

Royal BAM Group nv

Elements of the management services agreement of Mr Den Houter

Personal details

Name	L.F. (Frans) den Houter
Date of birth	20 May 1974
Nationality	Dutch
Start of employment	1 August 2018
Appointment to the Executive Board (CFO)	1 August 2018

The remuneration of Mr Den Houter will be determined in accordance with the remuneration policy adopted by the general meeting.

Fixed remuneration

The fixed remuneration of Mr Den Houter as of 1 August 2018 is €486,000.- gross per year.

Variable remuneration

Mr Den Houter's variable remuneration consists of an annual short-term bonus and a long-term performance share plan.

The short-term bonus depends on the realisation of predetermined measurable objectives and targets. Two thirds of the short-term bonus is based on financial criteria, the remaining one third on non-financial performance conditions. Payment increases in line with performance, starting with a payment of 35 per cent of the fixed annual remuneration at the threshold performance and potentially rising to a payment of 75 per cent of the fixed annual remuneration at maximum performance for each individual target. No payment will be made below the threshold performance.

To further strengthen the relationship with the interests of the shareholders, a long-term performance share plan applies to Mr Den Houter. Conditional shares are allocated annually. The allocation value is 60 per cent of Mr Den Houter's fixed annual remuneration. After three years, an assessment will be made whether three predetermined performance criteria, each decisive for one third of the conditionally allocated shares, have been realised. In accordance with the Dutch corporate governance code, the performance period of three years is followed by a two year lock-up period. Mr Den Houter may not dispose of shares until the two year lock-up period has expired and the minimum requirement for the shareholding, being 75 per cent of the fixed annual remuneration, has been met. For more information, please see BAM's annual report.

Pension

Mr Den Houter takes care of making his personal pension arrangements. Mr Den Houter receives an annual allowance equal to the employer's contribution to BAM's pension scheme for a pensionable salary of €450,000.-.

Miscellaneous

- A company car will be provided, the cost of which is charged to the company.
- As for all the other employees, the company offers a package of fringe benefits to the members of the Executive Board. This package includes such matters as 30 days paid leave per annum, healthcare and disability insurance, payment during illness, personal accident insurance and reimbursement of necessary business-related expenses.
- The company does not provide any share option schemes.
- The management services agreement does not include a change of control clause; the remuneration does not depend on a change of control in the company.

Duration and termination

Both the appointment as member of the Executive Board and the management services agreement apply up to the annual general meeting in 2022.

Each party may terminate the management services agreement early, per the end of a calendar month taking into account a notice period of three months.

If the company terminates the management services agreement before the end of the current appointment period of four years other than for an urgent reason or if Mr Den Houter is not reappointed as a member of the Executive Board after this period, Mr Den Houter is entitled to a payment of maximum one time the fixed annual remuneration.