

# Agenda and Shareholders' Circular

of the Annual General Meeting of  
Koninklijke Vopak N.V. (Royal Vopak)



to be held on Wednesday 26 April 2023  
in the “Kleine Zaal” of Theater Rotterdam Schouwburg,  
Schouwburgplein 25, Rotterdam, The Netherlands  
commencing at 10.15 a.m. CET

# Koninklijke Vopak N.V. (Royal Vopak)

## Agenda and Shareholders' Circular of the Annual General Meeting of Koninklijke Vopak N.V. (Royal Vopak) to be held on Wednesday 26 April 2023 in the "Kleine Zaal" of Theater Rotterdam Schouwburg, Schouwburgplein 25, Rotterdam, The Netherlands commencing at 10.15 a.m. CET

1. Opening
2. Discussion of the management report for the 2022 financial year
3. Implementation of the remuneration policy for the 2022 financial year
4. Discussion and adoption of the financial statements for the 2022 financial year
5. Dividend
  - a) Explanation of policy on additions to reserves and dividends
  - b) Proposed distribution of dividend for the 2022 financial year
6. Discharge from liability of the members of the Executive Board for the performance of their duties in the 2022 financial year
7. Discharge from liability of the members of the Supervisory Board for the performance of their duties in the 2022 financial year
8. Re-appointment of Mrs. N. Giadrossi as member of the Supervisory Board
9. Amendment Remuneration policy for the Supervisory Board
10. Amendment Remuneration policy for the Executive Board
11. Proposal to authorize the Executive Board to acquire ordinary shares
12. Appointment of Deloitte Accountants B.V. as the external auditor for the 2024 financial year
13. Any other business
14. Closing

Notes on agenda items 2 through 12 inclusive are provided hereafter in the Shareholders' Circular.

Items 2 and 5a) are discussion items. Items 3, 4 and 5b) through 12 inclusive will be put to the vote, with item 3 being put to an advisory vote.

Rotterdam, 15 March 2023

**The Executive Board**

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*For the record, the procedure for registration and representation at the forthcoming Annual General Meeting is described below.*

### Record Date

Admission to the meeting is for holders of shares in Royal Vopak (and others entitled to attend the meeting) on **Wednesday 29 March 2023** ("Record Date") following the processing of all sales and purchases of shares until that date, who are recorded in one of the registers or sub-registers mentioned below and who have registered for the meeting in accordance with the conditions set out below. The designated registers and sub-registers are the records of the intermediaries as defined in section 1 of the Securities Giro Act (Wet giraal effectenverkeer) and the register of shareholders kept by Royal Vopak in Rotterdam.

### Holders of shares held via a securities account

If you wish to attend the meeting as a holder of bearer shares held through a securities account, you must notify ABN AMRO Bank N.V., Gustav Mahlerlaan 10, 1082 PP Amsterdam ("ABN AMRO") accordingly between **Thursday 30 March 2023** and **Wednesday 19 April 2023** (no later than 5.00 p.m. CET) via the intermediary where your shares are administered or directly via [www.abnamro.com/evoting](http://www.abnamro.com/evoting). The intermediary concerned must no later than **Thursday 20 April 2023** (before 12.00 noon) via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary) provide ABN AMRO with a statement that the shares were administered in your name on the Record Date. With the registration, intermediaries are requested to include the full address details of the relevant holders in order to verify the shareholding on the Record Date in an efficient manner. You will receive a certificate of deposit from ABN AMRO that you should exchange for an admission card at the registration desk before the meeting commences. The same procedure applies to others with meeting rights with respect to bearer shares held through a securities account.

### Holders of registered shares

If you wish to attend the meeting as a holder of registered shares or of a right of usufruct or a right of pledge on shares, you must notify Royal Vopak (Global Communication Department, Westerlaan 10, 3016 CK Rotterdam) of this in writing no later than 5.00 p.m. CET on **Wednesday 19 April 2023**. You will obtain an admission card from the registration desk.

### Voting by (electronic) proxy

If you wish to be represented at the meeting, in addition to the registration referred to above, Royal Vopak (Global Communication Department) must receive the original copy of a legally valid power of attorney signed by you no later than 5.00 p.m. CET on **Wednesday 19 April 2023**. Your proxy must submit the original copy of the certificate of deposit (if applicable) and a copy of the power of attorney to the registration desk before the meeting commences.

If you wish an independent third party to represent you at the meeting, in addition to the registration referred to above, a legally valid power of attorney signed by you, including voting instructions, and the original copy of the certificate of deposit must be received by NautaDutilh N.V. (for the attention of P.C.S. van der Bijl, Beethovenstraat 400, 1082 PR Amsterdam) no later than 5.00 p.m. CET on **Wednesday 19 April 2023**. The model power of attorney is available free of charge from Royal Vopak (Global Communication Department) and can be downloaded from [www.vopak.com](http://www.vopak.com) as of today. Alternatively, you may grant a power of attorney and provide voting instructions via the Internet on [www.abnamro.com/evoting](http://www.abnamro.com/evoting) no later than 5.00 p.m. CET on **Wednesday 19 April 2023**. In both cases, a staff member or a (candidate) civil-law notary from NautaDutilh N.V. will cast votes on your behalf in accordance with your voting instructions as an independent third party.

# Shareholders' Circular

## **Proof of identity**

Shareholders, others with meeting rights and their proxies may be asked to provide proof of identity at the registration desk. Accordingly, we request that all those entitled to attend the meeting and their proxies bring a valid identity document (such as a passport or driver's license).

Notes are provided below on items 2 through 12 inclusive of the agenda for the Annual General Meeting to be held on Wednesday 26 April 2023.

## **Item 2.**

### **Discussion of the management report for the 2022 financial year (discussion item)**

In accordance with the Dutch Corporate Governance Code ("the Code"), compliance with the Code is accounted for as part of the account for the management report.

## **Item 3.**

### **Implementation of the remuneration policy for the 2022 financial year (advisory voting item)**

In accordance with article 2:135b (1) and (2) of the Dutch Civil Code, the implementation of the company's remuneration policy in 2022 has been disclosed in the remuneration report as part of the company's management report for the 2022 financial year (section Remuneration Report) and the remuneration report will be discussed and put to an advisory vote.

## **Item 4.**

### **Discussion and adoption of the financial statements for the 2022 financial year (voting item)**

It is proposed to adopt the Royal Vopak's financial statements for the 2022 financial year.

Under this agenda item the external accountant Deloitte Accountants will give an explanation concerning their audit services.

## **Item 5. Dividend**

### **a) Explanation of policy on additions to reserves and dividends (discussion item)**

Royal Vopak's reserves policy has been defined to allow the company to continue to grow and carry out the accompanying investment program, subject to ample solvency and margins.

Barring exceptional circumstances, Royal Vopak has a progressive dividend policy aiming to maintain or grow our annual dividend excluding exceptional items attributable to holders of ordinary shares and subject to market conditions.

The net profit that forms the basis for dividend payments may be adjusted for the financial effects of one-off events, such as changes in accounting policies, acquisitions and divestments.

### **b) Proposed distribution of dividend for the 2022 financial year (voting item)**

It is proposed to distribute a dividend of EUR 1.30 in cash per ordinary share having a par value of EUR 0.50.

Following approval of this dividend proposal, the amount to be distributed will represent a corresponding pay-out ratio (excluding exceptional items) of approximately 55.3% (2022: EUR 1.25; pay-out ratio of approximately 52.5%).

This proposed dividend is higher than the dividend for the 2021 financial year.

The dividend payment to holders of ordinary shares will be charged to the retained earnings. The dividend attributable to holders of ordinary shares will be made payable, subject to statutory dividend tax being withheld, on 5 May 2023.

**Item 6.****Discharge from liability of the members of the Executive Board for the performance of their duties in the 2022 financial year (voting item)**

It is proposed to discharge all members of the Executive Board in office in 2022 from liability in relation to the performance of their duties in the financial year 2022, to the extent that such performance is apparent from Royal Vopak's financial statements for the 2022 financial year or has been otherwise disclosed to the General Meeting.

**Item 7.****Discharge from liability of the members of the Supervisory Board for the performance of their duties in the 2022 financial year (voting item)**

It is proposed to discharge all members of the Supervisory Board in office in 2022 from liability in relation to the performance of their duties in the financial year 2022, to the extent that such performance is apparent from Royal Vopak's financial statements for the 2022 financial year or has been otherwise disclosed to the General Meeting.

**Item 8.****Re-appointment of Mrs. N. Giadrossi as member of the Supervisory Board (voting item)**

Due to the expiry of the current term of appointment of Mrs. N. Giadrossi, the Supervisory Board nominates Mrs. N. Giadrossi for re-appointment as a member of the Supervisory Board for the office term of four years in accordance with Article 15.1 and 15.3 of the Articles of Association of Royal Vopak until the close of the general meeting to be held in 2027.

The personal details of Mrs. N. Giadrossi referred to in Section 2:142, subsection 3 Dutch Civil Code and the reasons for her nomination are as follows:

Name	N. Giadrossi (Nicoletta)
Age	56 (16 May 1966)
Nationality	Italian
Current other board positions	Senior Advisor, Bain Capital Chair of the Board of Ferrovie dello Stato Italiane Member of the Board of Brembo SpA and Chair of the Remuneration Committee
Previous positions	President, Technip France SAS Executive VP\Head of Operations, AKER Asa
Number of Vopak shares held	None
Motivation	Mrs. Giadrossi is nominated to be re-appointed as member of the Supervisory Board for her international experience gained in executive roles both in the oil & gas industry including 11 years with General Electric and with prime consulting firms. Mrs. Giadrossi competences and qualifications match well with the profile criteria of the Supervisory Board. Her achievements as leader in strategic planning, value creation and innovation are valuable personal assets supporting the nomination.

Mrs. Giadrossi is independent as defined in the Code and fulfills no supervisory positions with legal entities that qualify as "large" pursuant to section 2:142a, subsection 2 Dutch Civil Code.

**Item 9.****Amendment Remuneration policy for the Supervisory Board (voting item)**

The Supervisory Board proposes to amend the company's remuneration policy for the members of the Supervisory Board with effect from the 2023 financial year. The proposed amended policy contains an increase in the fees compared to the existing fees in the remuneration policy for the Supervisory Board as approved at the Annual General Meeting held in 2020. Additionally, the opportunity of the review was used to clarify certain aspects of the policy in response to feedback received from major investors, proxy advisors and Eumedion. For a summary of the amendments, reference is made to Annex I.

The company's works council has granted its positive advice in this regard. The proposed amended policy and the advice of the company's works council can be consulted on [www.vopak.com](http://www.vopak.com).

Consistent with the requirements of article 2:135a (and article 2:145) of the Dutch Civil Code, the amended remuneration policy for the Supervisory Board is put to a vote at the general meeting. The Supervisory Board requests the General Meeting to approve this updated remuneration policy with effect from the 2023 financial year.

**Item 10.****Amendment Remuneration policy for the Executive Board (voting item)**

The Supervisory Board proposes to amend the company's remuneration policy for the Executive Board with effect from the 2023 financial year. The proposed amendments are based on the alignment between the company's Shaping the Future Strategy introduced in 2022 and the remuneration of the members of the Executive Board. In addition, certain amendments are proposed in response to feedback received from major investors, proxy advisors and Eumedion. For a summary of the amendments, reference is made to Annex II..

The company's works council has granted its positive advice in this regard. The proposed amended policy and the advice of the company's works council can be consulted on [www.vopak.com](http://www.vopak.com).

Consistent with the requirements of article 2:135a of the Dutch Civil Code, the amended remuneration policy for the Executive Board is put to a vote at the general meeting. The Supervisory Board requests the General Meeting to approve this updated remuneration policy with effect from the 2023 financial year.

**Item 11.****Proposal to authorize the Executive Board to acquire ordinary shares (voting item)**

It is proposed to authorize the Executive Board for a period of 18 months, up to and including 25 October 2024, to acquire, subject to the approval of the Supervisory Board, for valuable consideration, fully paid-up ordinary shares in the share capital of Royal Vopak, on the stock exchange or otherwise, up to the maximum number that may be held by the company in accordance with the law and the Articles of Association in force at the date of acquisition. Pursuant to the Articles of Association, 10% of the issued capital may be held, taking into consideration a possible replacement of previously acquired shares. Fully paid-up shares may be acquired at a price at the date of acquisition between the par value and 110% of the average quoted price on the five trading days preceding the date on which the acquisition is agreed.

Among other things, this authorization to repurchase shares permits the Executive Board, subject to the approval of the Supervisory Board, to meet obligations arising under share-based remuneration plans for the Executive Board and employees.

If granted, this authorization will replace the authorization granted at the 2022 Annual General Meeting.

**Item 12.****Appointment of Deloitte Accountants B.V. as the external auditor for the 2024 financial year (voting item)**

It is proposed, in accordance with the recommendation of the Audit Committee and the Supervisory Board, to appoint Deloitte Accountants B.V., as Royal Vopak's external auditor, with the purpose of examining the company's financial statements for the 2024 financial year.

Rotterdam, 15 March 2023  
The Executive Board

[Annexes I and II](#)

**Royal Vopak**

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# Annex I - Memorandum to the proposed Vopak Supervisory Board Remuneration Policy for 2023 and beyond

## Introduction

The Supervisory Board reviewed the Supervisory Board remuneration policy during 2022, upon advice of the Remuneration Committee.

During this review, it took into account the following factors:

- the company's Shaping the future strategy introduced in June 2022;
- the voting result for the 2021 Remuneration Report from the General Meeting in April 2022 (71.70% in favor);
- the feedback of investors, shareholders and proxy advisors on the current Supervisory Board remuneration policy, the 2022 (withdrawn) proposal for the Supervisory Board remuneration policy, and the company's disclosure of Supervisory Board remuneration in the 2021 Remuneration Report;
- the formal advice of the works council of Vopak;
- the 2022 Supervisory Board remuneration benchmark against the company's peer group as provided by the independent advisor to the Remuneration Committee, WillisTowersWatson;
- the General Meeting's response to proposals for the Supervisory Board remuneration (policy) and any changes thereto in previous years which have consistently been adopted with approval rates exceeding 95%;
- the Dutch Corporate Governance Code.

In the review of this policy, the increased workload as a result of the company's change in strategy and increased governance and stakeholder engagement was also taken into consideration.

The Supervisory Board considers the proposed design of this remuneration policy in line with the company's purpose, business strategy and business environment, applicable laws and regulations, as well as the views of its stakeholders and society at large.

The Supervisory Board remuneration policy for 2023 and beyond thus revised will be put forward for approval to the general meeting on 26 April 2023. Upon approval, it will be implemented as of 1 January 2023.

The full policy document can be found on the company's website: <https://www.vopak.com/remuneration-policy-and-reports>.

### Stakeholder engagement

In 2022, the Remuneration Committee intensified its ongoing dialogue with the company's major shareholders and their proxy advisors in response to the voting result for the 2021 Remuneration report (71.70% in favor) from the General Meeting in April 2022.

For the drafting of this policy, the Remuneration Committee engaged with Vopak's major investors who jointly hold approximately 70% of the shares in the company. Also, meetings were held with the proxy advisors ISS, and Glass Lewis, and Eumedion to solicit their views on this policy. Eight investors took up on our invitation, and with several of them multiple sessions were held. The works council of Vopak was requested to provide formal advice. The changes in the Supervisory Board remuneration policy for 2023 and beyond are a reflection of their feedback.

## Proposed Changes

### 1. Adjustments to the Supervisory Board fees

The current Supervisory Board fee levels, which are in place since 2017, are adjusted to the 2022 median levels of the peer group as of 1 January 2023, with the exception of the fee for the Chair of the Selection and Appointment Committee. Most companies in the peer group have a combined Remuneration and Selection Committee, while Vopak has 2 separate committees. For this reason, the fee for this Committee position is increased with 50% of the delta between the current fee level and the median of the benchmark.

The table below shows the current and the proposed fees for 2023 and beyond.

### Supervisory Board remuneration fees for 2023 and beyond

In EUR	Chairman		Vice-Chairman		Member		Total	
	until 2022	as of 2023	until 2022	as of 2023	until 2022	as of 2023	until 2022	as of 2023
Supervisory Board (annual retainer)	97,500	110,000	65,000	75,000	65,000	75,000	422,500	485,000
Audit Committee	15,000	18,000	n/a	n/a	8,500	10,000	49,000	58,000
Remuneration Committee	10,000	14,000	n/a	n/a	7,000	8,000	24,000	30,000
Selection and Appointment Committee	7,000	10,500	n/a	n/a	5,000	8,000	12,000	18,500
							507,500	595,000

## **2. Further changes**

Upon feedback of investors and proxy advisors, and compared to the proposal put forward to the General Meeting in April 2022, the proposal for this policy for 2023 and beyond contains increases in the Supervisory Board fee levels for 2023 and beyond but without the opportunity for a 'mechanical' increase. Any further changes to the remuneration of the Supervisory Board remain subject to a new shareholder vote.

Furthermore, the opportunity of the review was used to clarify certain aspects of the policy with regard to (temporary) derogation.



# Annex II - Memorandum to the proposed Vopak Supervisory Board Remuneration Policy for 2023 and beyond

## Introduction

The Supervisory Board reviewed the Executive Board remuneration policy during 2022, upon advice of the Remuneration Committee.

During this review, it took into account the following factors:

- the company's Shaping the future strategy introduced in June 2022;
- the voting result for the 2021 Remuneration Report from the General Meeting in April 2022 (71.70% in favor);
- the feedback of investors, shareholders and proxy advisors on the current Executive Board remuneration policy, and the company's disclosure of Board remuneration in the 2021 Remuneration Report;
- the formal advice of the works council of Vopak;
- the 2022 Executive Board remuneration benchmarks against the company's peer group, as provided by the independent advisor to the Remuneration Committee, WillisTowersWatson;
- the General Meeting's response to proposals for the Executive Board remuneration policy and any changes thereto in previous years which have consistently been adopted with approval rates exceeding 95%;
- the Dutch Corporate Governance Code.

The Supervisory Board considers the proposed design of this remuneration policy in line with the company's purpose, business strategy and business environment, applicable laws and regulations, as well as the views of its stakeholders and society at large.

The Executive Board remuneration policy for 2023 and beyond thus revised will be put forward for approval to the general meeting on 26 April 2023. Upon approval, it will be implemented as of 1 January 2023.

The full policy document can be found on the company's website: <https://www.vopak.com/remuneration-policy-and-reports>.

### Stakeholder engagement

In 2022, the Remuneration Committee intensified its ongoing dialogue with the company's major shareholders and their proxy advisors in response to the voting result for the 2021 Remuneration report (71.70% in favor) from the General Meeting in April 2022.

For the drafting of this policy, the Remuneration Committee engaged with Vopak's major investors who jointly hold approximately 70% of the shares in the company. Also, meetings were held with the proxy advisors ISS, and Glass Lewis, and Eumedion to solicit their views on this policy. Eight investors took up on our invitation, and with several of them multiple sessions were held. The works council of Vopak was requested to provide formal advice. The changes in the Executive Board remuneration policy for 2023 and beyond are a reflection of their feedback.

## Proposed Changes

### 1. Adjustments to the key performance indicators used in the Executive Board short-term and long-term incentive programs

A new financial framework was put in place during 2022 that supports the Shaping the future strategy, in which Free Cash Flow is now identified as the leading financial indicator to measure the company's performance. EBITDA, Operating Capex, Growth Capex, and Operating Cash Return are the key annual and longer-term metrics in Vopak's financial framework going forward that measure our ability to generate the cash flow in order to realize our 2030 strategic ambitions, and to deliver the expected returns to our shareholders. The outlook on these metrics is communicated to the external markets quarterly.

In order to maintain strategic alignment, the selected KPIs in the Executive Board short-term and long-term incentive programs as of 2023 are directly derived from the company's financial framework. The proposed changes in the Executive Board remuneration policy link the Executive Board short-term and long-term variable compensation to the company's short-term and longer-term cash flow driving the execution of the Shaping the future strategy.

The table on page 2 provides an overview of the main proposed changes to the KPIs of the Executive variable compensation programs for 2023 and beyond, and their rationales.

For each KPI, a detailed definition can be found in the Executive Board remuneration policy on pages 9 – 13.

Note that minor adjustments were made to some of the relative weights of the KPIs in the payout/ vesting and their correlated measuring scales in both the Executive Board STIP and LTSP programs as of 2023, in order to maintain the current minimum and maximum payout/ vesting levels.

### Vopak financial KPIs

The selection of the new financial metrics EBITDA and Proportional Operating Capex for the Executive Board short-term program and the new financial metric OCR for the Executive Board long-term incentive program will ensure that the efforts of management are focused on delivering the financial results required to strengthen the company's valuation, and ensure growth over the long term.

The proposed KPI 'Total Proportional Capex Committed to industrial and gas terminals investments' together with the existing KPI Total Proportional Capex Committed to New Energies Development investments' in the Executive Board long-term incentive program for 2023 and beyond, jointly reflect the strategic Grow and Accelerate ambitions which will result in the company's portfolio transformation towards cleaner fuels and new energies and feedstocks, ensuring that the realization of these ambitions are now also tied to the Executive Board long-term incentive compensation. For New Energies Development

## Overview of the proposed changes to the KPIs of the Executive variable compensation programs for 2023 and beyond

Current KPIs replaced by > Proposed KPIs going forward Rationale for change

Executive Board short-term incentive programs		
EBIT	EBITDA	<ul style="list-style-type: none"> <li>EBITDA is one of the two main and most suited short-term drivers influenceable by management to generate the cash flow required to realize Vopak's 2030 strategic ambitions, and to deliver the expected returns to shareholders. EBITDA is part of the Vopak financial framework going forward.</li> </ul>
Cost	Proportional* Operating Capex	<ul style="list-style-type: none"> <li>Operating Capex is one of the two main and most suited short-term drivers to generate the cash flow required to realize Vopak's 2030 strategic ambitions, and to deliver the expected returns to shareholders. Operating Capex is part of the Vopak financial framework going forward.</li> </ul>
EB Effectiveness	specific EB targets	<ul style="list-style-type: none"> <li>More concrete and specific targets for the Executive Board to be achieved in the performance year at hand replace the broad and overarching KPI 'EB Effectiveness'. Such specific EB targets would typically be derived from the areas in the company's strategy, including the Sustainability Roadmap.</li> </ul>
Executive Board long-term incentive programs		
EPS	Proportional Operating Cash Return	<ul style="list-style-type: none"> <li>Operating Cash Return (OCR) is a reflection of Vopak's longer-term sustainable cash flow generation and long-term sustainable returns delivery to shareholders. OCR is also selected because it is a metric that links profit to invested capital (which is lacking in EPS). It is part of the Vopak financial framework going forward.</li> </ul>
Strategy Execution	Total Committed Proportional* Capex to industrial and gas terminals investments	<ul style="list-style-type: none"> <li>The single-focused KPI 'Total Proportional Capex Committed to industrial and gas terminals investments' replaces The KPI Strategy Execution which measures the realization of the entire strategic agenda (excluding sustainability) in the relevant performance period. It measures the strategic portfolio shift towards industrial and gas terminals, as a reflection of the 'Accelerate' ambition in the company's Shaping the future strategy to invest 1 billion EUR in industrial and gas terminals by 2030.</li> </ul>

\* For Operating Capex, Operating Cash Return, and Total Committed Capex to industrial and gas terminals investments, targets are set and measured on a proportional rather than a consolidated basis in order to place equal focus on the performance of group companies and of the joint ventures.

investments that qualify under the Executive Board long-term incentive program, 80% to 90% of the allocated capital is targeted to generate gas-like returns, while 10% to 20% of the capital investments will be allocated to investments with a venture or R&D character and an associated risk-return profile.

### Vopak non-financial KPIs

Since last year, GHG emissions reduction is already a KPI in the Executive Board long-term incentive program. To emphasize its importance for the company's license-to-operate, GHG emissions reduction has now also been introduced as one of the specific targets in the 2023 Executive Board short-term incentive program. Also, the company's ambitions to strive for a more diverse workforce, has now been translated into specific EB targets on Diversity (gender and ethnic diversity) in the 2023 Executive Board short-term incentive program.

### 2. Adjustments to the treatment of outstanding, unvested grants under the Executive Board long-term incentive programs in case of termination

In case of Executive Board members leaving the company in good standing, such to the discretion of the Supervisory Board, a 12-month proration approach was applicable to awards under the rules of the Executive Board LTSP programs up to and including 2022. Under these rules, only the award made to the individual Executive Board member in the year of leaving would be prorated and on a 12-month basis.

Any outstanding unvested awards under Executive Board LTSP programs made in earlier years, would not be prorated, i.e. these would continue to vest in full. The continued vesting of any outstanding unvested awards after termination mirrored the lack of any vesting under the Executive Board long-term incentive plans in the first years of their Executive Board membership at the time of joining, as new Executive Board members did not receive any (prorated) grants under Executive Board LTSP programs of which the performance period had already started prior to joining the Executive Board.

Upon feedback of investors and proxy advisors and in line with market practice, it is now proposed that the proration approach applied to awards made under the company's Executive Board long-term incentive programs in case of Executive Board members joining and leaving the company in good standing, is reflective of the actual time served during the performance period. This means that all outstanding unvested awards will be prorated on a 36-month basis.

### 3. Further changes

The opportunity of the review was used to clarify certain aspects of the policy with regard to non-compete clauses, change-in-control, and (temporary) derogation, such upon feedback of investors and proxy advisors.