



Remuneration report 2019

Management remuneration

Remuneration Policy

The remuneration of the members of the Management Board is determined by the Supervisory Board upon proposal by the Remuneration Committee. The remuneration proposal for each individual member of the Management Board is based on the remuneration policy as approved by the general meeting of shareholders on 24 April 2017. The total remuneration contains fixed components (Base pay and Pension benefits) and variable components (Short-term Incentive (STI) and Management participation plan) as set out below in this remuneration report. The Remuneration Committee ensures that the performance metrics used in the company's variable remuneration incentive plans hold the Management Board members accountable for the successful development and implementation of the strategy, thus achieving a contribution by the remuneration linked to the company's long term performance. The remuneration policy is based on the following remuneration principles:

- it enables the company to attract, motivate and retain qualified Management Board members;
- it provides for a market competitive remuneration package that is focused on achieving sustainable financial and non-financial results aligned with the long-term strategy of the company and fosters alignment of interests of Management Board members with customers, employees, shareholders and society; and
- it's simple, clear and transparant.

The remuneration report is prepared in due observance of the revised European Shareholder Rights Directive (SRD) as implemented into the Dutch Civil Code as per 1 December 2019. This new legislation aims to increase shareholder engagement in listed companies and shareholders will have more influence in remuneration of the company's executives. As a consequence, one of the newly added elements in this report is the annual change comparison on page 4. This table shows the annual change of remuneration of the individual members of the Management Board, compared to the average employee remuneration and the company's performance over the years 2017-2019. Under the new legislation this annual change

comparison should provide information regarding the 5-year development. However, the available information in respect of the years prior to the company's listing in 2017 is not comparable to the remuneration information as of the company's IPO in 2017 and would lead to an inconsistent comparison. This is also applicable for the remuneration of the members of the Supervisory Board. On that basis it was decided to limit the comparison for the remuneration of the members of the Management Board and the Supervisory Board to the years as of 2017 instead of showing the 5-year development. One of the other implications of the implemented SRD is that the remuneration policy of listed companies should be submitted for approval to the company's

annual general meeting each 4-year period. Depending on the outcome of the offer by Reggeborgh Holding on all issued shares in the company, the company's remuneration policy will be submitted for approval by the general meeting of shareholders in 2020.

Management Board

The performance based remuneration proposal for the Management Board's performance in 2019 was discussed between the Remuneration Committee and the Management Board. When discussing this, attention was paid to best practice provision 3.1.2 of the Dutch Corporate Governance

The compensation paid or payable to the Management Board for their services provided in 2019 is shown below:

				Management	
		Pension	Short-term	participation	
Amounts in thousands of euros	Base pay	benefits	incentive	plan	Subtotal ¹
J.A. de Ruiter (chairman)	581	158	556	541	1,836
J.G. van Rooijen	581	126	568	541	1,816
A. Vos	581	128	581	541	1,831
D. Boers	581	146	570	541	1,838
A.R. Robertson	581	116	538	541	1,776
Subtotal	2,905	674	2,813	2,705	9,097
H.J. van der Kamp²	93	30	_	-315	-192
Total	2,998	704	2,813	2,390	8,905

- Subtotal is excluding share incentive charge. Please refer to the second table in this report on page 7. Base salary and pension benefits till 1 March 2019.

Mr H.J. van der Kamp resigned as member of the Management Board with effect from 31 August 2018. The employment of Mr Van der Kamp terminated as per 1 March 2019. In 2019, Mr Van der Kamp received a severance payment of €559.625 as part of his resignation arrangement. This payment was already accounted for in 2018 (see column Termination benefits in table below regarding 2018 compensation). Mr Van der Kamp and

VolkerWessels agreed to release Mr Van der Kamp from his non-compete obligations enabling him to commence working as manager director of the Van Gelder Groep as of 1 May 2019. In consideration hereof Mr Van der Kamp agreed to not receive any payment under the Management participation plan related to the 2018 financial year and to hand back 40,000 shares under the Share incentive plan to Reggeborgh Holding BV.

The compensation paid or payable to the Management Board for services provided in 2018 is shown below:

					Management	
		Pension	Short-term	Termination	participation	
Amounts in thousands of euros	Base pay	benefits	incentive	benefits	plan	Subtotal ¹
J.A. de Ruiter (chairman)	560	155	412	_	525	1,652
J.G. van Rooijen	560	123	412	_	525	1,620
A. Vos	560	124	554	_	525	1,763
D. Boers	560	142	434	_	525	1,661
A.R. Robertson	366	73	292	_	397	1,128
H.J. van der Kamp	560	150	_	560	315	1,585
Total	3,166	767	2,105	560	2,812	9,410

Subtotal is excluding share incentive charge. Please refer to the third table in this report on page 7.

General

The remuneration package as a whole contributes to the company's long term performance which is most significantly reflected by the management participation plan as described below and STI being based on the (individual) performance on both financial criteria (50%) and non-financial criteria (50%). Next to operational excellence, the non-financial criteria include corporate social responsibility criteria in respect of safety, integrity and sustainability. The base salaries have been adjusted based on the collective labour agreement for the Dutch construction sector to which VolkerWessels is a party. All elements of the remuneration package are in conformity with the remuneration policy.

Base pay

This represents a fixed cash remuneration consisting of the base salary including holiday allowance.

Pension and other benefits

This reflects the individual pension obligation paid out for participation in VolkerWessels' pension scheme, similar to the other VolkerWessels employees in the Netherlands who are not covered by a collective bargaining agreement or industrial pension fund. It includes an additional compensation payment for the pension entitlement relating to the part of the salary that exceeds the amount established for Dutch tax purposes on which the company can make a tax deductible contribution to a pension fund, as established from time to time. In addition, the members of the Management Board are eligible for other pension related benefits, such as life insurance, as determined by the Supervisory Board from time to time.

The Management Board members also received expense reimbursements as well as a company car. The expense reimbursement is intended to compensate for expenses incurred and is not included in the remuneration schedule.

Short-term incentive

A short-term incentive in the form of an annual cash bonus is applicable to the members of the Management Board. This incentive is intended to focus them on the delivery of pre-set short-term results in line with VolkerWessels' strategy, long-term value creation and appropriately reflects both quantitative and qualitative criteria. The target and maximum bonus opportunity and the targets pertaining to the short-term incentive are set annually at the discretion of the Supervisory Board (at the proposal of the Remuneration Committee) in accordance with the remuneration policy. The 'at target' short-term incentive is equal to 80% of annual base pay. The maximum pay-out under the short-term incentive is 100% of annual base pay.

The basis for the 2019 payment under the STI scheme is the balanced scorecard 2019 which has been set for each individual board member. The KPI's for the balanced scorecard 2019 are 50% financially driven (operational EBITDA, EBITDA margin, free cash flow and return on capital employed); 25% is driven by operational excellence targets and the remaining 25% is driven by safety, integrity and sustainability KPI's. For both the chairman and the CFO, the financial KPI's are based on the aggregate group numbers. For the board members with direct responsibility for the divisions, the financial KPI's (50% of total balanced scorecard) are for 20% determined at the aggregate group numbers and for 30% on the divisional numbers. Operational excellence KPI's are designed at the level of responsibility of each board member. The KPI's for safety, integrity and sustainability partly overlap, or partly vary, for each board member. Due to the commercial sensitivity the individual management board members' targets shall not be disclosed in the table below. The chairman of the Management Board discusses the results on the balanced scorecard with each of the board members and makes a recommendation of the payments under the STI scheme to the Remuneration Committee. The payment under the STI scheme for the chairman of the Management Board is proposed by the Remuneration Committee. All payments are subsequently discussed and approved by the Supervisory Board.

Performance measurement of the Management Board (STI)

Based on the results over 2019, the STI payments for each individual board member has been set as presented in the table below:

	Performance criteria	Relative weighting	Measured performance	Weighted
J.A. de Ruiter	■ Financial performance¹	50%	125%	63%
	 Operational excellence 	25%	100%	25%
	Safety, integrity & sustainability	25%	128%	32%
		100%	-	120%
J.G. van Rooijen	■ Financial performance	 50%	125%	63%
	 Operational excellence 	25%	110%	27%
	Safety, integrity & sustainability	25%	128%	32%
		100%	_	122%
A. Vos	Financial performance (aggregate group numbers)	20%	125%	25%
	Financial performance (divisional numbers)	30%	98%	29%
	 Operational excellence 	25%	147%	37%
	Safety, integrity & sustainability	25%	152%	38%
		100%		129%
D. Boers	■ Financial performance (aggregate group numbers)	20%	125%	25%
	Financial performance (divisional numbers)	30%	149%	45%
	 Operational excellence 	25%	88%	22%
	Safety, integrity & sustainability	25%	123%	31%
		100%		123%
A.R. Robertson	Financial performance (aggregate group numbers)	20%	125%	25%
	Financial performance (divisional numbers)	30%	108%	33%
	 Operational excellence 	25%	92%	23%
	Safety, integrity & sustainability	25%	140%	35%
		100%		116%

For each member of the Management Board the Financial performance criterion is divided into sub-criteria and weighting as follows: EBITDA - 40%, EBITDA margin - 20%, Free cash flow - 20% and ROCE (EOY based on EBIT) - 20%.

The balanced scorecard 2020 will follow a similar division in KPI's as the balanced scorecard 2019.

The chairman of the Management Board J.A. de Ruiter has been awarded a short-term incentive for 2019 equal to 120% of his 'at target' short term incentive (equal to 80% of the base pay) in view of the achievement of targets set for 2019.

Board member J.G. van Rooijen has been awarded a short-term incentive for 2019 equal to 122% of his 'at target' short term incentive (equal to 80% of the annual base pay) in view of the achievement of targets set for 2019.

Board member A. Vos measured performance of targets set for 2019 was 129%. Based on this performance the maximum pay-out of the annual base pay of €581,000 has been awarded.

Board member D. Boers has been awarded a short-term incentive for 2019 equal to 123% of his 'at target' short term incentive (equal to 80% of the annual base pay) in view of the achievement of targets set for 2019.

Board member A.R. Robertson has been awarded a short-term incentive for 2019 equal to 116% of his 'at target' short term incentive (equal to 80% of the annual base pay) in view of the achievement of targets set for 2019.

Management participation plan

The members of the Management Board are eligible to participate in VolkerWessels' long-term management participation plan. Together with a group of over 200 managers, the members of the Management Board may share in the profits of VolkerWessels by holding, through a management investment company, a leveraged profit participating loan, which instrument has been issued by VolkerWessels. Participation in the management participation plan is subject to a (limited) investment by, and the continued employment of, the participants with VolkerWessels.

The management participation plan is intended to drive sustainable long-term performance through cash-backed earnings with due regard of the risk-appetite of VolkerWessels and to foster alignment of interests of the participants with

shareholders. The interest on the profit participating loan is dependent on the financial performance of VolkerWessels as a whole and is calculated as a percentage of the operational profit before tax.

At the end of each performance year, once the financial statements for that year are finalised, the interest payments to the management investment company (and therefore to the participants) are made. At that time, one-third of the entitlement is paid out, whilst the remaining two-thirds is deferred in two equal annual instalments. Deferred payments can be adjusted downwards, in part or in full, if VolkerWessels incurs losses in future years or the management participation plan entitlement over a certain performance year has been based on incorrect data. In addition, good and bad leaver provisions apply. In unforeseen circumstances, the Supervisory Board may adjust or terminate the management participation plan, in whole or in part, without the approval of the participants being required.

The benefits due to the Management Board under the management participation plan amounted to €2.4 million for the year 2019, payable in the years 2020-2022.

The benefits due to the Management Board under the management participation plan amounted to €2.8 million for the year 2018, payable in the years 2019-2021.

Other

The members of the Management Board have been granted shares under the share-incentive plan (refer to page 5). No loans or advances have been granted to members of the Management Board and none of the members of the Management Board received any form of compensation from subsidiaries or other entities consolidated at the level of VolkerWessels. In addition no revision or clawback of any incentives occurred in 2019.

Pav ratio

In compliance with best practice provision 3.4.1 (iv) of the Dutch Corporate Governance Code we report on the ratio

between the pay of the Management Board members and the other employees within VolkerWessels as from financial year 2017. For this pay ratio calculation we use the remuneration obtained, including base pay, pension benefits, short-term

incentive and management participation plan and excluding share incentive. We compare the average pay of the five Management Board members with the average pay of all other employees within VolkerWessels.

	Management Board				(Other employees
Amounts in thousands of euros	2019	2018	2017	2019	2018	2017
Average number of FTEs	5.0	4.67	4.83	17,039	16,625	16,174
Employee benefit expenses ¹	9,097	7,825	8,125	1,268,209	1,246,445	1,160,094
Average pay	1,819	1,675	1,682	74	75	72

Excluding employee benefit expenses for Mr H.J. van der Kamp in 2018 and 2019.

The pay ratio (calculated as: Average pay of Management Board / Average pay of other employees) in 2019 is 24.58 (2018: 22.33 and 2017: 23.36).

Annual change remuneration comparison table 1

The following table consists an overview of the relationship between remuneration and the company's financial performance (in thousands of euros):

imancial periormance (in thousands of euros).			
	2019	2018	2017
J.A. de Ruiter (chairman)	1,836	1,652	1,566
J.G. van Rooijen	1,816	1,620	1,652
A. Vos	1,831	1,763	1,719
D. Boers	1,838	1,661	1,671
A.R. Robertson ²	1,776	1,128	_
Subtotal	9,097	7,824	6,608
H.J. van der Kamp³	-192	1,585	1,517
Total	8,905	9,410	8,125
Average pay Management Board ⁴	1,819	1,675	1,682
Average pay other employees	74	75	72
Pay ratio Pay ratio	24.58	22.33	23.36
Financial performance ⁵			
EBITDA	269	251	265
EBITDA margin	4.1%	4.2%	4.6%
ROCE	25.80%	20.10%	21.80%
Free cash flow	267	155	231

- Remuneration is excluding share incentive charge.
- Appointed as member of the Management Board with effect of from 3 May 2018. Remuneration in table as from 3 May 2018.
- Employment of Mr Van der Kamp terminated as per 1 March 2019.
- Average pay 2019 and 2018 excluding Mr Van der Kamp.
- ⁵ 2019 excluding IFRS 16

Supervisory Board

The remuneration paid or payable to the Supervisory Board for services is shown below:

Amounts in thousands of euros	2019	2018	2017
J.H.M. Hommen ¹	90	90	58
H.M. Holterman²	70	70	58
S. Hepkema²	70	70	45
R.J.H.M. Kuipers³	18	70	55
F. Verhoeven ⁴	70	46	-
A.H. Montijn-Groenewoud⁵	50	_	-
E. Blok⁵	50	_	-
D. Wessels ⁶	_	_	55
Total	418	346	271

- ¹ Appointed as Chairman of the Supervisory Board with effect from 12 May 2017.
- ² Appointed as member of the Supervisory Board with effect from 12 May 2017.
- Resigned from the Supervisory Board with effect from 18 April 2019.
- Appointed as member of the Supervisory Board with effect from 3 May 2018.
- Appointed as member of the Supervisory Board with effect from 18 April 2019.
- Deceased on 21 November 2017.

As of 12 May 2017 the compensation for the chairman of the Supervisory Board has been set at \in 90,000 per year and the compensation for each of the other Supervisory Board members has been set at \in 70,000 per year.

The remuneration of the Supervisory Board is not directly linked to the performance of the company.

The compensation paid in 2019 includes the remuneration for Mr Blok (as from 18 April 2019), Mr Hepkema, Mr Holterman, Mr Hommen, Mr Kuipers (until 18 April 2019), Mrs Montijn-Groenewoud (as from 18 April 2019) and Mr Verhoeven. Other than the compensation in the table referred to above, no compensation for expenses, costs or else was paid to any of the members of the Supervisory Board in 2019.

The compensation paid in 2018 includes the remuneration for Mr Hepkema, Mr Holterman, Mr Hommen, Mr Kuipers and Mr Verhoeven (as from 3 May 2018).

The compensation paid in 2017 includes the remuneration for Mr Holterman, Mr Kuipers and Mr Wessels and as from 12 May 2017 for Mr Hommen and Mr Hepkema.

No shares have been granted to the members of the Supervisory Board. As at 31 December 2019 Mr Hommen holds 13,000 shares (31 December 2018: 13,000 shares) in the company, which were acquired on a personal title. As at 31 December 2019 Mr Verhoeven holds 5,441 shares in the company (31 December 2018: 5,441 shares), which were acquired on a personal title and also at 31 December 2019, Mr Hepkema holds 5,000 shares in the company (31 December 2018: 5,000 shares), which were acquired on a personal title. The other members of the Supervisory Board do not (directly) hold any shares in VolkerWessels. However, Mr Holterman is the solely authorised director of Reggeborgh Holding BV (indirectly through Reggeborgh Bestuur BV) and as such a non-independent Supervisory Board member as referred to in best practice principles 2.1.7 and 2.1.8 of the Code. Reggeborgh Holding BV is the majority shareholder of VolkerWessels. There have been no loans or advances granted to the members of the Supervisory Board.

Share incentive

On 12 May 2017, Reggeborgh Holding BV granted a one-off share incentive, on an after tax basis, to the members of the Management Board and to other key managers to ensure a smooth transition from a privately held company to a publicly held company. The financial costs of these incentive shares (including any shares granted after 12 May 2017) – including any taxes – are and will be borne by Reggeborgh Holding BV. These ordinary shares are placed in a blocked securities account and are subject to a lock-up period as set out below.

The chairman of the Management Board was granted 70,000 ordinary shares and each of the other Managing Directors were granted 110,000 ordinary shares. The additional 40,000

ordinary shares for each Managing Director (other than the chairman of the Management Board) reflect their contribution prior to 2017. The 70,000 ordinary shares that are granted to the chairman of the Management Board would, in accordance with the original share incentive plan, be released to him one day after the general meeting of the company in 2020, on the condition that he continues to be employed by VolkerWessels on such date. For the other Managing Directors, 20,000 ordinary shares have been released from lock-up one day after the general meeting of the company in 2018 and an additional 20,000 ordinary shares have been released one day after the general meeting of the company in 2019. The remaining 70,000 ordinary shares would, in accordance with the original share incentive plan, be released one day after the general meeting of the company in 2020, on the condition that the relevant Managing Director continues to be employed by the company on these dates. However, as part of the offer by Reggeborgh Holding on all issued shares in the company, it has been agreed that the lock-up on the incentive shares until the general meeting in 2020 shall be released in order to enable

In November 2018, Mr Vos has been granted 20,000 additional shares. In June 2018, Mr Robertson was granted 35,000 additional shares as incentive for joining the Management Board on 3 May 2018. In 2019, the members of the Management Board have received an additional 4,000 shares per person as reward for their performance in 2018.

the tendering of these shares under the offer.

Both the 20,000 additional shares for Mr Vos and the 35,000 additional shares for Mr Robertson as well as the grant of 4,000 shares to each member of the Management Board in 2019 have been granted under the same conditions as the other shares being granted to the Managing Directors.

At the end of each reporting period, VolkerWessels revises its estimates of the number of shares that are expected to vest based on the lock-up conditions and recognises the impact of the revision to original estimates, if any, in the income statement, with a corresponding adjustment to equity.

The development of the share incentive plan (in number of shares) during 2019 for the members of the Management Board and for all other participants is shown below:

	1 January				31 December
	2019	Granted	Vested	Forfeited	2019
J.A. de Ruiter	70,000	4,000	-	_	74,000
J.G. van Rooijen	90,000	4,000	-20,000	_	74,000
A. Vos	110,000	4,000	-20,000	_	94,000
D. Boers	90,000	4,000	-20,000	_	74,000
H. van der Kamp	60,000	_	-20,000	-40,000	_
A.R. Robertson	50,000	4,000	-	_	54,000
Other managers	368,000	_	-	-40,000	328,000
Total granted shares	838,000	20,000	-80,000	-80,000	698,000

Under the terms of the Merger Protocol between the company and Reggeborgh Holding BV (signed on 11 November 2019), all active board members including the Supervisory Board members holding shares (Messrs Hommen, Hepkema and Verhoeven) have agreed to tender their shares to Reggeborgh Holding BV on the offer conditions.

The development of the share incentive plan (in number of shares) during 2018 for the members of the Management Board and for all other participants is shown below:

	1 January				31 December
	2018	Granted	Vested	Forfeited	2018
J.A. de Ruiter	70,000	_	_	_	70,000
J.G. van Rooijen	110,000	_	-20,000	_	90,000
A. Vos	110,000	20,000	-20,000	_	110,000
D. Boers	110,000	_	-20,000	-	90,000
H. van der Kamp	110,000	_	-20,000	-30,000	60,000
A.R. Robertson	15,000	35,000	_	_	50,000
Other managers	361,500	13,500	_	-7,000	368,000
Total granted shares	886,500	68,500	-80,000	-37,000	838,000

31 December	31 December	31 December
2019	2018	2017
858,000	955,000	886,500
-80,000	-80,000	-
-80,000	-37,000	-
_	5,000	73,500
698,000	843,000	960,000
	2019 858,000 -80,000 -80,000	2019 2018 858,000 955,000 -80,000 -80,000 -80,000 -37,000 - 5,000

The fair value per share of the share grant, for the share incentive participants, is determined based on the value as per grant date, taking into account a discount for the lock-up period in line with tax rules as applicable in the Netherlands. As participants receive dividend compensation the dividend yield on the awards equals nil. The most important assumptions used in the valuations of the fair values were as follows: 2017 share price at grant date (in €) 23.00 2018 weighted share price at actual grant date for other managers (in €) 18.68 discount for a one-year period (in %) 5.50 discount for a two-year period (in %) 10.00 discount for a three-year period (in %) 13.50

In 2019, a total amount for the share incentive plan (including other managers) of \in 4.4 million was charged to the income statement.

In 2018, a total amount for the share incentive plan (including other managers) of \in 6.2 million was charged to the income statement.

The charge to the income statement from 2017 until 2020 for the share incentive plan for the Management Board is summarised in the table below:

Amounts in thousands of euros	2017	2018	2019	2020	Total
J.A. de Ruiter	290	464	513	199	1,466
J.G. van Rooijen	691	834	591	199	2,315
A. Vos	691	850	787	264	2,592
D. Boers	691	834	591	199	2,315
A.R. Robertson	-	195	439	154	788
H. van der Kamp	691	511	-353	_	849
Total	3,054	3,688	2,568	1,014	10,324

The total charge to the income statement in 2019 in respect of the Management Board for the remuneration as well as the share incentive is summarised in the table below:

	Proportion of		
Remuneration	fixed/variable	Share	
subtotal	remuneration	incentive	Total
1,836	40%/60%	513	2,349
1,816	39%/61%	591	2,407
1,831	39%/61%	787	2,618
1,838	40%/60%	591	2,429
1,776	39%/61%	439	2,215
9,097	39%/61%	2,921	12,018
-192		-353	-545
8,905		2,568	11,473
	subtotal 1,836 1,816 1,831 1,838 1,776 9,097 -192	Remuneration subtotal fixed/variable remuneration 1,836 40%/60% 1,816 39%/61% 1,831 39%/61% 1,838 40%/60% 1,776 39%/61% 9,097 39%/61% -192	subtotal remuneration incentive 1,836 40%/60% 513 1,816 39%/61% 591 1,831 39%/61% 787 1,838 40%/60% 591 1,776 39%/61% 439 9,097 39%/61% 2,921 -192 -353

The total charge to the income statement in 2018 in respect of the Management Board for the remuneration as well as the share incentive is summarised in the table below:

		Proportion of		
	Remuneration	fixed/variable	Share	
Amounts in thousands of euros	subtotal	remuneration	incentive	Total
J.A. de Ruiter	1,652	43%/57%	464	2,116
J.G. van Rooijen	1,620	42%/58%	834	2,454
A. Vos	1,763	39%/61%	850	2,613
D. Boers	1,661	42%/58%	834	2,495
A.R. Robertson	1,128	39%/61%	195	1,323
H. van der Kamp	1,585	45%/55%	511	2,096
Total	9,410	42%/58%	3,688	13,098