

2022 ANNUAL REPORT



TRUE.
BLUE.
TRANSITION.

The defined benefit plan provision is partially funded as follows:

Benefit asset/liability included in the statement of financial position

	31 December 2022			31 December 2021		
	Pension plans	Lump sums on retirement	Total	Pension plans	Lump sums on retirement	Total
Defined benefit obligation	22	6	29	33	9	42
Fair value of plan assets	(25)	-	(25)	(31)	-	(31)
Benefit (asset)/liability	(3)	6	3	2	9	11

The main assumptions used in determining employee benefit obligations for the Company's plans are shown below:

Main assumptions used in determining employee benefit obligations

in %	2022	2021
Discount rate	2.50-4.25	0.25-1.25
Inflation rate	2.00	2.00
Discount rate of return on plan assets during financial year	2.50	0.25
Future salary increases	1.00 - 3.00	1.00 - 3.00
Future pension increases	-	-

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled.

REMUNERATION OF THE KEY MANAGEMENT PERSONNEL OF THE COMPANY

The remuneration of the key management personnel of the Company paid during the year, including pension costs and performance related Short-Term Incentives (STI), amounted to US\$15 million (2021: US\$20 million). There are no loans outstanding to the members of the key management or guarantees given on behalf of members of the key management.

The performance-related part of the remuneration of the Management Board, comprising Value Creation Stake and STI components, was 60% (2021: 67%). The Management Board's remuneration decreased in 2022 versus 2021, mainly explained by (i) the decrease from 4 to 3 members, (ii) a lower STI and (iii) the decreased EUR to USD conversion rate.

The decreased remuneration of other key personnel is mainly related to the decreased EUR to USD conversion rate and one member of the Executive Committee joining the management board. An additional member was added to the executive Committee at the end of the year to return to a total of 7 members (2021: 7).

4 FINANCIAL INFORMATION 2022

The total remuneration and associated costs of the Management Board and other key management personnel (members of the Executive Committee) is specified as follows:

Remuneration key management personnel

in thousands of US\$	Base salary	STI ¹	Share-based compensation ²	Other ³	Pensions ⁴	Total remuneration
Management Board Members						
2022	3,036	1,864	4,634	546	728	10,808
2021	3,109	3,486	5,818	630	840	13,883
Other key personnel⁵						
2022	2,124	517	1,075	379	336	4,430
2021	2,757	836	1,637	601	368	6,198
Total 2022	5,159	2,382	5,709	925	1,064	15,238
Total 2021	5,866	4,341	7,455	1,231	1,209	20,082

1 For the Management Board this represents the actual STI approved by the Supervisory Board, which has been accrued over the calendar year, payment of which will be made in the following year.

2 This share-based compensation represents the period expense of share-based payments in accordance with IFRS 2.

3 Consisting of social charges, lease car expenses, and other allowances.

4 This represents company contributions to defined contribution pension plans; in case of absence of a qualifying pension scheme such contribution is paid gross, withholding wage tax at source borne by the individuals.

5 The definition of 'Other key personnel' is aligned with the Executive Committee, as disclosed on the Company's website.

The table above represents the total remuneration in US dollars, being the reporting currency of the Company.

As at December 31, 2022 there are no unvested shares of current and former Management Board members. The total number of vested shares held by current and former Management Board members are reported in note 4.3.22 Equity Attributable to Shareholders.

SHORT-TERM INCENTIVE PROGRAM OF THE MANAGEMENT BOARD

The Short-Term Incentive Program is based upon short-term operational performance, which includes three sets of Performance Indicators as noted below:

- Profitability;
- Growth;
- Sustainability Performance.

The Supervisory Board may adjust the outcome of the STI down by 10%. Any such adjustment would be reported in the Remuneration Report. No such reduction has been made for 2022 or 2021.

For 2022 (equal to 2021), the Supervisory Board concluded that the Company's performance indicators had outcomes ranging from threshold to maximum. For the year 2022, a total of seven performance indicators were established (2021: seven). The Company's performance resulted in performance of 85% (2021: 133%) of salary for the CEO and 64% (2021: 100%) for the other Management Board members.

VALUE CREATION STAKE SHARES OF THE MANAGEMENT BOARD

Under the Remuneration Policy 2022, the members of the Management Board are entitled to a Value Creation Stake, being a number of shares determined by a four-year average share price (volume weighted). These shares vest immediately upon the award date, and must be retained for five years from the vesting date, or – in the event of retirement or termination – two years.

Number of issued shares	2022	2021
Total	317,510	313,239

The number of shares granted is based upon 175% of the individual's base salary and determined by the 4-year average volume-weighted share price (VWAP) over the years 2018 through 2021 (2021: 2017 through 2020), being EUR14.61 (2021: EUR14.69). The grant date fair value of these shares upon issue was EUR13.15, being the opening share price of January 3, 2022 (2021: EUR15.71).