

## **DIRECTORS' REMUNERATION POLICY OF AMPER. S.A. FOR 2025-2027**

Effects since 1 January 2025

## **CONTENTS**

- 1. SUBJECT MATTER**
- 2. RETRIBUTION OF THE GOVERNING COUNCIL**
- 3. RETRIBUTION OF EXECUTIVE FUNCTIONERS**
- 4. CONCLUSION**

Approval of the amendment of the Remuneration Policy of the members of the Society at the General Shareholders' Meeting of June 26, 2024.

In accordance with the provisions of Article 529 novodecies of the Capital Companies Act, approve the amendment of the remuneration policy of the directors of Amper for the financial years 2021 to 2024, both included, at the points concerning the President of the Board of Directors and the CEO, in accordance with the reasoned proposal approved by the Board of Directors, which accompanies the mandatory report of the Appointments and Remunerations Commission, made available to the shareholders as part of the documentation relating to the general meeting of shareholders from the date of its convening.

This amendment to the Remuneration Policy shall apply with effect from 1 January 2025.

## 1. Subject matter

This Policy is approved by the Board of Directors of Amper, S.A. (hereinafter “Amper” or “Society”), in compliance with the provisions of Article 529 novodecies of the Law on Capital Societies, with the purpose of ratifying the continuity of the policy of remunerations of the directors of Amper for the years 2025 to 2025 both included, according to the proposal approved by the Board of Directors, to which it accompanies the required report of the Commission of Appointments and Remunerations, made available to the shareholders as part of the documentation related to the general meeting of shareholders from the date of its convocation.

## 2. Remuneration of the Governing Council

The members of the Board of Directors, as such, shall receive:

- Fixed monthly remuneration of members: EUR 2,125.
- Diet for attendance by members at meetings of the Council of Ministers Administration: EUR 1,275.
- Subsistence allowance for members' attendance at Council committees: EUR 510 (maximum six (6) attendance at meetings paid by each Council Commission).

## 3. Remuneration of the President and of the Executive Advisers:

The President of the Management Board shall be entitled to:

- the remuneration due to him as an adviser, as well as an additional remuneration up to a fixed gross annual total amount for the two categories, the remuneration of an adviser and the additional remuneration, of €100,000, as well as
- a variable long-term remuneration in the form of Stock Options, in accordance with the plan which, subject to compliance with the legal requirements of application, is approved by the Board of Directors of Amper S.A. (Plan of Multiannual Variable Retribution of the Society (hereinafter the "Plan") for an amount of up to seven and a half million (7.5) of shares, with a period of accrual until 2026 ("Devenge Period").

Such remuneration shall be paid on the basis of the fulfilment of the Plan and, in particular, of the objectives laid down in the Plan, in accordance with the parameters, objectives and conditions which may be established by agreement of the Board of Directors.

The resulting amount shall be accrued at the end of the accrual period and paid in proportion to the attainment of the objectives achieved during that accrual period. The resulting amount will be settled in shares of the Company, being the price of exercise of the share of 0.16 céntimos/action.

Without prejudice to the above, depending on the measure of the degree of compliance, and in proportion to the evolution of the Plan, President Execuvo is offered the possibility to rescue and execute the Stock Opons annually with a discount of 25%.

Councillors who carry out their duties within the Society, irrespective of the nature of their legal relationship with the Society, shall be entitled to a remuneration for the performance of these functions to be determined by the Board of Directors on a proposal from the Appointments and Remunerations Commission, in accordance with the statutes and the remuneration policy approved by the General Board, consisting of:

- A fixed part amounting to 200,000 euros, which will be settled in efectvo.
- An annual variable part, correlated with an indicator of the performance of the advisor or the Group on an annual basis, taking into account the nature of the remuneration and according to the parameters set out in the Strategic Plan that the Amper Group has in force at each time. Thus, it may reach up to 120% of its fixed remuneration, and it shall be paid according to the degree of annual compliance of the objects and scheme to be established by the Board of Administration, on the proposal of the Committee on Appointments and Remunerations. The resulting canaryness to be perceived, always depending on the degree of compliance of the objects fixed and handed over to the Executive Councillor, will be paid by the Society in the following year.
- A part of care, which will cover insurance and insurance systems timely;
- Compensation in the event of separation or any other form of exemption from the legal relationship with the Company not due to non-compliance attributable to the counselor;
- Where appropriate, the economic candades derived from exclusivity agreements, non-concurrence post-contractual and permanence or loyalty, if any, agreed upon in the contract.

Such remuneration shall be included in a contract to be concluded between the Director and the Company, which shall be approved by the Management Board with a favourable vote of two thirds of its members, and shall be annexed to the minutes of the meeting. The councillor concerned shall refrain from attending the deliberation and from parcipating in the vote. The adviser may not receive any remuneration for the performance of any of the functions performed by him or her whose candades or concepts are not provided for in that contract.

It is within the framework approved by the General Shareholders' Meeting, also the Board of Directors, that the amount of the pardas retribuvas comprising the fixed part, the configuration modalities and the indicators for calculating the variable part, the welfare forecasts and the compensation or its calculation criteria are determined.

In any event, the remunerations of the members of the Governing Bodies of the Company shall be in accordance with the forecasts contained in the corporate regulation on this question.

This remuneration policy shall apply with effect from 1 January 2025.

#### **4. Conclusion**

The remuneration scheme and remuneration policy outlined above in the opinion of the Appointments and Remunerations Commission comply with the good practices of the Corporate Government, the company's social statutes and the corporate practices established in Amper SA.

Both the report and the proposal of the Appointments Committee are annexed to the present report.