

Remuneration policy 2024

Due to the sale of Stern Facilitair B.V. to Hedin Mobility Group AB, a new Remuneration Policy was proposed and adopted by the General Meeting on May 12, 2022.

The main principles of the Remuneration Policy are as follows:

- The policy covers the remuneration of the Management Board and the Supervisory Board;
- The Supervisory Board drafts the policy for the General Meeting to adopt;
- The policy is submitted annually to the General Meeting;
- The aim of the policy is to attract, motivate, and retain a qualified Management Board enabling PB Holding N.V. to achieve its strategic and operational objectives;
- The policy aligns with the identity and size of PB Holding N.V. and is easy to apply. It takes into account the social context, the corporate governance structure, and the interests of all its stakeholders.

PB Holding N.V. no longer has a Remuneration Committee due to the reduction in the number of Supervisory Board members from three to two as of May 12, 2022. Since that date, the Remuneration Policy and the determination of the remuneration of the Management Board are addressed during Supervisory Board meetings.

The remuneration of the Management Board was adopted at the General Meeting on May 12, 2022. The fixed annual fee amounts to €40,000 (ex VAT) is invoiced quarterly. The remuneration does not include variable components such as pension contributions, expense reimbursements or lease car allowances. In deviation of the Remuneration Policy, the Management Board proposed to the General Meeting to increase its remuneration from €40.000 to €80.000 for the financial year 2024. The proposal was adopted by the General Meeting on 3 December 2024.

The remuneration of the Supervisory Board was adopted at the General Meeting on May 12, 2022. Members of the Supervisory Board receive an annual fee of €20.000 (ex VAT).

	2024	2023	2022	2021	2020
Remuneration Management Board (€)					
H.H. van der Kwast	80,000	40,000	30,000	642,826	886,557
Remuneration Supervisory Board (€)					
M.E.P. Sanders	15,000	20,000	12,667	50,000	50,000
P.P.M Nielen	15,000	20,000	12,667	45,000	37,000
H. ten Hove				35,750	-
D.R. Goeminne				19,250	41,250
A. Roggeveen					10,666
S.G. Brummelhuis					12,332
Ownership of Shares (end of period)					
H.H. van der Kwast	-	725,000	725,000	725,000	722,101

On 7 March 2025, Mr. H.H. van der Kwast stepped down from the Management Board and was succeeded by Mr. T.R.F. Admiraal. Mr. Admiraal shall receive a remuneration in line with the Remuneration Policy and holds no shares in the capital of PB Holding N.V. On 7 March 2025, the appointment of Mr. J.G.H.M Niessen and Mrs. S. Klep as members of the Supervisory Board became effective. Mrs. Klep will receive an annual fee of €20,000 and holds no shares in the capital of PB Holding N.V. In deviation of the Remuneration Policy, it will be proposed to the General Meeting, Mr. Niessen will be rewarded an annual fee of €15,000. Mr. Niessen (indirectly) holds 4,524,117 shares in the capital of PB Holding N.V.

No stock options, loans, advances, or guarantees have been granted to members of the Management Board and/or the Supervisory Board during 2024.

The indirect shareholding of Mr. Niessen in PB Holding N.V. is held as long-term investment. In addition, Mont Cervin S.à r.l. has provided Handelsbanken a guarantee on the revolving credit facility of €300 thousand.

