

NoHo Partners Plc – Remuneration committee rules of procedure

The Remuneration Committee of NoHo Partners Plc (“the Company”) assists the Board of Directors by preparing tasks of the Board of Directors. The Committee is responsible for preparing proposals for the remuneration of the Board members for the Annual General Meeting. In addition, the Committee monitors and assesses the competitiveness of the Company’s remuneration and incentive schemes and their development, and assists the Board of Directors in matters pertaining to the remuneration of senior management.

COMPOSITION OF THE COMMITTEE

The Remuneration Committee is comprised of a Chair and at least one member of the Board of Directors, who the Board of Directors elects from among its number after the Annual General Meeting.

The majority of the members of the Remuneration Committee must be independent of the Company. The CEO or any other member of the Company’s management may not be a member of the Committee.

The term of office of the members of shall be for a period of one year, and ends when the following Annual General Meeting is concluded.

TASKS OF THE COMMITTEE

The tasks of the Committee shall include:

- preparation the Board of Directors’ proposal regarding the remuneration of the members of the Board of Directors to the Annual General Meeting;
- participating in the development of the diversity of the Board of Directors.

The tasks of the Committee shall further include:

- preparing and making proposals to the Board of Directors on the remuneration of the CEO, Deputy CEO and other management;
- preparing the remuneration and incentive schemes of the CEO and management and assessing and monitoring their competitiveness;
- evaluating the performance of the CEO and management and presenting the observations and any recommendations to the Board of Directors;
- preparing the Company’s remuneration policy for governing bodies and presenting it to the Annual General Meeting;
- preparation of the annual remuneration report.

The Remuneration Committee shall have the right to investigate any necessary matters relating to its duties and to call upon external experts and advisers at its discretion.

In addition to the above tasks, the Remuneration Committee may have other tasks authorised by the Board of Directors.

The Company’s Board of Directors is also responsible for the tasks assigned to the Committee, and the Committee does not have independent decision-making power.

MEETINGS OF THE COMMITTEE AND REPORTING TO THE BOARD OF DIRECTORS

The Remuneration Committee shall convene at least twice a year and whenever necessary at the invitation of the Chair of the Committee.

A quorum exists when a majority of the members of the Committee, including the Chair, are present. The Committee may, at its discretion, invite other persons, such as the Company's management or external experts, to attend the meetings.

The Board of Directors appoints the Secretary of the Remuneration Committee. The Committee reports on its work to the Board of Directors. The Chair of the Committee shall present a summary of each meeting of the Committee to the Board of Directors. In addition, the minutes and materials of the Committee's meetings shall be made available to the members of the Board of Directors.

REMUNERATION FOR COMMITTEE WORK

The remuneration for Committee work is determined by the Annual General Meeting.

INFORMATION TO BE PUBLISHED ABOUT THE REMUNERATION COMMITTEE

The Company will announce in its financial statements and on the Company's website the composition of the committee, the number of Committee meetings held during the financial period and the participation of members in the meetings, as well as the main points of the Committee's Rules of Procedure.

The Rules of Procedure of the Remuneration Committee are published in their entirety on the Company's website.

APPROVAL OF THE RULES OF PROCEDURE

These Rules of Procedure of the Remuneration Committee were approved by the Board of Directors at its meeting on 24 April 2024.