

Remuneration Committee Charter ICT Group N.V.

1 RESPONSIBILITIES AND COMPOSITION OF THE REMUNERATION AND APPOINTMENT COMMITTEE (RAC)

1.1 Responsibilities regarding remuneration

1.1.1 The RAC prepares the Supervisory Board's decision-making regarding the determination of the remuneration of individual Executive Board Members, including severance payments.

The RAC submits a proposal for the remuneration policy to be approved by the Supervisory Board and to be adopted by the AGM which in any event covers

- scenario analyses carried out,
- the pay ratios within the company;
- the development of the market price of the shares
- the ratio between the variable and fixed remuneration
- a general description of the performance criteria
- if shares are awarded, the terms and conditions governing this

1.1.2 The RAC submits proposals to the Supervisory Board

- (a) concerning the remuneration of each Executive Board Member The proposals are drawn up according to the remuneration policy that has been established;
- (b) containing a yearly remuneration report on the way the remuneration policy is conducted in the relevant year
- (c) on the adoption of the remuneration of the members of the EB including the salary, pension arrangements and reimbursement for expenses.
- (d) On the adoption of the common targets and the individual targets of the members of the EB for the next year.
- (e) On the adoption of the individual short term and long-term incentive bonuses for the members of the EB on the basis of realized objectives and targets.
- (f) regarding the remuneration of the members of the Supervisory Board to be made to the AGM.

1.1.3 The RAC will take note of individual Executive Board Members' own views with regard to the amount and structure of their own remuneration. The Executive Board Members will be requested to pay attention to the aspects referred to under (a) of clause 1.1.1 of this RAC Charter.

1.2 Responsibilities regarding appointments

- 1.2.1 The RAC prepares the Supervisory Board's decision-making regarding:
- a) the drawing up of selection criteria and appointment procedures for Executive Board Members and Supervisory Board Members;
 - b) the periodical assessment of the size and composition of the Executive Board and the Supervisory Board, and the making of proposal for a composition profile of the Supervisory Board;
 - c) the periodical assessment of the performance of individual Executive Board Members and Supervisory Board Members and reporting this to the Supervisory Board;
 - d) the drawing up of a plan for the succession of Executive Board Members and Supervisory Board Members;
 - e) the proposal for appointment and reappointment of Executive Board Members and Supervisory Board Members;
 - f) the supervision of the policy of the Executive Board regarding the selection criteria and appointment procedures for senior management; and
 - g) the drawing up of the Company's diversity policy for the composition of the Executive Board and the Supervisory Board.

1.3 Composition

1.3.1 The Supervisory Board determines the size of the RAC, but the RAC must consist of at least two members.

1.3.2 The Supervisory Board appoints the members of the RAC.

1.3.3 More than half of the members of the RAC must be independent pursuant to Best Practice provision 2.1.8 of the Code.

1.4 Chairman

1.4.1 The Supervisory Board appoints one of its members as chairman of the RAC.

1.4.2 The Chairman or a former Executive Board Member may not serve as chairman of the RAC.

2 MEETINGS AND DECISION-MAKING

2.1.1 Clause 5 of these rules applies equally to the meetings and decision-making of the RAC provided that:

- Meetings of the RAC are attended by the CEO unless the RAC determines otherwise
- the RAC can invite other members of the Executive Board to attend meetings



3 REPORT TO THE SUPERVISORY BOARD

3.1.1 The RAC reports on its deliberations and findings to the Supervisory Board. Reporting includes information on how the duties of the RAC were carried out in the financial year, and also reports on the composition of the RAC, the number of meetings of the RAC and the main items discussed at those meetings.