

Alantra Group Remuneration Policy

In Madrid, 22 March 2023

1. Jurisdiction and legal framework:

This document describes the Remuneration Policy of the group of investment services companies whose parent company is Alantra Partners, S.A. (the "**Alantra Group**" or the "**Group**" and "**Alantra**", respectively) and has been prepared for the purpose of complying with the provisions of securities market and alternative investment fund management regulations.

In particular, this Remuneration Policy has been prepared on the basis of the provisions of the European regulations on the supervision of investment firms and their groups comprising (i) Directive (EU) 2019/2034 of the European Parliament and of the Council of 27 November 2019 on the prudential supervision of investment firms ("**IFD**"), and (ii) Regulation (EU) 2019/2033 of the European Parliament and of the Council of 27 November 2019 on prudential requirements for investment firms ("**IFR**"), and which has been transposed into national securities market regulations through Law 6/2023 of 17 March on Securities Markets and Investment Services ("**LMV**") and the Draft Royal Decree on the legal regime for Investment Services Firms and other entities providing investment services, which is expected to be approved shortly.

In the preparation of this policy, special consideration has been given to the "Guidelines on Remuneration Policies Appropriate to IFD", published by the European Banking Authority (commonly known by its acronym "**EBA**") on 21 November 2021 (the "**IFD Guidelines**"), and to which the Comisión Nacional del Mercado de Valores ("**CNMV**") adhered by public communication dated 11 May 2022.

The body responsible for defining and approving the Alantra Group's Remuneration Policy, following a report from the Appointments and Remuneration Committee, is the Alantra Board of Directors.

The Appointments and Remuneration Committee shall review and evaluate, at least annually, the Alantra Group's Remuneration Policy and, if necessary, propose to the Board of Directors the modifications it deems appropriate.

2. Purpose and principle of proportionality:

The purpose of this Remuneration Policy is for the Alantra Group to have a remuneration scheme adapted to its activities and services, which is competitive within the sector in which it operates and effective in attracting and retaining talent, while at the same time encouraging responsible behaviour that promotes prudent risk-taking consistent with the maintenance of a solid capital base.

In establishing the Remuneration Policy, the Alantra Group has applied the principle of proportionality referred to in the DFI regulations and the IFD Guidelines, taking into account the nature, scale and complexity of the Group and its activities.

The application of the principle of proportionality shall not prevent the Remuneration Policy from being compatible with appropriate and effective risk management, from providing incentives to take risks that exceed the level of risk tolerated by the Group and from being compatible with the business strategy, objectives, values and long-term interests of the Alantra Group.

The Alantra Group reserves the right to modify the specific criteria for the application of the principle of proportionality or any other aspect of the Remuneration Policy in those cases in which circumstances arise that may substantially and significantly affect compliance with the obligations derived from the applicable regulations or when so required by the CNMV or any other competent authority.

3. Subjective scope:

This Remuneration Policy shall be applicable to all Alantra Group personnel, without prejudice to the particularities that, where appropriate and justified, may be approved in relation to the personnel of any of the Group's subsidiaries.

Certain restrictions on variable remuneration shall only apply to those categories of personnel whose professional activities have a significant impact on the risk profile of the Alantra Group (taken as a whole) or of the subsidiaries that are considered investment services companies, as determined from time to time by the Board of Directors of Alantra or, where applicable, of the corresponding subsidiary investment services company, following a report from the Appointments and Remuneration Committee (the "**Identified Group**").

4. General principles:

The Alantra Group's Remuneration Policy is inspired by the following general principles:

- a) Encourage the Group's growth and results, aligning the interests of employees with those of the Alantra Group and its different business areas, and with those of Alantra's shareholders and the Group's customers.
- b) Promote equal pay for men and women, and non-discrimination on grounds such as age, race or religious beliefs.
- c) Evaluate individual performance and compensate through,
 - (i) fixed remuneration, reflecting professional experience and responsibility within the organisation, taking into account level of education, seniority, level of experience and expertise, and geographical location; and
 - (ii) variable remuneration, which reflects the employee's performance as outperforming the job description, and which will be based on the results of the Alantra Group, the employee and, where appropriate, the business units.

Variable remuneration shall be set on the basis of both quantitative and qualitative criteria that go beyond the mere achievement of a financial benefit for the Group (such as the promotion of sound and prudent risk management, the level of compliance with the Group's internal control procedures and rules of conduct, as well as compliance with the sustainability initiatives established by the competent body of the Alantra Group, the contribution to the development of the capabilities of the professional teams integrated in the Group, and the practice and promotion of the cultural principles of the Alantra Group in the development of their professional activity).

- d) Incorporate, among the above criteria, the assessment of performance in a multi-year framework, and not exclusively the performance corresponding to the last year, which takes into account the economic cycle of the Alantra Group or of the corresponding business area and its business risks.
- e) Avoid conflicts of interest between the Alantra Group and its clients or between clients and clients and between the different business areas of the Group.
- f) Enable the recruitment and retention of top-level professionals, ensuring that the level of the Alantra Group's services meets the expectations and needs of its clients and investors.
- g) Ensure consistency in the implementation of the Remuneration Policy with the above principles.
- h) Ensure compliance with the guiding principles included in the regulations in force in accordance with the size, staff and internal organisation of the Alantra Group, as well as in correlation with the nature, scope and complexity of the activities carried out by the Group.

On the other hand, when assessing this Remuneration Policy, the fact that the main executives of the Alantra Group are also partners of the Group must be taken into account, and in a certain sense

considered as part of it, which reinforces the alignment of interests between these professionals and the Group, as they have the dual status of shareholders and employees.

5. Remuneration scheme:

The total remuneration of Alantra Group employees consists of two items:

a) Fixed Remuneration:

The fixed component of the annual remuneration of employees is established on the basis of their internal professional category, which is based on their professional experience and the responsibilities and functions to be performed within the Group, and meets the criteria of competitiveness in the labour market.

Each internal grade is assigned a salary range, with career advancement being the established means of progressing through the established salary scale.

This salary range has been set in such a way that the fixed component represents a sufficiently high proportion of total remuneration to allow for a fully flexible policy regarding the variable components of remuneration, including the possibility of not paying any variable components at all.

The review and modification of the fixed salary bands established for each professional category is the responsibility of Alantra's Board of Directors.

b) Variable Remuneration:

In the decision-making process followed to establish the variable remuneration, the first factor taken into account is to determine whether the Alantra Group has sufficient equity, at consolidated and individual level, to cover the requirements of the regulations in force, as the case may be, and the current and future risks inherent to the normal activity of the Alantra Group, taking into account the cost of capital and the necessary liquidity.

In this respect, if the financial performance of the Group or, as the case may be, of the business areas individually considered has been deficient or significant variations have occurred that negatively affect the solvency or risk profile of the Group or of such areas, the amount corresponding to the variable remuneration may be reduced or, even in extraordinary cases, eliminated altogether.

b.1) Determination of the *bonus pool* for each business area:

The Board of Directors determines the percentage to be deducted from the year's results of each department or business area to be allocated to variable remuneration (*bonus pool*).

As regards the results obtained by the division or business area in which the employee provides services, the applicable system varies according to the nature and degree of maturity of the business, distinguishing between (i) those business areas which, being in the start-up phase, have not yet reached *break even*, (ii) those business areas which have already passed the start-up phase and, therefore, are in a position to obtain profits, and (iii) those business areas which are cost centres and, therefore, do not generate income.

▪ Business areas that are in the start-up phase:

At the end of the year, depending on the degree of compliance with the strategic plan and the corresponding financial projections, the aggregate amount of variable remuneration to be distributed among the professionals assigned to the business area in question will be determined.

Thanks to this system, the Group's governing bodies have the power to modulate the determination of variable remuneration according to the financial situation of the

Group or of the business area or subsidiary concerned, and may reduce or even eliminate it altogether in justified cases.

- Business areas that have already passed the start-up phase and are therefore in a position to make a profit:

The aggregate amount of variable remuneration to be distributed among the professionals assigned to this type of business area is determined as a percentage of its operating profit.

This percentage is established by the Board of Directors of the Alantra Group and, although it tends to follow a line of continuity with respect to the percentage set, the Board has full capacity to modify it and even reduce it to zero if deemed necessary and justified.

This system, which applies to more than 75% of the Group's employees, ensures the Group's solvency and contributes to the steady generation of equity and the maintenance of a solid capital base.

- Central and corporate services:

At Group level, and as a general rule, corporate services are located in Alantra or in the head companies of the different business areas or divisions. Corporate services are provided under the direction of the Group's governing bodies and in a coordinated manner. In this way, an integrated and homogeneous management model is promoted, which not only increases the Group's efficiency, but also allows Alantra's corporate culture and risk management methodology to be established in all the Group's business areas and subsidiaries.

In particular, these corporate services include (i) the legal department, (ii) the finance, accounting and administration department, (iii) the corporate development department, (iv) the human capital department, (v) the internal control unit, which integrates the risk control and compliance function, (vi) the information systems department, and (v) the media relations department.

The staff assigned to corporate services are independent of the business units they serve and, where applicable, supervise, report to the Group's central governing bodies, and their remuneration is set on the basis of the achievement of the objectives related to their duties, irrespective of the performance of the business areas.

At the end of the year, depending on the degree of compliance with the objectives of the business plan of the corporate services, the aggregate amount of variable remuneration to be distributed among the professionals assigned to them is determined.

b.2) Individual allocation to each employee from the *bonus pool*:

The variable remuneration of each employee of the Group is set at the discretion of the Board of Directors or, where appropriate, by delegation of the Board, by the Chief Executive Officer or the heads of each business area, based on the degree of satisfaction with their individual performance, in accordance with the formal performance evaluation system established in the Group and monitored by the human capital department.

Formal performance appraisal is carried out at the end of the year on the basis of the evaluation of objectives established at the beginning of the year, categorised into (i) financial and business objectives, (ii) medium and long-term strategic objectives, (iii) objectives for the promotion, development and fulfilment of the corporate culture, and (iv) objectives for the development of personal skills and knowledge.

In any case, the performance evaluation is always part of a multi-year framework that ensures that the evaluation process is based on long-term results and takes into account the economic cycle of the Alantra Group or its subsidiaries or business areas.

Furthermore, as set out in the standard employment contract used in the Group, and beyond the monitoring of the aforementioned criteria, the Variable Remuneration of each employee shall be determined at the discretion of the competent body, with no contractual provisions for the payment of guaranteed variable remuneration. Notwithstanding the foregoing, the Group reserves the right to agree on guaranteed remuneration as a mechanism to attract talent, although, as a general rule, this may only be agreed for the first year of employment.

Without prejudice to the fact that the Alantra Group's Remuneration Policy applies to all subsidiaries of the Alantra Group in which Alantra has a controlling interest in accordance with the provisions of article 4 of the LMV, these may, within the framework established by this Remuneration Policy, approve complementary variable remuneration measures, such as multi-year variable remuneration accrual and settlement programmes, share-based remuneration plans or similar instruments.

b.3) Additional restrictions on variable remuneration of the Identified Collective:

When required by the applicable securities market regulations, Alantra may establish additional restrictions on the variable remuneration of the members of the Identified Group based on (i) the Group's activities and the risks related thereto, and (ii) the impact that the different categories of the members of the Identified Group have on the risk profile of the Alantra Group or of the investment services company subsidiaries included therein (the "**Additional Restrictions**").

Additional Restrictions on the Identified Collective shall consist of one or more of the following measures:

- (i) At least 40% of the variable remuneration is deferred over a period of three to five years, depending on the economic cycle and the nature and risks of the activities of the Group or the subsidiary investment firm, as well as the professional activities of the member of the Identified Staff concerned. This percentage may be increased to 60% in the case of particularly high remuneration.
- (ii) That at least 50% of the variable remuneration of the members of the Identified Collective consists of shares in Alantra or its subsidiaries, instruments linked to the same or through other similar non-cash instruments permitted by the applicable regulations.
- (iii) Establishment of appropriate ratios between the variable component and the fixed component of total remuneration, with the possibility of limiting variable remuneration in the form of a percentage of the total revenues of the Alantra Group or its subsidiaries.

The Additional Restrictions shall be applied by the Board of Directors of Alantra, following a report from the Appointments and Remuneration Committee, or, as the case may be, by the Board of Directors of the corresponding subsidiary investment services company.

The Additional Restrictions shall be set in accordance with the criteria established by the applicable regulations and, where appropriate, by the competent authorities.

6. Collective Identified:

The Identified Group shall consist of those categories of managers or employees whose professional activities have a material impact on the risk profile of the Alantra Group at the subsidiary parent level, as appropriate.

The Board of Directors, after a detailed assessment of the functions and responsibilities of the jobs within the Alantra Group's organisational structure, is responsible for determining the categories of Group executives and employees whose professional activities have a significant impact on the risk profile at the parent company level (the "**Alantra Group Identified Staff**").

The Board of Directors of the investment services companies integrated in the Alantra Group (Alantra Equities S.V. S.A. and Alantra Capital Markets S.V. S.A.), following the criteria established by the Appointments and Remuneration Committee, is responsible for designating the persons to be included in their respective identified groups.

The categories of employees or managers included in each of the aforementioned groups are listed below:

- a) Alantra Group Identified Collective:
 - The Executive Chairman of the Alantra Group
 - The Chief Financial Officer of the Alantra Group
 - The Secretary General of the Alantra Group
 - The Director of New Business and Technology
 - The Director of Risk Control, Compliance and PBC.
 - The Director of the Information Systems and Security Department.
- b) Identified Collective Alantra Equities:
 - Executive Partners (as this term is defined in the shareholders' agreement of Alantra Equities, SV, S.A.).
 - Proxies of the Alantra Group with powers to represent Alantra Equities SV S.A. jointly with the Executive Partners.
- c) Identified Collective Alantra Capital Markets:
 - Director (Chief Financial Officer of the Alantra Group)
 - Director (Director of the Legal Department of the Alantra Group)

The Appointments and Remuneration Committee shall review and evaluate, at least annually, the list of persons included in the groups identified above and, if appropriate, propose to the Board of Directors the modifications it deems appropriate.

Alantra shall keep at the disposal of the CNMV at all times an updated list indicating the categories of employees who are included in the aforementioned identified groups.