



LEADERSHIP TEAM RULES BASIC-FIT N.V.

These Rules were adopted by the Management Board and approved by the Supervisory Board on the 8th of February 2023.

BASIC-FIT

TABLE OF CONTENT

1	Definitions	3
2	Status and contents of the rules	3
3	Responsibilities of the Leadership Team	4
4	Composition of the Leadership Team	4
5	Leadership Team meetings	5
6	Leadership Team resolutions	6
7	Relationship with the Supervisory Board	7
8	Conflict of Interest	7
9	Related party transaction	7
10	Confidentiality	7
11	Governing law and jurisdiction	7

LEADERSHIP TEAM RULES

BASIC-FIT N.V.

1. DEFINITIONS

The words and expressions used in these Rules have the following meaning:

-  **“Chairman”**: the chairman of the Management Board;
-  **“Code”**: the Dutch Corporate Governance Code, as amended from time to time;
-  **“Company”**: the company with limited liability Basic-Fit N.V., with seat in Hoofddorp, the Netherlands;
-  **“Company Secretary”**: the secretary of the Company, as appointed in accordance with the Articles of Association;
-  **“Dutch Law”**: Netherlands law;
-  **“Leadership Team”**: the leadership team of the Company, existing of (i) the members of the Management Board, together with (ii) the key officers that have been appointed by the Management Board to assist the Managing Board in managing the Company.
-  **“Management Board”**: the management board of the Company;
-  **“Rules”**: these Leadership Team rules;
-  **“Supervisory Board”**: the supervisory board of the Company.

2. STATUS AND CONTENTS OF THE RULES

- 2.1. The Rules have been drawn up by the Management Board and complement the rules and regulations that are applicable to the Leadership Team under Dutch Law and the Code. The Leadership Team is qualified as an ‘executive committee’ as stated in Principle 2.1.3. of the Code. The Rules shall be published on the Company’s website. The Leadership Team and each member of the Leadership Team shall observe and comply with these Rules. Upon their appointment to the Leadership Team, new members shall receive a copy of these Rules and shall return a signed copy of these Rules to the Company Secretary confirming that he/she will observe and comply with these Rules.
- 2.2. The Rules can only be amended by a resolution of the Management Board to that effect. Any amendment of these Rules shall be laid down in writing. Any such amendment to the rules requires consultation with the Supervisory Board.
- 2.3. The Management Board may in special circumstances, at its discretion but after consultation with the chairman of the Supervisory Board, decide to deviate from these Leadership Team rules.

3. RESPONSIBILITIES OF THE LEADERSHIP TEAM

- 3.1. The Leadership Team shall assist the Management Board in managing the Company, in particular the day-to-day management, including in respect of sustainability, marketing, operations, culture, leadership, compliance and corporate responsibility and any such other issues as may be determined by the Management Board.
- 3.2. The Management Board may delegate one or more tasks and duties to one or more Leadership Team members. However, the Management Board shall remain responsible for the management of the Company including the actions and decisions of the Leadership Team. The Leadership Team promotes a culture of openness and accountability within the Leadership Team.
- 3.3. The members of the Leadership Team shall consider and treat the Company Secretary as being independent from the Management Board and the Supervisory Board.

4. COMPOSITION OF THE LEADERSHIP TEAM

- 4.1. The Leadership Team consists of (i) the Management Board members, and (ii) the key officers as appointed by the Management Board from time to time.
- 4.2. Members of the Leadership Team, not being the members of the Management Board, are appointed, suspended and dismissed by the Management Board, after consultation of the Supervisory Board.
- 4.3. The (re)appointment of Leadership Team members will have due regard to the Company's diversity policy applicable at that time.
- 4.4. The Management Board shall regularly, but at least once a year, review and assess the effectiveness of the governance structure of the Leadership Team.
- 4.5. In line with the Management Board Rules, the preferred composition of the Leadership Team shall be in such a way to ensure a degree of diversity appropriate to the Company with regard to expertise, competencies, other personal qualities, sex or gender identity, age, nationality and cultural or other background, which enables the Leadership Team to carry out its duties and responsibilities in the best possible way.
- 4.6. Each member of the Leadership Team shall be accountable to the Leadership Team for the fulfilment of his or her duties.
- 4.7. The Leadership Team holds an evaluation once a year.
- 4.8. By signing a statement to that effect provided by the Company Secretary, members of the Leadership Team shall declare that they shall act in accordance with the rules regarding securities transactions by members of the Leadership Team.

- 4.9. If one or more members of the Leadership Team (not being members of the Management Board) are prevented or unavailable, the other members of the Leadership Team shall, together with the members of the Management Board, be temporarily responsible for the conduct of the Company's affairs.

5. LEADERSHIP TEAM MEETINGS

- 5.1. The Leadership Team shall meet on a regular basis and also whenever one or more of its members request a meeting. Leadership Team meetings are generally held at the offices of the Company, but may take place elsewhere, as decided by the Chairman when convening the meeting. In addition, meetings may be conducted by telephone or via videoconferencing facilities provided that each member of the Leadership Team taking part in such meeting is able to hear the deliberations and can be heard by the other members of the Leadership Team and no member of the Leadership Team objects thereto.
- 5.2. The Chairman of the Management Board shall chair the meetings of the Leadership Team. In his absence, the Chairman shall appoint another member of the Leadership Team to chair the meeting.
- 5.3. The meetings shall be convened in good time by the Chairman. There shall be at least five (5) days between the date on which notice is given of any meeting of the Leadership Team and the date on which it is held, unless the Chairman decides that a shorter notice period is reasonably required in the circumstances at hand.
- 5.4. The Management Board may decide (i) to combine a meeting of the Leadership Team with a meeting of the Management Board, and (ii) that in such combined meeting the resolutions of the Leadership Team that are adopted in accordance with these Leadership Team rules and the Management Board rules may be deemed to be resolutions of the Management Board, which shall be reflected in the relevant minutes or resolution of the Leadership Team.
- 5.5. Leadership Team meetings shall in principle be attended by all members of the Leadership Team. If members are unable to attend and the minutes require explanation, the Chairman shall inform the absent members about the resolutions passed and the discussions held in the meeting in question. The Chairman may invite other persons to attend Leadership Team meetings in whole or in part.
- 5.6. If a member of the Leadership Team cannot attend a meeting, he can give a proxy to another member of the Leadership Team, each time for a particular Leadership Team meeting.
- 5.7. If there is insufficient consensus at the meeting about a certain item on the agenda, the Chairman may postpone the consideration of the matter until a subsequent meeting.
- 5.8. Minutes will be kept of each meeting by the Company Secretary or incidentally by a secretary of the meeting, appointed for that purpose. This secretary of the meeting may but need not be a member of the Leadership Team. The minutes of a Leadership Team meeting shall be adopted in the next meeting. Adopted

minutes shall constitute evidence of proceedings.

6. LEADERSHIP TEAM RESOLUTIONS

- 6.1. The Leadership Team shall adopt resolutions by absolute majority of the votes cast by the members of the Leadership Team present or represented at the meeting.
- 6.2. Each member of the Leadership Team may cast one vote. Blank votes, invalid votes and abstentions shall be considered as not cast. In the event votes are tied, the proposed resolution is rejected unless the Chairman voted in favour of such resolution in which case the Supervisory Board shall decide.
- 6.3. Members of the Leadership Team who have a conflict of interest shall not be considered present or represented at the meeting for the agenda item for which he or she has a conflict of interest.
- 6.4. The Leadership Team may adopt resolutions outside a formal meeting provided that this is done in writing, by telefax, or by electronic mail and provided that all members of the Leadership Team have had the opportunity to express their opinion in respect of the proposal concerned and none of the members of the Leadership Team has declared himself against this form of decision-making. The adoption of Leadership Team resolutions outside a meeting must be reported at the following meeting of the Leadership Team. Resolutions thus adopted shall be recorded by the Company Secretary in writing and kept with the minutes of the previous meetings of the Leadership Team.

7. RELATIONSHIP WITH THE SUPERVISORY BOARD

- 7.1. If so requested by the Supervisory Board, a member of the Leadership Team will be present at a meeting of the Supervisory Board.
- 7.2. The Leadership Team shall timely provide to the Supervisory Board all information that the Supervisory Board reasonably requires for the fulfilment of its obligations and the exercise of its powers. Additional information will be provided upon request of the Supervisory Board.

8. CONFLICT OF INTEREST

The provisions of the Management Board rules regarding conflict of interest of Management Board members shall apply mutatis mutandis to members of the Leadership Team, provided that a member of the Leadership Team not being a Management Board member, shall report any potential conflict of interest to the CEO.

9. RELATED PARTY TRANSACTION

The provisions of the Management Board Rules regarding related party transaction, shall apply mutatis mutandis to members of the Leadership Team.

10. CONFIDENTIALITY

The provisions of the Management Board Rules regarding confidentiality, shall apply mutatis mutandis to members of the Leadership Team.

11. GOVERNING LAW AND JURISDICTION

- 11.1. These Rules shall be governed by and construed in accordance with the laws of the Netherlands.
- 11.2. The courts of Amsterdam shall have exclusive jurisdiction over any disputes arising from or in connection with these Rules, including any dispute regarding the existence, validity or termination of these Rules.