



Strategy and Business 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.
Business Plan	The operational and strategic plan if necessary to be drawn up by the Board, containing the annual budget (including CAPEX, OPEX, COGS and revenue forecast) and focussing on (i) execution of the operational plan, (ii) the commercial activities for the given year including anticipated projects, anticipated bids and activities and objectives per region, (iii) human resources and skills retention on a yearly basis and (iii) competitive watch and impact on the Company's strategy.
Strategic Developments	Each strategic, onerous or significant development, for contracts and/or projects that have not been included in the Business Plan, including but not limited to activities in new countries and new market segments.
Committee	The Company's strategy and business 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

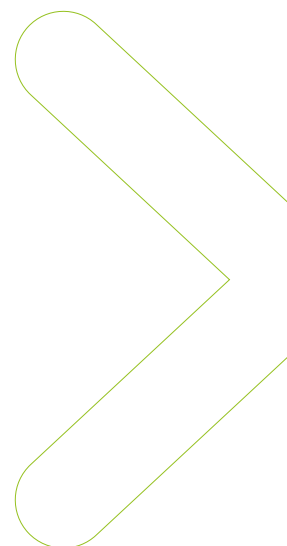
Article 3

- 3.1 The Committee consists of at least three (3) Directors of which at least one (1) Executive Director.
- 3.2 The Committee Members shall be appointed by the Board annually, and dismissed by the Board, with or without cause, at any time.
- 3.3 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.

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 prepare the Business Plan including a gap analyses;
 - b formulate and record the objectives of the Company mentioned in the Business Plan;
 - c report about Strategic Developments;
 - d overseeing the Company's strategy and business development;
 - e submitting proposals to the Board and reviewing possible acquisitions, divestments, joint ventures and other corporate alliances of the Company.
- 4.3 The Committee has the authority to retain, oversee and terminate any advisors, including search firms to identify candidates for the Board or for executive positions, and legal counsel, including sole authority to approve all such advisers' reasonable fees and other retention terms.
- 4.4 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.



- 4.5 The Committee may delegate all or part of its authority to subcommittees or to the Committee Chair.
- 4.6 The Committee shall regularly report on its deliberations and findings to the Board, and maintain minutes or other records of Committee meetings and activities.
- 4.7 At least annually, the Committee shall review and assess the adequacy of this charter and recommend any proposed changes to the Board.

Amendments and Deviations

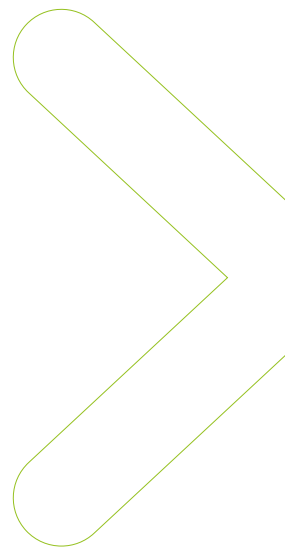
Article 5

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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