# 2024 Remuneration Policy

## 1. Introduction

The objective of TITAN's Remuneration Policy (the "*Remuneration Policy*") is to attract, reward and retain qualified, high-caliber leaders in the Board of Directors, in the Management Committee and in the Group Executive Committee, who are driving TITAN's business strategy forward, increasing shareholder value, through sustainable growth, with responsibility and integrity, serving the needs of society with respect for the environment.

In establishing the revised Remuneration Policy, the Board of Directors has considered the external environment in which TITAN operates, the legal requirements of the Belgian Code on Companies and Associations, the principles of the Belgian Corporate Governance Code (edition 2020), the requirements under the European Shareholders Rights Directive II ("SRD II"), market practices and guidance provided by representatives of institutional shareholders.

The revised Remuneration Policy provides for the revision of the existing variable remuneration elements with regards to short-term incentives target setting, long-term incentives opportunity, to be further aligned with the labor market practices as described herein below. It also includes amendments to the remuneration of Audit and Risk Committee members, reflecting their increased responsibilities regarding ESG reporting under the Corporate Sustainability Reporting Directive, and of Strategy Committee members, reflecting increased responsibilities. Additionally, the policy introduces a fee for the Vice-Chair of the Board, who oversees and directs meetings of the independent directors.

The revised Remuneration Policy has been reviewed by the Remuneration Committee on 27/02/2024 and 15/03/2024, and it was approved by the Board of Directors on 20/03/2024. The Remuneration Policy will be submitted for approval to the Annual Shareholders' Meeting that will be held on 9 May 2024 and, if approved, shall apply as of 1 January 2024.

## 2. Remuneration Policy overview

The Remuneration Policy applies to the remuneration of the members of the Board of Directors, the Management Committee and the Group Executive Committee covering all nominated and elected members, who might be named below as Executive Directors ("*Executives*") and Non-Executive Directors. The Policy aims at ensuring that TITAN is remunerating on the basis of the Company's short and long-term business plan, so as to continue creating value for customers, shareholders, employees, societies and economies.

TITAN, following the principle of being consistent across the whole spectrum of operations, applies the same principles when it comes to the remuneration policies across the Group.

The Remuneration Policy sets out details of the terms under which future remuneration will be offered to current and/or new members of the Board of Directors, the Management Committee and the Group Executive Committee.

The following table depicts an overview of the Remuneration Policy, highlighting which remuneration components apply to each Audience:

| Audience | Annual Salary | Board Fees | Pension | Allowances | Benefits | STIP | LTI-RS | LTI-PS | Share-based Compensation |
|---|---|---|---|---|---|---|---|---|---|
| Board Executives | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | |
| Board Non-Executives | | ✓ | | ✓ * | | | | | ✓ ** |
| Management Committee | ✓ | | ✓ | ✓ | ✓ | ✓ | ✓ | | |
| Group Executive Committee | ✓ | | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | |

** A travel allowance is given only to the non-executive members, who do not reside in Cyprus or Greece.*
*** Share-based compensation is awarded only to the non-Executive Chair of the Board of Directors.*

## *Labor Market*

In setting the remuneration levels as well as defining the incentive framework design for the Managing Director, as well as of the other Executive Directors, the members of the Management Committee and of the Group Executive Committee, the Remuneration Committee gathers market insights from various relevant perspectives. These reflect the relevant industries for TITAN (e.g., Construction Materials), the relevant geographies (e.g., Europe, and, for specific positions, the U.S.), and also take into consideration the size and scope of TITAN and the respective positions.

The core peer group identified for the TITAN remuneration structure benchmarking consists of more than 10 companies with their headquarters in Europe and significant part of their business located in U.S.

## *Which principles govern the Remuneration Policy and how they contribute to TITAN's business strategy and long-term interests and sustainability?*

The main principles that govern the Remuneration Policy and contribute to TITAN's business strategy and sustainability are the following:

- Establish a fair and appropriate level of fixed remuneration aiming at attracting high caliber senior professionals who can add value to TITAN.
- Maintain a balanced approach between fixed and variable remuneration, so as to avoid over relying on variable pay and undue risk taking.
- Establish a balanced approach between short and long-term incentives, to ensure there is focus on short term objectives that will ultimately contribute to long-term value creation.
- Introduce long-term incentives where all or part of the reward is delivered in shares which aligns executives to shareholder interests and value, as well as the stock performance of TITAN over the longer term.

- Introduce financial and non-financial performance metrics in variable pay design, so as to avoid potential undue risk taking.

## 3. Determination, review and implementation of the Remuneration Policy

The Remuneration Committee regularly reviews the Remuneration Policy, ensuring continuous alignment with its principles, as well as market trends and best practices. Annually the Remuneration Committee recommends the levels of the annual remuneration of the Executive Directors, the members of the Management Committee and of the Group Executive Committee on the basis of their performance and responsibilities.

The Remuneration Committee also recommends the levels of remuneration of the Non-Executive Directors on the basis of their time commitment and responsibilities.

In case of substantial changes, and at least every four years, the Remuneration Policy is submitted for approval to the Shareholders' Meeting.

The level of remuneration for the Chair of the Board of Directors is decided by the Shareholders' Meeting, following respective recommendation of the Board of Directors and of the Remuneration Committee. Likewise, the level of the remuneration of the Managing Director and the members of the Management Committee and of the Group Executive Committee, is set by the Board of Directors, following a recommendation by the Remuneration Committee and in line with this Policy.

## 4. Remuneration Policy of the Executive Directors of the Board, Management Committee and Group Executive Committee

### 4.1. Fixed Remuneration Elements

#### 4.1.1. Fixed Pay

The aim of fixed pay remuneration element is to pay fairly and reasonably for the best and most appropriate person for the role, taking into account the level of responsibility, as well as the knowledge and experience required to deliver upon expectations, while ensuring that the Company pays no more than is necessary, always supporting its long-term interests and sustainability.

Salaries and Board Fees are normally reviewed, but not necessarily increased, annually.

The Company's policy is to set levels considering levels of pay at other companies of a similar size for roles of similar scope and responsibility (please refer to Labor Market section herein above).

Decisions are influenced by:

- The performance and experience of the individual.
- The performance of the Company.
- The individual's role and responsibilities.

- Pay and employment conditions elsewhere in the Company.
- Rates of inflation and market-wide increases across international locations.
- The geographic location of the individual.

The remuneration of the Executive Directors for their participation in the Board of Directors is set at EUR 30,000 gross per annum and per each executive director. Executive Directors are not entitled to a fee due to their membership in the Board Committees.

#### 4.1.2. Retirement allowance

With the aim to provide market competitive retirement benefits for recruitment and retention purposes, the Company operates a defined contribution pension plan in which the Executive Directors may participate.

*How the plan operates:*

The first tier could reach up to 8% of Annual Base Salary. The second-tier ranges from 8-10% of Annual Base Salary. In that tier the Company matches the employee's contribution by a ratio of 1:2. The maximum level of contribution is up to 10% of Annual Base Salary.

In the event Executives leave the Company prior to vesting period from the entry to the Program, any contributions by the Company are lost. Any possible deviations require approval of the Managing Director and the Chair of Group Executive Committee or the Board of Directors, if the case concerns executive members of the Board of Directors or senior executives reporting directly to the Chair of the Group Executive Committee.

#### 4.1.3. Other benefits

The aim of the other benefits offered is to provide a competitive benefit package for recruitment and retention purposes and to ensure the well-being of the Executive Directors.

Benefits provided currently include, but not limited to company car, fuel, medical and life insurance. Additional benefits, which are generally of low cost, may be provided from time to time if they are considered appropriate and in line with market practice. The maximum value for each category of benefit is determined based on relevant market benchmark.

All benefits may at any time be recalled or amended at the Company's discretion.

### 4.2. Variable Remuneration Elements

#### 4.2.1. Incentive Framework

The remuneration model developed by the Board provides a high degree of transparency by linking targets to clearly defined indicators of earnings, value creation and sustainable development. The overall incentive structure consists of short-term and long-term variable components.

The short-term variable compensation is disbursed in the year subsequent to achieving the established targets. The blend of target parameters offers a balanced representation of the

Company's short-term goals for this specific year, emphasizing operational performance and internal initiatives geared towards creating shareholder value, whilst respecting the safety standards.

The long-term variable compensation provides an incentive to contribute to improving share performance in the long-term, in alignment with the interests of the shareholders of the Company, delivering long-term sustainable performance.

#### 4.2.2. Short-term Incentive

The short-term incentive plan (STIP) is the Annual Performance related incentive plan that rewards Executive Directors for meeting annually set performance goals through the Company's financial year. The aim of this remuneration element is to provide focus on the short-term performance of the Company and recognize for achieving annual company performance at collective and individual level, whilst respecting the Company's safety standards.

The positioning of the Target Payout is at the top quartile of the market, it increases with job size and the opportunity has been defined up to 120% of Annual Base Salary for the Executive Directors of the Board, the members of the Management Committee and of the Group Executive Committee.

The STIP has collective and individual targets. Collective targets are comprised of financial and safety (ESG) targets. The allocation of weight between the collective and individual targets for Titan Group Executive Directors is 60% for the collective (55% linked to financial targets and 5% to safety), and 40% for the individual targets respectively.

The financial objectives are linked to EBITDA, ROACE and Operating Free Cash Flow before capital expenditures; respective targets could be defined for the Group and the Regional/Business Unit level depending on the role.

The safety target is measured by Lost Time Injury Frequency Rate ("LTIFR").

The individual bonus portion is linked to the objectives in specific areas of responsibilities for each Executive Director.

In case of overachievement, the collective financial part of the STIP is capped at 130% of target, the individual part at 150% and the collective safety part at 100%.

The maximum STIP payout is defined at a percentage of up to 165% of Annual Base Salary.

STIP is settled and delivered in cash being paid out in the year following the year of target attainment, with no deferral requirements.

The calculation of bonuses takes place once a year and is based on the annual business results and the annual performance appraisals. The bonuses are approved by the Board following relevant recommendation by the Remuneration Committee. The payment of bonuses takes place after the final business results have been officially announced.

#### 4.2.3. Long-term Incentive

The aim of the long-term variable compensation is to provide an incentive to Group Executives to contribute to improving share performance in the long term, in alignment with the interests of the shareholders, and to focus on delivering sustainable performance for the Company over the long term.

The maximum long-term incentive award is defined up to 150% of annual base salary for the Executive Directors of the Board, the members of the Management Committee and of the Group Executive Committee. Awards are offered through the long-term incentives plans as described below.

Participants are expected to maintain in Company shares (or Fund(s) vesting mainly in Company's shares) at a minimum 20% of the total awards vested during the last five (5) vesting years (rolling basis). Company shares, as well as Fund(s) balance, already owned by participants through previous long-term incentive plans will be taken into consideration.

The awards are granted personally to each participant. Therefore, they are neither transferable nor assignable to any third party.

#### 4.2.3.1. Long-Term Incentive – Restricted Stock (LTI-RS)

The long-term incentive plan (LTIP) described in 2023 remuneration policy is renamed "Long-term incentive – restricted stock". Awards are granted to LTI-RS participants in the form of a conditional grant of Company shares. The individual awards granted are based on each participant's position, fixed salary, individual performance, and potential for development.

The LTI-RS award granted to each participant is approved by the Board of Directors following relevant recommendation by the Remuneration Committee.

The LTI-RS maximum award is defined up to 75% of Annual Base Salary for the Executive Directors of the Board, the members of the Management Committee and of the Group Executive Committee.

The conditional grant of the number of Company shares is determined based on the value of the Company's share at the time of grant. The value of each "conditionally granted share" is equal to the average Company share closing price on Euronext Brussels during the last 7 trading days of March of the grant year. The LTI-RS awards will be granted in April of each year.

The vesting schedule is 50% on the third year and 50% on the fourth year. Upon the completion of the vesting period, the benefit of the employee is determined based on the value of Company share at the time of vesting.

Flexibility is provided in the way employees can choose to receive the vested benefit (i.e. other than shares, in pension plan contributions, or in cash; the latter subject to maintaining at minimum the 20% of the Company shares awarded, as outlined above in 4.2.3).

#### 4.2.3.2. Long-Term Incentive – Performance Shares (LTI-PS)

The Long-Term Incentive – Performance Shares (LTI-PS) is the revision of the Deferred Compensation Plan (DCP) described in 2023 Remuneration Policy.

The aim of the LTI-PS is to further align the interests of the executives to those of shareholders connecting the long-term performance incentives to the Company's profitability and sustainability performance.

Awards are granted to LTI-PS participants in the form of Company performance shares.

The LTI-PS award granted to each participant is approved by the Board of Directors following relevant recommendation by the Remuneration Committee.

The LTI-PS maximum award can reach up to 75% of Annual Base Salary depending on job size.

The number of Company performance shares is determined based on the value of the Company's share at the time of grant. The value of each performance share is equal to the average Company share closing price on Euronext Brussels during the last 7 trading days of March of the grant year. The LTI-PS awards will be granted in April of each year.

Payout is linked to actual performance against set KPIs as follows: 50% on Earnings per Share 3-year target and 50% on a KPI linked to sustainability (net $CO_2$ emissions/ton of cementitious material).

The performance period is 3 years. Flexibility is provided in ways to receive vested benefit (e.g., cash, pension plan contributions, as described in 4.2.3.1).

Payout at threshold performance will be 50%, target payout is 100% and in case of overachievement (stretch), payout will be capped at 150%, with Linear calculation of payout between these three levels of achievement.

*Note: The 2017 Restrictive Stock Incentive Plan, which originates from Titan Cement Company SA and was endorsed by the Company, is still under implementation through stock options on shares of the Company.*

### 4.2.4. Other provisions and treatment of variable pay

<u>Board Discretion</u>

1. The Board of Directors maintains the right, subject to a recommendation by the Remuneration Committee, to adjust the agreed-upon target parameters (including KPIs and target ranges) in situations that are, or are reasonably expected to be, materially adverse to the Company's business, operations, assets, or business prospects. These circumstances may encompass, but are not restricted to, instances of a widespread economic crisis affecting regions beyond the Company's specific activities, likely resulting in a significant change in the defined target parameters.

   In such instances, where there's a foreseeable and substantial change in the predefined target parameters, the Board of Directors holds the authority to recalibrate these parameters in alignment with the objectives of a reviewed management program. This approach is aimed at safeguarding the interests of all stakeholders associated with the Company.

2. Deviations linked to variable compensation payout may be proposed by the Managing Director and the Chair of the Group Executive Committee to the Remuneration Committee linked to exceptional items and non-recurring contributions to EBITDA (including centrally managed $CO_2$ rights) and other performance indicators. Any such deviations require the approval of the Board of Directors following Remuneration Committee's recommendation.

Malus & Claw-Back

Under exceptional circumstances listed below, the Board of Directors holds the authority to decide on the withholding or recovery of stock-based payments to Executives, linked to their long-term variable remuneration. This authority may be applied during a restricted recovery time, ending on the second anniversary of the relevant payment date. These exceptional circumstances include instances where the remuneration has been calculated or paid based on inaccurate or erroneous information/data, or if there is subsequent evidence of a breach of mandatory internal corporate rules or applicable laws. Specifically, this authority may be exercised in the event of:

- Significant misrepresentation in the Group's audited financial accounts;
- Imposition of regulatory sanctions or judicial convictions attributable to any Executive; and
- Material breakdown in risk management and/or internal controls.

Change of Control

In the event of a change in control of the Company, the Remuneration Committee will consider and may recommend to the Board of Directors whether it would be appropriate for awards to:

- remain actual with no change in the Plan(s);
- be accelerated based on the actual performance conditions; or
- for stock-based awards, be exchanged for equivalent awards in the purchaser’s shares.

Treatment of variable pay

The annual Incentive Scheme and Long-Term Incentive awards are non-contractual and are dealt with in accordance with the rules of the relevant plans.

Short-Term Incentive Plan: A short-term incentive scheme may become payable, if an eligible executive is employed on the date of official publication of Group annual business results. Exceptions to this may only take place with the approval of the Board of Directors (after relevant proposal of the Managing Director and the Chair of the Group Executive Committee and relevant recommendation of the Remuneration Committee).

Long-Term Incentive – Restricted Shares (LTI-RS) and Long-Term Incentive – Performance Shares (LTI-PS):

In the event of termination of employment, the awards already granted are treated as stated below. Possible deviation is subject to the approval of the Company’s Board of Directors.

1. **Retirement** (due to pension or disability): everything stipulated by the plan for active participants (that continue working in the Group) applies, without any differentiation.
2. **Voluntary Resignation, Termination without cause**: vesting stops on the date of termination and any unvested awards are lost. Subject to a recommendation by the Remuneration Committee and relevant approval by the Board of Directors, the participant may receive at a maximum the awards that would vest on a pro-rata basis, according to the calendar months completed during

the vesting period (n/36 for the 50% of award and n/48 for the other 50% of award) till the employment termination date.

3. **Termination with cause**: vesting stops on the date of termination and any unvested awards are lost.
4. **Death**: participant's lawful inheritor(s) is/are eligible to receive on a pro-rata basis the awards that would vest till the date of the participant's death. Amount of award is calculated according to the calendar months completed during the vesting period (n/36 and n/48 respectively) till the death of the participant. For practical reasons, inheritors may choose to receive the benefit either in cash (based on the average closing price of Company share during the last seven (7) trading days of the calendar month before the participant's death) or in Company shares only.

## 4.3. Executive Directors' employment contracts and payments for loss of office

The employment contracts of the Managing Director, the Executive Directors of the Board, the members of the Management Committee and of the Group Executive Committee are contracts of indefinite duration. In case of termination, at the initiative of the Company, of the employment contracts of the Managing Director, the Executive Directors of the Board, the members of the Management Committee and of the Group Executive Committee, compensation is paid, which is equal to the compensation provided by the law or the employment contract.

Termination payments should not exceed 18 months' remuneration. The Board of Directors may consider higher severance payment further to unanimous recommendation by the Remuneration Committee.

For the payment of additional compensation in case of retirement or early termination of employment, Board approval is required following respective recommendation of the Remuneration Committee.

Notice periods are according to statutory law provisions or contractual provisions.

## 5. Remuneration Policy for Non-Executive Directors

The table below sets out the remuneration policy for the Non-Executive Directors including the Non-Executive Chair of the Board:

### Structure and payment of remuneration

**Fees**

The Non-Executive Directors are paid:

- a board fee which is fixed and covers the time required to perform their duties.
- where it applies, committee chairmanship fees.
- where it applies, committee membership fees.
- where it applies, travel allowance for all non-Greece and non-Cyprus based non-executive board members.

There is no performance-based variable pay or pension provided to Non-Executive Directors.

**Non-Executive Directors Share-based Compensation (NED-SBC)**

To further align the interests of the non-Executive Chair of the Board of Directors with those of shareholders.

The NED-SBC constitutes part of the approved total annual board remuneration for the non-Executive Chair of the Board of Directors. Award is granted to the non-Executive Chair in the form of a conditional grant of Company shares.

The NED-SBC award is approved by the Shareholders' Meeting, following relevant recommendation of the Remuneration Committee and decision of the Board of Directors. The award may extend up to 50% of annual total remuneration of the non-Executive Chair (i.e., total annual remuneration = fixed board fee + value of NED-SBC). The value of each "conditionally granted share" is equal to the average Company share closing price on Euronext Brussels during the last 7 trading days of March of the grant year.

A vesting period is not provided as per article 29 of the Company's Articles of Association.

The holding period is set at three years.

These shares should be held until at least one year after the Non-Executive Chair leaves the Board of Directors.

The awards are neither transferable nor assignable to any third party.

The plan has been implemented as of 1 January 2023.

**Expenses**

The Company covers all travel and accommodation expenses of the Board members.

The Company provides customary insurance policies covering the Board of Directors' activities in carrying out their duties.

**Payment review**

Fees are reviewed, but are not necessarily increased, annually.

### Setting the level of remuneration

The Non-Executive Directors' market for reference in setting and increasing Non-Executive Director fees will usually be companies of a similar size in terms of market capitalization, revenue, profit, complexity and internationality of the business and any other factors considered relevant by the Board of Directors including fee levels in countries from which Non-Executive Directors may be recruited.

Fee levels and increases will be determined considering:

- Market rates;
- The need to ensure that Non-Executive Directors can be recruited with the relevant skills, diversity, knowledge and experience for the board;
- The time commitment for the role;
- Any increase in the scale, scope or responsibility of the role;
- Any need to recruit a Non-Executive Director with specific skills and experience.

The remuneration of the Board of Directors, as approved by the Extraordinary General Meeting of Shareholders of 13 May 2019 and amended by the Annual General Meeting of Shareholders of 12 May 2022 of 11 May 2023, and of 9 May 2024 following relevant recommendations of the Remuneration Committee and decisions of the Board of Directors, is as follows:

| | |
|---|---|
| **Chair's fee:** | EUR 850,000 gross per annum received in part as fixed fee and in part as share based compensation |
| **Vice Chair's fee:** | EUR 40,000 gross per annum received as fixed fee in addition to Independent Director's fee |
| **Independent directors:** | EUR 50,000 gross per annum and per each independent director |
| **Executive directors:** | EUR 30,000 gross per annum and per each executive director |

Likewise, the remuneration of the members of the Board Committees was approved by the Annual General Meeting of Shareholders of 9 May 2024 as follows:

**Audit and Risk Committee:**

- Chair — EUR 40,000 gross per annum
- Members — EUR 20,000 gross per annum (and per member)

**Nomination Committee:**

- Chair — EUR 15,000 gross per annum
- Members — EUR 10,000 gross per annum (and per member)

**Remuneration Committee:**

- Chair — EUR 15,000 gross per annum
- Members — EUR 10,000 gross per annum (and per member)

**Strategy Committee:**

- Chair — EUR 30,000 gross per annum
- Members — EUR 20,000 gross per annum (and per member)