

Remuneration Policy Management Board Ordina N.V.

A Introduction

- 1 This document represents the remuneration policy 2017 of Ordina N.V. (hereinafter: "Ordina") as adopted and approved at the Extraordinary General Meeting of Shareholders of Ordina N.V. held on 7 December 2016 and effective as of 1 January 2017. Long-term bonus schemes under which any performance-related bonus shares were granted either unconditionally or conditionally prior to 1 January 2017 will remain unchanged and will be effected pursuant to the remuneration policy 2013.
- 2 The remuneration of the Ordina N.V. statutory directors (hereinafter: "Management Board") is determined by the Ordina N.V. Supervisory Board in accordance with the remuneration policy 2017. Members of the Management Board cannot derive rights directly from the remuneration policy 2017.
- 3 Substantive changes to the remuneration policy 2017 will be submitted for adoption to the General Meeting of Shareholders, together with solid grounds for said changes.

B Basic premises

- 4 Ordina seeks to have a remuneration system in line with prevailing market practices, which rewards members of the Management Board for realising challenging operational and performance-driven targets in the short term and ambitious strategic and financial targets in the long term. The remuneration system should enable the company to hire and retain qualified and knowledgeable high-calibre executives who also possess the right mind-set and background to lead and manage a successful IT and Consultancy company. The remuneration system should not include any incentives that may lead the members of the Management Board to act in their own interests and in conflict with the interests of the company.
- 5 The remuneration system should constitute a balance between fixed and performance-related remuneration, as well as between short-term and long-term bonuses. Targets of a largely long-term nature are an essential part of the performance criteria to be formulated. The Supervisory Board retains the right to amend the ratio of short-term bonus to long-term bonus. One reason for this is that it allows members of the Management Board to accumulate a share portfolio more rapidly, which increases their commitment to the interests of the company in the medium term and the long-term. The size of the overall performance-related bonus (short-term plus long-term bonus) remains unchanged.
- 6 The remuneration policy should be in line with the corporate governance policy of the company. Any determination of the total remuneration of the members of the Management Board will take into account the remuneration ratios within the Ordina Group and any prevailing policy within the Ordina Groep related to employee remuneration.

C Management agreements

Appointment term

- 7 Members of the Management Board are appointed for a maximum of four years, or at least until the first General Meeting of Shareholders held after a period of four years has passed since their appointment. The same principle applies to reappointment. The employment contract may be terminated before the end of the four-year period.
- 8 By virtue of the introduction of the Management and Supervision Act as of 1 January 2013, the legal relationship between a listed company and any director appointed after 1 January 2013 can no longer be considered an employment contract. It is instead considered a management agreement (or contract for professional services).

Notice period

- 9 Management agreements closed with members of the Management Board include the option that either of the parties may terminate the agreement at any time, such as at the end of a calendar month, subject to due observance of the applicable notice period. In principle, a notice period of six months will be agreed for Ordina N.V. and a period of three months for the members of the Management Board. A notice period of six months cannot be deemed excessive in this context.

Competition clause and business contact clause

- 10 The management agreement does or will in principle include a competition / confidentiality clause, a business contacts clause and a clause relating to the non-recruitment of Ordina employees, such with a duration that sufficiently safeguards the interests of the company.

Severance packages

- 11 Ordina aims to take into consideration the duration of the employment at Ordina, while at the same time ensuring that members of the Management Board can manage the company in an independent manner and find the right balance between the interests of all stakeholders in all situations.
- 12 The maximum payment upon redundancy for a member of the Management Board, other than for urgent reasons as meant in articles 7:677 and 7:678 of the Dutch Civil Code, shall be equivalent to one time the fixed annual remuneration plus 8% holiday bonus. If a member of the Management Board is made redundant within the first term of appointment and the amount of one time the fixed annual remuneration seems unreasonable given the specific circumstances, the Board member is in principle eligible to receive a redundancy payment of a maximum of two times the fixed annual remuneration.
- 13 In the event that a member of the Management Board decides to terminate its management agreement with the company due to significant changes to its position or tasks due to an acquisition of the company that leads to a change in the control of the company, said Board member will be entitled to a payment as outlined in article 12.
- 14 The basic premise is that no payment will be made in the event of fraud or mismanagement.

Correction performance-related bonus

- 15 In the event that the performance-related bonus is allocated on the basis of incorrect (financial or other) information, the Supervisory Board is entitled to adjust said bonus and the company shall have the right to reclaim from a Board member the (part of the) performance-related bonus that was granted on the basis of incorrect (financial or other) information.

D Components of the remuneration

General

- 16 The overall remuneration package of members of the Management Board will comprise the following components:
- Basic salary, including holiday bonus;
 - Short-term performance-related bonus;
 - Long-term performance-related bonus;
 - Pension provision;
 - Participation in Ordina N.V.'s car lease scheme and mobile phone cost reimbursement scheme.
- 17 In line with market practices, there is no link in the remuneration policy 2017 between the short-term performance-related bonus and the long-term performance-related bonus.
- 18 The annual remuneration report will include information on the performance-related bonus and the performance criteria used. The aim of this is to find the right balance between transparency and competition considerations.

Remuneration levels

- 19 To achieve the basic premises outlined in this remuneration policy, the policy is aimed at putting the remuneration packages for members of the Management Board at a competitive level in terms of the general market for directors in the Netherlands, assessed on the basis of the level of the specific position. It is deemed less relevant to indicate a specific reference market due to the small number of companies with a comparable profile to Ordina in terms of services, complexity and geographical distribution. More specifically, the basic remuneration is set at median level, with the addition of a performance-related bonus in the form of a short-term performance-related bonus in cash and a long-term performance-related bonus in the form of shares in Ordina N.V. If the goals set as on-target are realised, the full performance-related bonus will be 100% of the gross basic salary, for which purposes the gross basic salary and the value of shares in Ordina N.V. allocated in the context of the long-term performance-related bonus will be determined at the time of provisional granting. Exceptionally good performances may result in a maximum performance-related bonus of 155% of the gross basic salary.
- 20 The Ordina Management Board operates as a team, with a chairman who has clear final responsibility, while the other members of the team have their own areas of responsibility but can also be held accountable for the overall end-result. This assumption in principle justifies a difference in remuneration of around 20% to 30% of the total salary paid to the chairman and to the other members of the Management Board.

Basic salary

- 21 The size of the basic salary reflects the demands made on the position of chairman and other members of the Management Board. The basic salary is in line with prevailing market trends (median level), while also taking into consideration the tasks and responsibilities of the chairman and the other members of the Management Board. The calculation of the short-term performance-related bonus and the long-term performance-related bonus is based on the guaranteed basic annual salary, plus the prevailing percentage in holiday bonus (hereinafter: the 'benchmark salary').

Short-term performance-related bonus

- 22 Unless the provisions of article 24 apply, the short-term performance-related bonus for a financial year (hereinafter: the 'benchmark year') is allocated in the first quarter of the financial year following the benchmark year and paid out in cash within 14 days of allocation. The following performance criteria are used for the allocation of the short-term performance-related bonus:

At least 70% of the short-term performance-related bonus is linked to the development of the company's operating result in the benchmark year. The Supervisory Board sets the targets for each benchmark year at the start of that benchmark year.

A maximum of 30% of the short-term performance-related bonus is based on individual, clearly measurable (qualitative and quantitative) targets for the benchmark year. The Supervisory Board sets the targets for each benchmark year at the start of that benchmark year.

- 23 In the event that the Supervisory Board finds that all set performance criteria have been realised (on target) in the benchmark year, the members of the Management Board will be granted a short-term performance-related bonus for that benchmark year of 50% of the benchmark salary. An exceptionally good performance may result in a maximum short-term performance-related bonus of 70% of the benchmark salary. No short-term performance-related bonus will be granted if the members of the Management Board have failed to realise at least 80% of the performance criteria set. When allocating the short-term performance-related bonus, the Supervisory Board is entitled to differentiate between the members of the Management Board on the basis of their contribution to the realisation of the set performance criteria.
- 24 If the appointment of a member of the Management Board is terminated, other than for urgent reasons as meant in articles 7:677 and 7:678 of the Dutch Civil Code, whether or not at the end of their appointment term, the Supervisory Board may decide to settle the short-term performance-related bonus for a benchmark year pro rata, proportional to the number of months that have passed since the beginning of the benchmark year. In order to determine the amount of the short-term performance-related bonus to be paid out in such an instance, the Supervisory Board will annually assess whether the performance up to the moment of evaluation is above, below or on target in terms of the set targets for a specific benchmark year. All of this without prejudice to the provisions of article 25.
- 25 The Supervisory Board is entitled to adjust the short-term performance-related bonus of members of the Management Board for a benchmark year, either upwards or downwards, if the Supervisory Board believes that the unchanged application of the agreed scheme would have unreasonable and unintended consequences.

Long-term performance-related bonus

- 26 In line with market practices, the members of the Management Board are each year provisionally granted a number of long-term performance-related shares in Ordina N.V. (hereinafter: 'performance shares'). The shares are deemed granted as per 1 January of the year they are granted.
- 27 The long-term performance-related bonus granted each year always has a life of five years, dated from 1 January of the year of provisional granting. In the first three years after granting (from 1 January of the year of provisional granting, said three-year period hereinafter referred to as the 'benchmark period'), this will be a provisional allocation of performance shares. The definitive allocation of the allocated performance shares depends on the realisation of clearly measurable targets relating to the benchmark period. Definitively allocated performance shares will be delivered to the members of the Management Board within a period of 14 days after the date of allocation. The members of the Management Board may sell at most 50% of the definitively allocated performance shares to pay the income taxes due. If a member of the Management Board wishes to make use of this option, they will announce their intention no later than one day before the definitive allocation. The members of the Management Board must retain the remaining shares for a consecutive period of at least two years following the date of definitive allocation. If a member of the Management Board does not wish to make use of this option to sell definitively allocated performance shares to pay the income taxes due, the shares that were eligible for such sale must also be retained for a consecutive period of at least two years following the definitive allocation.

- 28 The following performance criteria will be used for the definitive allocation of the long-term performance-related bonus:
- At least 70% of the long-term performance-related bonus is linked to the development of the results of Ordina.
- A maximum of 30% of the long-term performance-related bonus is based on individual, clearly measurable (qualitative and quantitative) targets.
- The Supervisory Board sets the targets for the next benchmark period as per 1 January of a calendar year.
- 29 At the start of each benchmark period, the Supervisory Board will determine the performance shares that can be obtained definitively at the end of the benchmark period in the case of an on-target performance and allocates provisionally the number of performance shares associated with the on-target level. At the time of provisional allocation, the value of the number of shares that can be obtained in the event of an on-target performance will be the equivalent of 50% of the benchmark salary to be paid to the member of the Management Board in the first year of the benchmark period. The value per share in the provisional allocation is determined on the basis of various valuation indicators. Exceptionally good performances may result in definitive allocation, after the end of the benchmark period, of 170% of the on-target number of provisionally allocated performance shares. If the members of the Management Board realise 80% of the performance criteria set for the relevant benchmark period, this will result in definitive allocation of 50% of the on target number of provisionally allocated performance shares. No bonus will be allocated should the members of the Management Board fail to realise at least 80% of the performance criteria set for the relevant benchmark period.
- 30 Performance shares granted provisionally will be allocated definitively in proportion to the extent to which the Supervisory Board finds, in March of the calendar year following the benchmark period, that the performance criteria have been met. When allocating the long-term performance-related bonus, the Supervisory Board is entitled to differentiate between the various members of the Management Board on the basis of their contribution to the realisation of the performance criteria set.
- 31 In the event of the termination of the appointment of a member of the Management Board, whether or not at the end of the appointment term, and in the absence of any urgent reason within the meaning of article 7:677 in conjunction with 7:678 of the Dutch Civil Code, the Supervisory Board can decide to pay out any long-term performance-related bonuses valid at the time for which the benchmark period has not yet ended, such in proportion with the number of months of the benchmark period that have elapsed since the start of the benchmark period. To not detract from the long-term nature of the schemes, the Supervisory Board will conduct an annual assessment of whether the performances up to the point of assessment are on or above target in relation to the long-term targets set for a specific benchmark period, such to determine the level of the long-term performance-related bonus to be allocated in such a case. All of this without prejudice to the provisions of article 33.
- 32 The Supervisory Board is entitled to definitively allocate provisionally allocated performance shares prematurely in the event of a situation in which Ordina's capital structure changes significantly, for instance as a result of an acquisition of Ordina that leads to a change in the control of the company, or a merger with a third party that results in a essentially different company. If such is the case, the on-target number of provisionally allocated performance shares will be allocated definitively in proportion with the number of months of the benchmark period that have passed since the start of the benchmark period. The provisions in article 28 with respect to the blocking of definitively allocated shares apply mutatis mutandis.
- 33 The Supervisory Board is entitled to adjust the long-term performance-related bonus of any member of the Management Board for a financial year, either upwards or downwards, if the Supervisory Board believes that unaltered application of the agreed scheme would have unreasonable or unintended consequences.

Pension

34 Members of the Management Board can participate in the standard Ordina pension scheme as outlined in the Insurances addendum of the General Employment Terms and Conditions and in accordance with the prevailing pension regulations. The pension basis used is the legally maximised pensionable salary less the franchise. The annual pension premiums for the said scheme are for the account of the Company and will be paid by the Company.

E Loans

35 Ordina N.V. does not issue loans, bank guarantees or the like to members of the Management Board.

F Instances not covered in the remuneration policy 2017

36 The Supervisory Board will decide on all instances not covered by the remuneration policy 2017. Any decision should be in line as much as possible with the basic premises and intent of the remuneration policy 2017. The Supervisory Board will inform the General Meeting of Shareholders of any such instances.