



Remuneration policy

OXO Technologies Holding N.V.

Effective Date: [yyyy.mm.dd]

The aim of this remuneration policy (the "**Policy**") is to define the principles and practices of remuneration in line with the business strategy, long-term interests, and sustainability of OXO Technologies Holding N.V. (Registered Office: 3013 AK Rotterdam, Stationsplein 45, hereinafter: the "**Company**"), thus increasing transparency and shareholder control over remuneration conditions. The further aim of this Policy is to provide the Company's shareholders with a clear, understandable and comprehensive overview of the remuneration principles and to foster organizational thinking and activities that enhance the Company's performance and achieve the Company's goals by creating ownership interests among the participants.

This Policy is subject to the approval of the general meeting of shareholders of the Company (the "**General Meeting**"). This Policy will, effective as of the conversion of the Company into a Dutch limited liability company (*naamloze vennootschap*) under the name Oxo Technologies Holding N.V. (the "**Conversion**"), replace any previous remuneration policy approved by the General Meeting. The Policy aligns with the requirements of the Dutch Civil Code, the Dutch Corporate Governance Code and the European Shareholder Rights Directive II (SDR II). The Policy will be reviewed annually and presented for voting to the General Meeting at least once every four years, or upon any material changes. Once approved, the Policy will be made available on the Company's website: <https://oxotechnologies.eu/>. A remuneration report will be included in the annual report, explaining how the Policy has been implemented.

1. SCOPE OF THE REMUNERATION POLICY

The Policy aims to attract, motivate and retain qualified and experienced executives to deliver the Company's business strategy and long-term goals. The Policy ensures a competitive and balanced remuneration package aligned with industry practices, without incentivizing disproportionate risk-taking. Remuneration is designed to encourage behaviour focused on long-term value creation, aligning with the Company's mission, vision and strategic goals.

This Policy applies to the members of the Board of Managing Directors of the Company. It is anticipated that the General Meeting will follow the general guidelines set forth in this Policy in determining the remuneration of executives who are not members of the Company's Management Board.

The specific persons covered by the policy are specified in the Company's Articles of Association as they will be in effect upon the Conversion. This Policy is effective from the effective date of the Conversion and remains in effect until amended or repealed.

This Policy was adopted by the Company's General Meeting by resolution [xx/yyyy (mm.dd.)].

2. REMUNERATION COMPONENTS

2.1. Fixed Remuneration

- **Base Salary:** Annual base salary is determined by the General Meeting based on a recommendation of the Supervisory Board, which recommendation is benchmarked against relevant peer groups and adjusted based on market conditions and individual performance. Only the CEO and COO are entitled to fixed remuneration. Other Managing Directors are not entitled to fixed remuneration.
- **Terms of Contract:** Managing Directors serve until they are removed from office by the General Meeting, or until their earlier death, resignation or disability. Managing Directors do not have a formal employment agreement with the Company. One month's notice is required for termination of the Managing Directors' contracts. No payment is due to Managing Directors upon termination of their contract.
- **Other Benefits:** Other benefits may include company cars, health insurance, housing support, tax advice, and other customary fringe benefits in line with market standards for executives at comparable levels for similar companies in the location where Managing Directors perform their duties.

2.2. Variable Remuneration

- **Short-Term Incentive (STI):** Managing Directors may, upon becoming entitled to remuneration, be entitled to performance-related cash bonuses based on annual financial and non-financial targets to be determined in advance by the Supervisory Board.
- **Long-Term Incentive (LTI):** Managing Directors may, upon becoming entitled to remuneration, be entitled to performance shares or options with a three-year vesting period, subject to achieving long-term performance criteria to be determined by the Supervisory Board.

2.3. Share-based Remuneration

The Company has not launched an Employee Share Ownership Program, so persons covered by this Policy are not at present entitled to share-based remuneration.

3. GOVERNANCE AND IMPLEMENTATION

3.1. Remuneration Committee

The Remuneration Committee is formed as a committee of the Supervisory Board. The primary role of the Remuneration Committee is to assist the other members of the Supervisory Board in establishing and overseeing the Company's remuneration policy, and recommending executive compensation to the Supervisory Board.

3.1.1. Appointment Procedure

The members of the Remuneration Committee are appointed by the Supervisory Board itself. The Committee typically consists of at least 3 members of the Supervisory Board who have no conflicts of interest regarding the remuneration policies they will oversee.

3.1.2. Duties

The Remuneration Committee has an advisory role to the other members of the Supervisory Board in relation to this Policy and making its amendments, proposing metric and target setting for individual remuneration, and measurement of performance under the Policy. The Remuneration Committee will also perform scenario analysis, providing potential outcomes of the variable remuneration components and the resulting remuneration of each person covered by this Policy before drawing up the Policy and before recommending the remuneration of each person. The Remuneration Committee makes recommendations to the Supervisory Board members regarding the remuneration of persons covered by this Policy.

The Remuneration Committee does not have the authority to make formal decisions. The final decision on the approval of the remuneration policy and the changes proposed by the Remuneration Committee is taken by the General Meeting of the Company on the basis of a proposal from the Supervisory Board.

3.1.3. Regulatory and Compliance Requirements

The procedures and composition of the Remuneration Committee must comply with the Dutch Corporate Governance Code and other relevant regulations. The Committee's recommendations and decisions should be transparent and disclosed in the annual remuneration report.

3.2. Decision-Making Process

The Supervisory Board, advised by the Remuneration Committee, is responsible for the implementation and periodic review of this Policy.

Any amendments to the Policy will be submitted to the General Meeting for approval, accompanied by an explanation of the changes and how shareholder feedback has been incorporated.

3.3. Deviations

In exceptional circumstances, the Supervisory Board may temporarily deviate from any of the provisions of this Policy to serve the Company's long-term interests or assure its viability. Such deviations will be disclosed in the annual remuneration report and the Company will propose to the General Meeting to amend this Policy to include such deviation at the next annual General Meeting summoned following the date when the relevant deviation is adopted.

4. BOARD OF MANAGING DIRECTORS

The Board of Managing Directors ("BoD") of the Company is composed of the CEO, the COO and other Managing Directors. Each category has distinct roles, responsibilities and remuneration

structures to ensure alignment with the company's strategic objectives and governance requirements.

4.1. CEO and COO

The remuneration of the Chief Executive Officer (CEO) and Chief Operating Officer (COO) will, once they become entitled to receive remuneration, be designed to attract, motivate and retain top talent while aligning their interests with the long-term goals of the company.

The CEO and COO currently receive no fixed, variable or share-based remuneration. This may change in future. If so, their remuneration will be determined by the General Meeting in line with this Policy.

4.2. Other Managing Directors

The other Managing Directors play a crucial role in providing strategic guidance and assisting the CEO and COO with managing the Company. Their remuneration will, once they become entitled to receive remuneration, reflect their responsibilities and time commitment, ensuring independence and objectivity in their functions.

The Managing Directors other than the CEO currently do not receive any fixed, variable or share-based remuneration. This may change in future. If so, their remuneration will be determined by the General Meeting in line with this Policy.

5. CLAW-BACK AND MALUS PROVISIONS

The Supervisory Board has the authority to reclaim any paid short-term incentives and/or vested long-term incentive awards if they were based on incorrect information or if the relevant executive engaged in misconduct. This is to ensure alignment with the Company's risk management and ethical standards.

6. REMUNERATION REPORT

The Company prepares an annual remuneration report, which clearly and comprehensively presents the specific remuneration determined and granted to persons covered by this policy for the previous financial year. The remuneration report must be submitted to the annual General Meeting and must contain the information referred to in Article 135b of Book 2 of the Dutch Civil Code and paragraph 3.4.1 of the Dutch Corporate Governance Code.

The Board of Managing Directors and Supervisory Board are responsible for preparing the remuneration report, which is submitted to the General Meeting for an advisory vote. The Board of Managing Directors and Supervisory Board take all necessary steps to ensure that the remuneration report complies with the requirements of this Policy, the law and the Dutch Corporate Governance Code.

The Company's permanent auditor reviews the remuneration report before it is submitted to the General Meeting to ensure that it complies with this Policy and the legal requirements, and that it contains the necessary information.

The remuneration report must include the following information about the persons covered:

- The total amount of remuneration,
- The amount of remuneration, detailed for each form of remuneration,
- A brief textual description of how the paid remuneration complies with this remuneration Policy,
- A comparison of the paid remuneration with the remuneration of the previous five business years,
- Information on any deviations from the procedure for implementing this remuneration Policy.

The remuneration report is made publicly available on the Company's website after the advisory General Meeting vote.

7. ALIGNMENT WITH STAKEHOLDER INTERESTS

7.1. Stakeholder Engagement

The Remuneration Committee engages with shareholders, employees and other stakeholders to gather feedback on the remuneration policy. The feedback received will be taken into account by the Supervisory Board shaping and refining the Policy to further align with stakeholder interests and expectations. The Company contributes to society as a whole by investing in various portfolio companies, thereby expanding business and employment opportunities. This Policy supports that aim by allowing the Company to attract top talent to effect its business and societal goals.

7.2. Employee Consideration

The above and other existing terms and conditions of employment of the Company's employees are taken into account when setting remuneration of the Managing Directors. Surveys and other tools are used to gauge employee views on the reward package, with a view to endeavouring to establish fairness and alignment across the organization.

8. GOVERNANCE AND AMENDMENTS

The remuneration of the person concerned shall be determined by the General Meeting in accordance with this Policy adopted by the General Meeting. Any subsequent amendment to this Policy shall be subject to approval by the General Meeting, but without prejudice to the provisions of paragraph 3.2 above.

9. OTHER PROVISIONS

The remuneration defined in this Policy may only be executed based on the remuneration policy submitted to and approved by the General Meeting.

This Policy is made public on the Company's website immediately after the General Meeting vote approving this Policy, along with the date and result of the vote. All of the foregoing information will continue to be made available on the Company's website for as long as this version of the Policy is in effect.