1. Would it be possible to have one remuneration policy for both the management board and the supervisory board?
   • Yes, the management board and the supervisory board policies may be combined. However, combining the two needs careful consideration.

2. Can a company deviate from the remuneration policy?
   • Yes, but only if allowed by the policy and only temporarily and under exceptional circumstances which cover the situation where the derogation from the remuneration policy is necessary to serve the long-term interests and sustainability of the company as a whole or to assure its viability. The remuneration report should include information on remuneration awarded under such exceptional circumstances.
   • An example of deviation mentioned in the explanatory notes to the proposed bill is the situation where a company with financial problems urgently wishes to appoint a new management board member, and the requested remuneration of competent potential candidate(s) does not fit within the remuneration policy.

3. Should the possibility to deviate from the remuneration policy be explicitly included in the remuneration policy?
   • Yes, the procedure for deviating and the elements that can be deviated from have to be included in the policy.

4. Who is authorised to resolve whether the policy can be deviated from?
   • The corporate body that determines the remuneration is authorised to resolve upon deviations from the remuneration policy, if deviation has been allowed under the policy.

5. Should the auditor examine whether the remuneration report is correct?
   • No, the auditor only needs to examine if the information set out in article 2:135b BW is included in the remuneration report. The auditor does not have to examine if the information in the report is correct.

6. What should be done with the advisory vote of the general meeting on the remuneration report?
   • In the remuneration report for the next financial year, an explanation has to be included on how the advisory vote has been taken into account.
Remuneration policy and remuneration report | Q&A

7. Should the remuneration policy and remuneration report be published on the company's website?
   • Yes, the remuneration policy and remuneration report have to be made available on the website forthwith after the general meeting. Forthwith is to be understood as within 15 days after the general meeting. Publishing the full management report or the full annual accounts will not suffice.

8. How long should the remuneration policy remain publicly available on the company's website?
   • The remuneration policy should remain publicly available on the company's website for as long as it applies.

9. How long should the remuneration report remain publicly available on the company's website?
   • The remuneration report should remain publicly available on the company's website for at least 10 years.

10. The bill proposes a provision that specifically applies to companies governed by the structure regime. At these companies, the works council has an enhanced right of recommendation for one-third of the supervisory directors. Such director automatically becomes a member of the company's remuneration committee (where one has been established). Will all, or only one, of these supervisory directors be part of the remuneration committee?
   • The text of this proposed provision leaves some uncertainty as to whether one or all of these supervisory directors are part of the remuneration committee and as to how the appointment procedure takes place. Reading the commentary on the bill, it would be justified to conclude that the appointment as such takes place automatically and that all board members recommended by the works council are included in the remuneration committee.
   • We are awaiting the outcome of proceedings in the upper house of the Dutch parliament.