

ANNUAL GENERAL MEETING OF SHAREHOLDERS

22 May 2025

NOVABASE - Sociedade Gestora de Participações Sociais, S.A.

Registered office: Av. D. João II, no. 34, Parque das Nações, Lisbon

Share capital: Euros 1,072,866.06

Registration number at the Commercial Registry Office of Lisbon and corporation number 502.280.182

PROPOSAL OF THE REMUNERATION COMMITTEE,

ITEM SIX ON THE AGENDA:

To resolve on the proposal for the Remuneration Policy for the members of the Company's management and supervisory bodies presented by the Remuneration Committee.

Whereas:

- A) The Remuneration Committee appointed by the shareholders is responsible for setting the remuneration of the members of the management and supervisory bodies, under the terms of Articles 399 and 422-A of the Commercial Companies Code;
- B) Under the terms of Article 26-A et seq. of the Portuguese Securities Code, companies issuing shares admitted to trading on a regulated market remunerate the members of the management and supervisory bodies in accordance with a remuneration policy, which must be proposed to the General Meeting by the issuer's remuneration committee, if any, at least every four years and whenever there is a material change to the remuneration policy in force;
- C) That the remuneration policy currently in force was approved by the 2021 General Meeting of Shareholders, and therefore a new remuneration policy must be submitted to the General Meeting of Shareholders for approval;
- D) That, notwithstanding, the Remuneration Committee believes that the current

remuneration policy remains up-to-date and appropriate, taking into account and contributing to the business strategy of Novabase - Sociedade Gestora de Participações Sociais, S.A. (“**Novabase**”), the long-term interests of the company and its sustainability, fostering commitment to the Novabase Group’s strategy, safeguarding the interests of the company in general, as well as the long-term interests of shareholders, and the achievement of excellent performance.

It is hereby proposed that the General Meeting resolves:

- (i) Approve the Remuneration Policy for the members of the management and supervisory bodies of Novabase - Sociedade Gestora de Participações Sociais, S.A., under the terms and for the purposes of Article 26-A et seq. of the Portuguese Securities Code, which essentially follows the remuneration policy in force to date.

Lisbon, 30 April 2025

THE REMUNERATION COMMITTEE,

REMUNERATION POLICY FOR THE MEMBERS OF THE MANAGEMENT AND SUPERVISORY BODIES OF NOVABASE - SOCIEDADE GESTORA DE PARTICIPAÇÕES SOCIAIS, S.A.

Introduction

This Remuneration Policy is hereby established for the members of the management and supervisory bodies of Novabase - Sociedade Gestora de Participações Sociais, S.A. (“**Novabase**” or “**Company**”), in compliance with the provisions of article 26-A et seq. of the Securities Code, approved by Decree-Law No. 486/99 of 13 November, as subsequently amended (“**CVM**”).

As Novabase is an issuer of shares admitted to trading on the regulated market of *Euronext Lisbon*, it must approve and adopt, under the terms provided for by law, a clear and understandable remuneration policy that contributes to Novabase’s business strategy, its long-term interests and its sustainability.

1. Scope

This policy applies to the members of Novabase’s management and supervisory bodies.

2. Compensation Policy Framework

- 2.1. The remuneration of the members of Novabase’s management and supervisory bodies and, in general, the company’s Remuneration Policy must be guided and adapted, at all times, to Novabase’s business strategy, its long-term interests and objectives, as well as to the sustainability of this company.
- 2.2. For the purposes of the previous number, the following principles must, in general terms, be followed, set out in the following Clauses of this Policy:
 - a) The alignment of the interests of the members of the management body with the interests of the Company must be promoted, and this may be done through variable components of remuneration, including through plans based on the Company’s securities, under the terms set out in Clause 3;
 - b) Individual performance shall be a criterion for determining the variable component of compensation, if applicable, without prejudice to other criteria that may be relevant as a result of the application of this Policy, including in particular the Company’s own performance;
 - c) In any case, the Company’s long-term interests should be considered, and these should be privileged to avoid any conflicts with short-term interests that may impact remuneration;

- d) The international and European context, particularly in the sectors where the Novabase group operates, should be considered as parameters of comparison to ensure a competitive remuneration of Novabase's governing bodies, taking into account in particular the situation of the technological sector and the high competition for talent at all levels, especially in the executive boards;
 - e) The Remuneration Committee may determine, by reason of the functions performed, that all or part of a director's variable remuneration, if any, shall take place after the clearance of the annual accounts corresponding to the entire term of office;
 - f) Where the Company's performance is a criterion for determining variable remuneration, its deterioration may justify, in the light of the specific circumstances, the limitation of such remuneration.
- 2.3. This Remuneration Policy, in particular with regard to executive directors, has taken into account the conditions of employment and remuneration of Novabase's employees, insofar as the remuneration framework of the latter observes, as applicable and taking into account the functions performed and the level of responsibility, certain principles similar to those set out in this policy, such as the use of comparison parameters to ensure a competitive remuneration of Novabase's employees and the existence of fixed and variable components of remuneration privileging individual and collective performance, thus aiming at a significant level of congruence and internal equity.

3. Remuneration policy for members of the management body

3.1. Remuneration structure

- 3.1.1. The remuneration of Novabase's Board of Directors will comprise a fixed component and may also include a variable component.
- 3.1.2. The remuneration structure of the members of the management body with executive functions and the remuneration structure of the members with non-executive functions must be appropriate to the nature of the management responsibilities assumed, and the principles listed in Clause 2.2 must be observed.

3.2. Fixed Remuneration

- 3.2.1. The determination of the fixed remuneration of the members of Novabase's management body should take into account, on the one hand, the functions performed by each of the members and, on the other hand, the market practices for equivalent responsibilities.

3.2.2. The fixed component of the remuneration of the members of Novabase's management body should remunerate, among other factors that are considered appropriate by the Remuneration Committee, the know-how and experience of the members, taking into account the functions they perform, the responsibilities inherent to their respective functions, the management functions exercised in practice and the performance of non-delegable own powers.

3.2.3. The fixed remuneration is set annually by the Remuneration Committee and, unless otherwise decided by the Remuneration Committee, will generally be paid in 12 monthly instalments, without attendance tickets.

3.3. Variable remuneration

3.3.1. Variable remuneration will be awarded taking into account the functions assumed by each member within the management body, and may be attributed to executive members of the management body and, if their respective functions and responsibilities so justify, also to non-executive members, and may be composed of:

- a) Variable remuneration in cash is associated, among other factors mentioned below, with Novabase's performance;
- b) Plans based on Novabase's securities, namely participation in Novabase's Share Option Plan currently in force or in other plans of the same nature that may be approved by the competent corporate bodies, under the terms set forth in Clause 3.3.6 and following.

3.3.2. The determination of the total amount of the variable remuneration shall be associated with the performance and evaluation of the members of Novabase's management body and their functions, as well as the performance of the Company, based on criteria that shall be in line with the strategic objectives of the Novabase group and the business plans approved by the Board of Directors, including:

- a) financial criteria, which should be measured by financial indicators to be considered and determined by the Remuneration Committee in accordance with Novabase's strategic priorities and the business context, and
- b) non-financial criteria, namely the qualitative evaluation by the Remuneration Committee of the activity carried out by the Board of Directors, in particular by the executive directors, throughout the year, as well as the duties and responsibilities of each director.

The process of evaluation by the Remuneration Committee of the applicable criteria will be annual, with regular monitoring, and should be based on concrete information made available to the Remuneration Committee for the monitoring of such criteria.

3.3.3. The variable component of remuneration aims to recognize and reward the contribution of the members of the management body, as well as their performance as a collective, to the achievement of Novabase's objectives, in line with the company's overall strategy, as well as with the sustainable and risk-adapted performance of this company.

3.3.4. The payment of part of the total amount of variable remuneration for a given year must be deferred, under the terms and conditions to be decided by Novabase's Remuneration Committee, and at least half of the variable remuneration must be deferred over a period of three years, in line with Novabase's global strategy and considering its sustainable performance and the alignment of the interests of the members of the management body with the long-term interests of the Company.

3.3.5. To the extent that Novabase's performance is one of the criteria for determining the variable remuneration of the members of the management body, its deterioration may justify, in the light of the specific circumstances, the limitation of such remuneration, under the terms and conditions to be decided by the Remuneration Committee.

3.3.6. Compensation plans based on securities

3.3.6.1. Novabase currently has a medium/long-term plan for the attribution of variable remuneration, namely to the members of the Company's Board of Directors, based on the *performance* of the Company's shares, approved at the General Meeting held on September 26, 2019 ("Plan") as well as the regulation of said plan. The terms and conditions of the Plan, including its regulations, are available and can be consulted on the *Company's* website (<https://www.novabase.com/pt>), of which the following stand out:

- (i) Under the Plan, options may be granted on shares representing Novabase's share capital, which will be assigned upon resolution of the competent body, on a case-by-case basis and in accordance with criteria to be established by it, which will be the Remuneration Committee in the event of the allocation of options to members of the Company's Board of Directors.
- (ii) The assigned options that are exercised by the participants in the Plan on the respective maturity date or on the date of the 1st anniversary counted from the date of respective allocation, as provided for in the Plan, will be settled: (a) in relation to 50% of the options subject to exercise, through the allocation of Novabase shares (*net share settlement*), (b) in relation to the remaining 50% of said options, through the allocation of Novabase shares (*net share settlement*) or, alternatively, in cash (*net cash settlement*), at the participant's option.

- (iii) Novabase's shares corresponding to the options that may be exercised by the participant under the Plan under the terms of paragraph (a) above (i.e., 50% of the options subject to exercise) will be retained by Novabase for a period of three years from the respective exercise date, and the ownership of such shares will only be transferred to the participant once such period has elapsed and subject to Novabase's positive performance during that period.

In light of the rules of the Plan, in particular the dependence between the number of shares to be allocated or the corresponding amount in cash and the price of Novabase's shares on the relevant exercise dates, as well as the retention by Novabase for a period of three years of the shares corresponding to the options exercised by the participants, it is understood that the Plan considers and contributes to the Company's business strategy, its long-term interests and its sustainability.

- 3.3.6.2. Without prejudice to the Plan set out above, which is currently in force, the variable remuneration of the management body may be composed of other plans based on Novabase's securities that may be approved by the competent corporate bodies (which may include, in particular, plans for the allocation of shares, stock options, restricted stock, phantom shares, among others, in legal terms), provided that they promote the alignment of this variable remuneration component with Novabase's business strategy, its long-term interests and the sustainability of the Company, thus preventing risky behavior or behavior based on short-term interests on the part of the management.

3.4. Bonuses and other benefits

In addition to the provisions of Clause 6, the members of Novabase's management body may be granted additional non-cash benefits, under the terms and conditions to be decided by the Remuneration Committee, which may include, in particular, insurance (health, life, D&O and occupational accidents, including when travelling), provision of a car and mobile phone, among other non-cash benefits whose attribution may be decided by the Remuneration Committee.

The non-cash supplementary benefits currently granted to members of the management body do not have a relevant weight in their remuneration, representing less than 10 % of the cost of total remuneration.

4. Remuneration policy for members of the supervisory body

- 4.1. The remuneration of the members of Novabase's Supervisory Board should be structured in such a way as to allow the alignment of their interests

with those of the Company, following a rigid model insofar as it should consist of a fixed annual remuneration and in line with market practice, except for the existence of circumstances that justify a solution different from market practices.

- 4.2. The remuneration of the members of Novabase's Supervisory Board is determined annually by the Remuneration Committee based on the principles and rules set out in the Clause above.
- 4.3. In addition to the respective fixed remuneration under the terms described above, there is no provision for the attribution of bonuses or other benefits to the members of Novabase's Supervisory Board.
- 4.4. Novabase's Statutory Auditor or Firm of Statutory Auditors shall be remunerated in accordance with the normal market practices and remuneration conditions for the type of services in question, in accordance with the service provision contract to be entered into with him/her, and a proposal from Novabase's Supervisory Board for this purpose shall be presented.

5. Contracts or agreements with the members of Novabase's management and supervisory bodies

- 5.1. There are currently no contracts or agreements with members of Novabase's management or supervisory body.
- 5.2. Since the matter in question is already duly provided for and regulated by law, there is no provision for the attribution to Novabase's directors of any right to receive compensation or indemnity beyond what is provided for in the legal terms, nor is there any general prohibition against Novabase establishing such compensation in the future, if and when it deems it convenient.
- 5.3. With regard to the members of Novabase's supervisory body, there is also no provision for the attribution to them of any right to receive compensation or compensation beyond what is provided for in the legal terms.

6. Supplementary pension schemes or early retirement

The terms and conditions for the implementation of pension supplements, as well as their application to benefits to be awarded and to benefits contracted in accordance with such terms and conditions, are as follows:

- a) Allocation to directors of retirement supplements that may be associated with the fixed component and/or the variable component of

remuneration, as decided by the Remuneration Committee, namely through the allocation of funds allocated to such directors, relating to fixed remuneration and/or variable remuneration, to reinforce the insurance contributions that are in force at Novabase in lieu of the payment of part of those remunerations;

- b) The value of the supplement will correspond to the accumulation of the value of the lifetime annuities acquired by the successive premiums paid, increased by the revaluations granted during the applicable constitution period, according to what is negotiated with the relevant insurance company;
- c) Financing through the payment by Novabase of the premiums of the relevant insurance contract, as defined by the Remuneration Committee;
- d) As an alternative to the pension supplement provided for above, the administrator may opt for the redemption of the accumulated capital, under the terms and with the limits provided for by law;
- e) Under the terms and within the limits provided for by law, beneficiaries of the right to reimbursement of the accumulated capital in the event of the death of the director before retiring may be designated;
- f) Other terms and conditions to be defined by the Remuneration Committee in conjunction with the Board of Directors.

7. Approval, entry into force, amendments and avoidance of conflicts of interest

- 7.1. This Policy was prepared and subscribed by all members of Novabase's Remuneration Committee, with the aim of being proposed to the company's General Meeting, to be held on May 22, 2025, entering into force on the date of its approval by the General Meeting.
- 7.2. The supervision and supervision of the application and compliance with this Policy shall be carried out, throughout each fiscal year, by Novabase's Remuneration Committee, which shall be independent of the management and supervisory bodies in order to avoid any conflicts of interest.
- 7.3. Members of the management and supervisory bodies as such are prohibited from voting on any resolutions of the respective corporate bodies that have as their object, or that are related to, their own remuneration.
- 7.4. Without prejudice to the provisions of the clause 8, pursuant to and for the purposes of paragraph 2 of article 26-F of the CVM, this Remuneration Policy shall be in force until Novabase's General Meeting approves a new remuneration policy.

- 7.5. Without prejudice to the provisions of the following Clause, the revision of this Remuneration Policy and any changes thereto are the responsibility of Novabase's Remuneration Committee and are subject to the decision of the company's General Meeting.

8. Temporary derogation from the Remuneration Policy

- 8.1. Novabase may temporarily derogate from the Remuneration Policy if such derogation is necessary, exceptionally, to serve long-term interests and its sustainability or to ensure its viability under the terms and for the purposes of article 26-D of the CVM.
- 8.2. The derogation from the Remuneration Policy under the terms set out in clause 8. shall be resolved by the Remuneration Committee of Novabase

9. Publication

This Policy is published on Novabase's website and must remain available to the public, free of charge, at least while it is in force, and must also mention the date of the General Shareholders' Meeting at which it was approved, as well as the results of the vote.