

Remuneration Report 2021

This Remuneration Report provides an overview of the application of the Remuneration Policy and the components of the remuneration of the Board of Directors and the Supervisory Board during 2021. This Remuneration Report is drafted in accordance with article 2:135b of the Dutch Civil Code and the Dutch Corporate Governance Code.

The Company has successfully attracted and retained executives who are capable of leading and overseeing the Company at all levels and the Remuneration Policy is designed to facilitate this process. The Supervisory Board oversees all remuneration decisions and determines the criteria to measure the performance of the Board of Directors whereby considering the roles and responsibilities. For determining the remuneration of the Board of Directors, the Supervisory Board is informed about the remuneration of the direct reports to the Board of Directors including the Short-Term and Long-Term Incentive Plans applicable which are fully aligned with the performance conditions as operated under the Remuneration Policy.

As we believe that all employees are integral to our success, we are committed to fair and responsible remuneration. We therefore consider remuneration of the members of the Board of Directors and the Supervisory Board in the light of the remuneration of all employees, including associated pay ratios. Our Remuneration Policy is designed to reflect our commitment to paying fairly, responsibly and transparently. The Supervisory Board undertakes to engage actively with shareholders in order to address all legitimate and reasonable objections and concerns. We invite our shareholders to engage with us regarding our policy and reporting.

In implementing the Remuneration Policy, the Supervisory Board analyzes the possible outcomes of its variable remuneration elements and how they may affect the total remuneration of the Board of Directors. In this respect, regular scenario analyses are undertaken whereby the development of the underlying share price of the Company's shares is considered. This with due regard for the risks to which variable remuneration may expose the Company. Variable remuneration shall be linked to predetermined, assessable and influenceable targets which are predominantly of a long-term and sustainable nature and linked to the strategy, values, purpose and vision of the Company.

The Company aspires to ensure that the Remuneration Policy aligns with all policies and procedures and complies with relevant laws and the Dutch Corporate Governance Code (the 'Code'). Sound corporate governance is a key element of the culture, behavior and management of the Company and is consistent with the core values and purpose. For this purpose, we have defined our Code of Conduct to ensure these high standards in both the workplace and in all of our business dealings. These policies as contained in our Code of Conduct that encompass human rights, health and safety, conflict minerals, anti-corruption and anti-bribery, conflict of interest, financial reporting environmental responsibility, insider trading, community initiatives and includes a whistleblower procedure. The underlying documentation of our full Code of Conduct is available on our corporate website. In determining the actual remuneration of the Board of Directors, the Supervisory Board assesses the actual performance delivered based on its strategy in line with the Code of Conduct and takes into account the impact of the overall remuneration of the Board of Directors on the pay differentials within the Company. When determining remuneration, the Supervisory Board also obtains the views of the members of the Board of Directors relating to the level and structure of remuneration.

The Remuneration Policy has been effective as from 16 April 2020 after receiving a positive advice from the works council and the approval of the Annual General Meeting of Shareholders. The Remuneration Policy is applicable for a four-year period as from 1 January 2020, except in the event of material changes which will be brought to the Annual General Meeting of Shareholders for approval. The adjustment of the compensation of the Supervisory Board members was approved by the Annual Meeting of Shareholders on 19 April 2021.

Developments to the composition of the Board of Directors during 2021

Effective as per 19 April 2021, Mr S. Soederhuizen was appointed by the Supervisory Board as COO of the Company after approval by the Annual Meeting of Shareholders on 19 April 2021 and succeeded our former COO, Mr. A.H.H. van Bragt who left the company per 31 December 2020.

Remuneration Structure

The total remuneration package of the Board of Directors is established on an annual basis by the Supervisory Board. The remuneration structure of the Board of Directors consists of the following elements:

- Fixed compensation - Annual base salary
- Short-Term Incentive - Annual cash bonus plan
- Long-Term Incentive - Performance Share Plan
- Pension allowance
- Other Benefits

The above components are regularly compared with a balanced remuneration reference group of companies selected based on industry, labour market, size and geographical spread to determine the total remuneration package for the Board of Directors. When selecting reference companies, the size and complexity of the Company is taken into account, including market capitalisation, net revenues and total assets. The following companies are included in this remuneration reference group:

Remuneration Reference Group	
AMG Group	Lacroix
Amsterdam Commodities	Lucas Bols
BE Semiconductor Industries	Nedap
Cicor Technologies	Ordina
Euromicron. Comm.& Cntl. Tech.	Oxford Instruments
Holland Colours	Phoenix Mecano
Kendrion	Prima Industrie

Application of the Remuneration Policy in 2021

The Remuneration Policy was successfully applied by the Supervisory Board in 2021 without exceptions as set forth below. The remuneration of the Board of Directors consists of a basic salary and an annual bonus. The Supervisory Board determines the remuneration annually, within the framework permitted by the Remuneration Policy.

The ratio of the remuneration of the members of the Board of Directors compared with the average remuneration of the other employees during 2021 is 8.7:1 (2020: 7.8:1). This ratio consists of the average remuneration of members of the Board of Directors recognized by the Company in 2021 of € 392,000 (2020: € 330,000) as stated in the summary of the remuneration of the members of the Board of Directors in relation to the average remuneration of all employees of the operating companies in Western Europe of € 45,200 (2020: € 42,600). This average remuneration comprises wages and salaries plus bonuses, options and performance shares of the employees in Western Europe, divided by the average number of employees in Western Europe.

1. Base Salary

The base salaries are not subject to any automatic pay rises under a collective bargaining agreement. The Supervisory Board regularly considers base salary levels of the members of the Board of Directors and compares these levels to remuneration reference group as outlined in the Remuneration Policy. The 2021 base salary levels of the members of the Board of Directors are set at the following levels:

	Base Salary
E. M, Stodel - CEO	342,047
P.H.J. de Koning - CFO	295,845
S. Soederhuizen - COO*	201,793

The base salary levels of the CEO and CFO have been increased effective as per 1 January 2021, in line with the increase applicable under the collective bargaining agreement. S. Soederhuizen was appointed COO per 19 April 2021 and is included since that date. The annual salary for the COO amounts to EUR 286,416.

2. Short-Term Incentive

Every year, the Supervisory Board determines a bonus arrangement for the reporting year. The bonus arrangement is contingent upon the realisation of a series of predetermined quantitative performance targets. The bonuses awarded are recognised during the reporting year, based on the realisation of the performance targets during the financial year, and are paid in cash after the financial statements have been adopted. The at-target short-term incentive opportunity for the Board of Directors is set at 35% of annual base salary.

Each year, the Supervisory Board sets the performance targets after approval of the budget for the next financial year. Approximately 70% of the performance targets are linked to financial objectives. The Supervisory Board may choose a maximum of three of the following or comparable objectives at the start of each financial year:

- Sales growth (e.g. identical);
- Result before Interest and Tax;
- Net Cash Flow;
- Working Capital (including quality/solvency) and;
- Operational Margin.

The remaining 30% is based on non-financial and/or personal objectives. The Supervisory Board may choose a maximum of two of the following or comparable objectives at the start of each financial year:

- Cooperation with clients;
- Cooperation with suppliers;
- Improvement of internal cooperation and systems;
- ESG objectives and;
- Unlock potential Asia & Eastern Europe.

Threshold, target and maximum performance levels will be set for each performance objective. The achievement of threshold performance will result in 50% pay-out of the award, at-target will result in 100% pay-out of the award and maximum performance will result in 160% pay-out of the award. Linear vesting will occur between performance levels. Performance below threshold level will result in 0% pay-out.

The Supervisory Board reviewed at year end the quality of the pre-determined financial and non-financial performance and the sustainable value delivered in order to determine the vesting of the Short-Term Incentive awarded for 2021. The actual levels of the financial and non-financial performance criteria set are not disclosed since this is considered competitive sensitive information and therefore classified as highly confidential and share price sensitive information. The following table shows the summary of the short-term incentive in the reported financial year:

2021 STI Performance Target	Vesting levels (as percentage of Base salary)				performance 2021	2021 STI payout amounts		
	Min.	Threshold	Target	Max.		CEO	COO	CFO
Financial								
Sales	0.0%	2.5%	5.0%	8.0%	6.5%	6.5%	6.5%	6.5%
EBIT	0.0%	5.3%	10.5%	16.8%	13.8%	13.8%	13.8%	13.8%
Net Cash Flow	0.0%	4.5%	9.0%	14.4%	0.0%			
Non financial								
Set strategic plan 2021-2025, objectives and strategy deployment process	0.0%	3.3%	6.5%	10.4%	5.6%	5.6%	5.6%	5.6%
Accelerated change, communications & culture program	0.0%	2.0%	4.0%	6.4%	3.5%	3.5%	3.5%	3.5%
Individual targets						3.5%	1.8%	1.8%
Overall performance (in %)	0.0%	17.6%	35.0%	56.0%		32.9%	31.2%	31.2%
Total (as % of Base salary)						112,513	89,249	92,188

3. Long-Term Incentive

Effective as per 18 April 2017 a 'performance share plan' was implemented under which the members of the Board of Directors are eligible to receive a performance based conditional award of Company shares. Under the Company's long-term incentive plan, members of the Board of Directors shall be invited to receive a conditional award of performance shares in the Company. In this respect the at-target value of the annual award to the Board of Directors may amount to 22.5% of annual base salary in the year of the award. Each financial year, after approval of the annual accounts, the Supervisory Board determines the award of performance shares to the Board of Directors.

Awards of performance shares will vest at the end of a three-year period following the date of award, subject to (i) the achievement of predetermined group financial targets that appropriately reflect the longer term strategy of the Company being profit margin growth; and (ii) the continued service as a member of the Board of Directors with the Company.

Where the at-target level of performance is met, all (100%) of the shares underlying the award will vest and an equivalent number of Company shares will be released to the participant. At threshold level of performance 50% of the performance shares underlying the award will vest. At maximum level of performance 200% of the performance shares underlying the award will vest. Performance below threshold level will result in 0% vesting of the performance shares awarded.

For the three-year performance periods 2019-2021, 2020-2022 and 2021-2023, the "at target (100%)" number of performance shares conditionally awarded aggregated 18,410, 21,075, and 25,442 shares, respectively. The number of at target shares awarded was calculated based on the gross annual base salary divided by the average closing share price for all trading days in the fourth quarter of the year immediately preceding the start of the performance period. The performance shares conditionally awarded will vest in 2022, 2023 and 2024. The number of shares that will actually vest will be based on the above mentioned pre-determined performance conditions.

The number of performance shares which could vest for the three-year performance periods 2019-2021, 2020-2022 and 2021-2023 range between nil (in the case of below threshold performance) to a maximum of 36,820 shares (2019-2021 award), 42,150 shares (2020-2022 award), and 50,885 shares (2021-2023 award). The members of the Board of Directors could receive 200% of the "at target" number of performance shares awarded if stretched performance is achieved with respect to both performance measures during each respective performance period.

The actual levels of the financial performance criteria set are not disclosed since this is considered competitive sensitive information and therefore classified as highly confidential and share price sensitive information. Based on the actual performance realized for the 2019-2021 performance share award based on EBIT growth, the following table shows the summary of the long-term incentive in the reported financial year:

2019 LTI Performance Target	Vesting levels				Actual performance	2019 LTI number of vested shares		
	Min.	Threshold	Target	Max.		CEO	COO	CFO
Financial								
EBIT Growth (vesting levels as % of at target award)	0%	50%	100%	200%	0.0%			
EBIT Growth (as % of base pay at award)	0.00%	11.25%	22.50%	45.00%	0.0%			
						N/A	N/A	-

The Supervisory Board may in accordance with the Remuneration Policy upwardly or downwardly adjust the number of Performance Shares that may vest by a maximum of 10%. This discretionary performance adjustment may be applied by the Supervisory Board to reflect the overall performance achieved and market developments, and further aligns the interests of the members of the Board of Directors with those of the shareholders. For the 2019-2021 performance award, the Supervisory Board decided to not apply this 10% performance adjustment. As a result, no shares related to the 2019 performance award will vest on 21 April 2022. Vested shares are subject to a two-year lock-up period, except for the shares that may be sold or settled to cover the withholding tax liability upon vesting of the performance shares. Furthermore in 2021 all vested shares relating to the 2017 and 2018 performance awards which were still subject to the two-year lock-up period were tendered under the offer of Infestos (the 'Offer') under the conditions of the offer memorandum. Consequently 24,379 shares of BOD and former BOD members have been offered and settled against the offer price of € 14.55 per share on 5 November 2021 and was considered to be a deviation from the best practice provision as contained in the Code, however, deemed appropriate in the light of the Offer. All other outstanding conditional awards remain outstanding and are not affected by the Offer.

Clawback and ultimate remedium

In line with Dutch law and the Remuneration policy, the Short-Term Incentive and Long-Term Incentive components for the member of the Board of Management are subject to clawback provisions and ultimate remedium clauses. During 2021, no circumstances have been identified by the Supervisory Board that result in any adjustments or clawback.

Share Option Scheme

Until 2017, the Company granted options under the share option scheme for the current and former members of the Board of Directors. All option grants made until 2017 to Mr de Koning and the option grant made by a previous major shareholder of Neways to Mr. van den Vrande which were outstanding and vested on 31 December 2020, have been exercised in 2021 under the offer of Infestos against the offer price of € 14.55 per share. The movements in share options are included in the table below in section 'Other Remuneration Information'. This scheme provided for grants of non-transferable options to acquire shares in Neways. The options may be exercised three years after grant for a period of two years, which means that their total life is five years. Options may only be exercised by converting them into shares. If an option holder leaves the Group, their option rights lapse.

4. Pensions

The pensions of the members of the Board of Directors are insured with the pension fund of Metalektro. These pensions, including pre-pension rights, are based on the career-average system. The members of the Board of Directors also have supplementary pensions based on the defined contribution system.

5. Other benefits

Other benefits include expense compensation, lease car, use of mobile phone and social security premiums. The additional withholding taxes payable following the early termination of the lock-up period for the vested performance shares which were tendered under the offer of Infestos, have been borne by the company.

Total remuneration

Remuneration of the Board of Directors recognized by the Company for the years ended December 31, 2021 and 2020 was as follows:

Remuneration Board of Directors

2021	x € 1,000	Base Salary	Pensions	Social security contribution	STI	LTI shares	Other benefits	Total
E. M. Stodel		342	40	15	113	11	27	548
P.H.J. de Koning		296	39	13	92	20	24	484
S. Soederhuizen		202	27	11	89	10	18	357
H.W.T. van der Vrande*						12		12
Total remuneration		840	106	39	294	53	69	1,401

* expenses recognised for remuneration received in capacity of former member of the Board of Directors

2020	x € 1,000	Base Salary	Pensions	Social security contribution	STI	LTI shares	Other benefits	Total
E. M. Stodel		330	38	14	33	0	41	457
A.H.H. van Bragt		286	38	12	29	-41	38	362
P.H.J. de Koning		286	38	12	29	41	39	444
H.W.T. van der Vrande*						47		47
Total remuneration		902	114	38	90	47	118	1,310

* expenses recognised for remuneration received in capacity of former member of the Board of Directors

Other Remuneration Information

The actual cash remuneration paid and the value of the vested equity remuneration to the Board of Directors by the Company for the years ended December 31, 2021 and 2020 was as follows:

Remuneration Board of Directors										
Name		1 Fixed remuneration			2 Variable remuneration		3 Extraordinary items	4 Pension expense	5 Total Remuneration	6 Proportion of fixed and variable remuneration
		Base salary	Fees	Fringe benefits	One-year variable	Multi-Year variable				
E. Stodel - CEO	2021	342,047		27,402	112,513			39,529	521,492	78%/22%
	2020	330,480	-	41,221	33,048	-	-	38,451	443,200	93%/7%
S. Soederhuizen - COO***	2021	201,793	-	18,192	89,249		-	27,498	336,732	73%/27%
	2020									
P.H.J. de Koning - CFO	2021	295,845		24,097	92,188	62,255		39,084	513,468	70%/30%
	2020	285,840	-	38,846	28,584	39,157	-	38,031	430,458	84%/16%
Former members Board of Director's										
H.W.T. van der Vrande	2020*	0		-		44,768	-	-	-	0%/100%
A.H.H. van Bragt - COO**	2020	285,840	-	38,161	28,584	39,157	-	38,031	429,774	84%/16%

* Remuneration received in capacity of statutory member of the Board of Directors

** Stepped down as of 31 December 2020

*** Appointed as per 19 April 2021

The following table shows the options granted or due to the members of the Board of Directors:

Share Options												
Name of Director, position	The main conditions of share option plans							2021				
	1 Date of grant	2 Vesting period	3 Total Term	4 Vesting Date	5 Termination date	6 Exercise period	7 Exercise Price	Opening balance	During the year		Closing balance	
								8 Shares options outstanding 1 January 2021	9 Shares Options awarded	10 Options exercised	11 Options outstanding 31 December 2021	
former member of Board of Directors H.W.T. van der Vrande - CEO	*)				dec-21		6.00	125,000	-	125,000	-	
	apr-16	April 2016 - April 2019	5 years	apr-19	apr-21	2 yrs after vesting	7.10	15,000	-	15,000	-	
	apr-17	April 2017 - April 2020	5 years	apr-20	apr-22	2 yrs after vesting	11.71	15,000	-	15,000	-	
P.H.J. de Koning - CFO												
	apr-17	April 2017 - April 2020	5 years	apr-20	apr-22	2 yrs after vesting	11.71	15,000	-	15,000	-	
	Total								170,000	-	170,000	-

*) 125,000 options on shares granted by previous major shareholder were settled with no impact on the Company

The following table shows the shares awarded or due to the members of the Board of Directors:

Shares awards														
Name of Director, position	The main conditions of share award plans					2021 based on at target award levels (100%)								
	1 Specification of plan	2 Performance period	3 Award date	4 Vesting Date	5 End of holding period	Opening balance	During the year			Closing balance				
						6 Shares outstanding 1 January 2021	7 Shares awarded	8 Shares vested	9 Shares subject to a performance condition	10 Performance adjustment	11 Shares awarded and unvested at year end	12 Shares forfeited	13 Shares subject to a holding period	14 Shares outstanding 31 December 2021
E. Stodel - CEO	PSP 2021	1 January 2021 - 31 December 2023	apr-21	apr-24	apr-26		9,640			9,640	-3,625			6,015
	PSP 2020	1 January 2020 - 31 December 2022	apr-20	apr-23	apr-25	7,695			7,695					7,695
S. Soederhuizen - COO***	PSP 2021	1 January 2021 - 31 December 2023	apr-21	apr-24	apr-26		8,072		8,072	-3,035				5,037
	PSP 2018	1 January 2018 - 31 December 2020	apr-18	apr-21	apr-23	6,541		6,541						-
P.H.J. de Koning - CFO	PSP 2019	1 January 2019 - 31 December 2021	apr-19	apr-22	apr-24	5,857						-5,857		-
	PSP 2020	1 January 2020 - 31 December 2022	apr-20	apr-23	apr-25	6,690			6,690					6,690
	PSP 2021	1 January 2021 - 31 December 2023	apr-21	apr-24	apr-26		8,338		8,338	-3,135				5,203
former member H.W.T. van der Vrande	PSP 2018	1 January 2018 - 31 December 2020	apr-18	apr-21	apr-23	7,477		7,477						-
	PSP 2019	1 January 2019 - 31 December 2021	apr-19	apr-22	apr-24	6,696						-6,696		-
						40,956	26,050	14,018	40,435	-9,795	-	-12,553		30,640

The following table shows the comparable figures to evaluate remuneration and company performance over the last five reported financial years:

Comparable table over remuneration and company performance over the last five reported financial years						
Annual Change	2017 vs 2016	2018 vs 2017	2019 vs 2018	2020 vs 2019	2021 vs 2020	Remuneration awarded or due 2021
Board of Director's remuneration						
E. Stodel - CEO*					18%	521,492
S. Soederhuizen - COO**						336,732
P.H.J. de Koning - CFO	17%	0%	-3%	-20%	19%	513,468
Former members Board of Director's						
H.W.T. van der Vrande	17%	7%	-8%			
A.H.H. van Bragt	14%	4%	-3%	-108%		
Company performance						
EBIT	18%	32%	-39%	-116%	611%	12,600,000
Average remuneration on a full-time equivalent basis of employees						
Employees of the group	4%	-2%	5%	1%	6%	45,156

* appointed effective as per 1 January 2020

** appointed as per 19 April 2021

Loans

At the end of 2021, no loans, advances or guarantees were outstanding to the members of the Board of Directors in accordance with the Remuneration Policy.

Remuneration Supervisory Board members

As required by Dutch law, a Remuneration Policy was proposed to the General Meeting of Shareholders on 16 April 2020. The proposed adjustment of the compensation of the Supervisory Board members was withdrawn during the Annual Meeting of Shareholders on 16 April 2020. This adjustment was considered not to be appropriate due to the outbreak of the Covid-19 pandemic. The proposal for the adjustment of the compensation of the Supervisory Board members was again presented to and approved by the Annual Meeting of Shareholders on 19 April 2021.

The Supervisory Board members are entitled to a fixed base fee for membership of the Supervisory Board.

As approved by the AGM, the Supervisory Board members are entitled to the following fees as from 2021:

Annual fee per function in the Supervisory Board	Fixed annual fee
Chair	EUR 60,000
Member	EUR 42,000

The compensation is regularly assessed against Dutch market levels. The benchmark is based on AScX companies listed on Euronext Amsterdam by comparing fixed compensation levels at median level. The Supervisory Board will present any proposed changes to the fees or the compensation elements to the AGM for approval. Please note that the dependent Supervisory Board members that have been appointed during the Extraordinary General Meeting of 5 November 2021 are not compensated and therefore are not entitled to any annual fee.

Furthermore, each Supervisory Board member (except for an unpaid members) is entitled to an annual expense allowance of EUR 2,500.

The total cash remuneration of the members of the Supervisory Board for over the last five reported financial years was as follows:

Compensation Supervisory Board	2021	2020	2019	2018	2017
(x € 1,000)					
H. Scheepers (Chair)	60	40	40	40	40
P. van Bommel (member)**	14	30	30	30	30
H. Büthker (member)	42	22.5			
K. de Jong (member)	42	22.5			
E. Riefel (unpaid member)*	0				
F. van Roij (unpaid member)*	0				
R. Penning de Vries (former member)		7.5	30	30	30
Total	158	122.5	100	100	100

* appointed during EGM 2021 with effect from 5 November 2021

** stepped down during AGM 2021

All cash remuneration is fixed and the members of the Supervisory Board are not entitled to any performance or equity related compensation and are not entitled to any pension allowance or contribution.

Loans

At the end of 2021, no loans, advances or guarantees were outstanding for each of the members of the Supervisory Board.