

## **NOMINATION AND REMUNERATION COMMITTEE CHARTER**

### **PLUXEE N.V.**

#### **INTRODUCTION**

##### **Article 1**

- 1.1** The Board of Directors has set up a committee pursuant to the Dutch Corporate Governance Code (hereinafter, the “**Code**”), which Pluxee N.V. (hereinafter also referred to as the “**Company**”) adheres to, with advisory and recommendation functions referred to as the nomination and remuneration committee (hereinafter, the “**Committee**”).
- 1.2** This charter, together with the relevant provisions of the Board Rules, govern the organisation, decision-making and other internal matters of the Committee. In performing their duties, the Committee Members shall comply with this charter and the relevant provisions of the Board Rules.
- 1.3** This charter shall be posted on the Website.

#### **DEFINITIONS AND INTERPRETATION**

##### **Article 2**

- 2.1** Unless otherwise defined in this charter, capitalised terms shall have the meanings ascribed to them in the Board Rules.
- 2.2** Without prejudice to Article 2.1, the following definitions shall apply in this charter:
- |                         |  |
|-------------------------|--|
| <b>Article</b>          | An article of this charter.  |
| <b>Board Rules</b>      | The internal rules of the Board.                                   |
| <b>Code</b>             | Has the meaning ascribed to it in the introduction of the charter. |
| <b>Committee</b>        | Has the meaning ascribed to it in the introduction of the charter. |
| <b>Committee Chair</b>  | The chair of the Committee.  |
| <b>Committee Member</b> | A member of the Committee.   |
| <b>Company</b>          | Has the meaning ascribed to it in the introduction of the charter. |
| <b>ESG</b>              | Environmental, social and governance policy.                       |
- 2.3** Terms that are defined in the singular have a corresponding meaning in the plural.
- 2.4** Words denoting a gender include each other gender.

## **COMPOSITION**

### **Article 3**

- 3.1** The Committee shall consist of at least three Non-Executive Directors. More than half of all Committee Members, including the Committee Chair, shall be independent within the meaning of the Code.
- 3.2** Committee Members shall have awareness related to social matters (diversity, equity, and inclusion), environment (climate) and/or governance (ethics, compliance, anti-corruption and/or data protection).
- 3.3** The Committee Members shall be appointed and dismissed by the Board.
- 3.4** The Committee shall elect a Committee Member to be the Committee Chair. The Committee may dismiss the Committee Chair, provided that the Committee Member so dismissed shall subsequently continue his term of office as a Committee Member without having the title of Committee Chair.
- 3.5** The Committee Chair shall not be the Chair or the Lead Director (if any) or a former Executive Director.

## **DUTIES AND ORGANISATION**

### **Article 4**

- 4.1** The Board may allocate from time to time certain of its tasks and duties to the Committee pursuant to a resolution to that effect. The Committee can validly pass resolutions in respect of matters which fall under the tasks and duties allocated to the Committee and such resolutions shall be considered to be a resolution of the Board.
- 4.2** The Committee is entrusted with, and shall review, advice and make recommendations to the Board on the following matters:
  - I. Nomination**
    - a.** drawing up selection criteria and appointment procedures for the Directors;
    - b.** periodically assessing the size and composition of the Board and submitting proposals for the composition profile of the Board;
    - c.** periodically assessing the functioning of individual Directors and reporting on such review to the Board;
    - d.** drawing up a plan for the succession of Directors;
    - e.** submitting proposals for (re)appointment of Directors;
    - f.** supervising the policy of the Board regarding the selection criteria and appointment procedures for the Company's senior management and executive officers;
    - g.** ensuring that the diversity, equity and inclusion policy is duly put in practice regarding appointments (e.g. diversity of profiles in decision-making bodies) and remuneration (e.g. equal pay for men and women); and

- h.** periodically reviewing training plans for Directors, including ESG training courses.

**II. Remuneration**

- a.** submitting proposals to the Board concerning changes to the Company's remuneration policy, as relevant, as well as ESG components to be included in remuneration packages;
- b.** submitting proposals to the Board concerning the remuneration of individual Directors, in accordance with the Remuneration Policy and supporting sustainable long term value creation (which notably includes ESG matters), including:
  - i.** the remuneration structure;
  - ii.** the amount of the fixed and variable remuneration components;
  - iii.** the applicable performance criteria;
  - iv.** the scenario analyses that have been carried out;
  - v.** the pay ratios within the Company and its affiliated enterprise;
  - vi.** each Director's self-assessment of his compensation and performance; and
- c.** preparing the Company's remuneration report for the Board.

**4.3** The Committee shall meet as often as it determines is appropriate to carry out its responsibilities and whenever one or more of the.

**4.4** Committee Members requests such meeting. Each meeting shall be presided over by the Committee Chair or, in his absence, one of the other Committee Members designated for that purpose by the Committee Members present at such meeting.

**4.5** A Committee meeting may be convened by, or at the request of, any Committee Member by means of a written notice sent to all Committee Members.

**4.6** Where there is a tie in any vote of the Committee, the relevant resolution shall not have been passed.

**4.7** In the event that the Committee is unable to pass resolutions (e.g. in the event of a tie in any vote) on the matters the Committee is entrusted with, the position of each Committee Member will be shared with the Board in order for the Board to take these into account when deciding on the respective matter.

**4.8** The Committee may delegate all or part of its tasks to subcommittees or to the Committee Chair.

**4.9** The Committee shall regularly report on its deliberations and findings to the Board.

**4.10** At least annually, the Committee shall evaluate its own performance and report to the Board on such evaluation. The Committee shall also review and assess the adequacy of this charter at least annually and recommend any proposed changes to the Board.

**AMENDMENTS AND DEVIATIONS**

**Article 5**

Pursuant to a resolution to that effect, the Board may amend or supplement this charter and allow temporary deviations from this charter, subject to ongoing compliance with applicable law and stock exchange requirements.

**GOVERNING LAW AND JURISDICTION**

**Article 6**

This charter shall be governed by and shall be construed in accordance with the laws of the Netherlands. Any dispute arising in connection with this charter shall be submitted to the exclusive jurisdiction of the competent court in Amsterdam, the Netherlands.