

[ 2006 REMUNERATION ]

**Supervisory board**

In accordance with article 26 of the Company's articles of association, the remuneration of the Supervisory Board is determined by the general meeting of shareholders. As from the Annual General Meeting held on 29 April 2005, the annual remuneration is set at the amounts included in the table below:

in Euro	Chairman	Member
Supervisory Board	50,000	35,000
Audit Committee	5,000	3,500
Remuneration and Appointment Committee	3,500	2,500
Payment for expenses	4,500	3,500

In 2006, the remuneration of the members of the Supervisory Board amounted to €215,000 compared to €167,000 in 2005. The remuneration of the individual members of the Supervisory Board is set out in the table below:

in Euro, unless otherwise stated	Base compensation	Committee compensation	Payment of expenses	Other payments
W.C.J. Angenent – Chairman	50,000	6,000	4,500	
R.J. Laan – Vice-Chairman	35,000	3,500	3,500	
H.M.E.V. Giscard d'Estaing <sup>1)</sup>	23,333	1,667	2,333	
B.C. Hodson <sup>1)</sup>	23,333	2,333	2,333	
P. Kaminsky <sup>2)</sup>	11,667	833	1,167	USD 30,000
D. Sinninghe Damsté	35,000	5,000	3,500	
<b>Total</b>	<b>178,333</b>	<b>19,333</b>	<b>17,333</b>	

<sup>1)</sup> Effective 28 April 2006 following appointment to the Supervisory Board

<sup>2)</sup> Until 28 April 2006 when resigned as a member of the Supervisory Board

In addition to her remuneration as a member of the Supervisory Board, Ms Kaminsky received a fixed annual remuneration of USD 30,000 relating to consulting activities undertaken for Vedior subsidiaries in the United States. The members of the Supervisory Board do not receive any performance or equity related compensation and do not accrue pension rights with Vedior N.V.

**Number of (depository receipts of) ordinary Vedior shares held by members of the Supervisory Board**

Supervisory Board	Number of (depository receipts of) ordinary shares	
	2006	2005
W.C.J. Angenent	22,608	22,608
H.M.E.V. Giscard d'Estaing	500	
P. Kaminsky		1,018
<b>Total</b>	<b>23,108</b>	<b>23,626</b>

#### Board of Management

The base salaries of the members of the Board of Management are set out in the table below:

in thousands of Euro	2006	2005
C.K.Z. Miles	655	601
A.J. Preisig <sup>1)</sup>	115	357
P. Salle	482	425
P. Valks	402	325
F. Vervoort	385	330
B. Wilkinson	421	342
<b>Total</b>	<b>2,460</b>	<b>2,380</b>

<sup>1)</sup> Until resignation as a member of the Board of Management on 28 April 2006.

#### Annual cash bonus

Based on the level of achievement of the budgeted operating income of the Group or the budgeted operating income of the companies for which a member of the Board is responsible, the cash bonuses paid are set out in the table below:

in thousands of Euro	2006	2005	Bonus paid as % of base salary
			2005
C.K.Z. Miles	373	571	62%
A.J. Preisig	81	352	24%
P. Salle	317	281	75%
P. Valks	325	285	100%
F. Vervoort	201	320	62%
B. Wilkinson		128	
<b>Total</b>	<b>1,297</b>	<b>1,937</b>	

Cash bonuses paid in any year relate to the performance in the previous year.

Pensions  
The Company incurred the following charges for pension schemes of members of the Board of Management.

in thousands of Euro	2006	2005
C.K.Z. Miles	79	72
A.J. Preisig <sup>1)</sup>	17	26
P. Salle		
P. Valks	317	168
F. Vervoort	257	82
B. Wilkinson	44	34
<b>Total</b>	<b>714</b>	<b>382</b>

<sup>1)</sup> Until resignation as a member of the Board of Management on 28 April 2006.

**Number of (depository receipts of)  
ordinary Vedior shares held by  
members  
of the Board of Management**

	Number of (depository receipts of) ordinary shares	
<b>Board of Management</b>	<b>2006</b>	<b>2005</b>
at year-end		
C.K.Z. Miles	160,563	150,563
P. Valks	11,401	
F. Vervoort	25,346	214
B. Wilkinson	34,881	4,479
<b>Total</b>	<b>232,191</b>	<b>155,256</b>