Remuneration report 2024

INTRODUCTION

This remuneration report provides a comprehensive overview of all remunerations, awarded or due during the previous financial year to individual directors[1] and to the supervisory board members[2].

The report will be submitted to the annual general meeting of 17 April 2025 to hold an advisory vote. In the next (2025) remuneration report NSI shall explain how the vote[3] by the general meeting of 17 April 2025 has been taken into account.

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1 This remuneration report is a remuneration report within the meaning of Article 2:135b paragraph 1 Dutch Civil Code (DCC) which article is applicable to Dutch public companies the shares of which have been admitted to trading on a regulated market as mentioned in article 1:1 of the Dutch Financial Supervision Act (Wet Financieel Toezicht)
2 Following article 2:145 Dutch Civil Code
3 Following Article 2:135b paragraph 2 Dutch Civil Code

1.

2024 management board remuneration overview

Table 1 – Remuneration of directors for the financial year 2024

	Bernd Stahli CEO	Elke Snijder CFO	Alianne de Jong CFO	Total
Salary	€ 435,750	€ 247,040		€ 682,790
Variable components paid out in 2024	€ 98,131		€ 99,779	€ 197,910
Short term incentive 2023	€ 98,131		€ 99,779	€ 197,910
Long term incentive 2023				
Social security	€ 16,066	€ 10,711		€ 26,777
Pension	€ 20,988	€ 10,939		€ 31,927
Other	-€ 11,732	€ 2,904		-€ 8,828
Total	**€ 559,202**	**€ 271,594**	**€ 99,779**	**€ 930,575**
Proportion fixed / variable remuneration				
Fixed	81.6%	100.0%	0.0%	77.5%
Variable	18.4%	0.0%	100.0%	22.5%
Variable components awarded for 2024 to be paid out in 2025				
Short term incentive 2024	€ 90,810	€ 79,713		€ 170,523
Long term incentive 2024		€ 76,500		€ 76,500

2.

Remuneration policy application in 2024 [4,5]

- Contribution of the remuneration to the long term performance of NSI
- Compliance of total remuneration with the remuneration policy
- Application of financial and non-financial targets

The Remuneration Policy aims to contribute to the company's strategy and to support long-term value creation for shareholders while creating fair pay for the Management Board. The Remuneration Policy further aims to enable NSI to offer a competitive remuneration package to attract, reward and retain qualified and seasoned real estate industry professionals, who can achieve the company objectives.

2.1. Total direct compensation (TDC)

TDC, Reference Group and Benchmark Policy

The Total Direct Compensation for members of the Management Board (TDC) at NSI consists of a base fee, a short-term incentive and a long-term incentive.

The level of TDC for members of the Management Board of NSI is determined based on levels of comparable listed companies in the Dutch market place and on internal pay levels.

4 This chapter contains the information specified in Article 2:135b paragraph 3 Dutch Civil Code under letters c and d.
5 The current remuneration policy with respect to members of the Management Board was adopted at the General Meeting of Shareholders on 14 April 2020. The full text of the remuneration policy can be viewed on NSI's website.

The 2020 Remuneration Policy defines the reference companies for NSI as AScX listed companies, excluding Financial Services organizations. This group may vary from time to time.

For NSI's CEO and CFO, a market positioning of the TDC level at 90% of the median of the reference group is deemed to properly reflect the weights of these functions and the complexity and diversity of NSI's business and revenue levels within the reference group.

The Supervisory Board will conduct benchmarks every three years to reassess NSI's competitiveness in the market place and the fairness of the internal pay differences. The composition of the reference group will also be reviewed every three years to ensure an appropriate market assessment.

Reference Group application in 2024

The latest update of the list took place in 2022. In July 2024 the Supervisory has reviewed and updated the list of reference companies to have an up to date list for the benchmark analysis as several of the companies were no longer part of the AScX and other companies had become part of the AScX. This update has resulted in an updated list per July 2024, consisting of (apart from NSI) 24 companies in the AScX.

Reference companies per July 2024	
Accsys	Kendrion
Acomo	Nedap
Avantium	NX Filtration
Azerion	Pharming Group
BAM Groep	PostNL
B&S Group	Renewi
Brunel International	Sif Holding
CM.COM	Sligro Food Group
Ebusco Holding	Theon International
Fastned	TomTom
ForFarmers	VastNed Retail
Heijmans	Wereldhave

For the purposes of the benchmark Theon International was excluded as it was at the time of the benchmark recently listed on the Amsterdam stock exchange and their remuneration disclosure was deemed insufficient to be used for the benchmark.

Benchmark application in 2024

After the 19 April 2024 AGM, the Remuneration Committee 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. 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. We increased the Base fee of the CEO from €435.750 to €475.000 (per 1.1.2025) and the Base fee of the CFO from €370.560 to €382.500.(retroactively to 1.5.2024). The average increase for the broader workforce since the last time the CEO's salary increased (2022) has been 15,1% The increase for the CEO is 9% and stays below the increase of the broader workforce.

The historical salary increases for the CEO since 2019 amount to 14.45% (from € 415,000). These increases are below inflation and wider workforce increases. Cumulative inflation since 2019 was 21,9% and the cumulative salary increase for the workforce since 2019 was 33,1%.

The increase for the broader workforce over 2024 was 4,4%. The Increase for the CEO is 3,2% and stays below the increase of the broader workforce. The chart below shows the CEO and CFO salary position against the peers after the base fee increases, and before and after application of the proposed changes to the STI (for CEO and CFO) and LTI (for CFO)

In addition, as part of a revised Remuneration Policy, 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. For further information on this we refer to the explanations given in (Annex 1 to) the Explanatory Notes to the Agenda of the General meeting of 17 April 2025.

As is shown in the table below, we have exercised moderation in our Proposal, resulting in the TDC remaining below the 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	NA	€ 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	NA	60%
LTI max	90%	90%		0 pp, current = policy level	NA	90%
Total DC	**€ 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	**€ 612,000**	**€880.000**	**€792.000**	**€ 180,000 under policy level**	**€ 114,750**	**€ 726,750**

2.2. Base fee

Base fee Policy

“Base fee for the members of the Management Board is derived from the intended TDC level and the chosen pay mix at target.”

Base fee application in 2024

	Base fees 2024 (annualized)
CEO - Bernd Stahli	€ 435,750
CFO - Elke Snijder	€ 382,500

2.3. Short-term incentive

Short term incentive policy

The short-term incentive plan concerns an annual performance-related cash incentive.

The performance measures represent short-term results needed for sustainable value creation with respect to the most important achievement areas of the company.

The target payout level is 20% of base fee for the CEO and 30% for the CFO. The maximum payout level is 24% of base fee for the CEO and 36% for the CFO. Board members are required to invest one-third of the net payments resulting from the short-term incentive to acquire NSI shares until the shareholding requirement has been met.

Short term incentive application in 2024

Targets, weights, measures, achievements and payout

Table 2.3.1. below contains a full ex post disclosure of the application of the 2024 STI targets, their weights, performance measures and the achievements in 2024.

Table 2.3.1. - 2024 Short Term Incentive targets, weight, measures and performance

	Weight	Threshold	Target	Maximum	Score	Payout
Strategic Targets						
1. Identify and present avenues for business growth, with a range of funding possibilities. **Identify and present 'capital-light' models.**	**20%**	**pass**	**good**	**excellent**	**good**	**20%**
2. Improve overall quality and risk profile of the portfolio, e.g. through capital recycling, development	**20%**	**pass**	**good**	**excellent**	**good**	**20%**
Operational Targets						
3. Recurring EPS EPRA (targets are based on 'as is' portfolio and current FBI status = 0% Vpb)	**20%**	**€ 1.92**	**€ 1.97**	**€ 2.07**	**€ 2.09**	**24%**
4. EPRA vacancy (LfL) vs Budget 2024	**10%**	**</= + 0,5%**	**</= 0%**	**</= -1%**	**0%**	**10%**
Sustainability Targets						
5. Progress in Paris Alignment of the Asset Portfolio in line with Portfolio Strategy and Asset Business Plans	**20%**	**pass**	**good**	**excellent**	**good**	**20%**
6. Customer Satisfaction (Average score)	5%	>/=7	>/=7,5	>/=8	**7.6**	5.2%
7. GRESB star ranking and points	5%	4*	5*	5* and >/=94	**5*/93**	5%
	100%					**104.2%**

Explanation of 2024 STI Target achievements

Target	Weight	Payout	Description/Explanation
1.	20%	20%	Identify and present avenues for business growth, with a range of funding possibilities. Identify and present “capital light” models. Achieved (good): • Development: reassessment of Wellhouse with several SB discussions and progression on Vitrum. • Redevelopment of Rotterdam Alexander has started. • Repurpose: initial analysis done on transformation to residential • Funding possibilities: insights shared in SB September • Capital light study shared in SB December
2.	20%	20%	Improve overall quality and risk profile of the portfolio, e.g. through capital recycling, development Achieved (good): • Capital in sustainability improvements and redevelopments such as Alexanderpoort. • Asset rotation (sale of Binnenhof and Fellenoord and acquisition of Sypesteyn) has led to improvement of risk profile.
3.	20%	24%	Recurring EPS EPRA - threshold € 1.92, target € 1.97, maximum €2.07 Achieved: • EPS EPRA of € 2.09
4.	10%	10%	EPRA vacancy (l-f-l) versus budget 2024 - threshold: </= +0,5%, target: </= 0%; maximum: </=-1% Achieved: • On target. Actual Vacancy like for like of 4,5% = Vacancy in budget 2024
5.	20%	20%	To set new ambitious levels for 2024 the sustainability target regarding Paris alignment was adapted in view of the progress already made in 2023. The total weight of this target was kept at 20%. Progress in Paris Alignment of the Asset Portfolio in line with Portfolio strategy and Asset Business Plans. Achieved (good): • FY 2024 at 110 kwh/sqm/year versus 112 kwh/sqm/year last year, well below CRREM pathway. Data coverage has expanded with daily insight per asset with AI-usage well under way. Energy usage per building (tenant behavior) is monitored, as is the impact of technical projects. Ambitious targets were set in Asset Business Plans with detailed CAPEX planning per asset. A total of € 2.7m of Paris Proof projects have been executed. Delivery of Paris Proof building Rotterdam Alexander has started. • Generally, about 2/3 of the energy usage is due to the sustainable characteristics of the building, and about 1/3 is tenant behavior. The portfolio's progress in Paris alignment highlights both successful energy reductions with technical adjustments (CAPEX), but also close monitoring of tenant behavior in energy consumption as both are required for successful lowering of energy usage.
6.	5%	5.2%	Customer Satisfaction (average score) - threshold: >/= 7, target: >/= 7.5, maximum: >/= 8 Achieved: • Score of 7.6
7.	5%	5%	GRESB star ranking and points - threshold: 4 stars, target: 5 stars, maximum: 5 stars and >/= 94 points Achieved: • 5 stars and 93 points (ranked 4th of all 105 listed European companies that do GRESB).

Explanation of 2024 STI payout.

Payout is based on performed threshold/target/maximum plus linear pay out between levels

Payout amount = base fee x target payout level x STI payout level

CEO/CFO	Base fee	Target payout level (% of base fee)	STI payout level	Payout amount
CEO	€ 435,750	20%	104.2%	€ 90,810
CFO	€ 382,500	30%	104.2	€ 79,713*

* Prorated payout of 8/12. Actual time of service of the CFO during 2024 was 1 May to 31 December 2024

Pay out will follow in May 2025 after the adoption of the Annual Accounts by the General meeting of Shareholders.

Short term incentive application in 2025

2025 STI Targets, weights and measures ex ante disclosure

Table 2.3.2. below contains a full ex ante disclosure of the 2025 STI targets, their weights and performance measures.

Table 2.3.2. - 2025 Short Term Incentive targets, weights and measures

	Weight	Threshold	Target	Maximum	Comment
		50%	100%	120%/150%	*Maximum 120% in current policy, 150% in proposed policy*
Strategic Target					
1. Improve the overall quality and risk profile of the portfolio and identify and implement opportunities for business growth	30%	pass	good	excellent	*This is a combination of the two 2024 strategic targets, both of which had a weighting of 20%.*
Financial Targets					
2. Progress on Refinancing Roadmap. Complete extensions on all 2026 maturities	20%	pass	good	excellent	*New target, replaces 2024 Paris Alignment target as sustainability will be (25%) part of the LTI target under the proposed REM policy.*
3. Recurring EPS EPRA (targets are based on 'as is' portfolio)	15%	€ 2.04	€ 2.09	€ 2.14	*Reduced weight, weighing in 2024 was 20%*
Operational Targets					
4. EPRA cost ratio	15%	31%	29%	27%	*New target. Weight comes from reduced strategic weight (10%) and reduced EPS weight (5%)*
5. EPRA vacancy (LfL) vs Budget 2025	10%	</= + 1%	</= 0%	< -1%	*In line with 2024 target*
Sustainability Targets					
6. Customer Satisfaction (Average score)	5%	>/=7	>/=7,5	>/=8	*In line with 2024 target*
7. Employee Satisfaction (Average Score)	5%	>/=7	>/=7,5	>/=8	*New target, replaces 2024 GRESB target as sustainability will be (25%) part of the LTI target under the proposed REM policy.*
	100%				

2.4. Long-term incentive

Long-term incentive Remuneration Policy

The long-term incentive concerns a rolling cash incentive plan covering a three-year performance period. The performance measure represents long-term value creation at NSI and is defined as Relative Total Shareholder Return (TSR), whereby NSI's TSR is compared to those of companies within the EPRA Eurozone Index. Based on each company's TSR, a percentile score is computed that determines the relative positioning of each company. NSI's percentile score determines the final payout as given in the table below.

The target payout level is 60% of base fee for the CEO and 30% for the CFO. The maximum payout level is 90% of base fee for the CEO and 45% for the CFO. Board members are required to invest two-thirds of the net payments resulting from the long-term incentive to acquire NSI shares until the shareholding requirement has been met.

EPRA Eurozone TSR percentile score	Payout as % of target
At least 90%	150%
80%	125%
70%	100%
60%	75%
50%	50%
40%	25%
Lower than 40%	0%

With regard to the above table it is noted that the best market practice suggests that payout should not be made for below median performance for relative TSR. In 2024 no payout for performance below median has been awarded or paid out. In the proposed new Remuneration Policy the threshold is set at the median TSR of the Peer group and the possibility of a below median performance payout is ruled out.

The members of the Management Board are required to invest two-thirds of the net payments resulting from the long-term incentive scheme to acquire NSI shares until the shareholding requirement has been met.

Long-term incentive application in 2024

LTI achievements and payout

CEO
NSI's EPRA Eurozone TSR percentile score over 2022 to 2024 was 39.39%, which was below the threshold percentile score of the 40th percentile.

Therefore no LTI payout was awarded to the CEO.

Table 2.4.1. – LTI achievement calculation CEO

Group	TSR percentile score (≥)	Payout a % of target	NSI percentile score	Payout % of target
1	90%	150%		
2	80%	125%		
3	70%	100%		
4	60%	75%		
5	50%	50%		
6	40%	25%		
7	0%	0%	39.39%	0,00%
Percentile group NSI			7	
Percentile			39.39%	
Bracket payout as a percentage of target			0.0%	
Extra payout between score brackets			0.0%	
Total payout as a percentage of target			**0.0%**	
Total payout as a percentage of base fee			**0.0%**	

CFO

The CFO was appointed per 1 May 2024. The CFO was hired with the expectation that an LTI as specified in the draft 2024 Remuneration Policy would apply, which provided for a 30% of base fee LTI with one year measurement intervals. This Policy failed to get the required 75% majority in the AGM. To stay as close as possible to the principles of the hiring the Supervisory Board has for 2024 instead awarded the CFO a target payout based LTI of 30% of Base fee with a one year measurement time frame (to be calculated on the basis of NSI's EPRA Eurozone TSR percentile score in line with the 2020 Remuneration Policy).

This partial deviation of the policy (shortening of LTI measurement period) was applied to serve the long term interest of the Company to attract, reward and retain qualified and seasoned real estate industry professionals, who can achieve the company objectives and was applied temporarily, ultimately until the new Remuneration Policy would be adopted.

The target payout level for the LTI according to the 2020 Policy is 30% of base fee for the CFO. In view of time served (1 May – 31 December 2024) the Supervisory Board has set the target payout level at 8/12 of 30% of Base Fee with Relative TSR and payout to be calculated over time served in 2024. The rationale for this derogation of the Policy is further explained below in the section 'Derogation'.

Table 2.4.2. – LTI Achievement calculation CFO

Group	TSR percentile score (≥)	Payout a % of target	NSI percentile score	Payout % of target
1	90%	150%		
2	80%	125%	81.82%	129.5%
3	70%	100%		
4	60%	75%		
5	50%	50%		
6	40%	25%		
7	0%	0%		
Percentile group NSI			2	
Percentile			81.82%	
Bracket payout as a percentage of target			125.0%	
Extra payout between score brackets			4.5%	
Total payout as a percentage of target			**129.5%**	
Total payout as a percentage of base fee			**38.9%**	

NSI's EPRA Eurozone TSR percentile score over 1 May 2024 to 31 December 2024 was 81.82%, which was above the 80th percentile The CFO achieved 129.5% of target level.

The target payout level is 30% of base fee for the CFO. CFO base fee is € 382,500.

Actual time of service of the CFO during 2024 was 1 May 2024 to 31 December 2024. Prorated LTI payout on the basis of LTI achievement would have resulted in 129.5% x 30%x €382,500 x 8/12 = € 99,195. To prevent the payout to be perceived as unacceptable according to standards of reasonableness and fairness (in view of the short measurement period) the Supervisory Board has deemed it appropriate to reduce the amount to €76,500, thus reducing the total payout as percentage of target from 129,5% to 100% and the total payout as percentage of base fee from 38,9% to 30% (the equivalent of the target level).

In line with the 2020 Policy, two-thirds of the net payment resulting from this amount will be reinvested in shares which will be locked up until the shareholding requirement has been met. Under the proposed 2025 Policy the shareholding requirement continues to be applicable, running until one year after the end of the membership of the Management Board.

Long term incentive application in 2025

(Conditional upon the AGM of 17 April 2025 approving the revised Remuneration Policy)

2025 LTI targets weights and measures ex ante disclosure

(Conditional upon the AGM of 17 April 2025 approving the revised Remuneration Policy)

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

Relative Total Shareholder Return (weight 75%)

NSI's Total Shareholder Return ('TSR') is assessed compared to the TSR of the following peer group:

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

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 / Maximum	NSI relative TSR performance rank within peer group	Payout level as % of target
Maximum	1	150%
	2	140%
	3	130%
	4	120%
Target	5	100%
Threshold	6	75%
Below threshold	7 / 8 / 9 / 10 / 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 sustainability score is determined based on annually selected auditable objectives considered most relevant at that moment based on developments and expectations in the market and society.

Table 2.4.3. - 2025 Sustainability targets, weights and measures

		Weight	Threshold	Target	Maximum
1.	CRREM CO2 reduction; calculation is made over three year period. Calculation: 126 current-85 Paris aligned target 2035 = 41 total reduction to be realized by 2035. 41 over 10 years is 4.1 per year; for 3 years = 12.3 reduction. Max target is linear progression towards Paris target by 2035. Mentioned is end target in 3 years. Threshold is 3 years * 2 kwh reduction.	15%	120 (over 3 years)	117 (over 3 years)	114 (over 3 years)
2.	BREEAM % of sqm in very good or better	5%	50% (consistently every year)	60% (consistently every year)	75% (consistently every year)
3.	GRESB score (under 2025 heightened requirements).	5%	4 star (consistently every year)	5 star (consistently every year)	5 star + 92p (consistently every year)

2.5. Other benefits

The Management Board is entitled to other remuneration elements besides those covered by TDC. These 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 company car.

To contribute to NSI long term sustainability goals, CEO and CFO drive fully electric cars.

2.6. Shareholding requirement

Shareholding Requirement Remuneration Policy

To stimulate long-term value creation, NSI applies a shareholding requirement to align the interests of the members of the Management Board with the interests of the Company's shareholders. The CEO is required to hold NSI shares with a value of at least 125% of the applicable annual (gross) base fee; a requirement of at least 75% of the applicable annual (gross) base fee applies to the CFO.

Board members are required to invest respectively one-third and two-thirds of the net payments resulting from the short-term and long-term incentive schemes to acquire NSI shares until the shareholding requirement has been met.

Shareholding Requirement Application in 2024

Shareholdings per 31 December 2024 (calculated using NSI 31 December 2024 closing price of € 18.92):
- CEO: 18.600 shares = € 351,912 = 80,7% of 2024 annual gross base fee (€ 435,750);
- CFO: 1.031 shares = € 19,507 = 5.1% of 2024 annual gross base fee (€ 382,500).

2.7. Derogation [6]

Derogation Remuneration Policy

"Under exceptional circumstances, the Supervisory Board can temporarily and ultimately until the new Remuneration Policy is adopted, deviate from the Remuneration Policy. For this purpose, exceptional circumstances are limited to those circumstances that require deviation to serve the long-term interests and sustainability of the Company as a whole or to assure its viability.
E.g. special circumstances in the market place or at NSI may require a deviation in order to remain competitive or to keep up to the standards of reasonableness and fairness. In such a case the Supervisory Board has the authority to discretionarily add pay programs to the remuneration of the members of the Management Board

In the event of relevant circumstances, NSI's 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 in the remuneration report."

Derogation Application in 2024

The CFO was appointed per 1 May 2024As explained in chapter 2.4 on page 9 above, for the CFO the Supervisory Board has set a Target amount of 8/12 of 30% of Base Fee with Relative TSR and payout to be calculated over time served in 2024.

This temporary derogation of the Policy was made under the exceptional circumstance that the existing Total Direct Compensation package no longer gave NSI adequate means to attract qualified and expert executives to NSI N.V.

The Total Direct Compensation offered to the new CFO was based on a proposed new Remuneration Policy which contained a forward looking LTI. This proposal failed to obtain the 75% majority in the AGM of 21 April 2024. The derogation served the long term interest of the Company to attract, reward and retain qualified and seasoned real estate industry professionals, who can achieve the company objectives.

6 This paragraph contains the information specified in Article 2:135b paragraph 3 Dutch Civil Code under letter j.

3.

Evolution of remuneration and company performance over the last five years

Table 3 - Comparative table of the remuneration and the company performance [7]

	2020	2021	2022	2023	2024
Annual change of Directors Remuneration					
Base fee CEO - Bernd Stahli (annualized)	€ 415,000	€ 415,000	€ 435,750	€ 435,750	€ 435,750
Base fee CFO - Alianne De Jong (annualized)	€ 298,333	€ 310,000	€ 341,000	€ 341,000	
Base fee CFO - Elke Snijder (annualized)					€ 382,500
LTI at target as % of base fee CEO - Bernd Stahli (annualized)	60.00%	60.00%	60.00%	60.00%	60.00%
Actual payout	175.70%	18.61%	27.87%	0.00%	0.00%
LTI at target as % of base fee CFO - Alianne De Jong (annualized)	30.00%	30.00%	30.00%	30.00%	30.00%
Actual payout	30.10%	17.66%	22.24%	0.00%	0.00%
LTI at target as % of base fee CFO - Elke Snijder (annualized)					30.00%
Actual payout					
STI at target as % of base fee CEO - Bernd Stahli (annualized)	20.00%	20.00%	20.00%	20.00%	20.00%
Actual payout		15.26%	22.95%	18.83%	22.52%
STI at target as % of base fee CFO -Alianne De Jong (annualized)	30.00%	30.00%	30.00%	30.00%	30.00%
Actual payout	31.02%	22.89%	34.50%	28.24%	29.26%
STI at target as % of base fee CFO - Elke Snijder (annualized)					30.00%
Actual payout					
Annual change of the performance of the company					
Net rental income (in € m)	60.466	63.272	59.325	58.421	61.079
change vs previous reported year in percent	-10.06%	4.64%	-6.24%	-1.52%	4.55%
Total investment result (in € m)	-20.424	120.961	-31.370	-142.370	12.372
change vs previous reported year in percent	-110.40%	-692.25%	-125.93%	353.84%	-108.69%
Earnings per share	-€ 1.07	€ 6.20	-€ 1.58	-€ 7.08	€ 0.63
change vs previous reported year in percent	-110.22%	-679.44%	-125.48%	347.90%	-108.93%
Dividend per share	€ 2.16	€ 2.16	€ 2.16	€ 1.52	€ 1.57
change vs previous reported year in percent	0.00%	0.00%	0.00%	-29.63%	3.29%
EPRA NTA per share	€ 44.44	€ 48.23	€ 44.17	€ 35.30	€ 35.27
change vs previous reported year in percent	-7.36%	8.53%	-8.42%	-20.08%	-0.08%
Loan to Value (LTV)	29.2%	28.2%	28.7%	33.0%	33.8%
change vs previous reported year in percentpoints	1.80%	-1.00%	0.50%	4.30%	0.80%
Total Shareholder Return	-19.55%	13.40%	-29.33%	-11.62%	9.44%
change vs previous reported year in percentpoints	-54.31%	32.95%	-42.73%	17.71%	21.06%
Average remuneration on a full time equivalent basis of Directors					
Average monthly Base fee Directors	€ 29,398	€ 30,208	€ 32,365	€ 32,365	€ 34,094
change vs previous reported year (€)	€ 787	€ 810	€ 2,156		€ 1,729
change vs previous reported year (%)	2.75%	2.76%	7.14%	0.00%	5.34%
Average remuneration on a full time equivalent basis of Employees					
Average monthly Base Salary employees	€ 5,646	€ 5,853	€ 6,132	€ 6,017	€ 6,101
change vs previous reported year (€)	€ 340	€ 207	€ 279	-€ 115	€ 84
change vs previous reported year (%)	6.41%	3.67%	4.77%	-1.87%	1.40%
Pay ratio Directors/Employees					
Ratio Base fee Directors/Base Salary employees	5.21	5.16	5.28	5.38	5.59
change vs previous reported year	-3.44%	-0.88%	2.26%	1.91%	3.89%

6 Table 3 contains the information specified in Article 2:135b paragraph 3 Dutch Civil Code under letter e.

Under the Variable Income Plan NSI employees are entitled to a maximum of 33.3% per year of their fixed salary. The Variable Income Plan pays out every year.

The relative pay ratio of the (maximum possible) variable income of Directors and employees can be calculated as follows:
- CEO: 3,42 (max. 90% of base fee LTI + max. 24% of base fee STI) / employees max 33.3% of base fee = 3.42 (for 2017 to 2018: 1.8; for 2019 to 2022: 3.42);
- CFO: 2,43 (max. 45% of base fee LTI + max. 36% of base fee STI) / employees max 33.3% of base fee = 2.43.

Table 4 - Provisions for Remuneration to be paid in the future and their movements during 2024

	Balance 1 Jan. 2024	Release provision prior year	Provision taken	Provision 31 Dec. 2024	Payments	Release provision prior year	Provision taken	Result 2024
CEO - Bernd Stahli								
LTI								
STI	€ 87,150	-€ 87,150	€ 90,810	**€ 90,810**	€ € 98,131	-€ 87,150	€ 90,810	**€ 101,791**
Total	€ 87,150	-€ 87,150	€ 90,810	**€ 90,810**	98,131	-€ 87,150	€ 90,810	**€ 101,791**
CFO - Alianne de Jong								
LTI								
STI	€ 102,300	-€ 102,300			€ 99,779	-€ 102,300		**-€ 2,521**
Total	€ 102,300	-€ 102,300			€ 99,779	-€ 102,300		**-€ 2,521**
CFO - Elke Snijder								
LTI			€ 101,059	**€ 101,059**			€ 101,059	**€ 101,059**
STI			€ 77,225	**€ 77,225**			€ 77,225	**€ 77,225**
Total			€ 178,284	**€ 178,284**			€ 178,284	**€ 178,284**
Total								
LTI			€ 101,059	**€ 101,059**			€ 101,059	**€ 101,059**
STI	€ 189,450	-€ 189,450	€ 168,035	**€ 168,035**	€ 197,910	-€ 189,450	€ 168,035	**€ 176,495**
Total	**€ 189,450**	**-€ 189,450**	**€ 269,094**	**€ 269,094**	**€ 197,910**	**-€ 189,450**	**€ 269,094**	**€ 277,554**

4.

Remuneration of the supervisory board

The current remuneration policy for the members of the Supervisory Board was adopted by the General Meeting of Shareholders on 24 April 2020.
The remuneration is fixed and no shares or share options are granted.
The remuneration of the Supervisory Board members is not dependent on the company's results.
The remuneration is € 48,000 per year for the chairman.
The remuneration is € 36,000 per year for a Supervisory Board member
The remuneration is € 7,500 per year for the membership of the Audit Committee
The remuneration is € 3,750 per year for membership of the Selection and Appointment Committee and for the membership of the Remuneration Committee.

Table 5 – Supervisory Board remuneration for the reported financial year 2024

	2020	2021	2022	2023	2024
Jan Willem de Geus		€ 5,580	€ 62,040	€ 59,492	€ 55,500
change vs previous reported year in Euro's		€ 5,580	€ 56,460	-€ 2,548	-€ 3,992
change vs previous reported year in percent			1011.79%	-4.11%	-6.71%
Jan Willem Dockheer	€ 26,000	€ 43,500	€ 43,500	€ 43,500	€ 43,500
change vs previous reported year in Euro's	€ 26,000	€ 17,500			
change vs previous reported year in percent		67.31%	0.00%	0.00%	0.00%
Margreet Haandrikman	€ 41,000	€ 42,500	€ 43,250	€ 43,500	€ 43,500
change vs previous reported year in Euro's	€ 3,000	€ 1,500	€ 750	€ 250	
change vs previous reported year in percent	7.89%	3.66%	1.76%	0.58%	0.00%
Marlies Janssen					€ 36,250
change vs previous reported year in Euro's					€ 36,250
change vs previous reported year in percent					
Karin Koks - van der Sluis	€ 58,000	€ 56,125	€ 53,750	€ 47,975	€ 13,292
change vs previous reported year in Euro's	€ 5,000	-€ 1,875	-€ 2,375	-€ 5,775	-€ 34,683
change vs previous reported year in percent	9.43%	-3.23%	-4.23%	-10.74%	-72.29%
Harm Meijer	€ 42,000	€ 41,625	€ 44,875	€ 20,435	
change vs previous reported year in Euro's	€ 4,000	-€ 375	€ 3,250	-€ 24,440	-€ 20,435
change vs previous reported year in percent	10.53%	-0.89%	7.81%	-54.46%	-100.00%
Neo Teck Pheng					€ 9,000
change vs previous reported year in Euro's					€ 9,000
change vs previous reported year in percent					
Supervisory Board	€ 221,000	€ 221,705	€ 247,415	€ 214,902	€ 201,042
change vs previous reported year in Euro's	€ 41,000	€ 705	€ 25,710	-€ 32,513	-€ 13,861
change vs previous reported year in percent	22.78%	0.32%	11.60%	-13.14%	-6.45%
Waived remuneration Neo Teck Pheng					-€ 9,000
Supervisory Board (excluding waived remuneration)	€ 221,000	€ 221,705	€ 247,415	€ 214,902	€ 192,042
change vs previous reported year in Euro's	€ 41,000	€ 705	€ 25,710	-€ 32,513	-€ 22,861
change vs previous reported year in percent	22.78%	0.32%	11.60%	-13.14%	-10.64%

A provision was made in 2024 for the Supervisory Board fee and expenses of Mr. Neo based on his time served as member since 1 October 2024. Mr. Neo has waived his SB fee and his right to reimbursement of (travel) expenses. This provision will therefore be released in 2025.

5.

Advisory votes on the 2023 remuneration report[8]

In the general meeting of 19 April 2024 a total of 88,3% of the votes were in favor of adopting the 2023 report. No questions were raised during the meeting about the 2024 Remuneration Report and no explanations of votes were given.

8 This chapter contains the information specified in Article 2:135b paragraph 2 Dutch Civil Code.

6.

Further information [9]

With regard to any Director or any Supervisory Director:
- No remuneration was paid by any NSI subsidiary or by any company that NSI consolidates
- No shares or share options were granted.
- No additional pay programs were introduced during 2024.
- No bonus pay out was revised retrospectively during 2024.
- No variable remuneration was reclaimed.
- There were no deviations from the decision-making process followed for the determination, review and implementation of the remuneration policy.
- There were no payments upon termination of employment.
- NSI has not given any loans, made advanced payments or granted guarantees.

Publication

After the general meeting of 17 April 2025 NSI NV shall keep this remuneration report publicly available on its website for a period of 10 years. If NSI NV chooses to keep the remuneration report available for a longer period it will no longer contain the personal data of directors.

Audit of information provided in this Remuneration Report

PriceWaterhouseCoopers Accountants NV, the statutory auditor of NSI NV as referred to in article 2:393 paragraph 1 Dutch Civil Code, has checked that the information required by article 2:135b and article 2:145 subsection 2 Dutch Civil Code has been provided in this remuneration report. Reference for this is made to the independent auditor's report on the financial statements 2024 dated 6 March 2025 that is included in the annual report of NSI N.V.

Amsterdam, 6 March 2025

NSI NV Supervisory Board
Jan Willem de Geus, *Chairman*
Jan Willem Dockheer, *Vice chairman*
Margreet Haandrikman
Marlies Janssen
Neo Teck Pheng

9 This chapter contains the information specified in Article 2:135b paragraph 3 Dutch Civil Code under letters f, g, h, i, j and k.