

Remuneration Policy of Photon Energy N.V.

1. Introduction

- 1.1 Photon Energy N.V. (hereinafter the “Company”) is a solar energy producer covering the entire lifecycle of solar power plants (from development to operations and maintenance), as well as a company offering comprehensive clean water solutions. Its shares are listed on a regulated public market.
- 1.2 This Remuneration Policy (hereinafter the “Policy”) is prepared and adopted in accordance with the requirements of Dutch Civil Code, Dutch Corporate Code of Conduct and the Company’s Articles of Association.
- 1.3 The purpose of this Policy is to provide a framework for the remuneration of the Company’s management board (the “Management Board”) and supervisory board (the “Supervisory Board”) in a clear and transparent manner. This Policy has been prepared by the Supervisory Board exercising function of the Remuneration Committee (which, due to the small size of the Supervisory Board, has not been formally established), and was adopted by the General Meeting on June 1, 2021 and amended on May 31, 2022 and on June 14, 2024.

2. Values and Factors Determining the Remuneration

- 2.1 Our vision is to provide clean energy and water to everyone. We deploy technology to provide these fundamentals and help build a thriving, sustainable world. We intend to build a globally identified brand around those fundamentals. Creating sustainable long-term value, taking into account principally the interests of the Company’s shareholders and but also interests of other stakeholders, is at the core of the Company’s strategy. Remuneration is therefore designed to attract and retain competent and diverse talent, and to encourage Company’s values, strategic targets and fairness. The Policy is determined by the Company’s unique identity, applicable legislation and best market practice. Gender, age, nationality, race, ethnic origin or other personal characteristics do not play any role in determining remuneration practice.
- 2.2 Since the inception of the Company, the Management Board has been formed solely by members who were founders and still retain a major portion of shares. The composition of the Management Board has however changed to also include professionals with knowledge and experience managing multinational listed companies who are not shareholders. The Managing Directors must have unparalleled experience and knowledge to continue the Company’s growth. Their retention is a key to the success of the Company. All directors have an interest in long-term value creation of the Company: the directors who are major shareholders, benefit primarily from the growth of the Company’s value so their interests are aligned with the interest of other (minority) shareholders. Directors who are not shareholders may be entitled to variable compensation aligned with the Company’s share price. Therefore their interests are also dependable on sustainable value creation and growth of the Company and aligned with the Company’s shareholders.
- 2.3 A specific ratio between the directors’ remuneration and the compensation of other employees is not being observed; the employees of the Company however participate in the Employee Share Purchase Program („ESSP”). This provides a shared sense of purpose and direction at the management and employment levels and a shared reward when success is achieved.

- 2.4 With regard to the Supervisory Board members, the Policy aims to provide a competitive compensation package to attract, motivate and retain qualified Supervisory Board members for a publicly listed company, while taking into account the Company's size and its unique characteristics. The remuneration is designed to compensate Supervisory Board members for their service in a manner which is independent of the financial results of the Company.

3. Procedure

- 3.1 The Policy, prepared by the Supervisory Board, is submitted to the Company's general meeting (the „General Meeting“) for approval. The General Meeting adopts the Policy with $\frac{3}{4}$ majority. Adoption of the Policy takes place at every change and, in any event, every four years after its adoption.
- 3.2 The General Meeting, based on a proposal of the Supervisory Board, has the authority to determine remuneration of individual Management Board and Supervisory Board members within the scope of this Policy. In the Remuneration Report, prepared and published by the Company in accordance with Article 135b of the Dutch Civil Code, it shall be communicated clearly and transparently how this Policy has been observed.

4. Remuneration Of The Management Board And Contractual Arrangements

- 4.1 The Management Board members take part in the day-to-day activities and they may receive a fixed remuneration adequate to the market competitive levels of remuneration. For the Management Board members who are also majority shareholders, it may be decided that their compensation for the responsibility and function of the Management Board members shall be deemed realized through the value creation and share appreciation. Furthermore, it may be decided that the Management Board members may receive remuneration solely as part of their employment by an affiliated company within the Photon Energy Group.
- 4.2 An annual variable remuneration (short-term incentive) linked to companies KPIs and adequate to competitive market levels can be awarded to the Management Board members. The variable remuneration shall be paid after the publication of the audited annual accounts. In alignment with the Company's strategy, the Supervisory Board, at its discretion, will consider short or longer-term goals and their respective weights and targets for the respective bonus period; a part of the variable remuneration may therefore reflect a period longer than one performance year. The Supervisory Board shall also consider the following:
- ▶ Company's strategy
 - ▶ Historical performance and business outlook
 - ▶ Long term value creation and share price
 - ▶ Stakeholders expectations

No share-based (stock option plans) remuneration is awarded to the Management Board members. The Management Board members who are employees are entitled to participate in ESSP as referred to in Article 2.3 in line with the Group's policy.

- 4.3 Management Board members are engaged through appointment by the General Meeting for a period of 4 years. They may be reappointed on each occasion for a maximum period of 4 years, without limitation.

- 4.4 There is no notice period applicable. There may be notice period applicable in the Managing Directors' employment agreements.
- 4.5 The Management Board members are not entitled to any benefits or severance payments upon the termination of their appointment.
- 4.6 There is no change of control clause applicable.
- 4.7 There is no non-compete clause applicable.
- 4.8 There is no claw-back clause applicable.
- 4.9 The Management Board members do not accrue any pension rights with the Company.
- 4.10 Each member of the Management Board shall be reimbursed by the Company for all expenses incurred by him/her in connection with performing his/her duties as the Management Board member.
- 4.11 Other benefits, such as international travel allowance, expense allowance and a company car, are determined by the Management Board, taking into account market practise and relevant legal and tax considerations.

5. Remuneration of the Supervisory Board and Contractual Arrangements

- 5.1 The Supervisory Board members are paid a fixed base remuneration to compensate them for the services they provide as members of the Supervisory Board. The Chairman of the Supervisory Board and the Chairman of the Audit Committee may receive higher remuneration for his/her services.
- 5.2 No variable remuneration or share-based (stock option plans) remuneration is awarded to the Supervisory Board members and they do not receive any performance related compensation.
- 5.3 Each member of the Supervisory Board shall be reimbursed by the Company for all expenses incurred by him/her in connection with performing his/her duties as the Supervisory Board member.
- 5.4 Supervisory Board members are engaged through appointment by the General Meeting for a period of 4 years. They may be reappointed for a maximum period of 4 years. A member of the Supervisory Board may be further reappointed for a term of 2 years that may be subsequently extended by a maximum of another 2 years.
- 5.5 There is no notice period applicable.
- 5.6 The Supervisory Board members are not entitled to any benefits or severance payments upon the termination of their appointment.
- 5.7 There is no change of control clause applicable.
- 5.8 There is no non-compete clause applicable.
- 5.9 There is no claw-back clause applicable.
- 5.10 The Company grants no personal loans or guarantees to the Supervisory Board members.
- 5.11 The Supervisory Board members do not accrue any pension rights with the Company.