



EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

PHAROL, S.A.

October 20, 2026

PROPOSAL OF THE BOARD OF DIRECTORS

SINGLE POINT

To resolve on the approval of the new Remuneration Policy for the members of the corporate bodies of PHAROL, S.A., under the terms of the proposal presented by the Board of Directors.

BACKGROUND

PHAROL, S.A. (the "Company") currently has in force the Remuneration Policy for the members of the corporate bodies approved by the General Meeting on 31 March 2023. Pursuant to Article 26-B of the Portuguese Securities Code, it is incumbent upon the Board of Directors, in the absence of a remuneration committee, to submit to the General Shareholders' Meeting a revised policy proposal whenever a material change occurs.

Since the approval of the policy in force, there have been relevant changes in the Company. In March 2026, its activity and corporate purpose were changed, and the Company ceased to be a holding company. On July 30, 2026, a new composition of the Board of Directors was elected, with separation between the functions of Chairman of the Board of Directors, of a non-executive nature, and Managing Director.

These changes to the Company's activity, strategic framework and organisational model justify the revision of the Remuneration Policy, in order to adapt the remuneration regime to the functions and responsibilities currently exercised and to ensure its alignment with the long-term interests of the Company and the shareholders.

The new Policy updates the framework for the fixed and variable components of remuneration, includes the transitional regime applicable to the variable remuneration of the Managing Director in the 2026 financial year and provides for the revision of the variable remuneration rules for 2027 and subsequent years. It also clarifies the regime applicable to the termination of functions and other relevant conditions and mechanisms in terms of remuneration.

The content and conditions of application of this regime are set out in the Remuneration Policy annexed to this proposal, which is an integral part of it.

PROPOSAL FOR RESOLUTION

In these terms, the Board of Directors proposes to the General Meeting that it resolve:

To approve the new Remuneration Policy for the members of the corporate bodies of PHAROL, S.A., contained in the document attached to this proposal and which is an integral part of it, which replaces the Remuneration Policy approved by the General Meeting of 31 March 2023 and takes effect under the terms set out therein.

The new Remuneration Policy constitutes Annex I to this proposal.

Lisbon, September 22, 2026

The Board of Directors



REMUNERATION POLICY

DOS

MEMBERS OF THE CORPORATE BODIES

PHAROL, S.A.

Proposal of the Board of Directors to be submitted to the Extraordinary General Meeting of October 20, 2026

Introduction

Pursuant to the Securities Code, namely articles 26-A, 26-B and 26-C, and taking into account the applicable legal, statutory and corporate governance provisions, the Board of Directors of PHAROL, S.A. ("PHAROL" or "COMPANY") presents to the General Meeting this REMUNERATION POLICY for the members of the corporate bodies.

It is intended that this new REMUNERATION POLICY replaces the policy approved at the General Meeting of 31 March 2023, considering the need to adapt its principles and rules, on the one hand, to the changes resulting from the annual general meeting of March 2026 (in which, among others, it was decided that the COMPANY would cease to be a holding company) and, on the other hand, to the new structure and composition of the Board of Directors, resulting from the election of 30 July 2026, in particular, the separation of the functions of Chairman of the Board of Directors and Chief Executive Officer, previously concentrated in the same person.

The REMUNERATION POLICY takes into account the current situation of the COMPANY and aims to ensure that the remuneration is appropriate to the nature, responsibility, availability and complexity of the functions performed by each member of the corporate bodies, taking into account the specific characteristics of PHAROL, its size, the reduced structure of human resources and the need to attract and retain people with appropriate qualifications and experience, while preserving the alignment between management, the Company's long-term interests and the sustainable creation of value for shareholders.

With particular regard to the structure of the remuneration of the members of the board of directors, it was deemed necessary to establish new rules regarding the fixed

component of the remuneration. As for the variable component, a transitional period is proposed in which, *broadly speaking*, the previous regime is maintained with adaptations and which will only be in force until the next annual general meeting of the COMPANY. During this period, a process of in-depth reflection and review continues to ensure the alignment of the variable component to be proposed with the Company's new strategic plan. Thus, the REMUNERATION POLICY contains a transitional regime for the Annual Variable Remuneration of the Managing Director for the 2026 financial year.

1. General principles

The REMUNERATION POLICY and the concrete determination of the remuneration of the members of PHAROL's governing bodies comply with the following general principles:

- a) Adequacy of remuneration to the functions effectively performed, respective degree of responsibility, requirement of availability and executive or non-executive nature;
- b) Competitiveness and proportionality in relation to market conditions for functions of a comparable nature, in order to favor the attraction and retention of talent;
- c) Clarity, simplicity, transparency and predictability of remuneration criteria;
- d) Alignment between variable remuneration, when applicable, performance, the Company's long-term interests and the sustainable creation of value for shareholders;
- e) Avoid incentives to assume excessive risks or risks that are incompatible with the Company's strategy and financial situation;
- f) Differentiation between executive and non-executive functions, without prejudice to the future review provided for in this Policy and always within the applicable legal and corporate governance limits;
- g) Consideration and consistency with the conditions of employment and remuneration of the Company's employees.

2. Board of Directors

2.1. Non-executive directors

The remuneration of non-executive directors consists, at this stage, exclusively of a fixed annual component, and there is no place for the attribution of attendance tickets or benefits of a non-pecuniary nature, unless expressly approved under the legally applicable terms.

FUNCTION	GROSS ANNUAL FIXED REMUNERATION
Chairman of the Board of Directors	€100,000.00
Non-Executive Director	€50,000.00

No variable remuneration is granted to non-executive directors.

Within the scope of the ongoing review, the application of variable components to members of the Board of Directors without executive functions may be analysed and proposed to the general meeting in the context of the revision of THE REMUNERATION POLICY, if this is considered appropriate to the nature of the functions performed, to the Company's governance model, to its long-term interests and sustainability and provided that it is legally admissible.

2.2. Managing Director

2.2.1. Fixed remuneration

Considering the delegation of powers approved by the Board of Directors, the Managing Director is responsible for the day-to-day management of the COMPANY, in all its aspects.

The Managing Director receives an Annual Fixed Remuneration ("AFR") of €220,000.00 (gross amount), as of August 1, 2026, the date on which the exercise of the respective functions begins.

The amount established for the ARF takes into account the concentration of executive management in a single person, the responsibility for the day-to-day management of the COMPANY, the availability required and the conditions prevailing on the market for functions of a comparable nature.

The Managing Director may benefit from the use of a vehicle, including fuel and tolls, and life insurance, in line with the practices of the COMPANY and the market, keeping the non-cash benefits within the limits considered appropriate to the functions performed.

2.2.2. Annual Variable Remuneration – transitional regime of 2026

For the 2026 financial year, the Annual Variable Remuneration ("AVR") methodology provided for in the previous policy (approved in 2023) is maintained, with the adaptations resulting from the start of functions on 1 August 2026.

The AVR remains associated with the creation of shareholder value, measured through the relative evolution of PHAROL's Total Shareholder Return ("TSR") compared to the TSR of the PSI index.

For the purposes of the 2026 transitional regime, both TSRs will be calculated based on the average value of the closing prices for the month of July 2026 and December 2026, in order to match the valuation period to the effective period of exercise of the duties of the current Managing Director.

The relative change in TSR is determined by the following formula:

$$\text{TSR VARIATION} = ((1 + \text{TSR PHAROL}) / (1 + \text{TSR PSI}) - 1) \times 100$$

The percentage value of the AVR is obtained, by linear interpolation, from the following table:

TSR Variation	% of AFR
Below - 5%	0%
From -5% to 0%	15%
Greater than 0% to 5%	30%
Greater than 5% up to 10%	45%
Above 10%	60%

The AVR will be null if PHAROL's TSR in the reference period is negative by more than 20%.

The percentage of AVR resulting from the application of the previous methodology will be applied to the AFR of the Managing Director, in the amount of €220,000.00, and the resulting amount will be adjusted on a *pro rata temporis* basis to the period of effective exercise of the functions, between 1 August and 31 December 2026.

The 2026 AVR will be paid 50% in cash in the month following the approval of the 2026 accounts by the General Meeting. The remaining 50% will be deferred for three years and the respective payment will be subject to the verification of the Company's positive performance in the period considered, taking into account financial sustainability, the economic situation and exceptional factors not controllable by management that may materially affect the Company's performance.

2.2.3. Annual and Multi-year Variable Remuneration – subsequent years

The rules on Variable Remuneration, annual and multi-annual, to be applied to the financial years 2027 and subsequent years will be approved at the next annual general meeting of the COMPANY.

The new policy shall define the objectives, metrics, limits, conditions for attribution, deferral mechanisms and other applicable conditions, seeking to ensure alignment between management performance and the Company's strategic plan to be prepared by the Board of Directors, and shall take into account the different competencies of the Chief Executive Officer and the other members of the Board of Directors.

3. Fiscal Council

The remuneration of the members of the Fiscal Council consists exclusively of a fixed annual remuneration, with no variable component being foreseen. The remuneration currently contracted is as follows:

FUNCTION	GROSS ANNUAL FIXED REMUNERATION
Chairman of the Supervisory Board	€49,000
Member of the Supervisory Board	€31,500

4. Board of the General Meeting

The Chairman of the General Meeting receives the amount of €4,000.00 per session and the Secretary of the Board the amount of €2,000.00 per session, these amounts being gross.

5. Statutory Auditor

The Company's Statutory Auditor is remunerated in accordance with the normal remuneration practices and conditions for similar services, through a service agreement entered with the COMPANY and following a proposal from the Fiscal Council, under the legally applicable terms.

6. Allocation of shares and options

There is no plan for the allocation of shares, options or other financial instruments to the members of the corporate bodies.

7. Supplementary pension or early retirement schemes

There is no scheme in place for the granting of supplementary pensions or early retirement to members of the corporate bodies.

8. Termination of Functions

The termination of functions of the members of the Board of Directors is governed by law, the Articles of Association, this REMUNERATION POLICY and, where applicable, the respective management contracts.

8.1. Resignation

In the event of resignation on the initiative of the director, the fixed remuneration is due until the date on which the exercise of the respective functions effectively ceases, without prejudice to amounts already due and other rights constituted up to that date.

Unless otherwise decided by the competent corporate body or applicable contractual provision, the resignation does not confer the right to any compensation for the fixed remuneration corresponding to the remaining period of the mandate.

8.2. Dismissal with just cause.

In the event of dismissal with just cause, under the legally applicable terms, no compensation or compensation will be due for the early termination of the mandate, without prejudice to the remuneration due and the rights definitively acquired up to the date of termination.

Variable remuneration components that, on the date of termination, do not yet constitute definitively acquired rights, may also cease to be due, without prejudice to the application of the deferral, reduction or reversal mechanisms provided for in the REMUNERATION POLICY.

8.3. Dismissal without just cause.

In the event of the dismissal of a director without just cause before the end of the period for which he was elected, the director will be entitled to compensation for the damage suffered, under the terms of article 403(5) of the Companies Code, the REMUNERATION POLICY and, where applicable, the respective management contract.

To this end, the management contracts may establish the criteria for determining the compensation, having as a reference the fixed remuneration that the director would presumably have received between the date of leaving office and the end of the term of office for which he was elected, and in any case the compensation may not exceed the legal limit corresponding to the remuneration that he would presumably receive until the end of that period.

In determining the compensation, the principles legally applicable to the obligation to compensate will be observed, including, where applicable, the consideration of income or benefits obtained in lieu of those that ceased to be earned as a result of the termination.

8.4. Variable remuneration in the event of termination

The termination of functions does not affect the payment of variable remuneration components that already constitute definitively acquired rights, and the conditions of payment, deferral and possible reversal provided for in the REMUNERATION POLICY REMAIN APPLICABLE.

If the termination occurs before the end of a variable remuneration evaluation period and provided that it does not result from dismissal with just cause or from a circumstance proven to be attributable to manifestly inadequate performance, the variable component corresponding to the period actually exercised may be determined on a *pro rata temporis* basis, by adapting, when necessary and objectively possible, the evaluation period of the respective metrics.

In the specific case of the 2026 AVR, if the Managing Director's duties cease before 31 December 2026, the TSR assessment period will end in the last full month prior to the termination or, if objectively measurable and considered more appropriate, in the month of termination, using monthly average values and maintaining the comparison between PHAROL's TSR and PSI's TSR. The resulting amount will be adjusted *pro rata temporis* to the period of effective exercise of the duties.

The amounts of variable remuneration already determined, but whose payment is deferred, maintain, in principle, the calendar and payment conditions provided for in the REMUNERATION POLICY. In the event of termination for reasons other than just cause, the respective payment may be anticipated if the competent corporate body concludes, in a reasoned manner, that the performance conditions that would allow its payment are sufficiently verified.

8.5. Other forms of termination

In cases of non-renewal of the mandate at its expiry, expiration, incapacity, termination agreement or other situations not expressly provided for in this point, the law, the Articles of Association, this Policy and, where applicable, the respective management contract will apply.

This Policy does not institute cease and desist damages that exceed the applicable legal limits, nor does it establish mechanisms to compensate for situations of inadequate performance.

9. Variable compensation reversal clause (clawback)

The retention, reduction, non-payment or return of variable remuneration may be determined by the competent body, under the legally permissible terms, namely when:

- a) there is a judicial conviction of a manager for unlawful action that determines relevant adverse changes in the Company's equity situation;
- b) there are a serious or fraudulent breach of the Code of Ethics and Conduct or internal regulations with significant impact, or a situation likely to constitute just cause for dismissal;
- c) there are material misrepresentations, errors or omissions in the financial statements to which the manager's conduct has contributed decisively; or
- d) it is concluded that the variable remuneration was determined based on materially incorrect assumptions or information.

10. Contracts, Risk Coverage and Conflicts of Interest

The directors must not enter into contracts or instruments with the COMPANY or with third parties that have the effect of artificially neutralizing or mitigating the risk inherent in the variability of the remuneration set for them by the COMPANY.

Decisions regarding the determination or evaluation of the individual remuneration of a director must be taken without the participation of the director himself whenever he is in a situation of conflict of interest, observing the applicable legal and regulatory provisions.

11. RELATIONSHIP WITH THE CONDITIONS OF EMPLOYMENT AND REMUNERATION OF WORKERS

The REMUNERATION POLICY considers the conditions of employment and remuneration of the COMPANY'S EMPLOYEES through the common principle of adequacy of remuneration to the functions performed and to market conditions, seeking to promote the acquisition, motivation and retention of talent, without prejudice to the distinct nature of the responsibilities of the members of the corporate bodies.

12. Review, validity and omissions

The REMUNERATION POLICY takes effect from 1 August 2026. The Remuneration Policy approved on 31 March 2023 is hereby revoked, without prejudice to the rights and obligations already constituted under it.

The variable component scheduled for the 2026 financial year is transitory in nature. The new Variable Remuneration Policy, annual and multi-year, will be discussed at the next annual general meeting after the conclusion of the redefinition of the Company's strategic plan.

Any omissions will be resolved by the competent corporate body, in accordance with the law, the Articles of Association and the resolutions of the general meeting, in compliance with the principles defined in the REMUNERATION POLICY.

13. Decision-making, publication and annual report

In the absence of a remuneration committee, the REMUNERATION POLICY was prepared by the Board of Directors, and submitted to the approval of the general meeting, pursuant to article 26-B of the Securities Code.

Upon approval, the REMUNERATION POLICY will be published on the Company's website, indicating the date and results of the vote, and will remain available free of charge at least while it is on application.

The COMPANY prepares an annual report on remuneration, pursuant to article 26-G of the Securities Code, which it submits to the annual general meeting.

Lisbon, September 22, 2026

The Board of Directors