



Compensation Committee Charter

Allego N.V.

Allego

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Introduction

Article 1

- 1.1 This charter, together with the relevant provisions of the Board Rules, govern the organisation, decision-making and other internal matters of the Committee. In performing their duties, the Committee Members shall comply with this charter and the relevant provisions of the Board Rules.
- 1.2 This charter shall be posted on the Website.

Definitions and Interpretation

Article 2

- 2.1 Unless otherwise defined in this charter, capitalised terms shall have the meanings ascribed to them in the Board Rules.
- 2.2 Without prejudice to Article 2.1, the following definitions shall apply in this charter:

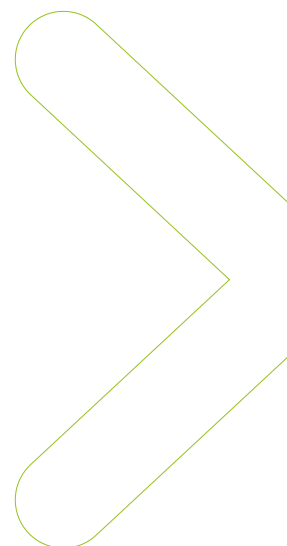
Article	An article of this charter.
Board	The Company's board of directors.
Board Rules	The internal rules of the Board.
Committee	The Company's compensation committee.
Committee Chair	The chair of the Committee.
Committee Member	A member of the Committee.
Company	Allego N.V.

- 2.3 Terms that are defined in the singular have a corresponding meaning in the plural.
- 2.4 Words denoting a gender include each other gender.

Composition

Article 3

- 3.1 The Committee consists of at least two Non-Executive Directors.
- 3.2 The Committee Members shall be appointed by the Board annually, and may be dismissed by the Board, with or without cause, at any time.
- 3.3 The majority of all Committee Members shall be independent within the meaning of the Dutch Corporate Governance Code.

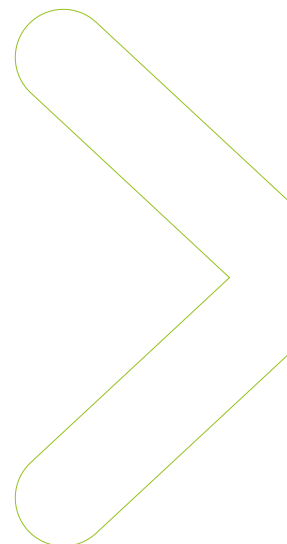


- 3.4 All Committee Members shall be independent in accordance with the applicable listing standards of the NYSE, subject to an election by the Company to rely on the exemption available to “foreign private issuers” or any other permitted transition periods.
- 3.5 The Committee shall elect a Committee Member to be the Committee Chair. The Committee may dismiss the Committee Chair, provided that the Committee Member so dismissed shall subsequently continue his term of office as a Committee Member without having the title of Committee Chair. In addition, if and when applicable to the Company, in selecting the Committee Members, the Board shall consider whether the Director is a “non-employee director” within the meaning of Rule 16b-3 under the U.S. Securities Exchange Act of 1934, as amended.
- 3.6 The Committee Chair shall not be the Chair of the Board or a former Executive Director.

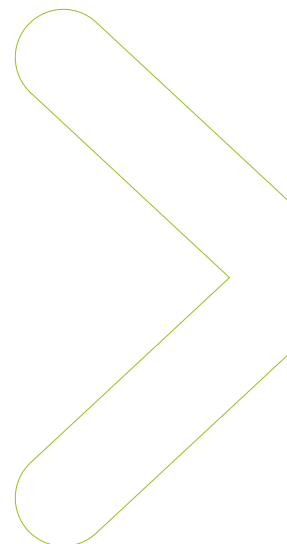
Duties and Organisation

Article 4

- 4.1 The Board may allocate from time to time certain of its tasks and duties to the Committee pursuant to a resolution to that effect. The Committee can validly pass resolutions in respect of matters which fall under the tasks and duties allocated to the Committee.
- 4.2 The Committee is charged with, and shall be able to pass resolutions relating to, the following matters:
- a reviewing and evaluating the Company’s compensation policy and benefits policies generally, including the review, recommendation and administration of incentive-compensation and equity-based plans of the Company, as well as the compensation of the CEO and the Company’s other executive officers;
 - b submitting proposals to the Board concerning changes to the Company’s compensation policy, as relevant;
 - c submitting proposals to the Board concerning the compensation of the Company’s executive officers and the individual Directors, at least covering:
 - i the compensation structure;
 - ii the amount of the fixed and variable compensation components;
 - iii the applicable performance criteria;
 - iv the scenario analyses that have been carried out;
 - v the pay ratios within the Company’s group;
 - vi the employment, compensation, benefit or severance agreements with any executive officer;
 - vii if it concerns the compensation of a Director, the views of the Director concerned with regard to the amount and structure of his own compensation;



- viii if considered appropriate by the Board or the Committee, the views of the executive officer concerned with regard to the amount and structure of his own compensation;
 - d the review and assessment of risks arising from the Company's compensation policies and practices and whether any such risks are reasonably likely to have a material adverse effect on the Company, to the extent required by applicable law;
 - e the review and approval of any description of executive compensation included in the Company's Annual Report on Form 20-F (or, if applicable, the Company's Annual Report on Form 10-K and/or definitive proxy statement);
 - f the preparation of the Company's compensation report for the Board;
 - g the preparation of the Committee's report if required by SEC rules or the rules of any other regulatory body; and
 - h the retention of or obtaining advice from a compensation consultant, legal counsel or other advisor as the Committee deems necessary or appropriate to carry out its responsibilities, including the appointment of such consultant, counsel or advisor and the ability to cause the Company, without further action, to pay with Company funds the reasonable compensation of such consultant, counsel or advisor as approved by the Committee, provided, however, that:
 - i in retaining or obtaining the advice of such consultant, counsel or advisor, other than in-house legal counsel, the Committee shall take into consideration the factors affecting independence required by applicable SEC rules and NYSE rules; and
 - ii the Committee will be responsible for the oversight of the work of any such consultant, counsel or advisor.
- 4.3 The Committee shall meet on a regularly scheduled basis, or as often as it determines is appropriate to carry out its responsibilities, but not less frequently than annually, and each meeting shall be presided over by the Committee Chair and, in the absence of the Committee Chair, one of the other Committee Members shall be designated as the acting chair of the meeting.
- 4.4 The Committee may delegate all or part of its authority to subcommittees or to the Committee Chair.
- 4.5 The Committee shall regularly report on its deliberations and findings to the Board, and maintain minutes or other records of Committee meetings and activities.
- 4.6 The Committee shall meet at least annually with the CEO and any other officers the Committee deems appropriate to discuss and review the performance criteria and the compensation of executive officers.
- 4.7 At least annually, the Committee shall evaluate its own performance and report to the Board on such evaluation. The Committee shall also review and assess the adequacy of this charter at least annually and recommend any proposed changes to the Board.



Amendments and Deviations

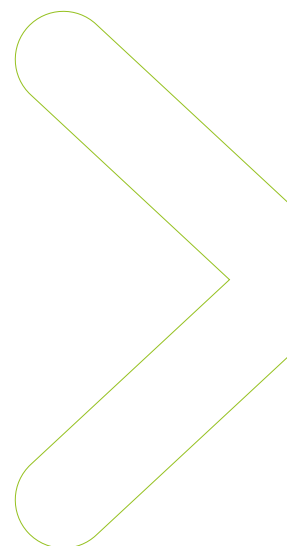
Article 5

Pursuant to a resolution to that effect, the Board may amend or supplement this charter and allow temporary deviations from this charter, subject to ongoing compliance with applicable law and stock exchange requirements.

Governing Law And Jurisdiction

Article 6

This charter shall be governed by and shall be construed in accordance with the laws of the Netherlands. Any dispute arising in connection with this charter shall be submitted to the exclusive jurisdiction of the competent court in Amsterdam, the Netherlands.



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