



Solutions30

Solutions for New Technologies

**NOMINATIONS & REMUNERATIONS
COMMITTEE
GOVERNANCE CHARTER**

Entered into force on 23 April 2019, as amended on 3 April 2024 – Version 2

Pursuant to the Supervisory Board Charter and more particularly clause 4.5. (*Supervisory Board Committees*), the Supervisory Board shall establish dedicated sub-committees in order to assist the Supervisory Board in carrying out its duties in the specific areas.

In this context, the Supervisory Board shall establish the Nominations and Remunerations Committee (as defined below) aimed at assisting the Supervisory Board with respect to procedures and proposals relating to the composition of the Supervisory Board and the Management Board and corporate governance as well as remuneration of the member(s) of the Management Board and the Supervisory Board, and any stock-based compensation plans, as approved by the General Meeting of shareholders.

For the purposes of this Charter, Solutions 30 SE and/or its subsidiaries shall be referred to as the **Company** or the **Group**, if applicable.

1. PURPOSE AND POWERS

- 1.1. The Supervisory Board creates a nominations and remunerations committee (the **Nominations and Remunerations Committee**) having the responsibilities and powers set forth in this charter (the **Nominations and Remunerations Committee Charter**).
- 1.2. The main purpose of the Nominations and Remunerations Committee is to assist the Supervisory Board in supervising and monitoring the Management Board of the Company by overseeing, advising and preparing decisions on the following matters:
 - 1.2.1. Company's remuneration strategy for the members of the Management Board and the Supervisory Board of the Company and administration of stock-based compensation plans; and
 - 1.2.2. composition of the Management Board and the Supervisory Board.
- 1.3. These tasks are provided as a general guide with the understanding that the Nominations and Remunerations Committee may carry out additional tasks and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Nominations and Remunerations Committee shall also carry out any other responsibilities and duties delegated to it by the Supervisory Board from time to time.
- 1.4. The Nominations and Remunerations Committee shall act within the limits of powers exercisable by the Supervisory Board as a whole and it may only exercise such powers that are expressly attributed or delegated to it by the Supervisory Board of the Company.
- 1.5. The Nominations and Remunerations Committee may delegate any of its responsibilities to one (1) or more persons that it designates.

2. DUTIES AND RESPONSIBILITIES

2.1. The duties and responsibilities of the Nominations and Remunerations Committee with respect to regulatory and legal matters shall include the following:

2.1.1. to ensure compliance by the Company with applicable laws and regulations related to the Committee's tasks.

2.2. The duties and responsibilities of the Nominations and Remunerations Committee with respect to the Company's remuneration strategy and policies shall include the following:

2.2.1. to prepare proposals for the Supervisory Board concerning the principles of the remuneration policies for the Management Board;

2.2.2. to make recommendations regarding the amount of total compensation of the members of the Management Board, including the amount of fixed and variable remuneration, if any, and, as the case may be, bonuses, pension rights, severance pay, payments under non-competition clause and any other forms of compensation to be awarded;

2.2.3. to prepare proposals concerning the approval of any compensation plans in the form of share or stock options or other instruments, as well as regarding the principles and procedures for setting up any long-term incentive plans, establishing general policy and conditions of the allocation of shares or share options to the members of the Management Board;

2.2.4. to submit proposals to the Supervisory Board regarding the performance criteria and the application thereof for the Management Board;

2.2.5. to ensure that the remuneration allocated to the members of the Management Board is adequate, justified and justifiable, based on objective criteria, such as remuneration policies adopted by the competitors operating within the same area of activity, the size and complexity of the Company's structure, as well as responsibilities and risks taken by the members of the Management Board, and

2.2.6. to submit proposals to the General Meeting of Shareholders of the Company concerning the remuneration of the Supervisory Board members.

2.3. The duties and responsibilities of the Nominations and Remunerations Committee with respect to the composition of the Company's Supervisory Board and Management Board shall include the following:

2.3.1. subject to the approval by the General Meeting of Shareholders, to identify and recommend to the Supervisory Board candidates for appointment as Supervisory Board members and to assess the independence criteria for members qualified as independent;

2.3.2. to recommend to the Supervisory Board candidates for appointment as Management Board members as proposed by the Management Board;

2.3.3. to steer the evaluation of the composition, organisation, performance and practices of the Supervisory Board and its committees and of the Management Board;

- 2.3.4. to conduct regular assessments of the Management Board and the Supervisory Board members' skills, contributions, attendance and effectiveness, and provide feedback to the Supervisory Board as appropriate.
- 2.3.5. to review and discuss a succession plan for key leadership positions, including the CEO, senior executives, and board members;
- 2.3.6. to review and assess the Company's procedures for nominating and electing directors, ensuring that the process is transparent, fair, inclusive, and aligned with best practices in corporate governance;
- 2.3.7. to define the diversity policy applied to the members of the Supervisory Board and the Management Board; and
- 2.3.8. to ensure that neither the Management Board, nor the Supervisory Board is not dominated by one (1) person or a small group of people, in a manner that would compromise the interests of the Company.

3. COMPOSITION, APPOINTMENT AND REVOCATION OF MEMBERS

- 3.1. The Nominations and Remunerations Committee consists of at least two (2) and maximum five (5) members appointed or, as a case may be, reappointed annually by and among the members of the Supervisory Board.
- 3.2. For the avoidance of doubt, only Supervisory Board members may be members of the Nominations and Remunerations Committee and for the duration determined by the Supervisory Board, subject to reappointment.
- 3.3. At least one (1) member of the Nominations and Remunerations Committee shall have relevant knowledge and experience in compensation and governance for listed companies or large companies.
- 3.4. Without prejudice to the rules and procedures set out in the Supervisory Board Charter or in the Company's Articles of Association, at least half of the members composing the Nominations and Remunerations Committee should be independent members of the Supervisory Board.
- 3.5. A member of the Nominations and Remunerations Committee shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. The members of the Nominations and Remunerations Committee may be removed at any time without cause by a majority vote of the Supervisory Board.
- 3.6. The Chair of the Supervisory Board shall be member of the Nominations and Remunerations Committee.

- 3.7. The composition of the Nominations and Remunerations Committee may be modified by the Supervisory Board at the request of the Chair of the Supervisory Board, and in any event must be modified in the event of a change in the general composition of the Supervisory Board.
- 3.8. The members of the Nominations and Remunerations Committee may be offered an introduction and training programme to provide them with the necessary information and training at their request.

4. CHAIRMAN

- 4.1. The Supervisory Board shall appoint one (1) of the members of the Nominations and Remunerations Committee as chair of the Remuneration Committee.
- 4.2. The Nominations and Remunerations Committee may be chaired by the Chairman of the Supervisory Board and may appoint a vice-chair of the Nominations and Remuneration Committee.
- 4.3. The chairman of the Nominations and Remunerations Committee shall be primarily responsible for the proper functioning of the Nominations and Remunerations Committee. The chairman of the Nominations and Remunerations Committee shall act as the spokesman of the said committee and shall be the main contact for the Supervisory Board.

5. MEETINGS

- 5.1. The Nominations and Remunerations Committee shall meet at least twice a year or whenever any of its members requests a meeting.
- 5.2. The Nominations and Remunerations Committee may agree in advance on the annual schedule of its meetings and the principal items to be discussed at these meetings.
- 5.3. The Nominations and Remunerations Committee shall be convened by its chair or by any two (2) members of the Nominations and Remunerations Committee who shall set the agenda or main purpose of the meeting. Such agenda, together with any explanatory notes and related documents for the meeting, shall be sent to all members of the Nominations and Remunerations Committee in advance.
- 5.4. The convening notices may be communicated to the members of the Nominations and Remunerations Committee by any means (including by electronic means of communication) and at least five (5) business days before the meeting, unless such prior convening notice is waived by all the members of the Nominations and Remunerations Committee.
- 5.5. Each member of the Nominations and Remunerations Committee may request the chairman of the Nominations and Remunerations Committee to add one or more items on the agenda, within the limits of the powers conferred to the Nominations and Remunerations Committee.

- 5.6. The meetings of the Nominations and Remunerations Committee shall be generally held in the registered office of the Company, but may also take place elsewhere. Such meetings may be held – in descending order of preference and at the chair’s discretion - by videoconference, telephone or any other electronic means of communication, provided that all participants can be identified and hear each other simultaneously.
- 5.7. The meetings of the Nominations and Remunerations Committee are validly held if at least half of the members of the Nominations and Remunerations Committee are present and, in case there is an odd number of members, if the majority of the members are present.
- 5.8. The decisions, opinions and recommendations of the Nominations and Remunerations Committee are validly taken or issued to the Supervisory Board if adopted by the majority of the members of the Nominations and Remunerations Committee present or represented at the meeting.
- 5.9. Any member of the Supervisory Board who is not a member of the Nominations and Remunerations Committee may attend meetings of the Nominations and Remunerations Committee but may not vote at such meeting and shall not be entitled to receive any remuneration.
- 5.10. The members of the Management Board, the senior management, the internal and external auditor(s) and any other officers, consultants and professional advisors may attend meetings of the Nominations and Remunerations Committee upon request of the chairman of the Nominations and Remunerations Committee.
- 5.11. The Nominations and Remunerations Committee may also exclude from its meetings any person it deems appropriate in order to carry out its responsibilities.

6. MINUTES OF THE MEETINGS

- 6.1. Minutes must be drawn up for each meeting of the Nominations and Remunerations Committee.
- 6.2. The chairman of the Nominations and Remunerations Committee shall designate a secretary at the meeting who will be responsible for drawing up minutes and sending them upon instruction by the chair of the Nominations and Remunerations Committee to each member of the Nominations and Remunerations Committee after the meeting, and, upon signature of the chairman of the Nominations and Remunerations Committee, to the members of the Supervisory Board.
- 6.3. To the extent possible, the meetings of the Nominations and Remunerations Committee must be held in English and the minutes of such meetings must be drawn up in English.

7. REPORTING TO THE SUPERVISORY BOARD

- 7.1. The Nominations and Remunerations Committee directly reports on its activities to the Supervisory Board.
- 7.2. The chairman of the Nominations and Remunerations Committee shall report orally in each Supervisory Board meeting on the main activities and provide further information on the outcome of the discussions of the Nominations and Remunerations Committee following the last Supervisory Board meeting.
- 7.3. Following meetings of the Nominations and Remunerations Committee or in any other cases provided for in this Nominations and Remunerations Committee Charter, the Nominations and Remunerations Committee shall prepare a report for the Supervisory Board, when requested, with respect to (i) any matters that are relevant to the Nominations and Remunerations Committee's discharge of its responsibilities and (ii) with respect to such recommendations as the Nominations and Remunerations Committee may deem appropriate.
- 7.4. The minutes and the reports, if applicable, of the meetings of the Nominations and Remunerations Committee shall be circulated as soon as possible after any of its meetings among all members of the Supervisory Board.
- 7.5. Each Supervisory Board member shall have unrestricted access to all records of the Nominations and Remunerations Committee.

8. REMUNERATION OF MEMBERS

- 8.1. In addition to the provisions contained under article 6.2 of the Supervisory Board Charter, members of the Nominations and Remunerations Committee shall be entitled to an additional remuneration which shall be construed in accordance with the Company's remuneration policy as stipulated in article 6.2 of the Supervisory Board Charter.
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- 8.2. In this case, this means that any member of the Nominations and Remunerations Committee, in addition to the remuneration as member of the Supervisory Board shall receive a supplementary remuneration comprised of an annual fee, which may vary depending the role and responsibilities of the member, including chairing the Nominations and Remunerations Committee, as well as on the attendance rate in the meetings of the Nominations and Remunerations Committee.

9. INFORMATION AND INDEPENDENT ADVICE

- 9.1. The Nominations and Remunerations Committee is authorised to seek the information that it requires from any member of the Management Board or Supervisory Board or any employee of the Company.
- 9.2. The Nominations and Remunerations Committee shall be empowered to investigate any matter brought to its attention with full access to all Company's books, records and personnel.

- 9.3. The Nominations and Remunerations Committee is authorised to obtain outside legal and other professional advice from special counsel or outside experts, when necessary or appropriate.

10. MISCELLANEOUS

- 10.1. This Nominations and Remunerations Committee Charter is prepared on the basis of the Articles of Association and the Supervisory Board Charter of the Company.
- 10.2. The Nominations and Remunerations Committee shall, as often as it deems necessary, review and evaluate the performance of its members, including by reviewing the compliance of the Nominations and Remunerations Committee with this Nominations and Remunerations Committee Charter.
- 10.3. In addition, the Nominations and Remunerations Committee shall, as often as it deems necessary, review and reassess the adequacy of this Nominations and Remunerations Committee Charter and recommend to the Supervisory Board any improvements that the Nominations and Remunerations Committee considers necessary or valuable. The Nominations and Remunerations Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.
- 10.4. To the extent possible and when non contradictory with the rules set out in this Nominations and Remunerations Committee Charter, the rules set out in the Supervisory Board Charter shall apply to the Nominations and Remunerations Committee.

11. GOVERNING LAW AND JURISDICTION

This Nominations and Remunerations Committee Charter being an integral part of the Supervisory Board Charter, it shall be governed by and construed in accordance with the laws of Luxembourg. The courts of Luxembourg shall have exclusive jurisdiction to settle any dispute arising from or in connection with this Nominations and Remunerations Committee Charter (including any dispute regarding the existence, validity or termination of this Nominations and Remunerations Committee Charter).

12. EFFECTIVE DATE

This version of the Nominations and Remunerations Committee Charter has been approved by the Supervisory Board and came into force as of April 3, 2024.