

## REMUNERATION POLICY FOR DIRECTORS AND SENIOR EXECUTIVES

### 1. PURPOSE AND SCOPE

- 1.1 The Remuneration Policy outlines the main principles and guidelines which shall form the basis of the remuneration of Directors of Computime Holdings p.l.c. (the “**Company**”). The policy further delineates the various components comprising fixed and variable elements, encompassing bonuses and additional benefits in whatever form, which can be awarded to Directors. For the purposes of this policy, “**Director**” means any member of the board of directors of the Company and senior executives of the Company.
- 1.2 This Remuneration Policy’s purpose and link to the Company’s strategy is to:
- (i) ensure that the remuneration of the executive directors and senior executives includes appropriate incentives to promote the implementation of the corporate strategy and the long-term development of the Company and that remuneration packages reflect the individual’s skills, experience, performance and role within the Company; and
  - (ii) offer a market competitive fee to attract and retain a high calibre Chairman and Non-Executive Directors.
- 1.3. The Remuneration Policy defines the principles and guidelines that apply to both fixed and variable remuneration, including all bonuses and benefits, which can be awarded to Directors and, in the case of variable remuneration, indicates the relative proportion between fixed and variable components.
- 1.4. This Policy has been approved by the Board of Directors of the Company (the “**Board**”) on 19 May 2025 and will be put to a binding shareholder vote at the 2025 Annual General Meeting (the “**AGM**”) of the Company. Subject to shareholder approval, the Policy will become effective from the date of the said AGM (the “**Effective Date**”) for a maximum period of 4 years.

### 2. BOARD REMUNERATION - GENERAL

- 2.1. The Remuneration and Nominations Committee (a committee of the Board) is responsible for devising appropriate packages needed to attract, retain, and motivate Directors. It makes recommendations to the Board of Directors on the remuneration payable to Directors of the Company for consideration and approval. The Remuneration and Nominations Committee aims to ensure that the Directors' remuneration reflects their required competencies, skills, effort, and the scope of their role, including the number of meetings and the preparation needed for active participation. It also takes into account market demands, the Company's size, the complexity of its business, and the Directors' responsibilities.
- 2.2. The aggregate emoluments of all directors of the Company are from time to time determined by the Company in general meeting. Accordingly, it is the shareholders that determine the aggregate amount of remuneration that the board of directors may receive in any one financial

year. This policy is intended to determine the principles upon which those aggregate emoluments are distributed amongst the Directors.

- 2.3. The remuneration packages of the senior executives of the Company (including the CEO) are determined by the Board of Directors, acting upon the recommendations of the Remuneration and Nominations Committee. This policy is intended to determine the principles upon which those senior executives may be remunerated.
- 2.4. The Board of Directors has concluded that, given the Company's management structure, non-executive directors should receive fixed remuneration, whereas executive directors and senior executives should be compensated through a combination of fixed pay and annual company performance-based incentives. The Remuneration and Nominations Committee is of the view that a combination of fixed and variable remuneration will attract and retain executives having the credentials, competence, skills, qualities and expertise to fulfil their duties.
- 2.5. The Directors may also be entitled to benefits such as health insurance, mobility allowances, and out-of-pocket expenses incurred by them in the exercise of their duties.

### **3. REMUNERATION POLICY FOR OTHER EMPLOYEES**

The Remuneration and Nominations Committee considers pay structures across the broader Group when establishing the Remuneration Policy for executive directors and senior executives, ensuring alignment between policies at all levels. While the overall remuneration philosophy remains consistent, senior roles tend to have more variable pay with a stronger emphasis on long-term incentives. In general, the Remuneration Policy for executive directors and senior executives is more closely tied to company performance than for other employees. Specifically, long-term performance-based incentives are reserved for the most senior management, as they are seen as having the greatest impact on overall company performance.

### **4. FIXED REMUNERATION - NON-EXECUTIVE DIRECTORS**

- 4.1. The Company's policy is that Non-Executive Directors should receive a fixed annual remuneration fee. This fee should be determined based on the following factors:
  - (i) the level of competencies, technical knowledge, skills, abilities, experience and expertise enjoyed by such individuals;
  - (ii) the level of responsibility associated with their roles in various committees, including whether they serve as a committee chair or a member;
  - (iii) remuneration practices, company employment conditions and remuneration rates adopted by local companies operating in the same industry sectors, and of like standing, repute, size and complexity.

- 4.2. The Chairman of the Board is entitled to a separate fixed fee that reflects the additional responsibilities associated with the role of Chairman.
- 4.3. The fixed salaries of Non-Executive Directors are reviewed annually, although there is no automatic entitlement to an increase. The fixed salary would normally increase in line with the wider Maltese workforce. On occasions, there may be a need to recognise an increase in the scope, size or responsibility of the role and/or developments in the wider market.

## 5. **FIXED REMUNERATION - EXECUTIVE DIRECTORS AND SENIOR EXECUTIVES**

- 5.1. The Company's policy is that Executive Directors and senior executives (including the CEO) should receive a fixed annual remuneration fee. The Company's policy on the fixed remuneration payable to Executive Directors and senior executives is that the fixed fee must appropriately reflect the scope and responsibilities of their executive roles and take account of individual performance and corporate performance. In this context, this fee should be based on the executive director's/senior executive's skills, experience and overall contribution to the business of the Company. This reinforces a leadership framework focused on sustained growth and strategic direction.
- 5.2. The fixed salaries of Executive Directors and senior executives are reviewed annually, although there is no automatic entitlement to an increase. Fixed salaries may be adjusted periodically in line with individual performance, market benchmarks, and prevailing business conditions. On occasions, there may be a need to recognise an increase in the scope, size or responsibility of the role and/or developments in the wider market.

## 6. **VARIABLE REMUNERATION – NON-EXECUTIVE DIRECTORS**

- 6.1. The Company's current policy does not contemplate the provision of any variable remuneration to its Non-Executive Directors.

## 7. **VARIABLE REMUNERATION – EXECUTIVE DIRECTORS AND SENIOR EXECUTIVES**

- 7.1. The remuneration package of certain Executive Directors and senior executives (including the CEO) may include a variable component in the form of an annual performance bonus based on a pre-defined percentage of Net Operating Profit of the Company in the last financial year (the "**Annual Performance Bonus**"). The Annual Performance Bonus shall be payable in two tranches: 50% of the estimated total bonus shall be calculated on the basis of the final management accounts for the relevant year and shall be payable by the end of February of the following year after the finalisation of the said management accounts (tranche 1), and the final balance, calculated on the basis of the audited accounts of the relevant financial year, shall be payable by the end of April of the following year.

For the purposes of this Policy, "**Net Operating Profit**" shall mean the profit derived from the Company's ordinary course of business operations and excludes any income or expenses arising from non-operational activities, including expenses of an exceptional nature, interest income, interest expense, taxes, one-time gains or losses and dividends from investments.

- 7.2. The Company's guiding policy is not to apply a maximum bonus opportunity for executive directors and senior executives, that is, the Company has not capped the Annual Performance Bonus to a pre-defined percentage of the base wage or to a fixed amount. The Remuneration and Nominations Committee is of the view that a pre-defined percentage of Net Operating Profit ensures that compensation is directly linked to the Company's profitability and operational success. This structure aligns the interests of executives or employees with the long-term performance of the Company, incentivizing them to drive growth and improve efficiency without the limitation of a cap. Notwithstanding the foregoing, the Company may decide to cap the maximum bonus opportunity to a pre-defined percentage of the base salary of all or certain senior executives depending on the role or responsibility of the senior executive within the Company and/or on the basis of the executive director's or senior executive's direct impact on the performance of the Company. In respect of the variable remuneration payable to the current senior executives of the Company in terms of their employment contract, any amendments to the variable remuneration shall be with the mutual agreement of the said senior executives.

## 8. OTHER REMUNERATION

The Company does not offer share-based remuneration, profit-sharing, stock options, or pension benefits or retirement schemes but may consider such schemes as and when deemed appropriate and relevant for the Company.

## 9. NON-CASH BENEFITS

All senior executives are entitled to non-cash benefits including health insurance, group accident insurance and a mobility allowance. The Company may provide additional benefits as appropriate for the role.

## 10. DIRECTORSHIP ARRANGEMENTS AND TERMS

- 10.1. The terms and provisions that relate to the Directors service agreements are set out below:
- (i) **Non-executive Directors:** The Company's Articles of Association stipulate the process for the appointment of non-executive directors of the Company. Unless appointed or elected for a longer or shorter period, directors appointed and/or elected pursuant to the Company's Articles of Association shall hold office until the conclusion of the following annual general meeting and shall be automatically eligible for re-election by the Company in general meeting provided that all Directors, except the managing director (if any), shall retire from office at least once every three (3) years, but shall be automatically eligible for re-election after such retirement. The services contracts of the non-executive directors of the Company take into consideration the provisions of the Company's Articles of Association in respect of the duration of appointment. In terms of the Director service contracts, a director shall hold office until such time as he resigns; or he is removed from office by the members of the Company in accordance with the relevant provisions of the Articles of Association of the Company;

or is otherwise required to vacate his office in terms of the relevant provisions of the Articles of Association of the Company. There are no notice periods in respect of the termination of office. The service contracts of the directors of the Company are available for inspection at the registered office of the Company. There are no payments linked to the termination of office of the Non-Executive directors.

- (ii) **Chief Executive Officer:** The CEO is appointed for an indefinite term. In the event of termination of the CEO's employment by the Company (including by way of constructive dismissal or redundancy) other than for good and sufficient cause as specified in the relevant employment contract, the Company must pay the senior executive an amount equivalent to the sum of the Base salary (as defined below) and the Average Bonus (as defined below) by way of pre-liquidated damages. There are no notice periods in respect of the termination of office.
- (iii) **Other senior executives of the Company (CTO, COO, CCO)** are appointed for an indefinite term. In the event of termination of a senior executive's employment by the Company (including by way of constructive dismissal or redundancy) other than for good and sufficient cause as specified in the relevant employment contract, the Company must pay the senior executive an amount equivalent to the sum of the Base salary (as defined below) and the Average Bonus (as defined below) by way of pre-liquidated damages. There are no notice periods in respect of the termination of office.

For the purposes of this clause:

**"Base Salary"** means full year salary due by the Company in which the CEO/senior executive's employment was terminated.

**"Average Bonus"** means the average bonus that was paid by the Company to the relevant senior executive in the two years immediately preceding the year in which the senior executive's employment was terminated.

## 11. AWARDS GRANTED PRIOR TO THE EFFECTIVE DATE

Any awards granted prior to the Effective Date will be honoured. Details of such awards and payments will be set out in the Annual Report.

## 12. CONFLICTS OF INTEREST

To avoid any potential conflicts of interest, individual Directors on the Remuneration and Nominations Committee must excuse themselves from discussions concerning their own appointment, compensation, or related matters within the Committee. If the Director is the Chairperson, another Committee member will preside over discussions during the Chairperson's absence.

### **13. DISCLOSURE AND REVIEW**

This Remuneration Policy shall be reviewed regularly, and any material amendments shall be submitted to a vote by the general meeting of the Company before adoption, and in any case at least every four (4) years.

In accordance with the Capital Market Rules, the Company shall draw up a remuneration report for the most recent financial year in line with the requirements listed in Appendix 12.1 of these same rules. The remuneration report shall be put forward to the shareholders as an advisory item during the Annual General Meeting.