Annex 1 of the AGENDA AND EXPLANATORY NOTES

of the General Meeting of Shareholders of NSI N.V. on Thursday, 17 April 2025

Proposed NSI NV Remuneration Policy Management Board (2025 Version)

This policy has been designed to attract, motivate and retain qualified and expert executives to NSI N.V. (NSI) in order to support and promote the growth and sustainable success of NSI and its business.

Who we are

NSI N.V. (NSI) is a Dutch listed commercial property investor with a focus on offices in Amsterdam and selective other growth locations, who's mission it is to enable its customers to achieve maximum productivity and growth, providing best-in-class, flexible, space solutions and an unparalleled level of services in modern, healthy, sustainable buildings in prime locations.

Purpose of the remuneration policy

This policy and the amount, level and structure of remuneration offered under this policy should contribute to NSI's strategy, long-term interests and sustainability by:

(i) driving strong business performance, promoting accountability and incentivising the achievement of short and long-term performance targets with the objective of furthering sustainable long-term value creation in a manner consistent with NSI's identity, mission and values,

(ii) applying minimum share ownership and holding period guidelines and assuring more generally that the interests of the Members of the Management Board are closely aligned to those of NSI, its business, its shareholders and its other stakeholders,

(iii) ensuring overall market competitiveness of the remuneration packages, while providing NSI's Supervisory Board and its Remuneration Committee sufficient flexibility to tailor NSI's remuneration practices on a case-by-case basis, depending on the market conditions from time to time.

Considerations under the remuneration policy

In determining the amount, level and structure of remuneration packages under this policy, the Supervisory Board and the Remuneration Committee shall consider, among other matters:

(i) the objectives of the strategy for sustainable long-term value creation and financial and non-financial indicators relevant to the long-term objectives and strategy of NSI,

(ii) risks for NSI's business which may result from variable remuneration, consequences of scenario analyses carried out in advance of the variable remuneration components and the possibility of a clawback,

(iii) the employment conditions of the employees of NSI and its subsidiaries, including their remuneration and the development of relevant internal pay ratios, compared to those of the Members of the Management Board, in order to strive for a balanced and fair remuneration practice while observing the objectives outlined above,

(iv) the development of the market price of the shares,

(v) relevant market information (such as industry standards and peer group data),

(vi) pre-existing arrangements with the Members of the Management Board,

(vii) the respective positions which the Members of the Management Board serve within NSI's organisation.

The Votes and views of shareholders on the remuneration policy

The current remuneration policy was adopted at the General Meeting of Shareholders on 14 April 2020.

The Remuneration Committee has consulted with shareholder representatives about their views and about the proposed changes to the Remuneration Policy. In addition, the Management Board members' views regarding the structure and level of their own remuneration have been taken into account.

The votes and views of shareholders on the policy since the most recent vote on the Remuneration Policy by the General Meeting of Shareholders have been taken into account. We have provided a description and explanation how this was done.

The most recent vote on the Remuneration Policy by General Meeting of Shareholders took place in the AGM of 19 April 2024. During this meeting a new policy was proposed and put up for voting, acquiring a 63,35% majority but failing to acquire the qualified majority of 75% of the votes cast required by article 2:135a paragraph 2 DCC.

Leading up to the 2024 AGM or during this AGM, a number of proxy advisors and shareholders have expressed their views on the proposed policy. Following the 2024 AGM, the Remuneration Committee reached out to NSI's larger shareholders to hear their views on Management Remuneration. In addition, all shareholders owning more than 100.000 shares that had voted against the proposal have been approached by the Remuneration Committee to learn the reasons why they had voted against.

In total the Remuneration Committee had (Teams) meetings with representatives of 13 shareholders to take on board their views.

Topic	Views	How considered in 2025 Proposal
STI		
Measuring STI achievement	More insight in how STI achievement in the year ahead will be measured	In addition to full ex post disclosure in the Remuneration Report of achievements for STI awarded over the preceding year the Proposal also prescribes an ex ante disclosure of weight, threshold, target and max levels for STI in the running year.
Payout/Deferral/lockup: The 2024 proposal lacked a feature compulsorily deferring a portion of annual cash bonus into shares.	Preferably, a specified percentage of annual bonuses, typically ranging from 25% to 50%, should be deferred.	The 2025 Proposal returns to the 2020 Policy by requiring Management to reinvest 1/3 of their STI in shares for as long as their shareholding requirement has not been met.
LTI		
Cash based vs share based incentive The 2020 LTI is a cash based incentive. 2/3 of the net proceeds need to be reinvested in shares	A share based incentive is preferred. Thus the management Board will have more skin in the game	In the 2025 Proposal LTI is a share based incentive. Vested shares remain locked up for an additional period of at least 2 years and until the Shareholding Requirement has been met.
Payout threshold: The 2020 Policy LTI threshold payout started at the 40% percentile of the peergroup TSR.	The policy should not allow vesting of incentive awards for below median performance as this is perceived as payment for underperforming the market.	The 2025 draft sets the threshold at the 50% percentile/median level of the peer group TSR.

Topic	Views	How considered in 2025 Proposal
Performance period: The 2024 Proposal proposed to evaluate performance over four, one-year periods, with award size in each period measured independently from the others.	Performance should be measured over the performance period as a whole for awards going forward and in accordance with international best practice a minimum performance period of three years for long-term incentive plans should be utilized.	In the 2025 draft a performance period of three years is utilized for the LTI, and performance is measured over the performance period going forward as a whole.
Retrospective vs. forward looking performance: Under the 2020 Policy LTI awards are granted on the basis of performance in prior fiscal years.	With a retrospective performance period, the plan may lose its incentivising nature and no longer be focused on promoting relative performance in the upcoming years.	2025 LTI Long-term incentives are based on a forward-looking performance assessment of three years from the granting date.
Number of LTI metrics: The 2020 Policy used one LTI metric: relative TSR.	View 1: A compensation strategy with only one metric may focus too much management attention on a single target, although relative metrics may mitigate this concern. Measuring a company's performance with multiple metrics is viewed to provide a more complete picture of the Company's performance than a single metric. View 2: A compensation strategy with more than 2 LTI metrics may cause management to lose focus.	The 2025 draft balances these two views by incorporating two LTI metrics. Next to the existing relative TSR metric a Sustainability metric has been added.
Share appreciation multiplier and LTI maximum opportunity: The 2024 draft Policy proposed to introduce a Share appreciation multiplier which decreased or increased the relative TSR payout, depending on performance. As a result, the maximum LTI opportunity under the 2024 draft Policy increased from 90% to 200% of base salary for the CEO and from 45% of base salary to 120% of base salary for the CFO.	A more robust discussion and rationale for the increase was expected, for example linked to a change in the executive's role and responsibilities, or in the size and scope of the operations of the company.	In view of the opposition against the significant increases of the maximum LTI opportunities in the 2024 proposal, the 2025 draft has no share appreciation multiplier and resets the maximum opportunity of the CEO back to the 2020 Policy level of 90% of base fee (instead of 200%) and puts the maximum opportunity of the CFO at the same level of 90% of base fee (instead of 120%). For an explanation of the increase in target and maximum level of the CFO LTI opportunity we refer to the section “Applied and proposed increases” above.

Topic	Views	How considered in 2025 Proposal
<u>Share Ownership Guidelines:</u> Under the 2020 Policy, the CEO and CFO are required to hold Company shares, amounting to 125% and 75% of their base salary, respectively. Under the 2024 proposal the share ownership guidelines were removed and replaced by a lock up of awards until the end of the four year LTI Program, with the LTI amount vested in the final year of the program being locked up for an additional year.	Share ownership goals for executive directors are believed to improve alignment between executive and shareholder interests.	The 2025 draft keeps/restores the Shareholding Guideline, requiring the CEO and CFO to hold Company shares, amounting to 125% and 75% of their base salary, respectively.
<u>Derogation & Deviation</u>		
<u>Scope and amount of allowed deviations</u>	Deviation should be limited to the elements described in the policy. Deviations resulting in remuneration above current policy maximum level should be capped at one time total target remuneration.	Deviations have been capped according to this view

The new draft 2025 proposal, takes into account the wishes and objections expressed, in which we again weighed up the interests of all stakeholders involved in order to arrive at a balanced new overall package. This proposal has been shared with the most affected stakeholders, to hear their views. On the basis of this dialogue, we have finalised the proposal and put it back to you, our shareholders.

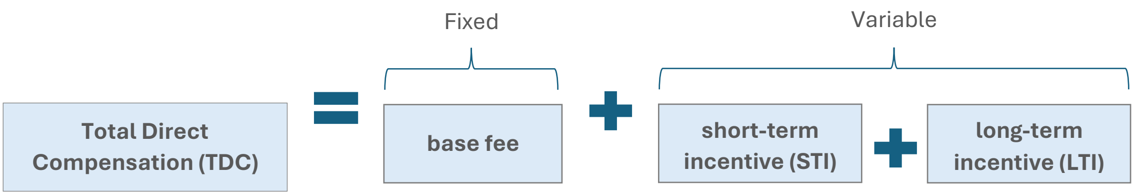
Composition of remuneration packages of Members of the Management Board

Total Direct Compensation

The remuneration packages of the Members of the Management Board, following the adoption of this remuneration policy, contain the components described below. For an explanation of changes to this remuneration policy, please see section "Views of stockholders and rationale of significant changes in the Remuneration Policy" on page 11.

The Total Direct Compensation for Members of the Management Board (**TDC**) at NSI consists of:

- a base fee,
- a short-term incentive (**STI**) and
- a long-term incentive (**LTI**).



The Total Direct Compensation is built up as follows:

The Base fee + STI at target (= 0,3 x Base fee) + LTI at target (= 0,6 x Base fee)

With respect to variable remuneration, the mix of short-term and long-term variable incentives comprised in a remuneration package for a Member of the Management Board should support both sustainable long-term value creation and the achievement of short-term Company objectives, including by:

(i) contributing to corporate social responsibility,
(ii) rewarding the achievement of strategic milestones for NSI and its business,
(iii) providing award opportunities in consideration for substantial contributions to the success of NSI and its business, and/or
(iv) promoting and incentivizing continued service within NSI's organisation.

TDC Reference Group

NSI intends to offer the Members of the Management Board a TDC package that is competitive to a relevant labour market reference group.

This reference group is defined as the Amsterdam Small Cap Index ('AScX') listed companies, (excluding Financial Services organizations and Biotech) as it will be constituted in the month that NSI's Remuneration is being benchmarked against the reference group.

The link to this index in the definition aims to keep the reference group up to date and to automatically adjust the reference group in case of changes in the index.

NSI's capital providers are predominantly large foreign parties who view NSI against other European real estate funds and other investments. By choosing a reference group of Dutch listed companies for the TDC, a conscious connection was sought with the country where NSI operates and is listed and under which law and Corporate Governance Codes it operates as well as with Dutch social support in addition to the connection with international shareholders and with what they consider normal or acceptable. In order to ensure that variable remuneration is nevertheless as recognizable and acceptable as possible in the context of other European real estate funds and other office investments against which NSI competes with its investors, the benchmark for achieving the Long-Term Incentive of the Management Board is linked to an international peer group as defined further below.

Benchmarking TDC

The targeted positioning is aligned with the company's market cap, which was at 109.6% of the median AScX level according to the latest benchmark analysis. A TDC level of 90% of the median of the reference group is deemed to properly reflect the weights of the functions of NSI's Management Board members and the complexity and diversity of NSI's business and revenue levels within the reference group.

Fixed component: Base fee

- ✓ Supports the recruitment and retention
- ✓ Benchmarked against reference group every four years

The Base fee for the Members of the Management Board is derived from the intended TDC level and the chosen pay mix of the fixed component and the variable components at their target level. The base fee is payable in cash on a monthly basis.

The Base fee supports the recruitment and retention of Members of the Management Board of the calibre required to implement our strategy. It reflects the individual's skills, experience, performance, and the role within NSI.

The Base fee is benchmarked against the reference group at least every four years. With a view to the internal pay ratio the Supervisory Board may from time to time decide to increase the Base fee with the (expected) average annual increase in the fixed salary of the employees.

Variable component: STI and LTI

- ✓ Annual performance period
- ✓ No payout for below threshold performance

The variable component of the remuneration is performance related and linked to measurable performance criteria determined in advance, which are predominantly long-term in character. It consists of short- and long-term incentives.

Performance targets and conditions are derived from our strategy and annual business plans and comprise financial and non-financial objectives supporting the achievement of sustainable long term value creation. By doing so, it is ensured that the variable compensation contributes to the strategy, long-term interest and sustainability of NSI.

The targets (threshold, target and maximum) and weights for each of the performance criteria will be pre-set annually by the Supervisory Board by reference to the plan for the respective year, and in light of the strategic aspirations of NSI. No pay out will be made below threshold performance.

The Supervisory Board assesses realisation after year-end using NSI's annual report including the independent auditor's report to the financial statements. Performance against non-financial targets is measured using internal and external survey- and benchmark data.

Short-term incentive (STI)

- ✓ Pre-set financial and non-financial objectives
- ✓ Ex-ante disclosure
- ✓ One-third of payments must be reinvested

The STI incentivises year-on-year delivery of financial, strategic, operational and sustainability objectives selected to support the annual business strategy and the ongoing enhancement of shareholder value.

The STI scheme for the Members of the Management Board comprises

- pre-set financial targets selected from revenue-, profit-, and cash and/or cashflow related objectives; and
- pre-set non-financial objectives are selected based on ESG and/or other strategic imperatives and personal objectives related to the individual roles of the Members of the Management Board and specific short-term achievements needed for NSI.

Members of the Management Board are eligible for an annual STI cash incentive only if Company performance is at or above the predetermined ranges (i.e. threshold level).

STI potential metrics

Strategic:	• development and execution of strategies • innovation • NSI's strategic position
Financial:	• rental income • cost ratio • earnings per share
Operational:	• occupancy rate • delivery of projects within timeframe and budget
ESG:	• tenant and employee satisfaction levels

STI opportunity

Target:	30% of the Base fee of the Members of the Management Board
Maximum:	45% of the Base fee of the Members of the Management Board (150% of target)

Objectives and measures will be disclosed ex ante in the remuneration report with their respective weight, threshold, target and max levels.

The STI compensation is paid in cash. Members of the Management Board must reinvest one third of any net STI payments in NSI shares as long as the share ownership guideline levels have not been reached (CEO 125% of Base fee, CFO 75% of Base fee).

Long-term incentive (LTI)

- ✓ 100% performance-based
- ✓ Three-year performance period
- ✓ Vesting deferred until end of performance period
- ✓ Vested shares are locked up for two additional years

To further enhance a long-term focus and alignment with the long-term strategy of NSI, NSI grants an LTI to the Members of the Management Board, with a five-year horizon (a three-year performance period plus a two-year holding period). The LTI aims to ensure that the interests of the Members of the Management Board are aligned with the long-term interests of the shareholders and other stakeholders and to provide an incentive for Members of the Management Board to continue their employment relationship with NSI.

The LTI consists of performance shares only. The performance shares are conditionally granted on an annual basis to the Members of the Management Board. The shares will become unconditional depending on the achievement of predetermined performance targets during a three-year period. Each performance cycle starts on the first day of the year of grant. The number of performance shares to be conditionally awarded is calculated at the beginning of this period using the volume-weighted average share price during the last quarter of the year preceding the conditional award.

LTI opportunity

The on-target LTI is 60% of the Base fee of the Members of the Management Board. In case of excellent performance, the maximum LTI opportunity amounts to amounts to 150% of target (=90% of the Base fee of the Members of the Management Board).

Target:	60% of the Base fee of the Members of the Management Board
Maximum:	90% of the Base fee of the Members of the Management Board (150% of target)

The Supervisory Board, in cooperation with the relevant subcommittees (Audit Committee and Remuneration Committee) assesses the extent to which the performance targets are met.

LTI performance conditions

The management board is responsible for sustainable long-term value creation. The conditions for the grant are 75% financial and 25% non-financial. The financial conditions relate to long term value creation, the non-financial to the sustainability thereof.

Metric	Type	Weight
Relative Total Shareholder Return (TSR)	Financial	75%
Sustainability	Non-financial	25%

The performance period for the LTI is three years. Vesting of shares will be deferred until the end of the performance period. Vested shares are locked up for two additional years. Vested shares remain locked up as long as the shareholding requirement has not been met.

Relative Total Shareholder Return (weight 75%)

The relative TSR performance provides a relative performance measure with transparent criteria and links back directly to shareholder value creation in comparison to the peers.

NSI's Total Shareholder Return ('TSR') is compared to the TSR of a peer group. The peer group members are defined as office funds listed in the Eurozone and / or Dutch real estate funds.

This peer group currently consists of 10 peers:

Aroundtown	Gecina
CA Immobilien	Hamborner REIT
Cofinimmo	Immofinanz
Covivio	Inmobiliaria Colonial SA
Eurocommercial	Wereldhave

The use of a peer group reference for TSR aims to ensure that performance is measured against relevant other European office funds and other Dutch real estate funds against which NSI competes with its investors. The Supervisory Board may replace peers if they fall out the definition or become delisted.

Definition and calculation of the TSR

The total shareholder return (TSR) is the average annual return in % for shareholders calculated as the price difference between the closing share price on the last trading day preceding the relevant term and the closing share price on the last trading day of the relevant term divided by the duration of the relevant term in years.

For the purpose of calculating the TSR, dividends are deemed reinvested in shares on the date of distribution. Dividends include not only dividend payments in cash, but also stock dividends and any other distributions to shareholders (e.g. special or one-time dividends or share buybacks). In addition, the share prices will be adjusted to strip out the impact of any rights issues, stock splits or consolidations. The Supervisory Board may in reasonableness and fairness make further adjustments to calculate a fair TSR insofar as price differences of the share prices are merely the consequence of an accounting issue or otherwise do not reflect any change in underlying corporate value. A TSR calculation produced by or made using data and or calculation algorithms from a validated third party such as Bloomberg or Thomson Reuters will be deemed a valid and binding TSR calculation for the purposes of the LTI.

NSI's TSR performance is subsequently assessed compared to those of the peer companies. Based on each company's TSR performance, each company is given a ranking within the peer group. NSI's ranking then determines the final payout related to the LTI plan. Actual payout is as given in the table below.

The following performance incentive zones will be applied:

Threshold, Target, Max	NSI relative TSR performance rank within peer group	Payout level as % of target
Max	1	150%
	2	140%
	3	130%
	4	120%
Target	5	100%
Threshold	6	75%
Below Threshold	Ranks 7, 8, 9,10 and 11	0%

Sustainability (weight 25%)

The second target for the LTI relates to the sustainability of NSI's strategy and business, specifically to NSI's resilience against the consequences of climate change and NSI's contribution to prevent climate change and to foster a transition to a circular economy.

The Supervisory Board believes this target incentivises the Members of the Management Board to align long term economic and environmental interests and to focus on strategic priorities that are vital for NSI's long term license to operate successfully, in particular by acquiring, creating, owning and operating real estate that is future proof from a sustainability point of view and that offers a maximum wellbeing to its users

Sustainability potential metrics

The sustainability score will be determined based on annually selected auditable objectives considered most relevant at that moment based on developments and expectations in the market and society. Objectives and measures will be disclosed ex ante in the remuneration report with their respective weight, threshold, target and max levels.

Potential Metrics:
- GRESB score
- CO2 Reduction
- Energy intensity of the Portfolio vs CREMM pathway
- Number and level of BREEAM certificates

Holding period

Participant	Holding Period
CEO	2 years for Performance Stock Units under the LTI
CFO	2 years for Performance Stock Units under the LTI

The holding period for performance shares received under the LTI plan is two years after vesting and will continue to apply after the end of the tenure of the Member of the Management Board. An exception to this rule is made for shares that are sold at the vesting date to cover income tax obligations in relation to the vested shares. The value taxed as income typically equals the number of shares vested multiplied by the share price at the time of vesting.

Share ownership guidelines

Participant	Holding requirement
CEO	125% of Base fee
CFO	75% of Base fee

In order to ensure alignment between the interests of the Members of the Management Board and NSI's sustainable long-term value creation, minimum share ownership guidelines apply. The minimum shareholding requirement for the CEO is equivalent to 125% of Base fee. The minimum shareholding requirement for the CFO is equivalent to 75% of Base fee. To stimulate reaching the share ownership guidelines, the LTI consists of performance shares only and Members of the Management Board must invest one third of any net STI payments to acquire NSI shares and are not allowed to sell any of the NSI shares thus vested or acquired as long as the share ownership guideline levels have not been reached. This share ownership guideline continues to be applicable during one year after the end of the membership of the Management Board of NSI. The Supervisory Board will evaluate at the end of each financial year the extent to which the shareholding requirement is met.

Pension and other Fringe benefits

In addition to their TDC, Members of the Management Board are entitled to fringe benefits, which are in line with the (secondary) employment conditions of the employees of the Company.
NSI provides a defined contribution pension plan, capped at the fiscal maximum pensionable fee/salary in the Netherlands. Participants do not pay a contribution to this plan. Furthermore, NSI provides insured benefits that are also applicable to regular staff members and a fully electric company car or a mobility budget.
NSI does not grant any loans or guarantees to any of the Members of the Management Board.

Special circumstances

The Supervisory Board may amend the granted number of shares prior to vesting to maintain the same economic value in case of specific circumstances, such as a share split/merger, a repayment on shares, an issuance of shares, a rights issue and a merger/demerger without a change of control.

The conditionally granted (i.e. not yet vested) shares will no longer qualify for vesting at the time of earlier termination of the Board Agreement, unless the agreement is terminated due to disability, death, retirement or through no fault of the Member of the Management Board (subject to the sole discretion of the Supervisory Board) in which case 1/36 part of the grant is maintained for every full calendar month that the agreement lasted, counting from the grant date, and remains subject to the conditions for vesting.

The LTI plan rules contain a change of control clause, which provides for immediate vesting at 100% (i.e. "at target", irrespective of the actual performance) and lifting of the holding period, to enable the Members of the Management Board to dispose of their shares in the situation of a change of control. The immediate vesting at 100% will be pro rata for the time passed in the plan during the vesting period of three years (i.e. 1/3 in year one, 2/3 in year two, full in year three).

Conditions for the award of variable remuneration, discretionary revision and claw back

The following stipulations regarding conditionally awarded variable remuneration and claw back apply and are included in the Board Agreements with Members of the Management Board.

(i) All Variable remuneration grants and payments are subject to ex ante scenario planning by the Supervisory Board. The Supervisory Board has the discretionary power to modify or revoke a grant or payment of Variable remuneration in any way as it sees fit, thereby always acting in good faith and reasonable and in accordance with the Remuneration Policy.

(ii) All Variable remuneration grants and payments are subject to the Management Board members complying to their obligations under their Board Agreements, including compliance with the relevant obligations under the Remuneration Policy and the company regulations.

(iii) Management Board members will not be entitled to any Variable Compensation in the event that prior to the moment of payment, the Company has initiated the termination of the Board Agreement for reasons of (i) acts or omissions of the Executive equivalent to those constituting an urgent cause within the meaning of article 7:678 of the Dutch Civil Code, (ii) culpable acts or omissions of the Management Board member, or (iii) any other serious breach or negligence of the Management Board member in fulfilling her duties, which includes, but is not limited to a serious violation of the Regulations.

(iv) In accordance with article 2:135 paragraph 6 of the Dutch Civil Code, if any Variable remuneration awarded to a Management Board member would, in the opinion of the Supervisory Board, be unacceptable according to the standards of reasonableness and fairness, the Supervisory Board has the discretionary power to adjust the amount.

(v) In accordance with article 2:135 paragraph 8 of the Dutch Civil Code, the Supervisory Board has the authority to recover from the Management Board member any Variable remuneration paid based on incorrect information with regard to the achievement of the underlying targets for the Variable Compensation payment or pertaining to the circumstances on which the payment were dependent.

In its remuneration report, the Supervisory Board will explain if, why, and how it has made use of its discretion.

Duration and Termination of Board Agreements

Members of the Management Board are (re)appointed for a period of four years. A notice period of four months for the Members of the Management Board and four months for the company is applicable. NSI may also terminate the contracts at any time for cause, as determined under the applicable contract, with immediate effect.

The board agreements with Members of the Management Board contain specific provisions regarding benefits upon termination of those agreements. Severance arrangements are limited to one year's base fee. No severance payment will be made if the agreement is terminated early on the initiative of the Management Board member or in the case of serious imputable or negligent behavior.

STI and LTI over the year in which an appointment begins or terminates, will be based on the performance according to the plan over the full performance year and will be prorated to the actual time of service during the year in which the appointment begins or terminates.
If it is known by the end of the calendar year before the year in which the appointment period of a participant ends, that the participant will not be nominated for a new term or is not available for such a

nomination, the participant will not participate in the variable remuneration programs that start in the year in which the appointment ends; for this year the participant will be entitled to a target payout set by the Supervisory Board for both STI and LTI, prorated to the actual time of service during the year of termination.

If the Board Agreement terminates by operation of law upon expiration of its term without a subsequent reappointment the conditionally granted (i.e. not yet vested) shares will continue to qualify for vesting, subject to the conditions for vesting.

Claw Back and discretionary revision clauses will continue to be applicable on all running and past variable remuneration programs after termination of the appointment.

Determination of remuneration packages

The amount, level and structure of remuneration packages for the Members of the Management Board shall be determined by the Supervisory Board at the recommendation of the Remuneration Committee in accordance with this policy.

The Remuneration Committee shall prepare its recommendations as described above in accordance with this policy, including the remuneration principles described on page 20, and any such recommendation shall cover the remuneration structure, the amount of the fixed and variable remuneration components, the performance criteria used, the scenario analyses that have been carried out and the relevant internal pay ratio(s). Before making a recommendation relating to the remuneration package of a Member of the Management Board, the Committee shall take note of the views of such Director with regard to the amount, level and structure of his or her remuneration.

Decision making process for Determination, Review and Implementation of the Policy

Determination

The Remuneration Committee submits a proposal to the Supervisory Board concerning the Remuneration Policy for the Members of the Management Board. The Supervisory Board presents the policy to the General Meeting of Shareholders for adoption.

In addition to the aspects considered for determining the TDC as listed above the following aspects are taken into consideration when formulating the Remuneration Policy:

i. the objectives of the strategy for the implementation of long-term value creation
ii. the development of the market price of the shares;
iii. an appropriate ratio between the variable and fixed remuneration components. The variable remuneration component should be linked to measurable performance criteria determined in advance, which are predominantly long-term in character;
iv. the terms and conditions governing the award of shares. Shares should be held for at least five years after they are awarded.

Review

The General Meeting of Shareholders may (re)adopt, amend or supplement this policy based on a proposal by the Supervisory Board at the recommendation of the Remuneration Committee. The Remuneration Committee regularly discusses and reviews the Remuneration Policy in light of relevant developments in NSI's strategy and organisation, legislation, or stakeholder consideration. If deemed necessary, the Remuneration Committee will propose changes to the Supervisory Board, for final submission to the General Meeting of Shareholders.

When reviewing and/or considering amendments to the Remuneration Policy, the Remuneration Committee and Supervisory Board will be mindful of shareholders views. In this regard, they commit to consulting with shareholder representatives prior to any significant changes to the Remuneration Policy. In addition, the Management Board members' views regarding the structure and level of their own remuneration will be taken into account.

When changes to the Remuneration Policy are considered the proposal shall describe and explain all significant changes and how it takes into account the votes and views of shareholders on the policy and Remuneration reports since the most recent vote on the Remuneration Policy by General Meeting of Shareholders.

The Remuneration Policy shall be submitted to the General Meeting of Shareholders for (re)adoption at least every four years after adoption. To this end, the Remuneration Committee will draw up a proposal. The Remuneration Committee will submit the proposal to the Supervisory Board. The Supervisory Board will present the proposal to the General Meeting of Shareholders no later than the moment the General Meeting of Shareholders is convened. After its adoption, the Remuneration Policy will be published on the Company's website.

Implementation

The Remuneration Committee yearly submits a proposal to the Supervisory Board concerning the remuneration of individual Members of the Management Board. The proposal is drawn up in accordance with the Remuneration Policy and will, in any event, cover the remuneration structure, the amount of the fixed and variable remuneration components, the performance criteria used and the level of target achievement.

Derogation from this Policy

As provided under Dutch statutory law, and in line with the European Union (EU) Directive (EU) 2017/828, also known as the Shareholders Rights Directive II, the Supervisory Board may temporarily and under exceptional circumstances deviate from this remuneration policy. Exceptional circumstances cover only situations in which the deviation from this remuneration policy is necessary to serve the long term interest and sustainability of the Company as a whole or to ensure its viability., E.g. special circumstances in the marketplace or at NSI may require a deviation in order to remain competitive or to keep up to the standards of reasonableness and fairness. Deviation is limited to the elements described in this policy. In cases where deviation would result in remuneration higher than the current policy maximum level, such additional remuneration is capped at one time total target remuneration.

In the event of relevant circumstances, the Remuneration Committee will assess the situation and make a proposal to the Supervisory Board, who may decide whether derogation of the Remuneration Policy is allowed in the relevant circumstances, or not. The deviation will be reported and explained in the remuneration report.

Views of stockholders and rationale of significant changes in the Remuneration Policy

Rationale of significant changes

In response to the transformative shifts in office real estate post-COVID, the management board must demonstrate strategic leadership in navigating unprecedented challenges and capitalizing on emerging opportunities within a challenging commercial real estate landscape. These changes encompass a structural shift in demand for office real estate, influenced by considerations of quality such as location, sustainability, and amenities, as well as quantities due to the rise of hybrid working and Work From Home practices, and are compounded with regulatory and tax changes and their negative ramifications and cyclical factors such as interest rates and values in a capital-intensive business.

As a result of these changes, the scope of the company's operations has shifted, leading to increased demands of the Management Board to drive the business forward. In addition to the existing context of the scrutiny linked to being a publicly listed company, the roles of the CEO and CFO now require a high level of innovative thinking, entrepreneurship, and the ability to navigate complex governance demands.

This evolution is occurring against a backdrop of more vocal stakeholders and growing requirements for stakeholder engagement driven by legislation and Governance Codes. Notably, these regulations are typically geared towards organizations larger than NSI and assume greater human resource capacity.

Executives who are willing and able to take on such demanding entrepreneurial challenges also expect a corresponding compensation package that provides room to reward accordingly upon outperformance and results.

During the search for a new CFO, in 2024 it became evident that one of the primary reasons for the protracted process was candidates' expectations for a more competitive remuneration package given the significant challenges and responsibilities of the CFO position. However, our offerings were constrained by the Remuneration Policy of 2020. The Selection and Appointment Committee faced repeated inquiries regarding the draft outline of the new Remuneration Policy and the LTI opportunity throughout the search process.

After the 19 April 2024 AGM the Remuneration Committee has instructed EY to conduct a comprehensive analysis of market practices within the 2020 Remuneration Policy's Reference Group, consisting of the Dutch Small Cap AScX companies per 1 July 2024. This assessment compared the total remuneration package and its individual components (Base fee, STI, and LTI) of NSI's CEO and CFO with those of their peers within the Reference Group. As many listed companies have reviewed or redefined their remuneration policies in the beginning of 2024, this had the advantage of offering up-to-date information on what is currently in line with the market.

The outcome of this analysis showed that whilst our market cap was at 109.6% of the median AScX level our Total Direct Compensation level had dropped significantly below the 2020 Policy level of 90% of median AScX TDC and confirmed our experience that our package no longer gave us adequate means to attract, motivate and retain qualified and expert executives to NSI N.V.

When considering whether to adjust the remuneration of the Management Board, we considered many factors, including, but not limited to, the growing challenges for the Management Board in the current market environment, the increased cost of living, the remuneration levels of market peers and competitors, the willingness of the Management Board to continue their work, and the recommendation of the external consultant. We are also mindful of views of the shareholders, who have expressed certain expectations with respect to remuneration. We took into account these views, while also taking into account that the shareholders elected the members of the Supervisory Board to manage the risks of the company and to create shareholder value in the long term. Ultimately, we determined that there were potential risks to the company if it was unable to attract and retain members of the Management Board. These risks include disruption to operations, loss of critical knowledge and expertise, negative impact on shareholder confidence, delays in strategic decision-making, and a challenging transition period while searching for replacements, all of which can significantly impact the company's performance and stability. In this context, we decided that it was in the bests interests of the company and its shareholders to increase the remuneration of the members of the Management Board from the beginning in 2025.

We have increased the Base fee of the CEO from €435.750 to €475.000 and the Base fee of the CFO from €370.560 to €382.500. As explained in the 2024 Remuneration Report, these Base fee increases are below the increases applied to the broader workforce. In addition, we are proposing an increase to the STI and LTI target and max opportunities of the CEO and CFO, to bring them more in line with market practice and the changes in the scope of the operations of the company and the Management Board's role and responsibilities.

As is shown in the table below, we have exercised moderation in our Proposal, resulting in the TDC remaining below the existing 2020 Policy Level even after application of all (proposed) changes.

	Current 1.1.2025 NSI level	**EY Benchmark level = Median Reference Group**	**NSI TDC Policy level = 90% of Median Reference Group**	**Difference between Current level and Benchmark/Policy level**	**Proposed increase**	**new NSI level**
CEO						
Base	€475.000	€585.000	€526.500	€51.500 under policy level	n.a.	€475.000
STI target	20%	50%		30 pp under benchmark	10 pp	30%
STI max	24%	85%		61 pp under benchmark	21 pp	45%
LTI target	60%	60%		0 pp, current = policy level	n.a.	60%
LTI max	90%	90%		0 pp, current = policy level	n.a.	90%
Total DC (=on target opportunity)	€855.000	€1.250.000	€1.125.000	€270.000 under policy level	€47.500	€902.500
CFO						
Base	€382.500	€425.000	€382.500	€0, current = policy level	n.a	€382.500
STI target	30%	40%		10 pp under benchmark	n.a.	30%
STI max	36%	60%		24 pp under benchmark	9 pp	45%
LTI target	30%	60%		30 pp under benchmark	30 pp	60%
LTI max	45%	90%		45 pp under benchmark	45 pp	90%
Total DC (=on target opportunity)	€612.000	€880.000	€792.000	€180.000 under policy level	€114.750	€726.750

The table below describes and explains the significant changes to the 2020 Remuneration Policy.

Current Policy 2020	New Proposed Policy	Explanation of changes
Total Direct Compensation (TDC) Definition TDC Total Direct Compensation (TDC) consists of a base fee, a short-term incentive and a long-term incentive. The remuneration level is based on the TDC level at target. Base fee is derived from the intended TDC level and the chosen pay mix at target. Pay mix TDC = Base fee + STI at target (CEO 20% of Base fee CFO 30% of Base fee) + LTI at target (CEO 60% of Base fee CFO 30% of Base fee) Market positioning and Policy level of NSI A TDC level at 90% of the median of the reference group Internal pay ratio A pay ratio of one and a half on base fee/salary between the CFO and the level below the Board and also for the pay difference on base fee between the CEO to CFO was considered a fair pay difference.	**Total Direct Compensation (TDC)** Definition TDC Same as current policy Pay mix TDC = Base fee + STI at target (CEO 30% of Base fee CFO 30% of Base fee) + LTI at target (CEO 60% of Base fee CFO 60% of Base fee) Market positioning and Policy level of NSI Same as current policy Internal Pay ratio The development of the pay ratio between the average base salary of all employees and the average base fee of the Directors is taken into account	To align the STI and LTI at target and max percentages with benchmarked market practices within the reference group To prevent conflicts of interest in serving short term and long-term objectives between CEO and CFO To ensure overall market competitiveness of the Remuneration package commensurate with NSI's market position To provide a broader basis for comparison than by only looking at the salary level just below board level. To align with the pay ratio as published in the Remuneration Report(= average Board fee/average salary all Employees) Furthermore base fee levels for CEO and CFO are independently benchmarked against external data and not derived from one another based on an internal step differential.
Benchmark and adjustment Benchmark every 3 years to reassess NSI's competitiveness in the market place and the fairness of the internal pay differences. No indexation of Base fee in years between benchmarks	Benchmark and adjustment Benchmark at least every 4 years Base fee indexation between benchmarks possible, based on average annual increases applied in the fixed salary of the employees	Benchmark outcomes may lead to proposals for changes in the Remuneration Policy. Therefor it makes sense to conduct them at the same 4-year interval as the policy needs renewal. Intermediate benchmarks at a shorter interval may be warranted, e.g. in case of searching/hiring a new Management Board member. To prevent the Remuneration from lagging behind the defined level and the development of internal pay ratios.

Current Policy 2020 **Short Term Incentive**	**New Proposed Policy** **Short Term Incentive**	**Explanation of changes**
Payout target & max as % of base fee CEO target 20% of base fee	Payout target & max as % of base fee CEO target 30% of base fee	To narrow the gap with the benchmarked median target level of the Reference Group CEO's (=50%)
CEO max 24% of base fee	CEO max 45% of base fee	To give a stronger incentive for outperformance and to narrow the gap with the current benchmarked median max level of the Reference Group CEO's (=85%)
CFO target 30% of base fee CFO max 36% of base fee	Same as current policy CFO max 45% of base fee	To give a stronger incentive for outperformance and to narrow the gap with the current benchmarked median max level of the Reference Group CFO's (=60%)
Potential metrics occupancy rate, like-for-like net rental income, EPRA cost ratio and the company's earnings over time (expressed as the EPRA Earnings per Share), organizational targets like personnel retention rate and NSI's strategic position and sustainability performance (expressed as the development of the NSI portfolio and the NSI GRESB score).	Potential metrics - Strategic development and execution of strategies, innovation, NSI's strategic position, - Financial: rental income, cost ratio and earnings per share, - Operational: occupancy rate, delivery of projects within timeframe and budget - ESG: tenant and employee satisfaction levels	Update required due to changes in market conditions and increased importance of strategic agility and of ESG aspects. Next to rewarding operational, financial and personal achievements the STI should also incentivize the Management Board to look after the company's health by adapting the strategy to changing markets conditions, deliver on the strategy and timely innovate products and services. In the new policy Sustainability targets are transferred to and set in the LTI.
Payout/deferral/lock-up Payout in cash; one-third of the net payments must be invested in NSI shares until the shareholding requirement has been met	Payout/deferral/lock-up Same as current policy	
Long Term Incentive Payout target & max as % of base fee CEO target 60% of base fee CEO max 90% of base fee	**Long Term Incentive** Payout target & max as % of base fee Same as current policy Same as current policy	
CFO target 30% of base fee CFO max 45% of base fee	CFO target 60% of base fee CFO max 90% of base fee	Previous percentage proved not competitive during recent hire of CFO. Benchmark supports increase of 30pp Increase warrants full alignment with percentages of CEO.
Metric(s) One metric 100% weight	Metric(s) Two metrics, 75%/25% weight each	To include an incentive for sustainable long term value creation whilst
TSR metric (weight 100%) Relative TSR within the EPRA Eurozone Index,	TSR metric (weight 75%) Relative TSR within peer group of office funds listed in the Eurozone and Dutch real estate funds	The majority of EPRA Eurozone companies is not active in the Office market nor in the Netherlands. Given the challenges in the office market post Covid and WFH and in the Dutch fiscal landscape post REIT the peer group is adapted to provide a fairer basis for comparison of NSI's achievements

Current Policy 2020 Long Term Incentive	New Proposed Policy Long Term Incentive	Explanation of changes
covering a three-year performance period (looking backward)	covering a three-year performance period (looking forward)	The 2020 Policy vested and settled the LTI at the end of a financial year on the basis of the relative TSR of that financial year and the two preceding years. This made it difficult to apply the LTI program to new Management Board members because they should not be rewarded for achievements in the two years before they started their tenure of be punished for the lack thereof. The fact that the strategy has undergone a full reset during 2023 further calls for an LTI program that does no longer look back over an extended period of time in the past.
Threshold at 40% percentile Target at 70% percentile Max at 90% percentile	Threshold at median percentile Target = rank 5 out of 11 Max = rank 1 out of 11	To avoid payment for perceived underachievement the required level for threshold has been raised
<u>Second metric</u> No second metric	<u>Sustainability Metric (25</u>% weight) Sustainability score will be determined based on annually selected auditable objectives in line with long term strategic priorities. Potential objectives: - GRESB score - CO2 Reduction - Energy intensity of the Portfolio vs CREMM pathway - number and level of BREEAM certificates	The Supervisory Board believes this target incentivises the Members of the Management Board to increase NSI's resilience against the consequences of climate change and NSI's contribution to prevent climate change and to foster a transition to a circular economy. The Supervisory Board further believes this target incentivises the Members of the Management Board to align long term economic and environmental interests and to focus on strategic priorities that are vital for NSI's long term license to operate successfully, in particular by acquiring, creating, owning and operating real estate that is future proof from a sustainability point of view and that offers a maximum wellbeing to its users.
<u>Payout/deferral/lock-up</u> payout in cash;	<u>Payout/deferral/lock-up</u> payout in shares yearly grant of fixed number of shares,	To assure more alignment with shareholders, the cash plan is changed into a share plan, resulting in management having more "skin in the game"
yearly payout	yearly vesting	
no deferral	vesting deferred until end of performance period (three years) vested shares are locked up for two additional years	To align with market practices
two-third of the net payments must be invested in NSI shares until the shareholding requirement has been met	vested shares remain locked up until the shareholding requirement has been met	To assure further alignment with shareholders and accelerate the build-up of the Shareholding Requirement LTI investment in shares is increased from 66,6% to 100% by pay out in shares
Shareholding requirement CEO: 125% of gross base fee CFO: 75% of gross base fee	**Shareholding requirement** Same as current policy Same as current policy	

Current Policy 2020 **Other benefits** Pension Defined Contribution plan, The pensionable fee is capped at the yearly indexed fiscal maximum pensionable salary No pension is accrued for base fee amounts above the fiscal maximum Mobility benefits company car Other benefits in line with the (secondary) employment conditions of the employees of the Company.	**New Proposed Policy** **Other benefits** Pension Same as current policy Mobility benefits fully electric company car or a mobility budget. Other benefits Same as current policy	**Explanation of changes** Contributes to corporate social responsibility and ESG objectives
Change of Control No change of Control Clause	Change of Control The LTI plan rules contain a change of control clause, which provides for immediate vesting at 100% (i.e. “at target”, irrespective of the actual performance) and lifting of the holding period, to enable the Members of the Management Board to dispose of their shares in the situation of a change of control.	Change of Control The 2023 strategic review covered a range of options, including a sale of the company and / or its assets. Whilst such routes have been deemed neither deliverable or value maximizing for shareholders at this time, the company is committed to continuing to keep all value-maximizing options under review, The realization of such options should in itself not lead to a loss of vested LTI claims. Otherwise, the policy could create a disincentive for the Management Board to impartially assess any public offer against the interests of the Company and its stakeholders or to maximize value for the shareholders. On the other hand, assessment of any public or private bid is being viewed as part of the regular activities of a Management Board, which as such is not eligible for the grant of an additional variable compensation. Therefor the premature vesting will be based on fixed target levels and will not lead to the award of additional LTI grants.

The votes and views of shareholders on remuneration reports

In the 21 April 2021 AGM a total of 85,8% of the votes were in favor of adopting the 2020 report. In this meeting stockholders suggested going forward to publish for each individual Short Term Incentive Target the respective threshold target and maximum level and the actual target achievement. The Supervisory Board has followed up on this suggestion starting with the 2021 Remuneration Report.

In the 15 April 2022 AGM a total of 83,7% of the votes were in favor of adopting the 2021 report. No views or explanations of votes were given by shareholders.

In the 21 April 2023 AGM a total of 78,3% of the votes were in favor of adopting the 2022 report. One shareholder explained his voting against the adoption the 2022 Remuneration Report by expressing three concerns in relation to the Remuneration Policy:

1. Remuneration committee should not allow vesting of incentive awards for below median performance.
2. Companies should consider introducing deferral element and clawback provisions to the short- and long-term incentive schemes in line with market best practice.
3. Companies should consider extending vesting periods for long-term incentive plans to 5 years or longer or as a minimum introduce an additional holding or deferral period.

We have addressed these concerns as follows in the 2025 draft.

1. Whereas in the 2020 Remuneration Policy the LTI payout started at a level of the 40% percentile of the peer group this threshold has been raised to the median TSR level of the peer group in the proposed new 2025 Policy.
2. The deferral elements and clawback provisions to the short- and long-term incentive schemes in the proposed new 2025 Policy are aligned with the most recent legal provisions and market best practices. We refer to the Section “Conditions for the award of variable remuneration, discretionary revision and claw back” in the Policy.
3. In the proposed new 2025 Policy the vesting periods for the long-term incentive plan are set a 3 years with an additional holding period of 2 years (in addition to the obligations under the general shareholding requirement).

In the 19 April 2024 AGM a total of 88,3% of the votes were in favor of adopting the 2023 report. No explanations of votes were given.

Level of support in society (1).

We have assessed the level of support in society from the vantage point of the relevant stakeholders. The first group of stakeholders we have identified are the Management Board and the staff. The remuneration package must be able to attract and retain good directors and the ratio between the remuneration of the board and the staff must be reasonable so that it is also perceived as fair by the staff and social coherence and the sense of belonging is not at risk.

In accordance with best practice provision 3.2.2. the Supervisory Board has expressly asked the Management Board members for their views on the amount of the reward. The levels of base fees for CFO and CEO are partly established as a continuation of the salary scale system that applies to the staff. Also in the secondary employment conditions sphere, the conditions of the Management are in line with those of the staff or are identical to them.

The second group of key stakeholders is formed by our shareholders and possible investors. NSI's capital providers are predominantly large foreign parties. For them, NSI competes against other European real estate funds and other investments. When compared with other European funds, we see rewards that are far above those of NSI in absolute terms and in size of bonuses and that could meet resistance within the Dutch society.

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[1] Paragraph 2: 135a Section 6.d, header and sub 3 Dutch Civil Code requires that the Remuneration policy contains an explanation of how the remuneration policy takes the level of support in society into account.

By choosing a 'reference group' of Dutch companies for the Total Direct Compensation, a conscious connection was sought with Dutch social support and not only with the international shareholders and with what they consider normal or acceptable. In order to ensure that the bonuses granted are nevertheless as recognizable and acceptable as possible in the context of the other European real estate funds and other investments against which NSI competes with its investors, the benchmark for achieving the LTI of the Management Board is not linked to the TSR of the Dutch AScX reference group but to an international group of Real Estate Funds.

The third group of relevant stakeholders are our tenants. For them, the price/quality ratio of our assets and services and the level of sustainability and wellness of our assets is decisive. The directors' remuneration has never been part of the discussion with them and is therefore not, in our opinion, a relevant consideration in their decision whether or not to rent space from NSI. We see no material risk here. For parties that - unlike NSI - are not only involved in the rental of commercial real estate but are also active in housing and social housing, this can of course be different.

Finally, we follow the ESG discussions on executive remuneration in general and those of Executives of listed companies in particular and have taken into account several documents that reflect the current state of these discussions:

- The Dutch Corporate Governance Code, e.g. best practice provision 3.2.3 (on the maximum termination fee)
- Guidelines for Remuneration Policies issued by of stewardship organizations and large institutional shareholders such as Eumedion and APG.
- Guidelines for Remuneration Policies and voting guidelines issued by large proxy advisors such as ISS and Glass Lewis.
- The yearly focus letters by the Dutch based Stewardship organization Eumedion and the yearly spearhead letters of the Dutch Shareholders Association VEB.

Where the texts of these documents seemed to make contradictory demands, we have looked for underlying principles to reconcile the differences.

The following principles have been the touchstone for this policy:

- stimulate responsible behaviour
- incentivize Sustainable Long Term Value Creation
- fair reward for actual performance

Continued support from society for this policy also depends on the way it is executed and accounted for. To this end we have made our existing comprehensive disclosure practice a matter of policy.

Adoption of the policy

This remuneration policy was adopted by the General Meeting of Shareholders of 17 April 2025.

The remuneration policy is effective as of fiscal year 2025.