



Remuneration Policy

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Remuneration Plan FY2015

Annual General Meeting 27 March 2015

Remuneration Policy (1)



- **Objective:** *“to provide a structure that retains and motivates the current member(s) of the Executive Board by providing a well balanced and incentive-based compensation.”*
- **determined by the General Meeting of Shareholders on a proposal by the Supervisory Board**
- **Distinguish policy from plan:** the annual remuneration will be determined by the Supervisory Board within the scope and limits of the Remuneration Policy.

Remuneration Policy (2)



The total remuneration package of the members of the Executive Board

- is established on an annual basis by the Supervisory Board, - upon proposal of its Remuneration and Nomination Committee, and
- consists of the following components:
 1. Base Salary (see art. 6)
 2. Annual performance based bonus (Short-Term Incentive, see art. 7)
 3. Annual condition award of performance shares (Long-Term Incentive, see art. 8)
 4. Pension (art. 9)
 5. Other Benefits (art. 10)

Remuneration Plan 2015



- **RvC bepaalt hoogte salarissen en evt. bonus RvB**
- **Uitgangspunten voor 2015:**
 - **vast salaris ongewijzigd:**
 - Hoogte staat in verhouding tot de omvang van TIE
 - Vergelijkingen met salarissen bij “peer” bedrijven TIE daardoor niet zinvol

Uitwerking voor 2015:

Voor zowel CEO als CFO geldt:

STI max.	30% = 22,5% PD 7,5% EBITDA 10% incremental performance
LTI	20% = PSP

Vragen?



Thank you

Rotation schedule Supervisory Board



Ivm het voorstel tot herbenoeming van de heer Veth als voorzitter van de Raad van Commissarissen, voor een nieuwe periode van vier jaar, met ingang van 28 maart 2015 tot aan de Algemene Vergadering van 2019.

Name	Date of initial appointment	Number of term	Resignation on the day of the General Meeting of Shareholders in	Re-appointment possible
A.F.L. (Ton) Veth	May 2003	3rd	2016	No
E.R. (Erik) Honée	May 2008	2nd	2016	Yes
D. Lindenbergh	March 2014	1st	2018	Yes