

## ENGAGEMENT FACTSHEET

# BE Semiconductor

### ENGAGEMENT RATIONALE

BE Semiconductor submitted a new remuneration policy for 2020-2023 to be approved by shareholders at the Annual General Meeting (AGM) in 2019. We were concerned about the discretionary authority of the Supervisory Board to increase the award opportunity under the new long-term incentive plan (LTIP) by up to 20%.

### BACKGROUND

Under the old remuneration plan the Supervisory Board also held discretionary authority to adjust the number of performance shares that vest after a three year performance period of the LTIP. Over the past years, the Supervisory Board continuously awarded maximum rewards.

### THEME FOR ENGAGEMENT

- x Remuneration / incentives for stakeholder alignment

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### ENGAGEMENT OBJECTIVES

- x The objective of the engagement is the improvement of the proposed remuneration policy, increasing alignment of directors with shareholders and other stakeholders.

## DEVELOPMENT



## MILESTONE



### ENGAGEMENT RESULTS

- x We had several meetings and calls with the Supervisory Board, management and other shareholders to discuss the remuneration proposal.
- x Based on our feedback the Supervisory Board decided to change the proposed remuneration policy 2020–2023, eliminating the discretionary grant within the LTIP.
- x While the remuneration proposal was approved, we still saw 20% dissent votes.
- x During the AGM the Remuneration Committee stated to be more critical when awarding discretionary rewards to the Management Board in the future.

### NEXT STEPS

- x We will monitor the implementation of the remuneration policy through BE Semiconductor's remuneration reports and by continuing our dialogue with the company.

### COMPANY

BE Semiconductor Industries N.V. develops, manufactures, sells, and services semiconductor assembly equipment for the semiconductor and electronics industries

### COUNTRY

Netherlands

### SECTOR

Information Technology

### MARKET CAP

Small Cap

### ISSUE

The proposed remuneration proposal allowed significant discretion to the Supervisory Board to increase rewards to executive directors

### MATERIALITY

Incentive plans motivate behaviour that can have a material impact on the company

### RISK

Potential reduction of alignment of directors and stakeholders interests

### MSCI ESG RESEARCH

UN Global Compact: PASS  
ESG Rating: BBB