

REMUNERATION POLICY

INTRODUCTION

Article 1

- 1.1 This document sets out the Company's policy concerning the remuneration of the Management Board.
- 1.2 This policy is complementary to, and subject to, applicable laws and regulations.
- 1.3 This policy shall be posted on the Website.

DEFINITIONS AND INTERPRETATION

Article 2

- 2.1 In this policy the following definitions shall apply:

Article	An article of this policy.
Company	R&S Retail Group N.V.
General Meeting	The Company's general meeting of shareholders.
Management Board	The Company's management board.
Managing Director	A member of the Management Board.
Supervisory Board	The Company's supervisory board.
Website	The Company's website.

- 2.2 Terms that are defined in the singular have a corresponding meaning in the plural.
- 2.3 Words denoting a gender include each other gender.

GENERAL

Article 3

- 3.1 The remuneration structure for Managing Directors should:
 - a. attract, retain and motivate Managing Directors with the leadership qualities, skills and experience needed to support and promote the management, growth and sustainable success of the Company and its business;
 - b. drive strong business performance, promote accountability, incentivise Managing Directors to achieve short and long-term performance targets with the objective of substantially increasing the Company's equity value;
 - c. assure that the interests of the Managing Directors are closely aligned to those of

the Company, its business and its stakeholders; and

- d.** ensure the overall market competitiveness of the remuneration packages which may be granted to the Managing Directors, while providing the Supervisory Board sufficient flexibility to tailor the Company's remuneration practices on a case-by-case basis, depending on the market conditions from time to time.
- 3.2** The remuneration of Managing Directors shall be determined by the Supervisory Board, at the proposal of the Company's remuneration committee, and with due observance of this policy.
- 3.3** Before determining the remuneration of individual Managing Directors, the Supervisory Board shall analyse the possible outcomes of the variable remuneration components and how they may affect the remuneration of the Managing Directors.
- 3.4** The Supervisory Board shall determine the level and structure of the remuneration of the Managing Directors by reference to the scenario analyses carried out and with due observance of the remuneration ratios within the Company's business.
- 3.5** In determining the level and structure of the remuneration of the Managing Directors, the Supervisory Board:

 - a.** shall take into account, among other things, the results performance, the share price performance and non-financial indicators relevant to the Company's long-term objectives, all with due observance of the risks for the Company's business which may result from variable remuneration; and
 - b.** may take into account market information such as industry standards and peer group data, pre-existing arrangements with Managing Directors, the respective positions the Managing Directors serve within the Company's organisation and any remuneration payable by the Company or any of its subsidiaries to the Managing Directors in any other capacity.

COMPOSITION OF REMUNERATION

Article 4

- 4.1** The remuneration package of the Managing Directors shall consist of a mix between fixed and variable remuneration components, including:

 - a.** fixed salary;
 - b.** variable remuneration in the form of bonuses, profit sharing arrangements and other cash and/or equity incentives;
 - c.** pension;
 - d.** allowances and benefits; and
 - e.** severance payment.

- 4.2** The Supervisory Board may include such other components in a Managing Director's remuneration package as the Supervisory Board deems appropriate, with due observance of this policy.

FIXED SALARY

Article 5

- 5.1** The annual fixed salary of a Managing Director shall be determined on the basis of (and shall be subject to annual review by the Supervisory Board in light of) such Managing Director's performance, his position within the Company's organisation, the Company's performance and/or such other factors as the Supervisory Board deems appropriate.
- 5.2** Article 5.1 applies mutatis mutandis to any deferred salary that may be awarded to a Managing Director by the Supervisory Board.
- 5.3** If deemed appropriate, the Supervisory Board may increase or decrease a Managing Director's annual fixed salary from time to time, subject to the terms of any contractual arrangements with the Managing Director concerned.

VARIABLE REMUNERATION

Article 6

- 6.1** The Managing Directors shall be eligible for bonuses and profit sharing arrangements as part of their variable remuneration, based on such financial and/or non-financial metrics as may be established, or amended (subject to the terms of any contractual arrangements with the Managing Director concerned), by the Supervisory Board from time to time.
- 6.2** Without prejudice to Article 6.1, the Managing Directors shall be eligible for such other short and/or long-term cash and/or equity incentive awards that are intended:
- a.** to provide award opportunities in consideration for substantial contributions to the success of the Company and its business; and/or
 - b.** to promote and incentivise the continued service of the Managing Directors within the Company's organisation.
- 6.3** With respect to all variable incentive awards, subject to the terms of any contractual arrangements with the Managing Directors, the Supervisory Board shall:
- a.** set and, if appropriate, amend the applicable targets, objectives and/or conditions, and their respective weighting;
 - b.** set and, if appropriate, amend the maximum amount for any cash incentive and the maximum number of securities for any equity incentive which may be awarded to individual Managing Directors; and

- c. determine the extent to which the applicable targets, objectives and/or conditions are attained and incentive awards vest.
- 6.4 The mix of short and long-term incentive awards should be intended to support both long-term value creation and the achievement of short-term Company objectives.
- 6.5 The Supervisory Board may award bonuses, profit sharing arrangements and other cash and/or equity incentives to a Managing Director for specific transactions or other achievements that the Supervisory Board deems exceptional in terms of strategic importance and effect on the Company's results.
- 6.6 The Supervisory Board may adjust the amount of a bonus awarded to a Managing Director to a suitable level, if payment of the bonus would be unacceptable under the standards of reasonableness and fairness.
- 6.7 The Company may demand repayment of a bonus, in whole or in part, to the extent that such bonus was paid on the basis of incorrect information regarding the achievement of the targets underlying the bonus or regarding the circumstances on which the bonus was dependent. The Supervisory Board, or a special representative designated by the General Meeting, may demand such repayment on the Company's behalf.

OPTIONS

Article 7

- 7.1 Options granted to a Managing Director as part of his remuneration shall not be exercised during the first three years after having been granted. Any shares granted to a Managing Director as part of his remuneration for no financial consideration shall be retained for a period of at least five years or, if earlier, until he ceases to hold office as a Managing Director. The number of options or shares to be granted to a Managing Director as part of his remuneration shall be dependent on the achievement of challenging and predetermined targets.
- 7.2 The exercise price of options granted to a Managing Director as part of his remuneration shall not be fixed at a level lower than a verifiable share price (or a verifiable average share price on one or more predetermined days, not exceeding five trading days) prior to and including the date on which such options were granted.
- 7.3 Neither the exercise price nor any other condition of options granted to a Managing Director as part of his remuneration may be modified during the term of such options, except to the extent prompted by structural changes relating to the shares concerned or to the Company in accordance with established market practice.

PENSION

Article 8

The Managing Directors may be eligible for such post-retirement income and/or other pension-related contributions or benefits as determined by the Supervisory Board from time to time.

ALLOWANCES AND BENEFITS

Article 9

- 9.1** The Managing Directors may be eligible for allowances and/or benefits in kind as determined by the Supervisory Board from time to time.
- 9.2** The allowances and benefits referred to in Article 9.1 may:
- a.** comprise elements based on general local practice, including the use of a company cell-phone and/or company car, social security contributions, contributions to healthcare costs and annual cost allowances; and
 - b.** relate to specific circumstances, including costs relating to relocation, housing, accident and health insurance, education and travel.

SEVERANCE PAYMENT

Article 10

- 10.1** The Managing Directors may be eligible for such severance payment upon termination of office as determined by the Supervisory Board from time to time, subject to Article 10.2.
- 10.2** A Managing Director's severance payment shall not exceed his annual fixed salary. If this maximum would be manifestly unreasonable for a Managing Director who has been dismissed during his first term of office, such Managing Director may be eligible for a severance payment not exceeding twice the amount of his annual fixed salary.

LOANS AND GUARANTEES

Article 11

The Company shall not grant its Managing Directors any personal loans, guarantees or similar benefits, unless in the ordinary course of business, on terms applicable to all employees of the Company, and provided that:

- a.** this has been approved by the Supervisory Board; and
- b.** loans granted by the Company to its Managing Directors shall not be remitted.

AMENDMENTS

Article 12

- 12.1** Pursuant to a resolution to that effect, the General Meeting may amend or supplement this policy.
- 12.2** Before proposing any amendment to this policy, the Supervisory Board shall analyse the possible outcomes of the variable remuneration components and how they may affect the remuneration of the Managing Directors.

GOVERNING LAW AND JURISDICTION

Article 13

This policy shall be governed by and shall be construed in accordance with the laws of the Netherlands. Any dispute arising in connection with this policy shall be submitted to the exclusive jurisdiction of the competent court in Amsterdam.