



REMUNERATION POLICY SUPERVISORY BOARD CM.COM N.V.

1 INTRODUCTION

The general meeting ("**General Meeting**") of CM.com N.V. (previously named Dutch Star Companies ONE N.V.) (the "**Company**") has adopted this remuneration policy (the "**Remuneration Policy**") for the supervisory board of the Company (the "**Supervisory Board**") on [20] February 2020, effective as of the legal merger between the Company and CM.com B.V.

This is the Company's first Remuneration Policy that applies to the Supervisory Board. The Company's shareholders have not presented any particular views regarding the remuneration of Supervisory Directors before the adoption of this policy.

This Remuneration Policy sets out the rules regarding the remuneration of the members of the Supervisory Board ("**Supervisory Directors**") as referred in article 7.8 of the Company's articles of association.

2 REMUNERATION PRINCIPLES

2.1 **Link to strategy, long term value creation and sustainability; social consensus.**

The objective of the Remuneration Policy is to attract, retain, engage and motivate high-qualified Supervisory Directors in an increasingly competitive environment, taking into account the Company's identity, mission and values. It focuses on delivering fair, responsible and transparent remuneration driving the creating of long term value by the Company for all its stakeholders, and achieving its sustainability and strategic objectives.

In preparing this Remuneration Policy the social consensus has been taken into account by giving due consideration to the pay and employment terms of the employees of the Company and its subsidiaries and industry practices for rewarding Managing Directors.

2.2 **No variable compensation. No equity-linked compensation.**

No variable compensation or equity-linked compensation will be paid to the Supervisory Directors, therefore the compensation will not be dependent on the Company's results.

3 SUPERVISORY DIRECTORS' FEES

Supervisory Directors will be awarded the following remuneration:



- an annual fee for the membership of the Supervisory Board;
- an annual fee for the membership of a Supervisory Board committee;
- reimbursement of extraordinary expenses; and
- severance arrangements.

The Supervisory Board shall monitor whether Supervisory Director compensation levels sufficiently reward the time and talent required to serve on the Supervisory Board and reflect the Supervisory Directors' responsibilities, their efforts and the scope of their role. In doing so, the Supervisory Board must take the global, regional, local and relevant industry compensation practices into account.

The fees aim to reflect the Supervisory Directors' responsibility, their efforts and scope of their role, taking into account their level of seniority and experience.

3.1 Annual fixed fee

Until amended, the annual fixed fee for the chairperson of the Supervisory Board will amount to EUR 25,000, and for the other Supervisory Directors EUR 15,000.

The fixed fee may be amended by the General Meeting upon a proposal of the Supervisory Board with due consideration of this Remuneration Policy.

3.2 Committee fees

Until amended, the annual committee fee for each Supervisory Director's audit committee or the nomination, selection and remuneration committee will amount to EUR 1,500.

The committee fee may be amended by the General Meeting upon a proposal of the Supervisory Board with due consideration of this Remuneration Policy.

3.3 Extraordinary expenses

Supervisory Directors are not entitled to compensation for any expenses incurred by them in the performance of their duties. Any reimbursement / compensation for such expenses will be deemed to have been included in the annual fixed fee and committee fees. Extraordinary expenses incurred by a Supervisory Director will be reimbursed after approval by the chairperson of the Supervisory Board.

3.4 Service agreements and severance arrangements



Supervisory Directors enter into service agreements with the Company for their term of appointment, which agreements may be extended on the basis of their re-appointment. The service agreements may be terminated in accordance with Dutch law and subject of a notice period of 3 months. A service agreement will also terminate as per the moment the Supervisory Director concerned ceases to be a Supervisory Director, either by his resignation or by a resolution thereto by the General Meeting or the Founder Committee as the case may be or in any other way in accordance with Dutch law. The Supervisory Board may determine an appropriate severance payment for a Supervisory Director in line with Dutch law and the Dutch Corporate Governance Code provided that the severance payment will not exceed a sum equivalent the annual fixed fee of such Supervisory Director.

3.5 Adoption of remuneration

By adopting this Remuneration Policy, the General Meeting has also set the remuneration of the Supervisory Directors in accordance with paragraph 3.1 through 3.4 hereof.

4 SHAREHOLDING GUIDELINES

None of the Supervisory Directors may hold shares, options for shares or similar securities in the Company's share capital other than as a long-term investment.

5 LOANS

The Company does not grant loans, advance payments or guarantees to its Supervisory Directors, other than in accordance with the indemnification provided for in the Company's articles of association from time to time.

6 ADOPTION, IMPLEMENTATION AND REPORTING

6.1 This Remuneration Policy can be amended or restated by the General Meeting upon a proposal by the Supervisory Board. The Supervisory Board is responsible for the implementation of the Remuneration Policy.

6.2 This Remuneration Policy is reviewed annually by the Supervisory Board and put to a vote of the General Meeting if required by applicable law or deemed desirable by the Supervisory Board.

6.3 If the Remuneration Policy is to be revised, a description and explanation will be presented by the Supervisory Board to the General Meeting as required by applicable law. If the General Meeting does not approve the proposed revisions, the Company shall



continue to pay remuneration to the Supervisory Directors in accordance with this Remuneration Policy.

- 6.4** In exceptional circumstances only, and notwithstanding the authority of the General Meeting to set the remuneration of the Supervisory Directors, the Supervisory Board may decide to temporarily derogate from the Remuneration Policy. This derogation may concern all aspects of the policy. 'Exceptional circumstances' only cover situations in which the derogation from the Remuneration Policy is necessary to serve the long-term interest and sustainability of the Company as a whole or to assure its viability.