

## Appendix I

### RS2 PLC - Remuneration Policy

#### Introduction

RS2 Plc (“the Company”) is publishing its Remuneration Policy for Directors and Senior Executives as defined below] (the “Policy”), in terms of section 12.26J of the Capital Markets Rules.

This document is to be submitted for approval by the shareholders of the Company holding ordinary shares in the capital of the Company.

This Policy has been submitted to and approved by the Board of Directors of the Company (Board”) during a meeting of the Board held on the 16<sup>th</sup> December, 2025. The Board shall in due course submit the Policy to the general meeting of the Company for approval in accordance with the Capital Market Rules

This Policy shares the underlying principles of the remuneration policy of the Company applicable in these last years. This Policy does not make any material change to the existing practices and remuneration policy followed by the Company.

This preparation and drawing up of this Policy has been carried out by the Remuneration Committee consisting of Non-Executive Directors appointed by the Board. The Remuneration Committee is subject to the provisions of the Code of Principles of Good Corporate Governance (in particular Section 8.A.) attached as Appendix 5.1 to the Capital Market Rules (“the Code”).

This Policy shall be followed and implemented by the Remuneration Committee and the Board.

The Remuneration Committee may from time to time engage consultants to assist it in carrying out its function.

The Remuneration Committee shall prepare a report forming part of the annual report providing information regarding its membership, the number of meetings held, the attendance over the year and its main activities in accordance with the relevant provisions of the Code.

#### Applicability

This Policy applies to:

Directors of the Company, both executive and non-executive and to Senior Executives of the Company, as defined below:-

**Executive Directors** - that is, members of the Board who have an executive role in the day-to-day management of the Company and/or its subsidiaries (the Company and its subsidiaries, together “the Group”). The Chief Executive Officer of the Company is considered as an Executive Director of the Company. According to Article 64 of the Articles of Association of the Company any Director of

the Company “may hold such other office with the Company apart from the office of Director, and be remunerated therefor, as the directors may from time to time determine”.

**Non-Executive Directors** - that is, those members of the Board who do not hold an executive role in the day-to-day executive management of the Company and/or the Group.

**Senior Executives** - that is, employees of the Company who hold and are identified by the Remuneration Committee as holding an executive position within the management of the Company and/or the Group.

### **General Principles**

The Company has drawn up this Policy for the Company to have a remuneration framework applicable to the Company’s Directors and Senior Management who would contribute towards the Company’s ability in implementing its business strategy and reach its overall targets in a sustainable manner. This Policy aims to attract, retain and motivate high quality Directors, whether executive or not, as well as Senior Executives with the right qualities and skills for the achievement of the Company’s goals and the proper management of the Company, taking into account the complexity of the Company’ varied business sectors and jurisdictions in which it or its subsidiaries are involved or operate. This Policy also aims to provide a framework for the remuneration to its Directors and Senior Executives that would be equitable and at the same time market-competitive.

### **Remuneration of Directors**

The maximum aggregate emoluments payable to the Directors of the Company in any financial year is fixed and approved by the Company in its Annual General Meeting (“Aggregate Emoluments”).

The Remuneration Committee sets out the particular directors’ fees that are payable to the Directors of the Company from the Aggregate Amount.

### **Remuneration of Executive Directors**

This Policy aims to attract and keep the service of persons whose leadership skills and competencies will contribute to the Company’s international market presence and leadership and the realisation of the Company’s long-term strategies and development.

The Remuneration of the Executive Directors may consist in the following:

- Fixed Remuneration as Directors’ Fees;
- Fixed Remuneration as full-time employees of the Company;
- Variable Remuneration;
- Benefits; and
- Other Consideration.

#### *Fixed Remuneration*

Executive Directors receive the Fixed Remuneration consisting in the fixed Directors' fee payable to all directors of the Company in their capacity of directors of the Company. This part of their remuneration forms part of the Aggregate Emoluments.

#### *Fixed Remuneration as full-time employees of the Company*

Such remuneration is fixed by reference to the role, skills and experience of the directors concerned, taking into account the international environment in which the Company is involved and comparative salaries paid in the international market.

#### *Variable Remuneration*

Such remuneration is variable and is established according to the performance of the person involved. The performance may be tied either to quantitative targets, to strategy, or to qualitative objectives that are essential for the Company's and the Group's sustainability, development, and business targets. The Variable Remuneration is fixed according to the post held by the relevant Director. When not tied to quantitative targets, the Variable Remuneration involves the exercise of discretion (which is subjective) on the part of the Remuneration Committee, exercised in the opinion of the Remuneration Committee reasonably in the interest of both the Director involved and the Company.

#### *Benefits*

The Benefits that an Executive Director may enjoy are normally those enjoyed by Executive Directors in an international context. These may consist of any or all of the following:-

- The use of fully expensed Company cars and driver;
- Health and life assurance;
- Death-in-service benefit, enjoyed by Executive Directors and Senior Executives on the same terms of other Company employees;
- Living Accommodation Allowance;
- Communication Expenses;
- Business / Club Class air travel for the Director and Spouse on business travel;
- Entertainment allowance;
- Reimbursement of all expenses incurred in the performance of the Director's duties.

#### *Other Consideration*

Compensation to Executive Directors and Senior Executive on termination of employment in consideration of a non-competition obligation. This compensation may be tied to the annual salary of the person concerned. This compensation is considered commercially sensitive.

#### *Cessation of status of Executive Directors*

Executive Directors may, on ceasing to be considered Executive Directors, continue to enjoy those Benefits to which they were hitherto entitled.

#### **Malus and clawback**

This Policy does not provide for any "malus" or "clawback" provisions that would allow a reduction or reversal of any variable remuneration. This matter is subject to the law applicable to the Executive Director involved.

Executive Directors are employed by the Company in an employment relationship, governed by the appropriate applicable law.

## **Remuneration of Non-Executive Directors**

This Policy aims to attract, keep and motivate individuals with the appropriate knowledge, judgment, skills and competencies that are required for the proper management of the Company and to contribute for the development of the Company's strategies, policies and business plans and the review and evaluation thereof.

### *Fixed Remuneration*

The Remuneration payable to Non-Executive Directors consists of the following:

A basic fixed fee for acting as a director of the Company;

A fixed fee for forming part of a Committee of the Board of Directors, currently being the Audit Committee and the Remuneration Committee;

A fixed fee payable to the Chairman of the Board of Directors and each Board Committee.

The Fixed Remuneration forms part of the Aggregate Emoluments and is determined by the Remuneration Committee and endorsed by the Board.

### *Chairman's Benefits*

The Chairman of the Board may enjoy other benefits that are normally associated with the office of chairman of companies and enjoyed by chairmen of companies who have an international presence. These may consist of any or all of the following:-

The use of fully expensed Company cars and driver;

Health and life assurance;

Death-in-service benefit, enjoyed by Executive Directors and Senior Executives on the same terms of other Company employees;

Communication Expenses;

Business / Club Class air travel for the Chairman and Spouse on business travel;

Entertainment allowance;

Reimbursement of all expenses incurred in the performance of the Chairman's duties; and

Other benefits provided for whilst holding an executive post or office within the Company.

The remuneration and benefits are fixed by the Board following a recommendation by the Remuneration Committee.

## **Remuneration of Senior Executives**

The Company strives to attract and retain the services of highly qualified and competent employees especially those that occupy senior management positions, such as senior executives and chief officers.

The Company's policy is to provide to such employees a remuneration package that would entice them and motivate them to remain employed with the Company, taking into account their skills and competencies, knowledge and judgement, experience, and market conditions (including labour market conditions).

The Remuneration Committee on a yearly basis authorises the Chief Executive Officer to at his discretion pay to such employees a performance bonus that may be tied both to quantitative targets or qualitative objectives or performance.

The above applies both to Senior Executives and other individuals who occupy managerial positions (who do not qualify as "Senior Executives" as defined above) but do not report to the Board.

Senior executives and chief officers may also be entitled to all of any of the following benefits:

Health and life assurance;  
Death-in-service benefit, enjoyed by Executive Directors and Senior Executives on the same terms of other Company employees;  
Communication Expenses;  
Entertainment allowance;  
Reimbursement of all expenses incurred in the performance of their duties.

*Other Consideration*

Compensation to senior executives and chief officers on termination of employment in consideration of a non-competition obligation. This compensation may be tied to the annual salary of the person concerned. This compensation is considered commercially sensitive.

**General**

**Pension Schemes and annuities**

The Company does not have in place any pension scheme applicable to Directors and Senior Executives. Nor does it have any arrangements providing for lifetime annuities to any officer or employee of the Company.

**Share Option Scheme**

There is currently no share option scheme in place to reward Directors of the Company or Senior Executives, other than the Share Option Scheme approved by the Company on the 29th April, 2008 which is being administered by the Remuneration Committee.

**Waiver of Remuneration**

In particular circumstances, individual directors may waive the payment of the directors' remuneration otherwise payable to them.

**Review of this Policy**

This Policy shall be reviewed at least every four years from approval by the Company in general meeting.