



GLOBAL BLUE GROUP HOLDING AG

Charter of
The Nomination and Compensation Committee
of the Board of Directors



1. BASIS

This charter (the "**Charter**") of Nomination and Compensation Committee ("**NCC**") has been adopted as set forth in article 4.8 of the organizational regulations of the board of directors of Global Blue Group Holding AG (the "**Organizational Regulations**"). Unless defined otherwise herein, capitalized terms have the same meaning as in the Organizational Regulations.

2. COMPOSITION

- (a) The NCC shall consist of at least 2 members appointed by the General Meeting, all of which shall be non-executive directors. The chairperson of the NCC shall be appointed by the Board.
- (b) The NCC shall have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

3. MISSION

- (a) The NCC shall support the Board concerning (i) the compensation strategy and policy, (ii) design of the compensation plans, (iii) particular compensation of the Chairman/Chairwoman, the other Directors, the CEO, and other members of Executive Management (iv) the compensation report, and (iv) other tasks in relation to compensation and benefits, as may be delegated by the Board.
- (b) The NCC shall assist the Board in (i) establishing the principles for the selection of candidates to the Board and the CEO, and (ii) the identification and selection of individuals who are qualified to become (or be re-elected as) Directors or the CEO. The NCC adheres to the nomination rights granted under the terms of the Relationship Agreement.

4. DUTIES, RESPONSIBILITIES AND AUTHORITY

In relation to compensation and benefits

- (a) developing a compensation strategy in line with the principles described in the Articles of Association, and submitting it to the Board for approval.
- (b) supporting the Board in preparing the proposals to the General Meeting regarding the compensation of the Directors and Executives.
- (c) preparing the compensation report and submitting it to the Board for approval.



- (d) performing the tasks delegated to it in Article 19 of the Articles of Association.
- (e) proposing to the Board the contractual terms (if any) and compensation of the Directors (incl. the Chairman/Chairwoman).
- (f) together with the FAC, assessing whether the Group's incentives for employees below Executive Management level are appropriately aligned to business performance and do not encourage excessive risk taking.
- (g) at the end of each performance period, taking into consideration the Board's evaluation of Group performance against targets established at the beginning of the performance cycle, evaluate individual performance and recommend the amount of compensation earned by the CEO and Executive Management to the Board for approval taking into account the overall performance of the business.
- (h) periodically assessing the effectiveness of the short-term and long-term incentive plans (if adopted) in relation to the Group's strategic objectives, values and pay-for-performance principles.
- (i) annually assessing the level of Board compensation and submit to the Board its recommendations for the compensation of Directors and of the Chairman/Chairwoman.
- (j) as directed by the Chairman/Chairwoman, overseeing communication and engagement on executive compensation matters with shareholders and their advisors, including shareholder voting on Board and Executive Management compensation, and assessing the voting results on executive compensation matters of the most recent General Meeting.
- (k) consider and approve the policy for and scope of pension arrangements operated by the Group;
- (l) annually assessing the engagement and performance of external advisors engaged by the NCC and their independence in relation to any potential conflicts of interest.
- (m) keeping abreast of regulatory and corporate governance best practice requirements regarding Board, Executive Management and other senior executive compensation; and of market trends and consideration of external factors that may influence compensation in terms of design, structure, quantum, disclosure etc.



In relation to nominations

- (n) preparing and annually reviewing succession plans for the Directors and Board Committee members including chairpersons, and the CEO, and making proposals to the Board for the election and the re-election.
- (o) with the participation of the Chairman/Chairwoman, actively seek, interview and screen individuals qualified to become a candidate for the position as a Director, for recommendation to the Board.
- (p) Assessing and recommending to the Board as to whether Directors should stand for re-election. For its assessment, the NCC considers, among other things, age limit, contributions to the Board and the Group, and ability and willingness to commit adequate time to the Board and Board Committee matters.
- (q) annually submitting to the Board a proposal concerning the determination of the independence status of the Directors and the corresponding disclosure.

General

- (r) reviewing and reassessing the adequacy of this article 4 and submit proposed changes to the Board for approval.

5. MEETINGS AND REPORTING

- (a) The NCC shall meet at least three times per year. Additional meetings may be held and may be convened at the request of either the Board or any of its members. At least two members of the NCC must be present to have a quorum.
- (b) NCC meetings shall be convened by the chairperson of the NCC. Meetings of the NCC will be chaired by the chairperson or, in his/her absence, by another member elected as chairperson of the day by the present members.
- (c) The NCC may invite to its meetings other Directors, Executives and such other persons as it deems appropriate to carry out its responsibilities.
- (d) Unless specifically stated otherwise in this Charter, the provisions of the Organisational Regulations applicable to Board meetings apply by analogy to meetings of the NCC.



- (e) The NCC shall regularly report to the Board on its deliberations and decisions. Other matters will be reported as the NCC deem appropriate.

Approved upon recommendation of the NCC by the Board on 26th August 2020.