

**REMUNERATION POLICY**  
**OF**  
**CROMA N.V.**

## 1 General

- 1.1 European Healthcare Acquisition & Growth Company B.V. will be converted into a public limited liability company (*naamloze vennootschap*), be renamed Croma N.V. (the “**Company**”) and will have a two-tier board consisting of a management board (the “**Management Board**”) and a supervisory board (the “**Supervisory Board**”).
- 1.2 This remuneration policy (the “**Remuneration Policy**”) for the Management Board and the Supervisory Board was proposed by the board of directors of the Company and subsequently adopted by the general meeting of the Company (the “**General Meeting**”) on [●] 2023, effective as from the date of completion of the business combination between the Company and Croma-Pharma GmbH (the “**Business Combination**”).
- 1.3 This Remuneration Policy constitutes an integral restatement of the remuneration policy for the board of directors of the Company as adopted by the General Meeting on 16 November 2021. Since the adoption of the previous remuneration policy, the shareholders of the Company have not presented any particular views regarding the content of the previous remuneration policy.
- 1.4 The previous remuneration policy took into account the nature of the Company as a special purpose acquisition company and the relationship between the sponsors of the Company and the members of the former board of directors of the Company. It provided only for a limited fixed monthly fee for the executive directors of the board of directors of the Company, and did not include any variable remuneration, severance pay or pension benefits. This Remuneration Policy has been amended in order to reflect (i) the Business Combination and (ii) the implementation of a two-tier board at the Company.
- 1.5 The Remuneration Policy will be presented to the General Meeting for adoption at least every four years. Amendments to this Remuneration Policy during this four-year period will be presented by the Supervisory Board to the General Meeting for adoption. All revisions of the Remuneration Policy shall be accompanied by a description and explanation of all significant changes, the decision-making process followed for its determination. Next, the description shall also explain how it takes into account the votes and views of shareholders and other stakeholders of the Company on the Remuneration Policy since the most recent vote on the Remuneration Policy by the General Meeting. When the General Meeting does not approve the proposed amendments to the Remuneration Policy, the Company shall continue to remunerate in accordance with the existing adopted Remuneration Policy and shall submit a revised policy for approval at the following General Meeting.

## 2 Scope and objectives

- 2.1 This Remuneration Policy applies to the Management Board and the Supervisory Board. The Remuneration Policy takes into account the Dutch Corporate Governance Code and the applicable Dutch legal requirements.

- 2.2 The Remuneration Policy is intended to foster the Company's strategy of sustainable growth by aligning pay with sustainable long-term value creation for the Company and its affiliated enterprise.
- 2.3 The objective of the remuneration policy is to provide a remuneration structure that allows the Company:
- (a) to attract, reward and retain highly qualified Management Board members to achieve business and financial goals that create sustainable long-term value for the Company and its affiliated enterprise in a manner consistent with the core business and leadership values of the Company; and
  - (b) to attract and retain diverse Supervisory Board members with the right balance of personal skills, competences and experience required to oversee the Company's strategy and performance.

### **3 Management Board policy**

#### Introduction

- 3.1 The remuneration committee of the Supervisory Board (the "**Remuneration Committee**") advises the Supervisory Board regarding the Remuneration Policy and principles as well as the individual remuneration of the Management Board. Within this framework, the Supervisory Board determines the individual remuneration of the Management Board. In its annual remuneration report, the Supervisory Board will communicate clearly and transparently to the Company's stakeholders how this Remuneration Policy has been pursued.
- 3.2 The level of remuneration of the Management Board members will be determined based on a variety of factors, including periodic benchmark assessments provided by external, independent advisors. When determining the remuneration levels of the Management Board, the Remuneration Committee will also consider the remuneration arrangements for employees of the Company and its group companies, the internal pay ratios and the views within society to ensure that the remuneration of the Management Board remains reasonable.
- 3.3 Furthermore, the views of shareholders as expressed during the General Meeting or in dialogue with the largest investors and shareholder representative bodies are considered when operating the Remuneration Policy.
- 3.4 When operating the Remuneration Policy, the Supervisory Board analyses the possible outcomes of the variable remuneration elements and how this may affect the total remuneration of the Management Board members. In this respect, regular scenario analysis will be undertaken whereby the development of the underlying share price of the Company's shares is considered. This with due regard for the risks to which variable remuneration may expose the Company. The variable remuneration shall be linked to predetermined, assessable and influenceable targets, which are predominantly of a long-term nature and linked to the strategy. In determining the actual remuneration of the Management Board,

the Supervisory Board assesses the actual performance delivered based on the strategy and takes into account the impact of the overall remuneration of the Management Board on the pay differentials within the Company. When determining the remuneration, the Remuneration Committee obtains the views of the individual members of the Management Board relating to the level and structure of the remuneration.

3.5 The remuneration structure of the Management Board may consist of the following elements:

- (a) fixed compensation – annual service fee;
- (b) short-term incentive – annual bonus plan;
- (c) long-term incentive – performance share unit plan; and
- (d) other benefits.

3.6 These remuneration elements are regularly compared with a balanced remuneration reference group of companies selected. When selecting reference companies the size and complexity of the Company is taken into account. The remuneration reference group will consist out of a peer group of companies as selected by the Supervisory Board from time to time.

#### Fixed compensation – Annual service fee

3.7 The service fee is a fixed compensation and is set by the Supervisory Board. The Supervisory Board will take into account a variety of factors such as the benchmark of the companies as contained in the remuneration reference group.

3.8 The service fee will be evaluated periodically by the Supervisory Board, taking also into account factors such as the Company's and individual development, experience, capability and marketability of the Management Board, the nature of the individual's roles and responsibilities, historic salary/fee levels of the individual, internal pay levels as well as general market developments.

3.9 Service fees of members of the Management Board will be determined by comparing the service fee / base salary levels around the median level of the remuneration reference group. The Remuneration Committee will make a proposal for the Management Board's fixed compensation for determination by the Supervisory Board.

#### Short-term incentive – Annual bonus plan

3.10 The Management Board may be eligible to receive an annual, performance related bonus in cash (the "**Bonus**"). The objective is to incentivise strong financial and personal performance in line with the Company's strategy and annually defined targets.

3.11 The Bonus shall not exceed 75 % of the annual service fee.

- 3.12 Each year, the Supervisory Board sets the applicable performance targets and conditions for the Bonus after approval of the budget for the next financial year. The performance related targets typically include financial as well as qualitative and quantitative non-financial objectives and are consistent with the Company's growth strategy as laid down in the business plan as amended from time to time.
- 3.13 As from (and including) the financial year 2024, 75% of the Bonus component is based on financial objectives, such as but not limited to revenue, working capital, market share and customer base (the "**Financial Bonus**"). The remaining 25% will be based on clearly defined personal or other non-financial objectives consistent with strategy (e.g. innovation, health and safety, global expansion) (the "**Personal Bonus**"). Each of the Personal Bonus and the Financial Bonus shall be calculated separately and shall be paid if at least 80% of the determined targets for the applicable Bonus component have been achieved. If the determined targets have been achieved at a rate between 80% and 100%, the relevant Bonus component shall be payable on a *pro rata* basis. The Personal Bonus shall be capped at 100% target achievement. If the targets for the Financial Bonus have been achieved at a rate of more than 100%, the Financial Bonus shall be as follows:
- at 105% target achievement: 110% of the Financial Bonus;
  - at 110% target achievement: 125% of the Financial Bonus;
  - at 115% target achievement: 145% of the Financial Bonus;
  - at 120% target achievement: 170% of the Financial Bonus; and
  - at 125% target achievement: 200% of the Financial Bonus.
- 3.14 The Bonus for the financial year 2023 for such members of the Management Board who have been managing directors of Croma-Pharma GmbH shall be based on the objectives previously agreed at Croma-Pharma GmbH for the financial year 2023 and will be paid by the Company on a *pro rata temporis* basis, subject to achievement of at least 80% of such targets.
- 3.15 The Supervisory Board may vary the exact percentages and targets from time to time, starting as from the 2024 financial year prior to the commencement of the performance period. Further details around the targets for the Bonus will be included in the annual remuneration report, including how these relate to the creation of sustainable long term value for the Company and its affiliated enterprise.
- 3.16 After the end of each financial year, the achievement of the predetermined short-term objectives set for each member of the Management Board are formally evaluated and determined by the Supervisory Board. The Remuneration Committee prepares a proposal and recommendation for determination by the Supervisory Board to that effect. Pay-out of the Bonus, if any, will be made following the formal approval of the Company's annual accounts for the relevant financial year.

#### Long-term incentive – Performance share unit plan

- 3.17 The purpose of the long-term incentive plan is to align the interests of the Company, the Company's shareholders and the Management Board for the medium and long term, to foster and reward sustainable performance and to provide an incentive for longer term commitment and retention of the Management Board.
- 3.18 Under the Company's performance share unit plan (the "**PSU Plan**"), Management Board members may be invited to receive a conditional award of performance share units in the Company, starting as from 31 July 2023. The value of such annual award under the PSU Plan may amount up to 20% of the relevant Management Board member's annual service fee in the year of award.
- 3.19 Each financial year, after approval of the annual accounts, the Remuneration Committee makes a proposal for the vesting of performance share units to the Management Board for determination by the Supervisory Board.
- 3.20 Each financial year, the Management Board shall, with the approval of the Supervisory Board, prepare a business plan (including budget) for the Company and its subsidiaries (i.e. on a consolidated basis) for the current and at least four additional financial years (the "**Business Plan**").
- 3.21 Awards of performance share units to Management Board members will vest at the end of a five-year performance period subject to the achievement of predetermined performance indicators based on the figures for Adjusted EBITDA and Sales contained in the Business Plan.
- 3.22 When considered appropriate, the Remuneration Committee has the discretion to introduce a non-financial target as an underpin to ensure sustainable performance (e.g. relating to ESG).
- 3.23 Where required to ensure an appropriate reflection of performance, the Supervisory Board may at its discretion amend the level of vesting of performance share units, with the understanding that pay cannot be increased in excess of the performance incentive zone and where such discretion would result in an increase in pay-out of more than 25%, such amendment requires the prior adoption of the General Meeting.

#### Other benefits

- 3.24 The Management Board members may be entitled to customary fringe benefits such as a company car. Other benefits (e.g. health insurance, reimbursement of reasonable expenses incurred, D&O liability insurance etc.) will be provided in line with the existing Company agreements and practices, or as determined by the Supervisory Board. The Management Board members will further be entitled to benefits that are mandatory under applicable laws (e.g. pursuant to the Austrian Act on Severance Funds).

#### Services agreements

- 3.25 Management Board members enter into a services agreement with the Company governed by Austrian law for a fixed term of four years. The (initial) services agreements are effective as from the date of completion of the Business Combination and are subject to automatic renewal in case of re-appointed by the General Meeting as Management Board member.

#### Severance pay

- 3.26 The Supervisory Board will determine the appropriate severance payment, if any, for Management Board members. In determining any such payment, the Supervisory Board shall observe applicable laws and corporate governance rules. The Supervisory Board may deviate from applicable corporate governance rules only in justified circumstances. Any severance payment must not exceed a sum equivalent to two times the annual service fee including the applicable Bonus corresponding to 100 % target achievement. This would also apply in a situation of severance due to a change in control; however, no severance payments should be agreed on for change-of-control events. No severance payment shall be made if the relevant Management Board member has been dismissed for cause (under the laws governing the applicable services agreement) or on grounds that were caused by seriously culpable or (deliberate or grossly) negligent behaviour. Mandatory payments under applicable statutory law (especially the Austrian Act on Severance Funds (*Betriebliches Mitarbeiter- und Selbständigenvorsorgegesetz*)) should not be considered a severance pay.

#### Clawback and ultimate remedy

- 3.27 Variable remuneration may be adjusted or recovered from a Management Board member, in accordance with the relevant provisions in the Dutch Civil Code, as amended from time to time (currently: based on the relevant provisions as contained in Article 2:135 of the Dutch Civil Code).

#### Miscellaneous

- 3.28 The Company does not provide its Management Board members any personal loans, guarantees or advance payments.
- 3.29 The Supervisory Board has the authority, upon recommendation of the Remuneration Committee, to deviate from the Remuneration Policy, in case of exceptional circumstances. Exceptional circumstances are circumstances in which deviation from the Remuneration Policy is necessary to serve the long-term interests and sustainability of the Company as a whole or to assure its viability, such as the appointment of an interim member of the Management Board or the appointment of a new Management Board member. The Supervisory Board may grant an award in order to buy-out any remuneration forfeited on joining the Company to facilitate recruitment of such new or interim member of the Management Board equal to the value of the forfeited remuneration to be determined by the Supervisory Board, comprising cash or medium- to long-term incentives. The rationale and detail of any such deviation will be disclosed in the annual remuneration report.

## 4 Supervisory Board policy

### Introduction

- 4.1 In line with the roles and responsibilities of the Supervisory Board, the compensation of the members is based on fixed amounts paid in cash. Supervisory Board members are not entitled to any performance or equity related compensation and are not entitled to any pension allowance or contribution. This compensation structure is designed to ensure the independence of the Supervisory Board members and the effectiveness from a corporate governance perspective. The remuneration of Supervisory Board members is determined by the General Meeting.

### Fixed compensation

- 4.2 The remuneration of the Supervisory Board members consists of a fixed annual payment as follows:

Chairperson of the Supervisory Board	EUR 120,000
Chairperson of a Supervisory Board committee	EUR 90,000
Other Supervisory Board and committee members	EUR 60,000

- 4.3 Supervisory Board members are also eligible to receive reimbursement of reasonable expenses incurred undertaking their duties, including any applicable taxes.
- 4.4 Supervisory Board members are further eligible to receive additional remuneration, including in the form of shares and rights to acquire shares, for duties performed for the Company or any of its subsidiaries in a role other than as Supervisory Board member. Such remuneration, including an adequate explanation of its basis and amount, shall be disclosed to the General Meeting and in the annual remuneration report.
- 4.5 Supervisory Board members are not eligible for an annual cash bonus or any other type of variable remuneration linked to the financial results of the Company.

### Miscellaneous

- 4.6 Supervisory Board members are not entitled to any severance pay.
- 4.7 The Company does not provide its Supervisory Board members any personal loans, guarantees or advance payments.

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