



Charter of the Remuneration Committee

As last amended by the Board of Directors on

6 April 2017



PREAMBLE

The present Charter has been adopted by the SES Board of Directors as a complement to the Company's and the Group's legal and regulatory obligations, its articles of incorporation and its internal regulations. It has last been revised on 6 April 2017.

I. PURPOSE

The primary purpose of the Remuneration Committee is to ensure that the remuneration strategies of SES (the "Company") support and enhance its strategic objectives. The Remuneration Committee will review and advise the Board on the establishment of employee benefit plans and on long term incentive schemes for Executives. In line with the authority delegated by the Board of Directors, the Committee will decide on Executive Committee performance matters and Executive Committee compensation matters as well as act as 'The Plan Administrator' in dealing with all matters arising from the group-wide Long Term Equity Plans (LTEPs)¹. The Remuneration Committee's goal is to ensure that:

- a. the Company attracts and retains employees with sufficient experience and expertise to meet its business plans and objectives;
- b. the Company fulfils its ethical and legal responsibilities to its employees;
- c. executive remuneration is reasonable in light of the Company's objectives, when compared to remuneration for similar personnel in other companies and other relevant factors; and
- d. executive remuneration is structured, implemented and disclosed in accordance with applicable laws and regulations (including the rules of any exchange on which the Company's stock may be listed).

II. FUNCTIONS

The Remuneration Committee, as authorised by the Board of Directors, will perform the following functions:

- A. The Remuneration Committee will have **decision making power** in the following matters:
 1. **Executive Committee Performance.** Establish procedures to evaluate the performance of the Chief Executive Officer and other members of the Executive Committee and perform this evaluation. The evaluation of the other members of the Executive Committee will be based on a proposal from the Chief Executive Officer.
 2. **Executive Committee Remuneration.** Within a defined compensation philosophy, which includes qualitative and quantitative criteria, establish the annual salary,

¹ The Long Term Equity Plans include the Long Term Incentive (LTI) Plan, the Equity Incentive Compensation Plan (EICP) and the Stock Appreciation Rights (STAR) Plan



bonus, stock option grants, long term incentives, perquisites and other benefits of the Chief Executive Officer and other members of the Executive Committee. The decision making for compensation matters of the other Executive Committee members will be based on a proposal from the Chief Executive Officer.

3. **Executive Committee Succession Planning.** Ensure appropriate oversight of the Company's Executive Committee succession planning process.
4. **Long Term Equity Plans (LTEPs).** The Remuneration Committee will act as the Plan Administrator for the group-wide Long Term Equity Plans (LTEPs) and shall have the powers and authority delegated to the Plan Administrator as detailed in the Plan documents.

The Remuneration Committee will have **oversight and responsibility to advise the Board** in the following matters:

1. **Executive Remuneration Programs.** Ensure appropriate oversight of the Company's executive remuneration programs, consistent with applicable legal requirements, including establishing and periodically reviewing those programs.
2. **Employee Benefit Plans.** Review and recommend any new employee benefit plan or change to an existing plan that creates a material long-term financial commitment by the Company. The Remuneration Committee may review periodically the Company's material benefit plans, the appropriateness of the allocation of benefits under those plans, and the extent to which those plans are meeting the intended objectives.
3. **Remuneration of the members of the Board** Review and recommend any change to the existing remuneration scheme of the members of the Board of Directors. Consideration is to be given to best practices in this matter.
4. **Remuneration Report.** Submit to the Board for inclusion in the shareholders report a proposal regarding the remuneration policy of the Company, including the remuneration of the members of the Board of Directors as well as of the Executive Committee.

III. REGULAR EVALUATION

The Remuneration Committee shall perform a regular review and evaluation of its performance. This review will include compliance of the Remuneration Committee with this Charter. The Remuneration Committee shall conduct such evaluations and reviews in a manner as it deems appropriate, consistent with internationally recognized principles of good corporate governance.

IV. COMPOSITION

The Remuneration Committee is a body of elected Board members. It is designated by the Board and is composed of six members, at least a third of which shall be independent Directors.



The Chairperson of the Board shall be one of the members of the Remuneration Committee.

The Remuneration Committee elects its Chairperson by simple majority.

V. QUORUM AND MEETINGS

The Remuneration Committee will meet on a regular basis and meetings will be scheduled at the discretion of the Chairperson of the Remuneration Committee or at any time at the request of at least two of its members.

The Remuneration Committee may only validly deliberate if at least four (4) of its members are present or represented.

The Chief Executive Officer will be invited to attend the meeting. The Remuneration Committee, upon notice to the Chief Executive Officer, may ask the relevant members of the Executive Committee or others to attend the meeting and provide pertinent information as necessary, except if they are personally concerned by the deliberations.

Notices shall be given in writing, contain the place, date, time and agenda and be sent at least one week before the meeting by letter, e-mail or facsimile.

Any supporting material as may be required for the Remuneration Committee to have an informed discussion shall be sent at least one week before the meeting.

In exceptional cases, being situations of particular urgency, a 24 hours prior notice shall suffice for convening a Remuneration Committee. The notice shall duly set out the reason for the urgency and the Remuneration Committee shall acknowledge such at the relevant meeting.

If all Committee Members are present or represented and no objection is raised, the convening formalities may be waived and the meeting may be held without observing the aforementioned formalities. At such a meeting, discussions may take place and resolutions may be considered for referral and recommendation to the Board on all business matters within the Committee's scope of authority.

Any Committee Member may participate in any meeting of the Remuneration Committee by conference call or other means of communications allowing all the persons taking part in the meeting to hear each other. In such case, the participation in a meeting by these means is equivalent to a participation in person at such meeting when considering whether the quorum has been reached.

Any Committee Member may act at any meeting of the Remuneration Committee by appointing in writing or by e-mail or other means of electronic transmission as from time to time accepted by the Remuneration Committee another member of the Committee as his or her proxy. Such proxy will only be valid for one meeting of the Remuneration Committee (unless such meeting is a meeting that has been reconvened upon a first



meeting with the same agenda not having been quorate). A Committee Member may not represent more than one of his or her colleagues.

VI. REPORTS

Minutes of the deliberations of the Remuneration Committee's meetings will be kept in writing. They shall be submitted for approval at the next Remuneration Committee meeting.

The Remuneration Committee will provide a written report to the Board as to its activities and its recommendations after each meeting through its Chairperson. When presenting any recommendation to the Board, the Remuneration Committee will provide the background and supporting information as may be necessary for the Board to make an informed decision.

VII. CONFLICT OF INTEREST

Any member of the Remuneration Committee who has a direct or indirect financial interest to the Company's interest in a matter discussed at the Remuneration Committee must inform the Chairperson of the Remuneration Committee and in the case where the Chairperson of the Remuneration Committee faces a potential or actual conflict of interest, he will advise the Chairperson of the Board. A member of the Remuneration Committee is also to be considered as having an opposed interest subject to the conflict of interest regime if such member of the Remuneration Committee is a director, manager or adviser of an entity which has an opposed interest. This declaration is registered with the minutes of the meeting. Such member of the Remuneration Committee may not deliberate or vote on this matter. In the event that the Chairperson of the Remuneration Committee, or the Chairperson of the Board, concurs that a potential or actual conflict of interest exists, and the Remuneration Committee would not have the necessary quorum as a result, an independent substitute Board Director shall be appointed as a member of the Remuneration Committee until the matter, posing the potential or actual conflict of interest, is resolved.

VIII. CONFIDENTIALITY

Unless otherwise provided for by law, the Directors, the Secretary of the Board, the members of the Executive Committee and all other persons who attend the meetings of the Board and of its Committees must observe the confidentiality of its deliberations and votes, except with regard to reporting obligations as provided for by applicable law and regulations. Furthermore, such persons may not render public any confidential information.

IX. OTHER AUTHORITY

The Remuneration Committee is authorized to confer with Company management and other employees to the extent it is necessary or appropriate to fulfil its duties. The Remuneration Committee is also authorized to seek outside advice to the extent it is necessary or appropriate. It will keep the Chief Executive Officer and the Board advised as to the nature and extent of these conferences and requests for advice.