



Supervisory Board

Remuneration Policy

Public

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1. Introduction

This remuneration policy has been drawn up subject to adoption by the Annual General Meeting (AGM) on 17 April 2025. It serves to review and update the remuneration policy for the Supervisory Board ("the Supervisory Board") as adopted at the AGM on 8 April 2021.

1.1 Focus of the review

In 2024, the Supervisory Board of Nedap N.V. conducted a review of the remuneration policy for the Supervisory Board, in line with the statutory requirement to reassess the policy every four years and submit it to the AGM.

Since the last revision in 2021, no adjustments have been made to the remuneration levels of the Supervisory Board. However, the current remuneration levels no longer reflect the increased time commitment and responsibilities of the Board and its members. Increasing regulatory pressures and the growing complexity of Nedap's operating environment have further expanded the role of the Supervisory Board, leading to the establishment of two committees: the Audit & Risk Committee and the Remuneration Committee. A market benchmarking analysis against the same updated reference group as used for the Board of Directors has shown that, in particular, the Chair's fixed fee at Nedap significantly lags behind the median level of this reference group. To address this, the policy includes an adjustment to the fixed annual fee of the Chair and introduces committee fees, in line with common market practice among listed companies. These fees recognize the additional time commitment and responsibilities associated with committee membership and chairmanship.

The policy proposes the following updates to the remuneration structure:

- Chair: a fixed annual fee of EUR 60,000 (previously EUR 50,000)
- Member: a fixed annual fee of EUR 40,000 (unchanged)
- Committee fees:
 - Chair of the Audit & Risk Committee or Remuneration Committee: EUR 9,000 per year
 - Member of the Audit & Risk Committee or Remuneration Committee: EUR 6,000 per year

Supervisory Board members are entitled to travel compensation to account for the additional time and effort associated with international travel. For continental travel (outside the country of residence), a fixed compensation of EUR 1,500 per roundtrip is granted. For intercontinental travel, a fixed compensation of EUR 3,000 per roundtrip is granted.

1.2 Support for the policy

This remuneration policy is aligned with the Dutch Corporate Governance Code and reflects the time spent, responsibilities, and increased complexity of the Supervisory Board's role. Remuneration is not dependent on the company's results and does not include payments in shares or performance-related elements.

The policy has been reviewed by Korn Ferry Advisory NL B.V. and benchmarked against the updated reference group. The Works Council provided a positive advice, and the policy has been designed to ensure fairness and alignment with Nedap's identity, mission, and values.

1.3 Composition of remuneration package

The remuneration package consists of:

- A fixed annual fee for membership or chairmanship of the Supervisory Board, as detailed above.
- Additional fees for committee memberships or chairmanships, as detailed above.
- Reimbursement of reasonable expenses incurred in connection with attending meetings or performing duties.
- Travel compensation for international travel, as detailed above.

Supervisory Board members do not receive profit or performance-related payments, pension contributions, or payments in shares or depositary receipts for shares.

1.4 Determination of remuneration level

The remuneration levels are periodically reviewed and benchmarked against the reference group to ensure alignment with the median of comparable companies. This ensures competitiveness while maintaining fairness and reflecting the responsibilities and time commitments of the Supervisory Board members.

2. Agreements with members of the Supervisory Board

Supervisory Board members are appointed by the AGM for a term of four years, with the possibility of reappointment for one additional term of four years, followed by two terms of two years. Appointments are formalized in a letter outlining duties, frameworks, and remuneration in accordance with this policy.

2.1 Termination of the agreement

Supervisory Board members may retire early in cases of inadequate performance, structural conflicts of interest, or other instances deemed necessary by the Supervisory Board. No notice period or severance pay applies.

3. Final provisions

This policy will be submitted to the AGM for adoption, requiring at least 75% of the votes. If adopted, it will take effect retroactively as of 1 January 2025. If rejected, the current policy will remain in effect, and a revised proposal will be presented at the next AGM.

No later than four years after adoption, this policy will be reviewed and resubmitted for adoption, or sooner if deemed necessary by the Supervisory Board.

Nedap N.V.
Parallelweg 2
7141 DC Groenlo
The Netherlands

