

Solutions 30 SE

Remuneration Policy

As adopted by the Supervisory Board on 27 April 2020

To be submitted to the Annual General Meeting of Shareholders
on 26 June 2020

Table of Contents

1. OVERVIEW: PURPOSE AND SCOPE OF THE POLICY 3

2. THE POLICY 3

3. SHAREHOLDER VOTE 9

4. DISCLOSURE 9

5. PERIODIC REVIEW..... 9

6. GLOSSARY10

1. Overview: purpose and scope of the Policy

The purpose of this Remuneration Policy (the “**Policy**”) is to describe the remuneration paid by Solutions 30 SE, registered with the Register of commerce and company, Luxembourg with identification number B.179097 (the “**Company**”) to the members of its Supervisory Board and to the members of its Group Management Board (“**GMB**”).

It describes:

- how it contributes to the Company’s objectives relating to its business strategy and long- term interests;
- the different components of remuneration, including all bonuses and other benefits in whatever form, if any, awarded to the Supervisory Board members and GMB members, and indicates their relative proportion;
- how the pay and employment conditions of employees of the Company were taken into account when establishing the Policy;
- the duration of the contracts or arrangements with the Supervisory Board members and GMB members, the applicable notice periods, the main characteristics of supplementary pension or early retirement schemes, if any, and the terms of, and payments linked to, termination;
- the decision-making process followed for the determination, review and implementation of the Policy, including measures to avoid or manage conflicts of interest and, where applicable, the role of the Nominations and Remunerations Committee of the Supervisory Board;
- the procedural conditions under which any derogation from the Policy can be applied as well as the elements of the Policy from which a derogation is possible.

The Policy covers all forms of remuneration being paid either to a Supervisory Board member or a GMB member.

2. The Policy

The Company is the leading independent provider of field services for digital technology. The group Solutions 30 employs more than 6,000 employees directly and a significant further number as contractors, carrying out several tens of thousands service out-calls daily. The Company has seen significant growth since its inception.

The Company must attract suitable Supervisory Board members and GMB members to foster and develop its success. Along with being an overall attractive company, remuneration is one part of the Company’s ability to do so. Consequently, this Policy contributes to the Company’s business strategy and long-term interests and sustainability.

Remuneration must reflect the degree of required qualifications and experience of the Supervisory Board members and GMB members, the risks that they take personally, and

honour the dedication and efforts that they put into the Company. The remuneration must also be relative to the pay and employment conditions of the employees of the Company.

2.1. Remuneration of Supervisory Board members

The type of remuneration and the amount of the fees payable to the Supervisory Board members shall be determined by the general meeting of shareholders. The Supervisory Board may submit proposals to the general meeting of shareholders concerning the remuneration of the Supervisory Board members. The remuneration of Supervisory Board members may not be made dependent on the Company's results, should promote an adequate performance of their role and should reflect the time spent and responsibilities of their role.

The annual remuneration granted to Supervisory Board members consists of:

- a fixed annual fee; and
- a fee for Supervisory Board sub-committee membership.

All these fees are net of any Luxembourgish withholding taxes on Supervisory Board members' fees. Supervisory Board members are not eligible to participate in any LTIP, nor do they receive any bonus.

2.1.1. Fixed remuneration per year

The Annual General Meeting of shareholders determines the remuneration of the Members of the Supervisory Board for attending Supervisory Board and Supervisory Board sub-committee meetings. Members of the Supervisory Board each receive a fixed fee of EUR 10,000, EUR 15,000 or EUR 20,000 per year, whereas the Chairman receives an additional fee of EUR 20,000 per year.

The annual fees are paid in two instalments, one each semester to each Supervisory Board member or his or her designee.

2.1.2. Remuneration paid for Supervisory Board committee membership

Members of the Supervisory Board receive an additional remuneration of EUR 2,000 per year when they chair one of the Supervisory Board sub-committees, and of EUR 1,000 per year for their participation in one of the Supervisory Board sub-committees.

2.1.3. The terms of the Supervisory Board members

The Company's Supervisory Board members are elected for terms of four years as provided by the Articles of Association.

A Supervisory Board member can be revoked at any moment by a decision of the general meeting of shareholders without cause (*ad nutum*). There is no notice period required for a Supervisory Board member.

2.2. Remuneration of GMB members

The remuneration of GMB members comprises the following two major components:

i) the compensation package, which may comprise the:

- annual base fee / salary (“**ABS**”);
- annual bonus (“**AB**”);
- long-term incentive plan (“**LTIP**”);

and

ii) the benefits, which may include, but are not limited to:

- company car;
- pension and health care plans;
- death and disability insurance.

Matters concerning the remuneration of GMB members are supervised and monitored by the Nominations and Remunerations Committee of the Supervisory Board. The Nominations and Remunerations Committee oversees, advises and prepares decisions on the Company’s remuneration strategy for the members of the GMB and the administration of stock-based compensation plans.

2.2.1. Annual base fee / salary

The ABS of GMB members is reviewed by the Nominations and Remunerations Committee in its first meeting of the year. The Nominations and Remunerations Committee has the sole authority, besides the legally required cost of living adjustments (i.e. Luxembourg index), to adjust the ABS of GMB members.

For all new nominations as GMB member, remunerations are proposed by the Nominations and Remunerations Committee and set by the Supervisory Board on the basis of external benchmarks provided by compensation consultants, thereby considering employment conditions at the time of the offer.

2.2.2. Annual bonus

The main objective of the bonus plan for the GMB is to create a performance reward scheme, that links annual variable compensation to the Company’s financial results as well as the GMB members’ personal and collective performance. Through this bonus plan, the Company ensures alignment and focus on the Company’s objectives.

The AB of GMB members is based on the yearly performance during the relevant year and it is paid out when the audited full year financials of the Company are published, unless otherwise decided by the Supervisory Board, in any case after review by the Nominations and Remunerations Committee in its first meeting of the subsequent year directly after the end of the captioned financial year.

The AB target for GMB members shall generally be set at 50% of the ABS.

The minimum pay-out can be as low as 0% of the AB (in other words no bonus payment), with a maximum pay-out capped at 100% of the ABS.

The Nominations and Remunerations Committee shall determine the achievement of each GMB member taking into consideration financial performance and individual performance. The Supervisory Board on recommendation of the Nominations and Remunerations Committee may over time adjust the weightings of the performance measures.

a) Financial performance (accounting for a 75% of the AB proposed by the Nominations and Remunerations Committee and set by the Supervisory Board)

The financial performance measures the actual achievement vs. targets for a set of metrics with their respective pre-defined weights. The Nominations and Remunerations Committee may decide not to apply all of, is not limited to, and may define the respective weight of each measure for any given year, in line with strategic business priorities for the measures of:

- revenue;
- EBITDA;
- net income;
- free cash flow.

The targets for those measures are set during the AB process and finally approved by the Supervisory Board.

b) Individual performance (accounting for 25% of the AB proposed by the Nominations and Remunerations Committee and set by the Supervisory Board)

The individual performance is measured as the achievement against individual objectives.

The individual objectives are set at the beginning of each financial year by the Nominations and Remunerations Committee based on a proposal prepared by the Chairman of the GMB together with the GMB. The individual objectives should include non-financial measures. The Nominations and Remunerations Committee determines, at the end of each year,

whether the relevant GMB member achieved his/her individual objective targets during that year. It will do so

- for the Chairman of the GMB: based on a proposal by the Chairman of the Supervisory Board; and
- for the other GMB members: based on a proposal by the Chairman of the GMB of the Company.

2.2.3. Long Term Incentive Plan (LTIP)

The objective of the LTIP is to enhance the competitiveness of the Company and its affiliates in attracting and retaining the best global executive talent. Moreover, the LTIP is designed to ensure that GMB members benefit from their contribution to increasing shareholder value.

The LTIP is proposed by the Nominations and Remunerations Committee (if required with the help of consultants) and set by the Supervisory Board. More than one LTIP can be in place at any given time. LTIPs provide for the award of equity-based incentive compensation in the form of, and not limited to, one or a combination of the following:

- stock options;
- restricted shares;
- performance shares;
- share certificates.

Any LTIP is regulated and governed by separate documentation. The Supervisory Board will only approve a plan that follow governance criteria aligning GMB member interests with those of shareholders. In particular any LTIP will contain:

- a relevant multi-year performance period. Any award shall not vest, at the earliest, before the end of the performance period;
- relevant and demanding financial performance criteria based on key performance indicators that are transparent and can be understood from the Company's external reporting;
- where applicable, non-financial performance criteria promoting corporate sustainability;
- provisions disabling 'in-flight' material changes to parameters of the LTIP, except for exceptional circumstances;
- provisions requiring continued employment.

The GMB members, when exercising equity-based awards, must comply with regulations set by the French *Autorité des Marchés Financiers* (AMF) (stock market authority) and the internal regulations of the Company. Exercises by the GMB members are reported on the Company's website.

2.2.4. Benefits

The following benefits may be provided to GMB members upon the discretion of the Supervisory Board, the amounts of which are aligned with local practices. No entitlement to any such benefit arises from the presence of this provision.

- pensions and health care plans. If pension plans are provided, they are in the form of defined contribution plans;
- health check-up for GMB members;
- death and disability insurances;
- company car or car allowances.

2.2.5. Employment, Resignation and Termination

GMB members are generally hired on a permanent basis and might have employment contracts or service contracts with the Company. They are required to work exclusively for the Company.

The Chairman of the GMB of the Company and two GMB members perform their duties under a service contract with the Company. They have no employment contracts with the Company.

In case of resignation or termination, any unvested portion of outstanding equity-based compensation is immediately forfeited. This excludes GMB members leaving the Company due to disability or for retirement, benefitting from an immediate vesting of all unvested equity.

The Company and the GMB member shall terminate the employment contract respecting the applicable legal notice period; while for the termination of a service contract with the Company, the contractual obligations provided therein will be complied with.

GMB members may benefit from an indemnity entitlement in case of termination without cause. The indemnity includes statutory severance payment, if any. In any case, any indemnity payment shall not exceed the sum of the previous 18 months of ABS and AB entitlement.

2.2.6. GMB members share ownership

The GMB members are encouraged to invest in the Company's shares (executive share ownership). A GMB member is expected to hold, after a period of four years after his or her first nomination, in total the equivalent of one time his or her ABS in year four and the CEO two times his or her ABS in year four (based on the effective share purchase price, or in the case of shares obtained through equity instruments, the market closing share price at the date of exercise).

In the case of a GMB member being awarded shares, or equity instruments convertible into shares, before the end of a period of four years after his or her first nomination, and the GMB member still not holding in total the equivalent of one time his or her ABS in the year of the award and the CEO two times his or her ABS in the year of the award (based on the effective share purchase price, or in the case of shares obtained through equity instruments, the market closing share price at the date of exercise), then the Company's shares awarded by the Company to that GMB member must be retained to a minimum of 1/3 of the shares awarded, for the time of employment, or until the GMB member satisfies the condition to hold the equivalent of one time his or her ABS in year four and the CEO two times his or her ABS in year four (based on the share purchase price, or in the case of equity instruments, the market closing share price at the date of exercise).

This provision aims at assuring that GMB members become shareholders of the Company, feel a sense of ownership, and focus on creating shareholder value.

3. Shareholder Vote

The present Policy will be submitted to a shareholder's vote at the next annual general meeting, as will any material subsequent changes. The Policy will be submitted to the general meeting of shareholders at a minimum every four years.

While the vote by the shareholders at the general meeting is advisory only, the Company will pay its Supervisory Board and GMB members only in accordance with a remuneration policy that has been submitted to a vote at the general meeting. If the general meeting of shareholders rejects the proposed Policy, the Company will submit a revised policy to a vote of the following general meeting of shareholders.

4. Disclosure

After the vote of the shareholders this Policy together with the date and the results of the vote shall be made available on the website of the Company where it will remain publicly available, free of charge, as long as it will be applicable.

5. Periodic Review

This Policy shall be reviewed on a regular basis, but at least every four years. Every material change to the Policy shall be subject to the vote of the general meeting of the shareholders.

The Nominations and Remunerations Committee shall be responsible for advising the Supervisory Board on any concrete amendment suggestions to this Policy. The final version that will be submitted to the general meeting of shareholders will be approved by the Supervisory Board.

6. Glossary

Term	Definition
AB	Annual Bonus. Bears the definition set out under item 2.2 (Remuneration of GMB members) of this Policy.
ABS	Annual Base Salary. Bears the definition set out under item 2.2 (Remuneration of GMB members) of this Policy.
Articles of Association	Articles of association of the Company
Charter of the Nominations and Remunerations Committee	Charter of the Nominations and Remunerations committee approved by the Supervisory Board of the Company on 23 April 2019
LTIP	Long Term Incentive Plan
Nominations and Remunerations Committee	A committee of the Supervisory Board, formed according to the Company's Supervisory Board Corporate Governance Charter and the Company's Charter of the Nominations and Remunerations committee of the Supervisory Board.
Supervisory Board Corporate Governance Charter	Corporate governance charter approved by the Supervisory Board of the Company on 23 April 2019