuneration, how this remuneration contributes to long-term value creation, the measurable performance criteria determined in advance upon which the variable remuneration depends, and the relationship between the remuneration and performance; and
- e. in the event that a current or former Management Board member receives a severance payment, the reason for this payment. The remuneration report will be posted on the Fastned website.

#### **5. Composition of the Remuneration Committee**

- 5.1. The members of the Remuneration Committee shall be appointed by the Supervisory Board.
- 5.2. The chairman is primarily responsible for the proper functioning of the Remuneration Committee.

#### **6. Meetings of the Remuneration Committee**

- 6.1. The Remuneration Committee meets whenever one or more of its members have requested such meeting and at least twice a year.
- 6.2. Meetings of the Remuneration Committee are called per e-mail. The invitation to meetings must contain the agenda. Every member can suggest items for the agenda. The agenda and accompanying materials for the meeting must be sent to the members in good time before any meeting.
- 6.3. Meetings of the Remuneration Committee may be held, and members of the Remuneration Committee may participate in meetings, by telephone, videoconference or other electronic form of direct communication.
- 6.4. The Remuneration Committee and the chairman may request officers or external advisors of the Company and its subsidiaries or other parties to be present at a meeting of the Remuneration Committee.
- 6.5. The Remuneration Committee shall provide the Supervisory Board with a report of its deliberations and findings.

#### **7. Miscellaneous**

- 7.1. This Charter may only be amended by the Supervisory Board.
- 7.2. This Charter and the composition of the Committee shall be published on the website of the Company.