

REGULATION ON THE ORGANISATION AND FUNCTIONING OF THE NOMINATION AND REMUNERATION COMMITTEE

PREAMBLE

The Board of Directors (hereinafter referred to as the “**Board**”) of the Company **GREEN TECH INTERNATIONAL S.A.** (hereinafter referred to as the “Company”), has adopted this regulation (the “Regulation”), which sets out the rules applicable to the Nomination and Remuneration Committee (the “Committee”), established within the Board, in relation to its role, composition and functioning.

The Nomination and Remuneration Committee is an advisory committee established within the Board of Directors, which:

- (i) supports it in the process of identifying, selecting and evaluating the candidates it recommends to the Board for the position of member of the executive management, makes recommendations to the Board regarding the filling of vacancies within it, and develops the requirements for holding the positions of members of the Board, of the Advisory Committees and of the executive management;
- (ii) makes proposals, for the attention of the Board, regarding the Remuneration Policy for management members (the members of the Board and the Executive Management) and the determination of the variable remuneration of the Company’s management structure.

The Nomination and Remuneration Committee is an advisory committee established at Board level, whose role is to support the Board in exercising its duties in the field of nomination and remuneration, in particular by:

- (i) providing support in the process of identifying and selecting candidates to fill positions within the executive management, as well as making recommendations to the Board regarding the filling of vacancies; defining the relevant requirements and criteria for holding the positions of members of the Board, of the advisory committees and of the executive management;
- (ii) making proposals and recommendations to the Board regarding the drafting and review of the Remuneration Policy applicable to the members of the Board and of the executive management, as well as regarding the determination and granting of the variable components of their remuneration.

This Regulation shall be interpreted and applied in accordance with the legislation applicable to the Company, its Articles of Association and the relevant corporate governance principles.

II.MEMBERS OF THE COMMITTEE

II.1. The Nomination and Remuneration Committee is composed of at least two non-executive members of the Board of Directors.

II.2. The members of the Committee are appointed by the Board, in compliance with the applicable legal provisions and the provisions of this Regulation.

II.3. The members of the Committee shall elect, from among themselves, the Chairman of the Committee.

III. MEETINGS OF THE COMMITTEE AND REPORTING TO THE BOARD

III.1. In order to fulfil the responsibilities incumbent upon it, the Committee holds at least two meetings during a year and may be convened additionally whenever the situation so requires, either at the initiative of its Chairman or following a request from the Board of Directors .

III.2. Depending on the circumstances and the availability of the members, Committee meetings may take place in person or by means of remote communication, in compliance with the applicable legal and statutory framework.

III.3. The scheduling and convening of Committee meetings shall, as a rule, take place prior to Board meetings, in order to ensure the time necessary for assessing the relevant topics and preparing the reports and recommendations intended for the Board.

III.4. In order to clarify the matters under analysis, the Committee may request the participation of directors, managers, representatives of the executive management or other persons holding information or expertise relevant to its activity. Their participation is advisory in nature and does not confer voting rights.

III.5. Meetings of the Committee are validly held only in the presence of all members of the Committee. The conclusions and recommendations of the Committee are adopted by a majority vote of its members. In the event of a tie, the Chairman of the Committee shall have the casting vote.

III.6. Depending on the matters identified in the course of its activity, the Committee submits to the Board proposals and recommendations regarding the measures deemed necessary to improve the activities and practices within its area of competence.

III.7. The Committee presents to the Board, at its request or whenever it deems necessary, a summary of the activity carried out during the financial year, including the main matters analysed and the recommendations made within its area of responsibility, without prejudice to the applicable legal reporting obligations.

IV. RESPONSIBILITIES OF THE COMMITTEE

IV.1. The Committee supports the Board in exercising its duties regarding the nomination, selection, and remuneration of the members of the management structure, by carrying out analyses, making recommendations and submitting proposals in the areas falling within its scope of competence.

IV.2. With regard to the nomination and selection of the management structure, the Committee mainly exercises the following duties:

a) identifies and proposes to the Board and, where applicable, to the General Meeting of Shareholders candidates to fill vacant positions within the Company's management structure, including for the position of member of the Board, as well as for the advisory committees or special commissions;

b) periodically, at least annually, analyses the structure, size and composition of the management structure and makes recommendations to the Board regarding any changes deemed necessary;

c) establishes the requirements for each position for which a candidate is to be selected, by defining the responsibilities, the necessary competences and the estimated level of commitment for exercising the respective function;

d) analyses and monitors compliance with the requirements and criteria laid down by the legal framework and by internal regulations for holding positions within the management structure;

e) periodically reviews the policies and procedures regarding the nomination, selection and appointment of the members of the management structure;

f) informs the Board, without undue delay, of any matter that could influence the candidate selection processes, as well as of any changes occurring after approval by the competent authority that could affect the continued fulfilment of the applicable requirements by the approved persons;

IV.3. With regard to the remuneration policy and its implementation, the Committee mainly exercises the following duties:

a) provides advice and support to the Board in drafting, analysing and reviewing the remuneration policy for the members of the management structure;

b) drafts and submits to the Board proposals regarding the remuneration policy, taking into account corporate governance principles, relevant market practices, the Company's strategy, the long-term interests of the shareholders and the Company's performance, so that the remuneration mechanisms contribute to attracting, motivating and retaining persons with the necessary training and experience;

c) monitors the implementation of the remuneration policy and periodically analyses the manner in which it is applied, making recommendations regarding any necessary adjustments;

d) submits to the Board proposals regarding the structure and components of the remuneration of the members of the management structure and, where applicable, of other categories of staff, including fixed and variable remuneration;

e) makes proposals regarding the objectives and key performance indicators used for determining and granting the variable components of cash remuneration;

IV.4. In order to fulfil its duties, the Committee:

a) periodically reviews its own rules of procedure, as well as the policies and procedures regarding the nomination, selection and remuneration of the members of the management structure and, where

applicable, of persons who hold key functions, and submits to the Board proposals for their amendment or update, for approval;

b) has access to the information necessary to fulfil its responsibilities and may request the support of persons holding key functions, as well as of the relevant internal structures;

c) performs any other duties established by the Board, within the limits of the powers provided for by the Articles of Association of the Company, the applicable legislation and the regulations of the competent authorities.

V. FINAL PROVISIONS

V.1. The members of the Committee are required to ensure the confidentiality of all data and information to which they have access in the exercise of their duties and not to disclose them to unauthorised persons, in compliance with the applicable legal provisions.

V.2. Should the legislative acts and regulations underlying this Regulation be amended or repealed, references to them shall be construed as referring to their form in force or, as the case may be, to the legislative acts and regulations replacing them.

V.3. This Regulation enters into force on the date of its approval by the Board. Its amendment or supplementation may be initiated by the Committee and shall be submitted for the approval of the Board.

V.4. The provisions of this Regulation shall be interpreted and applied in conjunction with the provisions of the Articles of Association of the Company, the legislation in force, the regulations of the competent authorities, as well as the other internal regulations applicable to the Company's activity.