



REMUNERATION POLICY 2026

BASIC-FIT

REMUNERATION POLICY 2026 – BASIC-FIT N.V. (THE “REMUNERATION POLICY”)

The new remuneration policy for Basic-Fit N.V. (the “Company”) has been proposed by the Supervisory Board, after the proposal by the Supervisory Board’s Selection, Appointment & Remuneration Committee (the “Remuneration Committee”). This proposal was drafted following a periodic review of the Management Board remuneration and the existing policy that has been effective as from 26 April 2024. This proposed new policy fundamentally continues the existing remuneration policy principles and is updated for the outcomes of the periodic review.

This new policy is presented to be adopted by the Annual General Meeting of Shareholders (the “AGM”) on 6 May 2026 and if approved, this Remuneration Policy will apply retrospectively to all payments made on or after 1 January 2026 and will replace the existing remuneration policy. This new Remuneration Policy will be applicable for a maximum of four years. Material changes to this policy during this four-year period will be presented to the AGM for approval.

Prior to the expiry of the four-year period, the Remuneration Policy will again be presented to the AGM for approval whereby the existing remuneration policy remains to be operated and applied by the Company until this Remuneration Policy is approved by the AGM.

For the remuneration of the Management Board, the Supervisory Board may, in exceptional circumstances only and in accordance with article 2:135a under 4 and 5 of the Dutch Civil Code, decide to temporarily deviate from the Remuneration Policy. Exceptional circumstances shall cover only situations in which the deviation from the Remuneration Policy is necessary to ensure the long-term interests and sustainability of the Company as a whole or to assure its viability, such as a change of control at the level of the Company. In such circumstances a deviation from the Remuneration Policy is permitted. The Supervisory Board will account for this during the General Meeting immediately following the occurrence of such exceptional circumstance resulting in a deviation from the Remuneration Policy.

Where an individual is appointed as a member of the Management Board through internal promotion or following a corporate transaction, the Supervisory Board retains the ability to honour any legally binding legacy arrangements as agreed prior to the appointment. The Supervisory Board may grant an award to buy-out any remuneration forfeited on joining the Company to facilitate recruitment of a new member of the Management Board equal to the value of the forfeited remuneration to be determined by the Supervisory Board. The rationale and detail of any such grant and deviation will be disclosed in the annual remuneration report of the Company.

A. MANAGEMENT BOARD POLICY

Introduction

The Remuneration Committee advises the Supervisory Board regarding the remuneration policy and principles as well as the individual remuneration of the Management Board of the Company (the "Management Board"). Within this framework, the Supervisory Board determines the individual remuneration of the Management Board.

This policy aims to attract, retain and reward highly qualified executives with the required background, skills and experience to implement the strategy of the Company. It is transparent and aligns the interests of the Company, shareholders and other stakeholders in the medium and long-term to deliver sustainable performance in line with the strategy, purpose and values of the Company.

The key driver of mission statement of the Company is to make fitness available to all. To offer products and services that have a positive impact on people's fitness and well-being and is geared towards an effective, flexible and personalised way for people to remain active and fit. This plays a relevant role in the demand from society to avoid inactivity that can have a major negative impact on health and well-being. This mission clearly links to and supports the United Nation's Sustainable Development Goals of good health and well-being and is aimed to create value for all our internal and external stakeholders. This with the goal to stimulate a generation to stay active throughout their lives. This mission is embedded in our growth strategy and the Remuneration Policy seeks to promote these strategic objectives within the Company's risk appetite.

The Company aspires to ensure that the Remuneration Policy aligns with all policies and procedures and complies with relevant laws and the Dutch Corporate Governance Code by applying high standards of corporate governance, environmental and ethical practices.

The Company has defined key policies to ensure the highest standards in both the workplace and in all its business. These policies include the Code of Conduct, the Speak-Up Policy, the Stakeholder engagement Policy and Insider Trading Policy. All policies are available on the corporate website for further review.

The level of remuneration of the Management Board members is determined based on a variety of factors, including periodic benchmark assessments provided by external, independent advisors. When determining the remuneration levels of the Management Board, the Remuneration Committee considers the remuneration arrangements for other employees in the Company, internal pay ratio's and the views within society to ensure that the remuneration of the Management Board remains fair, reasonable and aligned with our values and purpose.

Furthermore, the views of shareholders as expressed during the AGM or in dialogue with the largest investors and shareholder representative bodies are considered when operating the remuneration policy.

When operating the Remuneration Policy, the Supervisory Board analyses the possible outcomes of the variable remuneration elements and how this may affect the total remuneration of the Management Board. In this respect regular scenario analysis are

undertaken whereby the development of the underlying share price of the Company's shares is considered. This with due regard for the risks to which variable remuneration may expose the Company. The variable remuneration shall be linked to predetermined, assessable and influenceable targets, which are predominantly of a long-term nature and linked to the strategy. In determining the actual remuneration of the Management Board, the Supervisory Board assesses the actual performance delivered based on the strategy and takes into account the impact of the overall remuneration of the Management Board on the pay differentials within the Company. When determining the remuneration, the Remuneration Committee obtains the views of the individual members of the Management Board relating to the level and structure of the remuneration.

The remuneration structure of the Management Board consists of the following elements:

- Fixed compensation - Annual base salary
- Short-term incentive - Annual cash bonus plan
- Long-term incentive plan - Conditional performance shares
- Pension allowance and other benefits

These remuneration elements are regularly compared with a balanced remuneration reference group of companies selected. When selecting reference companies the size and complexity of the Company is taken into account, including market capitalisation, net revenues and total assets. The companies selected includes companies as contained in the relevant listing index as published by Euronext Amsterdam and international peer companies operating in the industry. The positioning of the Company is set at the median level within this selected group of reference companies. The remuneration reference group currently contains the following selected companies:

REMUNERATION REFERENCE GROUP	
Aalberts N.V.	Planet Fitness, Inc.
AMG Advanced Metallurgical Group N.V.	Sligro Food Group N.V.
ASM International N.V.	Société des Bains de Mer
BE Semiconductor Industries N.V.	Technogym SpA
Compagne Des Alpes	Tkh Group N.V.
Corbion N.V.	TomTom N.V.
Fugro N.V.	Warehouses De Pauw N.V.
InPost SA	Weight Watchers International, Inc.
Peloton Interactive, Inc.	

The composition of the remuneration reference group is reviewed by the Supervisory Board on a regular basis and may be updated where necessary to respond to corporate events and/or significant changes in size, ownership structure or business profile of the Company and/or the reference group companies. All other changes, including structural changes to the group composition or reference group company selection process, is subject to the approval of the Annual General Meeting of Shareholders.

The remuneration of the members of the Management Board will be determined by comparing the total direct compensation levels around the median level of the

remuneration reference group. The total direct compensation elements consist of the fixed compensation and the short-term and long-term incentives.

Fixed compensation - annual base salary

The base salary is a fixed compensation and is set by the Supervisory Board taking into account a variety of factors such as the benchmark of the companies as contained in the remuneration reference group.

The base salary will be evaluated periodically (e.g. at the end of each year), taking also into account factors such as the Company's and individual development, experience, capability and marketability of the Management Board, the nature of the individual's roles and responsibilities, historic salary levels of the individual, internal pay levels as well as general market developments.

Base salaries of members of the Management Board will be determined by comparing the base salary levels around the median level of the remuneration reference group. The Remuneration Committee will make a proposal for the Management Board's fixed compensation for determination by the Supervisory Board. If adjusted, the new base salary will be valid as of 1 January of the next calendar year.

Short-term incentive - Annual cash bonus plan

The Management Board is entitled to receive an annual, performance related bonus in cash. The objective is to incentivize strong financial and personal performance in line with the Company's strategy and annually defined targets.

The 'at target' short-term incentive opportunity for the Management Board is 50% of the annual base salary. The maximum annual bonus opportunity in case of overachievement is 75% of the annual base salary. Furthermore, threshold performance levels are in place resulting in 0% annual bonus pay out in case of performance below threshold levels.

Each year, the Supervisory Board sets the applicable performance targets and conditions after approval of the budget for the next fiscal year. The performance related targets typically include financial as well as qualitative and quantitative non-financial objectives and are consistent with the Company strategy. Approximately 70% of the short-term incentive component is based on financial objectives, e.g. total revenue, (Underlying) EBITDA, Number of clubs or cash flow. The remaining 30% will be based on clearly defined non-financial objectives. The Supervisory Board may vary the exact percentages and targets from time to time.

After the end of each fiscal year the achievement of the predetermined short-term objectives set for each member of the Management Board are formally evaluated and determined by the Supervisory Board. The Remuneration Committee prepares a proposal and recommendation for determination by the Supervisory Board to that effect. Pay-out of the annual bonus, if any, will be made following the formal approval of the annual financial statements.

Long-term incentive - Conditional Performance Shares

The purpose of the long-term incentive plan is to align the interests of the Company, shareholders and the Management Board for the medium and long term, to foster and reward sustainable performance and to provide an incentive for longer term commitment and retention of the Management Board. Under the Company's long-term incentive plan members of the Management Board shall be invited to receive a conditional award of performance shares in the Company. The 'at target' value of the annual award is defined as a percentage of the annual base salary in the award year and may amount to 75% for all Management Board members. Each fiscal year, after approval of the annual financial statements, the Remuneration Committee makes a proposal for the award of performance shares to the Management Board for determination by the Supervisory Board.

Awards of performance shares will vest at the end of a three-year performance period subject to (i) the achievement of predetermined group financial targets that appropriately reflect the longer term strategy of the Company, e.g. Average Revenue Growth, net debt/EBITDA ratio, ROIC or Cash Flow related measures; and (ii) the continued service as an Management Board member with the Company. When considered appropriate, the Remuneration Committee may apply at its discretion a performance incentive zone between 0% and 150% of the at target value of the award considering the long term and sustainable performance achieved during the performance period. Where such an incentive zone is applied the Supervisory Board may reduce the at target and threshold percentages subject to the award of performance shares to ensure an appropriate reflection performance achieved during the performance period. In the first remuneration report after an award, the Company will give insight in the respective financial targets applied for the award.

Holding and share ownership requirements

Members of the Management Board are required to retain the shares released to them under a long-term incentive award for an additional holding period of two years. During this period these shares cannot be transferred, sold or otherwise encumbered by the Management Board member, unless with the approval of the Supervisory Board. Notwithstanding the aforementioned, a sale-to-cover taxes is allowed to ensure the Management Board members can meet their tax obligations.

Share ownership requirements apply to members of the Management Board requiring them to build up and hold equity in the Company in deposit with a value equal to at least two times (CEO) or one time (other members) of their gross annual base salary during their term. For the avoidance of doubt, this includes the shares that are subject to the aforementioned holding period.

Number of shares available

The aggregate number of shares available for all equity-based incentive awards made to Management Board members under the Company's long-term incentive plan will not exceed 1% of the total issued share capital of the Company calculated on a fully diluted basis.

Pension allowance and other benefits

Management Board members do not participate in the Company's collective pension scheme, but will receive payment of a comparable (gross) pension allowance with a maximum of 15% of their annual base salary.

The Management Board members are entitled to customary fringe benefits such as a company car after prior approval of the Supervisory Board. Other benefits, if any, will be provided in line with the existing company agreements and practices, or as determined by the Supervisory Board.

Service agreements

Existing service contracts with the current Management Board members are entered into for an indefinite period of time.

Compliant with the Dutch Corporate Governance Code, the service agreements with the Management Board members contain a severance payment in case of involuntary termination of six months' base salary and a notice period of six months.

Clawback and ultimate remedium

Variable remuneration may be adjusted or recovered from a member of the Management Board, in accordance with the relevant provisions in the Dutch Civil Code, as amended from time to time (currently: based on the relevant provisions as contained in Article 2:135 of the Dutch Civil Code).

Miscellaneous

The Company does not provide its Management Board members any personal loans, guarantees or advance payments.

The Supervisory Board has the authority to deviate from the policies set out above, in case it considers it necessary or desirable to do so in specific individual cases, for instance in order to attract and reward the most qualified members of the Management Board also in future.

B. SUPERVISORY BOARD POLICY

Introduction

This policy aims to attract, retain and fairly compensate Supervisory Board members with the required background, skills and experience and to reflect the responsibilities of their role.

In line with the roles and responsibilities of the Supervisory Board, the compensation of the members is based on fixed amounts paid in cash. Supervisory Board members are not entitled to any performance or equity related compensation and are not entitled to any pension allowance or contribution. This compensation structure is designed to

ensure the independence of the Supervisory Board members and the effectiveness from a corporate governance perspective.

Fixed compensation – Supervisory Board and committee fees

The Supervisory Board members are entitled to the following elements:

- A fixed base fee for membership of the Supervisory Board; and
- A fixed committee fee for each of the Supervisory Board committees.

The Supervisory Board members are entitled to the following fees:

Annual fee per function in the Supervisory Board	Fixed annual fee
Chair	EUR 80,000
Vice chair	EUR 60,000
Member	EUR 55,000
Annual fee per function in the Supervisory Board committees	Fixed annual fee
Chair Audit & Risk Committee	EUR 15,000
Chair Selection, Appointment & Remuneration Committee	EUR 10,000
Member Audit & Risk Committee	EUR 8,000
Member Selection, Appointment & Remuneration Committee	EUR 6,500

The compensation is regularly assessed against Dutch market levels. The benchmark is based on AMX companies listed on Euronext Amsterdam by comparing fixed compensation levels at median level. The Supervisory Board will present any proposed changes to the fees or the compensation elements to the AGM for approval.

Miscellaneous

The Company does not provide its Supervisory Board members any personal loans, guarantees or advance payments.