



Solutions30

Solutions for New Technologies

**STRATEGY & ESG
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 Strategy and ESG Committee (as defined below) aimed at assisting the Supervisory Board in fulfilling its oversight responsibilities relating to long-term strategy for the Company, risks and opportunities relating to such strategy, and strategic decisions regarding investments, acquisitions and divestitures by the Company as well as reviewing the ESG initiatives, processes and key performance indicators (KPIs) prepared by the Management Board.

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 of the Company decided to create the strategy and ESG committee (the **Strategy and ESG Committee**) having the responsibilities and powers set forth in this charter (the **Strategy and ESG Committee Charter**).
- 1.2. The primary purpose of the Strategy and ESG Committee of the Company is to assist, advise and prepare the Supervisory Board with respect to:
 - 1.2.1. monitoring, in light of its scope of actions/competence, strategic developments of the Company;
 - 1.2.2. reviewing the strategy for long term value creation and the long-term planning and budgeting;
 - 1.2.3. assessing corporate strategies and related risk management issues, including reviewing the strategic plan at least once a year; this includes identification of risks inherent to the Company's business activities;
 - 1.2.4. assessing risk associated to major merger and acquisition projects, as well as other projects put forth by the Management Board such as investment, divestment or restructuring activities;
 - 1.2.5. assessing the coherence of major research and development projects and other major projects;
 - 1.2.6. monitoring the Management Board of the Company by overseeing the decisions on the above scope, and
 - 1.2.7. monitoring and assessing ESG initiatives, ratings and plans of the Company.
- 1.3. These tasks are provided as a general guide with the understanding that the Strategy and ESG 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 Strategy and ESG Committee shall also carry out any other responsibilities and duties delegated to it by the Supervisory Board from time to time.

- 1.4. For the avoidance of doubt, the Strategy and ESG Committee is not competent for the elaboration of the Company's strategic plan or its implementation which are under responsibility of the Management Board. The Strategy and ESG Committee shall have a consultative function by overseeing Company's global strategy and its implementation by the Management Board.
- 1.5. The Strategy and ESG 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.
- 1.6. The Strategy and ESG 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 Strategy and ESG Committee with respect to Company's global strategy and investments shall include the following:
 - 2.1.1. to review the Company's global strategy and ensure that such strategy and related initiatives are in line with the corporate interest of the Company;
 - 2.1.2. to review and assess major strategic actions, capital expenditures, strategic alliances, infrastructure development, potential exit from existing lines of business and entry into new business lines;
 - 2.1.3. to review and assess the Company's social and environmental strategy;
 - 2.1.4. in collaboration with the Audit, Risk and Compliance Committee, to review, identify and address risks, taking into the account the nature, potential financial impact, the probability of occurrence of such risks, on the basis of the audit performed by Company's internal and external auditor and reports or opinions issued by the Company's external advisors and consultants.
- 2.2. The duties and responsibilities of the Strategy and ESG Committee with respect to Company's ESG initiatives and policies shall include the following:
 - 2.2.1. to assess the development by the Company of ESG policies, strategies and objectives and their alignment with the organization's values, goals, and stakeholder expectations;
 - 2.2.2. to regularly monitor and evaluate the organization's ESG performance, including key metrics, targets, and benchmarks. This may involve reviewing sustainability reports.

2.2.3. to review and discuss the ESG-related risks identified by the Company, their mitigation plan prepared by the Company and their impact the organization's reputation, financial performance, and long-term sustainability. This includes assessing risks related to environmental regulations, social license to operate, and governance practices;

2.2.4. to monitor the integration by the Company of the ESG considerations into the organization's overall business strategy, decision-making processes, and risk management frameworks;

2.2.5. to monitor the effectiveness of the Company's ESG initiatives, policies, and performance metrics, and

2.2.6. to discuss the Company's opportunities for innovation and collaboration to drive positive social and environmental impact.

3. COMPOSITION, APPOINTMENT AND REVOCATION OF MEMBERS

3.1. The Strategy and ESG 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 Strategy and ESG Committee and for the duration determined by the Supervisory Board, subject to reappointment.

3.3. At least one (1) member of the Strategy and ESG Committee shall have the relevant knowledge and experience in business development, strategic planning, risk management for listed companies or large companies, as well as having perfect knowledge and understanding of Company's area of business and markets where the Company operates.

3.4. At least one (1) member of the Strategy and ESG Committee shall have the relevant knowledge and experience in ESG framework applicable for listed companies or large companies.

3.5. A member of the Strategy and ESG 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 Strategy and ESG Committee may be removed at any time without cause by a majority vote of the Supervisory Board.

3.6. The members of the Strategy and ESG 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 Strategy and ESG Committee as chair of the Strategy and ESG Committee and may appoint a vice-chair of the Strategy and ESG Committee.
- 4.2. The Strategy and ESG Committee may, but is not required to, be chaired by the Chair of the Supervisory Board.
- 4.3. The chairman of the Strategy and ESG Committee shall be primarily responsible for the proper functioning of the Strategy and ESG Committee. The chairman of the Strategy and ESG Committee shall act as the spokesman of the Strategy and ESG Committee and shall be the main contact for the Supervisory Board.

5. MEETINGS

- 5.1. The Strategy and ESG Committee shall meet at least three times a year or whenever any of its members requests a meeting.
- 5.2. The Strategy and ESG 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 Strategy and ESG Committee shall be convened by its chair or by any two (2) members of the Strategy and ESG 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 Strategy and ESG Committee in advance.
- 5.4. The convening notices may be communicated to the members of the Strategy and ESG Committee by any means and at least five (5) days before the meeting, unless such prior convening notice is waived by all the members of the Strategy and ESG Committee.
- 5.5. Each member of the Strategy and ESG Committee may request the chairman to add one (1) or more items on the agenda, within the limits of the powers conferred to the Strategy and ESG Committee.
- 5.6. The meetings of the Strategy and ESG 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 Strategy and ESG Committee are validly held if at least half of the members of the Strategy and ESG 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 Strategy and ESG Committee are validly taken or issued to the Supervisory Board if adopted by the majority of the members of the Strategy and ESG Committee present or represented at the meeting.
- 5.9. Any member of the Supervisory Board who is not a member of the Strategy and ESG Committee may attend meetings of the Strategy and ESG Committee but may not vote at such meeting and shall not be entitled to receive any fee.
- 5.10. The members of the Management Board, the senior management and any other officers, consultants and professional advisors may attend meetings of the Strategy and ESG Committee upon request of the chairman of the Strategy and ESG Committee.
- 5.11. The Strategy and ESG 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. The minutes must be drawn up for each meeting of the Strategy and ESG Committee.
- 6.2. The chairman of the Strategy and ESG Committee shall designate a secretary at the meeting who will be responsible for drawing up minutes and sending them to each member of the Strategy and ESG Committee after the meeting, and, upon signature of the chairman of the Strategy and ESG Committee, to the members of the Supervisory Board.
- 6.3. To the extent possible, the meetings of the Strategy and ESG 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 Strategy and ESG Committee directly reports on its activities to the Supervisory Board.
- 7.2. The chairman of the Strategy and ESG 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 Strategy and ESG Committee following the last Supervisory Board meeting.
- 7.3. Following meetings of the Strategy and ESG Committee or in any other cases provided for in this charter, the Strategy and ESG Committee shall prepare a report for the Supervisory Board, when requested, with respect to (i) any matters that are relevant to the Strategy and ESG Committee's discharge of its responsibilities and (ii) with respect to such recommendations as the Strategy and ESG Committee may deem appropriate.
- 7.4. The minutes and reports, if applicable, of the meetings of the Strategy and ESG 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 Strategy and ESG 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 Strategy and ESG 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.

8.2. In this case, this means that any member of the Strategy and ESG 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 on the role and responsibilities of the member, including chairing the Strategy and ESG Committee, as well as on the attendance rate in the meetings of the Strategy and ESG Committee

9. INFORMATION AND INDEPENDENT ADVICE

9.1. The Strategy and ESG 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 Strategy and ESG 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 Strategy and ESG 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 Strategy and ESG Committee Charter is prepared on the basis of the Articles of Association and the Supervisory Board Charter of the Company.

10.2. The Strategy and ESG Committee shall, as often as it deems necessary, review and evaluate the performance of its members, including by reviewing the compliance of the Strategy and ESG Committee with this Strategy and ESG Committee Charter.

10.3. In addition, the Strategy and ESG Committee shall, as often as it deems necessary, review and reassess the adequacy of this Strategy and ESG Committee Charter and recommend to the Supervisory Board any improvements that the Strategy and ESG Committee considers necessary or valuable. The Strategy and ESG 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 charter, the rules set out in the Supervisory Board Charter shall apply to the Strategy and ESG Committee.

11. GOVERNING LAW AND JURISDICTION

This Strategy and ESG 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 Strategy and ESG Committee Charter (including any dispute regarding the existence, validity or termination of this Strategy and ESG Committee Charter).

12. EFFECTIVE DATE

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