



DIRECTORS' REMUNERATION POLICY OF AMPER. S.A.
FOR 2025 TO 2028

Effective 30 June 2025



TABLE OF CONTENTS

1. PURPOSE

2. REMUNERATION OF THE BOARD OF DIRECTORS

**3. REMUNERATION OF DIRECTORS PERFORMING EXECUTIVE
FUNCTIONS**

4. CONCLUSION



Approval of the amendment to the Directors' Remuneration Policy of the Company at the General Meeting of Shareholders on 30 June 2025.

In accordance with article 529 novodecies of the Spanish Corporate Enterprises Act, the amendment to the directors' remuneration policy of Amper for 2025 to 2028 (inclusive) was approved, as regards the Chair of the Board of Directors and the Chief Executive Officer. This was in accordance with the reasoned proposal approved by the Board of Directors and accompanied by the mandatory report of the Appointments and Remuneration Committee, which was made available to shareholders as part of the documentation relating to the General Meeting of Shareholders from the date of its call.

This amendment to the Remuneration Policy shall take effect on 30 June 2025.



DIRECTORS' REMUNERATION POLICY OF AMPER, S.A. FOR 2025 TO 2028

1. Purpose

This document sets out the remuneration policy (the “**Remuneration Policy**” or the “**Policy**”) applicable to the members of the Board of Directors of Amper, S.A. (hereinafter, “**Amper**” or the “**Company**”), in compliance with the provisions of article 529 novodecies of the Corporate Enterprises Act, for the purpose of: (i) adjusting it to the amendments in remuneration matters submitted to the Ordinary General Meeting of 27 and 30 June 2025 on first and second call, respectively, (ii) bringing it into line with the Company’s Strategic and Transformation Plan 2023-2026 and the growth and sustainability objectives it pursues, (iii) adapting its content to the applicable legal requirements, and (iv) incorporating some of the recommendations and best practices generally applicable in the matter. All in accordance with the reasoned proposal approved by the Board of Directors and the mandatory report of the Appointments and Remuneration Committee, both of which have been made available to shareholders in connection with the convening of the General Meeting.

This Remuneration Policy incorporates the necessary changes to align with the Strategic and Transformation Plan 2023-2026 and the new organisational structure of the Company, taking into account the resignation of the Chair of the Board from his executive duties and the content of the new service contract of the chief executive officer. Some of the most notable changes to this Policy include the removal of fixed, recurring remuneration for proprietary directors and the removal of the chief executive officer’s remuneration for his role as a director. Additionally, a new remuneration package has been established for the chief executive officer, featuring a significant variable component, in line with the standards of comparable listed companies.

2. Purpose of the Remuneration Policy

The main purpose of this Policy is to establish a remuneration basis for the members of the Company’s Board of Directors within the statutory and contractual remuneration system. This will ensure that the remuneration system is compatible with Amper’s business strategy, objectives, values, sustainability and long-term interests, both in absolute terms and in comparison with the industry.



In accordance with the above, the Policy has been developed with the following objectives in mind:

- (i) Attract, retain and motivate the contribution of the professionals required by the Company to cover the spectrum of knowledge, skills and experience required on its Board of Directors, ensuring that suitable candidates are available for the position, in accordance with the applicable regulations.
- (ii) Strengthen the consistency of remuneration with effective risk management.
- (iii) Prevent potential conflicts of interest.
- (iv) Motivate and reinforce the achievement of long-term sustainable results of the Company.
- (v) Clearly and concisely define and monitor the Company's remuneration practices with its directors.
- (vi) Promote the long-term profitability and sustainability of the Company by taking the necessary precautions to avoid excessive risk-taking, rewarding short-term results and/or generating potential risks.

In accordance with the foregoing, the Remuneration Policy seeks to establish a remuneration system that is appropriate to the level of dedication and responsibility assumed by the Company's directors. The aim is to attract, retain and motivate these directors in order to enable the Company to meet its strategic objectives within an increasingly competitive framework.

In compliance with article 217.4 of the Corporate Enterprises Act, remuneration will be periodically reviewed to ensure it is reasonably proportionate to the Company's size, importance, economic situation, and market standards for comparable national and international companies.

3. Basic principles of the Remuneration Policy

The guiding principle of Amper's Remuneration Policy is the mutual generation of value for the Company and its shareholders, as well as for its directors and employees, and the alignment of their interests with those of the shareholders, ensuring transparency and sustainability in its Policy.



The Board of Directors shall adopt the necessary measures to ensure good governance and best practices in the remuneration of directors. In addition, the Board of Directors, in its supervisory role, shall adopt and periodically review the general principles of the Remuneration Policy, and shall oversee its application together with the Appointments and Remuneration Committee, ensuring it is applied effectively and correctly.

Based on the above, directors' remuneration is governed by the principles described below.

Principles applicable to the directors' remuneration system

- (i) Remuneration should be sufficient and appropriate to the dedication, qualifications and responsibilities of the directors, but such remuneration should not compromise their independence of judgement.
- (ii) Remuneration must comply with best practices in terms of its structure, components and overall amount, and be competitive with other peer entities in order to attract, retain and motivate the best professionals.
- (iii) The remuneration of directors should not, generally and in principle, incorporate variable components unless recommendations are implemented in this case to counteract the potential assumption of short-term risks.
- (iv) The Policy shall promote sound and effective risk management and shall not incentivise taking risks that exceed the Company's reasonable risk tolerance.

Principles applicable to the directors' remuneration system for their executive duties

- (i) To establish the remuneration conditions for executive directors as set out in this Policy, the remuneration policy applicable to the Company's management team has been analysed and taken into consideration, based on a comparison with the best market practices and the reference sectors for Amper.

Specifically, this Policy aims to align with the Company's general remuneration system, seeking in all cases to foster the commitment of all professionals to the Company, personal and corporate ethics, and the promotion of values and strategic and sustainable development objectives.



To this end, this Policy encourages remuneration based on the value that executive directors contribute to the Company and to the development and growth of its projects, in line with the following general principles:

- Total remuneration: Amper's remuneration package may consist of fixed and variable components, as well as remuneration in kind and other social benefits. In any case, in order to ensure external competitiveness, remuneration is reviewed periodically against a group of Amper's peer companies.
 - Meritocracy: non-discrimination on the basis of gender, age, culture, religion or race is guaranteed in the application of remuneration practices and policies. In this respect, Amper professionals are remunerated in a manner consistent with the level of responsibility, leadership and performance level within the organisation, favouring the retention of key professionals and the attraction of the best available talent.
 - Reasonable linkage to performance: a relevant part of the total remuneration of executive directors may be of a variable nature. Specifically, it may include (i) an annual variable component linked to performance and the achievement of specific, predetermined, quantifiable objectives aligned with the Company's social interest and strategic and sustainable development objectives; and/or (ii) a multi-year or long-term component that aims to strengthen and encourage the achievement of Amper's strategic objectives in its long-term strategic and transformational plan, reinforcing continuity in the competitive development of its executive directors and management team, fostering a motivating and loyalty effect, as well as retaining the best professionals. It is preferable that part of the variable remuneration be paid in the form of Company shares, thereby aligning the interests of executive directors with those of shareholders.
- (ii) Remuneration should be based on objective criteria relating to the individual performance of executive directors, with the aim of fostering commitment to the Company, its personal and corporate ethics, and the promotion of strategic and sustainable development objectives among all professionals.
 - (iii) This Remuneration Policy aims to prevent executive directors from taking excessive risks in the performance of their duties. This includes the implementation of safeguards to ensure that variable remuneration is cancelled or reclaimed where necessary.



4. Remuneration of directors as directors

Pursuant to article 24 of the Articles of Association, the office of director as such is remunerated, except for executive directors, who shall not receive any remuneration for this role (without prejudice to remuneration for performing executive duties).

Such remuneration shall consist of the following items:

- Fixed monthly remuneration: 2,125 euros.
- Per diems for attendance at meetings of the Board of Directors: 1,275 euros per session.
- Per diems for attendance at Board Committees: 510 euros per meeting (limited to a maximum of six (6) paid attendances at meetings per Board Committee).

Notwithstanding the foregoing, remuneration for the position of proprietary director shall be limited to allowances for attending meetings of the Board of Directors and, where appropriate, its committees. For this reason, proprietary directors shall not receive any fixed monthly remuneration.

5. Remuneration of the Chair

The non-executive Chair of the Board of Directors shall be entitled to receive the remuneration that corresponds to his status as a director (classified as “other external”), as well as additional remuneration for the position of Chair, up to a total fixed gross annual amount for the two items, director’s remuneration and additional remuneration, of 100,000 euros.

The Chair is also the beneficiary of a multi-year variable remuneration plan for the period 2023-2026, in the form of Stock Options, approved by the Ordinary General Meeting of 30 June 2023, for a maximum of 7.5 million shares, in accordance with the parameters, objectives and conditions that may be established by resolution of the Board of Directors. The payment of this remuneration shall in any case be deferred until such time as the Chair ceases to be a director of the Company.



6. Remuneration of Directors performing executive functions

Directors performing executive duties in the Company, whatever the nature of their legal relationship with the Company, shall be entitled to receive remuneration for the performance of these duties in accordance with their commercial contract, which shall be determined by the Board of Directors upon proposal of the Appointments and Remuneration Committee, and which must be in accordance with the Articles of Association, the remuneration policy approved by the General Meeting and the contract entered into with the Company for this purpose.

Specifically, the remuneration of the Chief Executive Officer, the only executive director of the Company on the date of approval of this Policy, for the performance of executive duties, shall comprise the items detailed below, in accordance with the contract entered into between the Chief Executive Officer and the Company (the “**Contract**”), the entry into force of which is subject to the approval by the General Meeting of this Policy and the corresponding amendments to the Articles of Association.

Fixed remuneration

A fixed remuneration amounting to 275,000 euros during 2025 and 300,000 euros from 2026 (inclusive). This remuneration shall be payable in 12 equal monthly instalments within the first five working days of the month following the due date of the corresponding monthly instalment.

Variable remuneration

An annual variable remuneration of up to 120% of the fixed remuneration, depending on the annual fulfilment of different objectives, which may be financial and/or non-financial, set each year according to the parameters established by Amper’s Board of Directors at the proposal of the Appointments and Remuneration Committee.

The annual variable remuneration accrues on 31 December each year and is paid within 30 calendar days of the audit report on the Amper Group’s consolidated annual accounts being issued, to allow time for the necessary checks to be carried out.



Only in the event of termination of the Contract before the end of the accrual period of the annual variable remuneration due to total or absolute permanent disability, with or without the need of third-party assistance of the Chief Executive Officer, death, retirement or due to the Chief Executive Officer's removal as a member of the governing body or termination by the Company of their position as Chief Executive Officer without just cause, the Chief Executive Officer shall be entitled to receive the pro-rata portion accrued for the actual period during which he rendered his services in the financial year in which the termination occurs.

Annual variable remuneration may be paid in cash, in shares, or in a combination of these. In any case, at least 50% of the annual variable remuneration that the Chief Executive Officer may earn must be paid in cash.

Long-Term Incentive Plans

The Chief Executive Officer shall be entitled to participate in any long-term incentive plans approved by the Company.

The amount, if any, that may accrue to the Chief Executive Officer under long-term incentives may be paid in cash, shares, stock options, or a combination of these.

Once stocks, options or financial instruments corresponding to remuneration systems have been allocated, the Chief Executive Officer may not transfer or exercise them for at least three (3) years. This does not apply to shares that the Chief Executive Officer needs to sell to cover the costs of acquiring them, or to extraordinary situations requiring this, with the approval of the Appointments and Remuneration Committee.

Clawback clause (clawback of annual and/or multi-year variable remuneration)

The Company reserves the right to claw back all or part of any annual or multi-year variable remuneration paid, provided that certain circumstances occur within two (2) years of the end of the accrual period for the remuneration in question that reasonably justify it, as is customary in this type of contract.

Social benefits

The Chief Executive Officer shall enjoy the same social benefits as are established from time to time for Amper employees and senior management personnel.



Civil Liability Insurance

Amper shall maintain, at its own expense, a civil liability insurance policy covering any liability of any kind for acts or conduct of the Chief Executive Officer arising out of the performance of his duties.

Remuneration in kind

Consisting of a top-of-the-range vehicle in accordance with his position and Amper's policy in force at any given time. The maximum annual amount (including insurance and maintenance) shall be €19,200.

Termination of the Contract and compensation

The Contract shall remain in force as long as the Chief Executive Officer remains in office as Chief Executive Officer of the Company. Either party may unilaterally terminate the Contract by giving at least three (3) months' written notice to the other party. In the event of total or partial non-observance of such notice, the party that has taken the decision to terminate the employment shall pay the other party an amount equivalent to the fixed monetary remuneration corresponding to the days of notice not given.

The Chief Executive Officer shall be entitled to receive compensation from the Company in the event of termination and expiry of the Contract for any of the following reasons:

- (i) Termination by the Company due to the removal of the Chief Executive Officer or non-renewal of his position as Chief Executive Officer without just cause.
- (ii) Termination by the Chief Executive Officer for serious and culpable breach by the Company of its obligations.
- (iii) Termination by the Chief Executive Officer due to a substantial modification of his functions or powers, or conditions of his provision of services such that he loses the status of Chief Executive Officer, provided (in all cases) that this is not due to a cause attributable to the Chief Executive Officer.

Compensation in any of the above circumstances shall consist of an amount equivalent to one (1) year's fixed remuneration in force on the effective date of such termination.



Post-contractual non-competition

For a period of 12 months from the termination of the Contract for reasons other than the death of the Chief Executive Officer, the Chief Executive Officer shall refrain from engaging (directly or indirectly) in activities that compete with the Company and the Company shall pay to the Chief Executive Officer as financial compensation for non-competition, a total gross amount equivalent to one (1) year's gross fixed remuneration in force at the time of termination.

7. Duration

Contracts entered into with executive directors shall have the duration agreed between the parties, and in the absence of an agreement, shall be of an indefinite nature. Their position shall be subject in all cases to the duration of his term of office as director, including any subsequent reappointments.

This Remuneration Policy shall apply with effect from the date of its approval and for the following three financial years (2026, 2027 and 2028), in accordance with article 529 novodecies of the Corporate Enterprises Act.

8. Conclusion

In the opinion of the Appointments and Remuneration Committee, the remuneration scheme and policy described above comply with good corporate governance practices and the Company's Articles of Association, as well as the corporate practices established in Amper.
