



ASTA ENERGY SOLUTIONS AG

REMUNERATION POLICY FOR THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD OF ASTA ENERGY SOLUTIONS AG

1. BACKGROUND

Due to the transposition of the Shareholders' Rights Directive (Directive (EU) 2017/828) ("**Shareholders' Rights Directive**") into the Austrian Stock Corporation Act (*Aktiengesetz*, "**AktG**"), listed stock corporations are required to establish principles for the remuneration of the members of the management board and the supervisory board. These principles are referred to as the remuneration policy. This remuneration policy ("**Remuneration Policy**") applies to ASTA Energy Solutions AG ("**ASTA**" or the "**Company**").

Therefore, the supervisory board of the Company, following appropriate preparation by the remuneration committee of the supervisory board, adopted the first version of the Remuneration Policy in 2026.

The AktG provides that there shall be only one unified remuneration policy for each listed company, which shall contain a section on the remuneration of the members of the management board on the one hand and a section on the remuneration of the members of the supervisory board on the other.

For this reason, this unified Remuneration Policy consistently refers below to the sections on the "Remuneration of the Members of the Management Board" and the "Remuneration of the Members of the Supervisory Board".

2. REMUNERATION OF THE MEMBERS OF THE MANAGEMENT BOARD OF ASTA

2.1. Objectives and Principles of Management Board Remuneration

The Remuneration Policy for the members of the management board serves to promote a long-term oriented business strategy focused on the realization of sustainable value, sustainable and long-term corporate development, innovation, and performance- and results-oriented leadership. The design of the Remuneration Policy is intended to provide an incentive for the management board members to pursue and achieve the Company's strategic objectives, in particular sustainable growth of the Company as well as the continuous strengthening and enhancement of the Company's performance and earnings.

It is intended to appropriately balance the interests of the management board and shareholders and to avoid inappropriate incentives. The remuneration structure is transparent and market-appropriate; it is oriented towards function, responsibility, experience, as well as national and international market comparison and is linked to the Company's strategic and financial objectives.

The Remuneration Policy enables the Company to offer the management board members a competitive and market-standard remuneration package that implements the regulatory requirements and promotes sustainable management by the management board. It also allows the supervisory board to respond appropriately to organizational changes and a changed market environment when structuring management board remuneration.

2.2. Structure of Management Board Remuneration

The remuneration of the management board members consists of the following components with short-term and long-term incentive effects:

- Fixed compensation including fringe benefits
- Short-Term Incentive (STI)
- Non-share-based Long-Term Incentive Program (LTIP)
- Management and Employee Stock Option Program (Employee Share Option Program – ESOP).

2.3. Fixed Compensation and Fringe Benefits

Each management board member receives fixed annual compensation, which is paid in fourteen equal monthly installments. The specific amount is determined in the respective service agreement and is based in particular on experience/qualifications, length of service with the Company, and competitiveness in national and international comparison.

In addition, customary fringe benefits may be granted; these are considered part of the fixed compensation. These are:

- **Company car** (including related costs and customary motor vehicle insurance), which may also be used privately;
- **D&O insurance**
- **Accident insurance**
- **Legal protection insurance**

- **Occupational pension fund:** for each management board member, a reasonable amount may be paid into an occupational pension fund (maximum 10% of the fixed compensation)
- **other customary benefits in kind;** and
- **Individual arrangements:** the supervisory board is entitled to set additional individual amounts, for example for newly appointed management board members. Furthermore, the supervisory board is entitled to grant further customary benefits, such as vacation leave, in the respective service agreement, including the possibility of financial compensation in case of non-use.

2.4. Short-Term Incentive (STI)

2.4.1. Basic Structure

The short-term variable compensation is determined annually with a one-year performance period (calendar year) and resolved by the supervisory board. It is linked to the achievement of specific targets and takes into account both the economic development of the Company and the individual contribution of the respective management board member. Target achievement is determined by the supervisory board after the end of the financial year.

2.4.2. Target Categories and Weighting

The STI targets consist of financial and individual targets. At the beginning of a financial year, the supervisory board, following preparation by the nomination and remuneration committee (*Nominierungs- und Vergütungsausschuss*), determines specific financial key performance indicators as financial targets for the management board as well as individual, non-financial targets for each management board member, together with the weighting of the targets.

- As financial criteria, KPIs such as EBITDA, EBT, free cash flow, ROCE, revenue, working capital, net debt or other financial key performance indicators may be used.
- The individual targets may include, in particular, operational, organizational or strategic objectives, employee development, efficiency improvements, implementation of reorganization measures or governance/compliance objectives as well as environmental aspects and are aimed at promoting the long-term sustainable success of the Company and, in particular, supporting the interests of shareholders and employees, ecological, social and societal responsibility as well as an effective compliance and governance culture.

Financial targets account for up to 60% and individual targets for up to 40% of the overall target.

The weighting may be adjusted by the supervisory board if this is necessary to achieve or promote the strategic objectives of the Company.

2.4.3. Target Achievement and Payout Mechanics

The actual STI bonus paid out depends on the degree of target achievement determined by the supervisory board for the one-year performance period (calendar year), subject to the following principles:

- below 80% target achievement, no payout is made.
- from 80% target achievement, a claim to pro-rata variable compensation arises.
- the maximum target achievement is capped at 150% (cap).

The supervisory board of the Company, following preparation by the nomination and remuneration committee (*Nominierungs- und Vergütungsausschuss*), determines the target achievement and the resulting STI bonus no later than by the end of the calendar month following the approval of the audited financial statements, and the STI bonus also becomes due at that time.

2.4.4. Ratio of the Respective Components of Management Board Remuneration

The supervisory board, following preparation by the nomination and remuneration committee (*Nominierungs- und Vergütungsausschuss*), determines the target total compensation for each individual management board member in accordance with the Remuneration Policy. The target total compensation for each management board member is the sum of the fixed compensation including fringe benefits, the STI bonus at 100% target achievement, and the estimated value of the LTIP at the time of grant, if an LTIP is granted in the relevant year.

The fixed compensation represents an appropriate basic remuneration oriented towards function, responsibility and experience and constitutes the essential, predominant part of the target total compensation. It serves to compensate the ongoing executive and management function and is structured independently of short-term business development.

The variable compensation supplements the fixed compensation and consists of short-term variable compensation (Short-Term Incentive – STI) and long-term variable compensation (LTIP). The variable compensation component is structured such that it constitutes a significant part of the target total compensation and thereby creates a performance-, results- and future-oriented incentive effect. The short-term variable

compensation (Short-Term Incentive – STI) amounts to less than 50% of the fixed compensation at 100% target achievement.

The LTIP is oriented towards a multi-year assessment period and serves to promote sustainable corporate development as well as the long-term alignment of interests between the management board and shareholders.

2.5. Remuneration and Employment Conditions of ASTA’s Employees

When establishing the Remuneration Policy, the remuneration and employment conditions of the employees of ASTA and its subsidiaries are taken into account in an appropriate manner. The supervisory board takes into consideration, in particular, group-wide remuneration principles, internal salary structures as well as market and collective bargaining framework conditions in its assessment, in order to ensure a coherent and sustainable remuneration architecture. The aim is to ensure an appropriate, balanced and transparent remuneration structure that is in line with the long-term corporate strategy and sustainable corporate development, without leveling out the different roles, responsibilities and market conditions of the respective functions.

In view of the size of the ASTA Group, the established remuneration components are appropriate.

2.6. Long-Term Incentive Program (LTIP)

To promote sustainable corporate development, a revolving Long-Term Incentive Program (LTIP) with assessment periods of at least three years is in place. The LTIP serves the long-term retention of the members of the management board and other key employees within the ASTA Group, the sustainable promotion of their motivation and identification with the strategic objectives of the ASTA Group, and the enhancement of the attractiveness of the ASTA Group as an employer.

The objective of the LTIP is to give the LTIP-Beneficiaries the opportunity to participate in the positive economic value creation of the ASTA Group and thereby to create an additional performance incentive beyond existing variable remuneration components. At the same time, the interests of the LTIP-Beneficiaries are to be aligned with those of the shareholders.

Any bonus entitlement is based on the development of certain financial key performance indicators, such as EBITDA and net debt of the Group, during the respective multi-year assessment period as well as an individual allocation percentage; for members of the management board, this is determined by the supervisory board, and for employees who are not members of the management board, by the management board. Allocations under the LTIP are not subject to any vesting or exercise conditions.

At the beginning of the respective assessment period, the supervisory board determines:

- a. the financial key performance indicators relevant for the three-year assessment period;
- b. the allocation percentage for each eligible management board member for the respective assessment period, as well as
- c. the target level of the bonus granted under the LTIP for each management board member.

Any bonus entitlement arises in full upon expiry of the respective assessment period. Payment is made as a cash payment in the month following the adoption of the consolidated financial statements for the financial year in which the respective assessment period ends, provided that the Group achieves a positive consolidated result in that financial year and the statutory requirements for a dividend distribution in the financial year of the potential LTIP bonus payout are met.

Payment of the LTIP bonus requires that the management board member is in an active employment or service relationship with the Company or a company of the ASTA Group until the end of the assessment period; pro-rata arrangements apply for so-called good-leaver cases (in particular death, disability or retirement). The LTIP does not establish any entitlement to acquire shares of the Company.

The supervisory board may decide to suspend the granting of the LTIP for the management board in certain calendar years.

2.7. Management and Employee Stock Option Program (Employee Share Option Program – ESOP)

The shareholders' meeting of ASTA, in preparation for the stock exchange listing, resolved the introduction of a Management and Employee Stock Option Program (Employee Share Option Program – ESOP), which came into effect on the first day of trading of the shares of ASTA (January 30, 2026) on the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*). Eligible participants include (among others) members of the management board. The ESOP provides for the gratuitous granting of stock options; each option entitles the holder to acquire one share. The base amounts for the management board are determined by the supervisory board.

A total of up to 300,000 shares may be issued under the program, of which up to 90,000 shares for the management board, up to 40,000 shares for the supervisory board, and up to 170,000 shares for employees. The number of options on shares that may be allocated in each case is calculated by dividing the respective base amount by the base price (EUR 29.50) per share of the Company.

- Overall term: until December 31, 2030

- Vesting period: four years from 2026; each year from 2026 onwards, 25% are allocated to eligible participants and are exercisable from the time of allocation until the end of the overall term (no forfeiture); in financial year 2030, no further vesting takes place, but allocated options may be exercised
- Exercise price: corresponds to the offer price (base price: EUR 29.50)
- Exercise generally requires an active employment relationship; separate provisions apply for defined exceptional cases
- The Company may, at its own discretion, make a cash payment in whole or in part instead of delivering shares
- The shares to service the options originate, as the case may be, from a capital increase out of conditional capital, authorized capital, treasury shares of the Company, or a combination thereof.
- Unexercised options may be carried forward to subsequent years; all options expire at the latest at the end of the overall term (i.e., on December 31, 2030)
- No waiting or holding periods are provided for.

2.8. Terms of Management Board Contracts and Main Features of Supplementary Pension Schemes

The service agreements of the members of the management board are concluded for the duration of the board function and provide for a term of appointment of up to five years. Reappointment and a corresponding extension of the service agreement are permissible.

The management board service agreements may only be terminated without notice for good cause (extraordinary termination).

Supplementary pension schemes or early retirement programs may be provided. Any occupational supplementary pension commitments are generally structured as defined contribution schemes and are oriented towards market standards. Entitlements under such schemes arise exclusively in accordance with the respective contractual provisions.

In the event of early termination of a management board member's board function without good cause, any payments to be agreed upon for the management board member, including fringe benefits, may not exceed the value of the remuneration for the remaining term of the service agreement. No entitlement to payments exists if the employment relationship is terminated for good cause or if the management board member resigns. Variable remuneration components are only taken into account in the event of termination to the extent that this is consistent with the contractual provisions and the principles of this Remuneration Policy.

2.9. Clawback of Variable Remuneration Components (Clawback)

The Company is entitled to partially or fully reclaim already paid variable remuneration components (“**Clawback**”), if it subsequently becomes apparent that

- a. the payment was made on the basis of obviously incorrect or misleading information, in particular erroneous annual, consolidated or interim financial statements, or
- b. the management board member intentionally or with gross negligence violated statutory duties, internal policies or material duties of care, or
- c. a serious compliance violation has occurred that is likely to cause the Company significant financial damage or lasting reputational harm.

The Clawback is limited to those variable remuneration components whose assessment bases were affected by the respective circumstances.

The decision on the Clawback is made by the supervisory board at its due discretion while observing the principle of proportionality. A Clawback may be asserted within up to three years from the respective payment date.

This provision applies exclusively to service agreements with management board members to be newly concluded in the future.

2.10. Review, Implementation and Transparency of the Remuneration Policy

This Remuneration Policy was adopted by resolution of the supervisory board and will be submitted for a vote to the annual shareholders’ meeting of ASTA on June 1, 2026 – in accordance with the statutory requirements for the regular review and submission of the remuneration policy.

The supervisory board regularly reviews the Remuneration Policy and adjusts it as necessary to reflect statutory, regulatory or strategic changes. The management board reports annually on the topic of remuneration to the supervisory board or the nomination and remuneration committee (*Nominierungs- und Vergütungsausschuss*); compliance with and implementation of the Remuneration Policy is the responsibility of the supervisory board. The Remuneration Policy is submitted for a vote to the shareholders’ meeting at least every fourth financial year and upon any material amendment. The implementation and the remuneration granted are transparently disclosed in the remuneration report.

The members of the supervisory board shall report any conflict of interest on their own initiative and, where applicable, abstain from voting on the relevant resolutions of the supervisory board.

2.11. Deviation from the Remuneration Policy

The supervisory board of ASTA is entitled to temporarily deviate from this Remuneration Policy if this is necessary under exceptional circumstances to promote the long-term development of the Company or to ensure its profitability, provided that such a measure is objectively justified and necessary to preserve the incentive effect of management board remuneration in the interest of the long-term welfare of the Company, the remuneration continues to be consistently oriented towards the long-term and sustainable development of the Company, and the financial viability of the Company is not impaired. Exceptional circumstances include, in particular, serious and far-reaching changes in the economic or company-specific framework conditions, for example as a result of a significant economic or corporate crisis, which cause the assumptions underlying the original target specifications and/or financial incentives to cease to apply, provided that these or their specific effects were not foreseeable.

The nomination and remuneration committee (*Nominierungs- und Vergütungsausschuss*) must examine and determine whether exceptional circumstances exist and submit a corresponding proposal for a temporary deviation from the established Remuneration Policy to the supervisory board for resolution.

In the event of a continuing deviation from the Remuneration Policy, a new remuneration policy must be submitted at the next annual shareholders' meeting.

A deviation from the Remuneration Policy is permissible with respect to the fixed compensation, the variable compensation and additional remuneration components if unforeseen management board vacancies arise, for example due to the death or serious illness of a management board member, and a necessary replacement cannot be made under the terms contained in this Remuneration Policy.

3. REMUNERATION OF THE MEMBERS OF THE SUPERVISORY BOARD

3.1. Background

Pursuant to Section 98a AktG in conjunction with Section 78b para 1 AktG, the remuneration policy must also be established with respect to the remuneration of the members of the supervisory board, whereby the statutory provisions on the remuneration of the members of the management board apply *mutatis mutandis*. The remuneration of the supervisory board is intended to promote the business strategy and the long-term development of the Company by taking into account the responsibility and scope of activities of the individual supervisory board members as well as the economic situation of the Company. The authority to grant remuneration to the supervisory board lies, pursuant to the AktG, generally with the shareholders' meeting.

The following elements of remuneration for supervisory board members pursuant to the provisions of the AktG apply only to the members of the supervisory board elected by the shareholders' meeting (shareholder representatives; *Kapitalvertreter*).

3.2. Remuneration Components for the Supervisory Board

- Fixed compensation: Each supervisory board member receives fixed annual compensation. The base compensation and committee compensation to be paid to the members of the supervisory board are proposed to the shareholders' meeting.
- Additional components: The supervisory board members are covered by the Company's D&O insurance; additionally, reimbursement of travel expenses may be granted. Further benefits are generally not granted.
- Variable compensation: The members of the supervisory board do not receive variable compensation.
- Management and Employee Stock Option Program (Employee Share Option Program – ESOP): individual members of the supervisory board may participate in the ESOP; participation is a voluntary benefit of the Company and is not linked to any performance criteria; see Section 2.7 for details.
- Ratio of components: The remuneration of the supervisory board members consists of 100% (with the exception of the ESOP) fixed compensation (plus reimbursement of expenses).

3.3. Contract Terms and Termination Provisions as well as Main Features of Supplementary Pension Schemes and Early Retirement Programs

The terms of the respective supervisory board mandates result from the resolutions of the shareholders' meeting regarding the appointment. In the absence of separate

contracts with the supervisory board members, there are no contractual termination provisions or terms.

Supplementary pension schemes and early retirement programs for supervisory board members do not exist.

3.4. Review and Implementation of the Remuneration Policy

Reference is made to the details in Section 2.10 on the Remuneration Policy for the management board.

3.5. Deviation from the Remuneration Policy

The authority to establish deviating provisions from this Remuneration Policy lies with the shareholders' meeting. Reference is made to the details in Section 2.11 on the Remuneration Policy for the management board.