

**ANNUAL  
REPORT 2023**

**CORPORATE  
GOVERNANCE  
REPORT**

**NOVABASE**

## Contents

PART I – INFORMATION ON SHAREHOLDER STRUCTURE, ORGANIZATION AND CORPORATE GOVERNANCE.....	2
A. SHAREHOLDER STRUCTURE .....	3
B. CORPORATE BOARDS AND COMMITTEES .....	10
C. INTERNAL ORGANIZATION .....	50
D. REMUNERATION .....	61
E. TRANSACTIONS WITH RELATED PARTIES.....	78
PART II - EVALUATION OF CORPORATE GOVERNANCE .....	81
ANNEXES .....	99

Board of Directors' Report on Remuneration  
Remuneration Committee Report

PART I - INFORMATION ON SHAREHOLDER STRUCTURE, ORGANIZATION AND CORPORATE GOVERNANCE

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## A. SHAREHOLDER STRUCTURE

### I. Capital Structure

1. *Shareholder base (share capital, number of shares, share distribution to shareholders), including indication of shares not admitted to trading, different categories of shares, underlying rights and duties and the percentage of capital that each category represents (article 29-H, paragraph 1, sub-paragraph a).*

#### General Information on Capital Structure

Share capital on 31 December 2023 (€)	795,829.11
Total shares	26,527,637
Number of unlisted shares	0
Different categories of shares	Only ordinary shares exist

The company's share capital is fully paid up.

Ordinary shares grant general rights such as the right to vote, to participate in general meetings of shareholders, to receive information, profit sharing and pre-emptive rights in capital increases, as well as the generally applicable obligations of capital contributions and loyalty.

There are no categories of shares with special rights.

In 2023, in the wake of the capital reduction approved in the Extraordinary General Meeting of Shareholders of 13 March, NOVABASE S.G.P.S., S.A. cancelled 3,558,550 shares acquired during the Tender Offer launched by NOVABASE S.G.P.S., S.A. pursuant to the terms and conditions duly disclosed to the market. Subsequently, in the Ordinary General Meeting of Shareholders of 24 May, a new capital reduction was approved with the dissolution of 1,315,207 shares, 1,103,013 of which were already held by NOVABASE on the date of this meeting, with the remaining 212,194 shares acquired from Novabase Consulting, S.G.P.S., S.A., as duly disclosed to the market.

The decisions of these General Meetings of Shareholders and their terms and conditions were duly disclosed to the market, and can be consulted at the websites of the company and of the Portuguese Securities Market Commission (CMVM).

As such, following the transactions referred to above, on 31 December 2023, the share capital and number of shares of NOVABASE S.G.P.S., S.A. were those shown in the above table.

#### Shareholdings

	Number of shares	% share capital and voting rights
HNB - S.G.P.S., S.A. <sup>1</sup>	11,438,851	43.12%

<sup>1</sup> José Afonso Oom Ferreira de Sousa, Luís Paulo Cardoso Salvado and Álvaro José da Silva Ferreira are the controlling shareholders and directors of HNB - S.G.P.S., S.A., having signed a shareholders' agreement for all of this company's share capital.

	Number of shares	% share capital and voting rights
Pedro Miguel Quinteiro Marques Carvalho	2,097,613	7.91%

	Number of shares	% share capital and voting rights
IBI - Information Business Integration, A.G. <sup>1</sup>	6,257,430	23.59%

<sup>1</sup> At the time of receiving notice of the qualified holding, NOVABASE was informed that José Sancho García is the controlling shareholder of this company, and therefore was attributed the corresponding voting rights.

The above holdings correspond to the last positions notified to the company in reference to 31 December 2023 or before.

On 12 February 2024, NOVABASE was notified of the following qualified holding:

	Number of shares	% share capital and voting rights
ISATIS Investment Classic Blue Fund	1,326,490	5.00%

- Restrictions on the transferability of shares, such as consent of sale clauses or restrictions on ownership of shares (article 29-H, paragraph 1, sub-paragraph b).*

The articles of association's clauses do not limit the transfer or ownership of NOVABASE shares.

- Number of treasury shares, percentage of corresponding share capital and percentage of corresponding voting rights (article 29-H, paragraph 1, sub-paragraph a).*

On 31 December 2023, NOVABASE had 658,461 treasury shares representing 2.48% of share capital, held through its subsidiary Novabase Consulting S.G.P.S.

These 658,461 treasury shares have already been deducted from the 91,539 shares attributed to Director Paulo Jorge de Barros Pires Trigo in 2020 and handed over in 2023. In 2023, 178,056 shares were attributed to Director Luís Paulo Cardoso Salvado, 142,445 shares were attributed to Director Álvaro José da Silva Ferreira and 26,709 shares were attributed to each of the Directors Francisco Paulo Figueiredo Morais Antunes and María del Carmen Gil Marín following the exercising of NOVABASE stock options held by them, per the terms and conditions detailed in point 72 of this report. These shares corresponding to the options exercised will be withheld by NOVABASE for a period of three years from their exercising, and their ownership will not be transferred to these directors until the end of this period, conditional upon the company's positive performance during this time.

- Significant agreements that the company is a party to and will come into force in the future which can be altered or terminated in the event of a change in the control of the company resulting from a tender offer, along with the respective effects, unless, by their very nature, their disclosure is seriously harmful to the company, except if the company is specifically obliged to disclose such information as a result of legal h (article 29-H, paragraph 1, sub-paragraph j)).*

These do not exist.

5. *Applicable scheme for the renewal or revocation of defensive measures, in particular those aimed at limiting the number of votes that can be held or exercised by a single shareholder individually or in conjunction with other shareholders.*

As a company with listed shares to be traded in regulated markets, NOVABASE has not implemented any defensive measure for unsolicited takeover bids.

6. *Shareholders' agreements that are known to the company and which may lead to restrictions in terms of transferring securities or voting rights (article 29-H, paragraph 1, sub-paragraph g).*

On 18 May 2023, NOVABASE disclosed to the market that it was notified by its shareholders José Afonso Oom Ferreira de Sousa, Luís Paulo Cardoso Salvado, Álvaro José da Silva Ferreira and Pedro Miguel Quinteiro Marques de Carvalho with regard to the termination of the shareholders' agreement and respective qualified holding.

Information on the terms of the termination of the shareholders' agreement and on the qualified holding in the announcement is shown below:

“Novabase, Sociedade Gestora de Participações Sociais, S.A. (“NOVABASE”) hereby announces that it was notified by its shareholders Pedro Miguel Quinteiro Marques de Carvalho (“Pedro Carvalho”), José Afonso Oom Ferreira de Sousa (“José Ferreira de Sousa”), Luís Paulo Cardoso Salvado (“Luís Paulo Salvado”) and Álvaro José da Silva Ferreira (“Álvaro Ferreira”) and HNB - S.G.P.S., S.A. (“HNB”) with regard to the following:

Following the obligation assumed on 19 April 2023 to end the situation resulting in the duty to launch a tender offer to which the shareholders in question are subject, as a result of the tender offer for treasury shares launched by NOVABASE, these same shareholders have agreed to the early termination of the Shareholders' Agreement signed between them on 30 April 2021, effective 16 May 2023.

These shareholders further stated, after the termination of the Shareholders' Agreement:

- I. Shareholder Pedro Carvalho has now been attributed a holding of 7.53% (seven point five three per cent), calculated pursuant to article 16, paragraph 3, sub-paragraph b) of the Securities Code (“CVM”). As such, shareholder Pedro Carvalho has also duly informed, pursuant to article 16 of the CVM, that his holding has been reduced to an

amount below the threshold of one third of voting rights corresponding to NOVABASE's share capital previously achieved.

- II. Shareholder HNB and each of its controlling shareholders José Ferreira de Sousa, Luís Paulo Salvado and Álvaro Ferreira have now been attributed a holding of 41.08% (forty-one point zero eight per cent), calculated pursuant to article 16, paragraph 3, subparagraph b) of the CVM, and a holding of 44.38% (forty-four point three eight per cent) of voting rights, calculated pursuant to article 187, paragraph 5 of the CVM.

The holdings of each of the shareholders Pedro Carvalho, José Ferreira de Sousa, Luís Paulo Salvado, Álvaro Ferreira and HNB are summarized in the following table.

Shareholder	Number of shares	% share capital and voting rights (pursuant to article 16, paragraph 3, subparagraph b) of the Securities Code)	% voting rights (calculated pursuant to article 187, paragraph 5 of the CVM)
HNB - S.G.P.S., S.A. <sup>1</sup>	11,438,851	41.08%	44.38%
Luís Paulo Cardoso Salvado <sup>1</sup>	1	0.00%	0.00%
Álvaro José da Silva Ferreira <sup>1</sup>	1	0.00%	0.00%
José Afonso Oom Ferreira de Sousa <sup>1</sup>	1	0.00%	0.00%
Pedro Miguel Quinteiro Marques Carvalho	2,097,613	7.53%	8.14%

<sup>1</sup>Luís Paulo Cardoso Salvado, Álvaro José da Silva Ferreira and José Afonso Oom Ferreira de Sousa are the controlling shareholders and directors of HNB - S.G.P.S., S.A., having signed a shareholders' agreement for all of this company's share capital.

“

*[end of transcription of announcement]*

## II. Shareholdings and Bonds

### 7. Identification of legal or natural persons who directly or indirectly own qualified holdings (article 29-H, paragraph 1, sub-paragraphs c) and d) and article 16), with specific percentages of capital and votes attributed, and the source and causes of the attribution.

#### Shareholdings

	Number of shares	% share capital and voting rights
HNB - S.G.P.S., S.A. <sup>1</sup>	11,438,851	43.12%

<sup>1</sup>Luis Paulo Cardoso Salvado, Álvaro José da Silva Ferreira and José Afonso Oom Ferreira de Sousa are the controlling shareholders and directors of HNB - S.G.P.S., S.A., having signed a shareholders' agreement for all of this company's share capital.

	Number of shares	% share capital and voting rights
Pedro Miguel Quinteiro Marques Carvalho	2,097,613	7.91%

	Number of shares	% share capital and voting rights
IBI - Information Business Integration, A.G. <sup>1</sup>	6,257,430	23.59%

<sup>1</sup> At the time of receiving notice of the qualified holding, NOVABASE was informed that José Sancho Garcia is the controlling shareholder of this company, and therefore was attributed the corresponding voting rights.

The above holdings correspond to the last positions notified to the company in reference to 31 December 2023 or before.

On 12 February 2024, NOVABASE was notified of the following qualified holding:

	Number of shares	% share capital and voting rights
ISATIS Investment Classic Blue Fund	1,326,490	5.00%

As stated in point 1, there are no categories of shares with special rights.

### 8. Number of shares and bonds held by members of managing and supervisory boards. [NOTE: the information should be presented in accordance with the provisions of article 447, paragraph 5 of the Commercial Companies Code]



Holdings of Members of the Managing and Supervisory Boards (article 447, paragraph 5 of the Commercial Companies Code)<sup>1</sup>

Owner	#	%
	Shares <sup>1</sup>	Capital and Voting Rights
Pedro Miguel Quinteiro Marques de Carvalho (non-executive member of the Board of Directors)	2,097,613	7.91
Manuel Saldanha Tavares Festas (substitute member of the Audit Board)	74,986	0.28
Francisco Paulo Figueiredo Morais Antunes (non-executive member of the Board of Directors)	30,335	0.11
María del Carmen Gil Marín (non-executive member of the Board of Directors)	23,001	0.09
João Luís Correia Duque (Board of Auditors member)	500	0.00
Luís Paulo Cardoso Salvado <sup>2</sup> (Chairperson of the Board of Directors)	1	0.00
Álvaro José da Silva Ferreira <sup>2</sup> (executive member of the Board of Directors)	1	0.00
José Afonso Oom Ferreira de Sousa <sup>2</sup> (non-executive member of the Board of Directors)	1	0.00
Benito Vázquez Blanco (non-executive member of the Board of Directors)	0	0.00
Madalena Paz Ferreira Perestrelo de Oliveira (non-executive member of the Board of Directors)	0	0.00
Rita Wrem Viana Branquinho Lobo Carvalho Rosado (non-executive member of the Board of Directors)	0	0.00
Álvaro José Barrigas do Nascimento (Chairperson of the Audit Board)	0	0.00
Fátima do Rosário Piteira Patinha Farinha (full member of the Audit Board)	0	0.00

KPMG & Associados - SROC, S.A., represented by Susana de Macedo Melim de Abreu Lopes (acting statutory auditor and representative)	0	0.00
Maria Cristina Santos Ferreira (substitute statutory auditor)	0	0.00

<sup>1</sup> The shareholding of each of these corporate board members corresponds to the last position notified to the company in reference to 31 December 2023 or before.

<sup>2</sup> Luis Paulo Cardoso Salvado, Álvaro José da Silva Ferreira and José Afonso Oom Ferreira de Sousa are shareholders of HNB - S.G.P.S., S.A., a company where they hold management positions. On 31 December 2023, HNB - S.G.P.S., S.A. held 11,438,851 shares representing 43.12% of NOVABASE's share capital and respective voting rights.

In 2023, in the wake of the capital reduction approved in the Extraordinary General Meeting of Shareholders of 13 March, NOVABASE S.G.P.S., S.A. cancelled 3,558,550 shares acquired during the Tender Offer launched by NOVABASE S.G.P.S., S.A. pursuant to the terms and conditions duly disclosed to the market. Subsequently, in the Ordinary General Meeting of Shareholders of 24 May, a new capital reduction was approved with the dissolution of 1,315,207 shares, 1,103,013 of which were already held by NOVABASE on the date of this meeting, with the remaining 212,194 shares acquired from NOVABASE Consulting, S.G.P.S., S.A., as duly disclosed to the market.

No other transactions of the type described above were performed by the persons referred to in article 447, paragraph 2, sub-paragraphs a) through d) of the Commercial Companies Code.

Finally, it should be noted that neither the company nor any company in a group or control relationship with it is an issuer of bonds.

- 9. Special powers of the board of directors, namely with respect to decisions to increase capital (article 29-H, paragraph 1, sub-paragraph i)), specifying, in this regard, the date on which they were given, the date until which they can be exercised, the maximum ceiling of the capital increase, the amount already issued under the allocation of powers and the means of implementing the powers granted.*

NOVABASE's managing board has no special powers vis-à-vis those granted by law.

- 10. Information on the existence of significant business relationships between holders of qualified holdings and the company.*

In 2023, to the best of the company's knowledge, NOVABASE had no significant business relationships with holders of qualified holdings or entities related or previously related to them.

## B. CORPORATE BOARDS AND COMMITTEES

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### I. General Meeting of Shareholders

#### a) Composition of the general meeting board

##### *11. Identification, position and term of office (beginning and end) of members of the general meeting board.*

The members of NOVABASE's general meeting board, elected in the General Meeting of Shareholders held on 25 May 2021 for the three-year period of 2021-2023, are Chairperson António Manuel da Rocha e Menezes Cordeiro and Secretary Catarina Maria Marante Granadeiro.

The Chairmanship of the General Meeting of Shareholders has the necessary and appropriate means to exercise its duties having access to a work room and secretarial services at the company. In addition, the Chairmanship of the General Meeting of Shareholders has 10 people (7 of whom belong to the company's staff) at its disposal dedicated to working specifically on the organization and management of the General Meeting of Shareholders.

#### b) Exercising of voting rights

##### *12. Possible restrictions on voting rights, such as limitations on exercising voting rights based on ownership of a number or percentage of shares, deadlines for exercising a voting right or special systems for equity (article 29-H, paragraph 1, sub-paragraph f).*

NOVABASE has no restrictions on voting rights, nor any limitations on voting based on a number or percentage of shares. Moreover, there are no systems related to asset content rights.

Shareholders may be represented at the General Meeting of Shareholders, pursuant to the law.

Shareholders may be represented by sending a letter addressed to the Chairmanship of the General Meeting of Shareholders at least three days before the date set for the meeting.

If the shares are jointly owned, only a common representative, or his/her representative, may participate in the General Meeting of Shareholders.

Postal voting is permitted under the articles of association, provided that the following are observed:

a) Shareholders with a voting right may exercise this right by post by means of a signed statement clearly indicating their voting intention for each point on the meeting's agenda. For this purpose, shareholders may use the postal voting form which will be made available at the company's website in a timely fashion;

b) A legible photocopy of the shareholder's identity card or citizen's card must accompany the voting form; If the shareholder is a legal person, the voting form must be signed by one of its representatives, and his/her signature must be notarized in that capacity;

c) Voting forms, together with the items specified in the preceding subparagraphs, must be placed in a sealed envelope addressed to the Chairperson of the General Meeting of Shareholders, delivered by hand to the company's registered office, or delivered to this office by registered mail by the third working day preceding the date of the General Meeting of Shareholders. However, individuals who submit a voting form accompanied only by a legible photocopy of the shareholder's identity card or citizen's card may, alternatively, use the email address specified for this purpose in the meeting

notice;

d) The Chairperson of the General Meeting of Shareholders must ensure the authenticity and confidentiality of postal votes until the time of voting;

e) If the shareholder or his/her representative attends the General Meeting of Shareholders in person, his/her respective postal vote will be annulled;

f) Postal votes will be counted as 'No' votes in relation to items for discussion submitted after these votes' date of issue.

Although not specifically mentioned in the articles of association, electronic voting is referred to in meeting notices, and follows the same principles as those of postal voting.

The remaining deadlines and requirements for exercising voting rights are exclusively those established by law and by applicable recommendations.

*13. Maximum percentage of voting rights that can be exercised by a single shareholder or by shareholders having any of the relationships referred to in article 20, paragraph 1 with that shareholder.*

No such limitation exists.

*14. Shareholder decisions which, pursuant to the articles of association, can only be made by a qualified majority, in addition to those provided for by law, specifying these majorities.*

The company has no mechanisms that hinder the passing of resolutions by shareholders. There are no shareholder decisions which, pursuant to the articles of association and beyond those provided for by law, can only be made by a qualified majority or a decision-making quorum greater than that provided for by law.

### **Management and Supervision**

**(Board of Directors, Executive Board of Directors and General and Supervisory Board)**

#### **a) Composition**

##### **Board of Directors on 31 December 2023**

Luís Paulo Cardoso Salvado
Álvaro José da Silva Ferreira
Francisco Paulo Figueiredo Morais Antunes
María del Carmen Gil Marín
José Afonso Oom Ferreira de Sousa

Pedro Miguel Quinteiro Marques Carvalho

Benito Vázquez Blanco

Madalena Paz Ferreira Perestrelo de Oliveira

Rita Wrem Viana Branquinho Lobo Carvalho Rosado

### *15. Identification of governance model used.*

NOVABASE has been a publicly-traded company since July 2000. It operates according to a governance model whose suitability and performance are assessed regularly by the Board of Directors to help optimize its performance in closer alignment with the interests of all stakeholders - those interested in NOVABASE's corporate activities, namely shareholders, investors, customers, suppliers, other business partners and employees.

In view of the mounting challenges of internationalization and competition revolving around NOVABASE's business, the corporate governance system in place at the company needed to be brought up to date by simplifying and streamlining company bodies and procedures, so as to tailor existing solutions to the company's size and specific circumstances.

Therefore, beginning in 2015, NOVABASE adopted a reinforced Latin corporate governance model comprised of a Board of Directors, Audit Board and Statutory Auditor (ROC). In this model, a substantially more agile day-to-day management structure was implemented, with the Board of Directors able to delegate the day-to-day running of the company to one or more directors (managing directors) or to an Executive Committee of three to nine members.

Following the General Meeting of Shareholders of 25 May 2021 (which, among other decisions, elected the members of the corporate boards and Remuneration Committee for three-year period of 2021-2023), for the purpose of implementing a substantially more agile day-to-day management structure, the elected Board of Directors delegated NOVABASE's daily management to Managing Directors Luís Paulo Cardoso Salvado and Álvaro José da Silva Ferreira, thereby not creating an Executive Committee for this term of office. Along these lines, the decision was made to grant special responsibilities to Director María del Carmen Gil Marín, pursuant to article 407, paragraph 1 of the Commercial Companies Code. In addition, in the General Meeting of Shareholders held on 24 May 2022, Directors Benito Vázquez Blanco and Francisco Paulo Figueiredo Morais Antunes were elected. On 2 June 2022, the Board of Directors decided to grant certain special responsibilities to Director Francisco Paulo Figueiredo Morais Antunes, pursuant to and for the purposes of article 407, paragraph 1 of the Commercial Companies Code. The activities of these managing directors are supervised by the non-executive directors.

Moreover, NOVABASE has a general meeting board elected for three-year terms of office, along with a Remuneration Committee appointed by the General Meeting of Shareholders to establish the remuneration of each corporate board member, in accordance with the Remuneration Policy passed by the General Meeting of Shareholders on 25 May 2021. The company also designates a secretary and respective substitute, under the terms of article 446-A of the Commercial Companies Code, to perform the duties established by law.

NOVABASE constantly analyses the implementation of this model in order to refine its corporate governance practices, whenever possible, and tailor the model to the demands and challenges faced by the company.

*16. Article of association rules on procedural requirements and matters applicable to the appointment and replacement of members, as applicable, of the Board of Directors, Executive Board of Directors and General and Supervisory Board (article 29-H, paragraph 1, sub-paragraph h).*

The members of NOVABASE's Board of Directors are appointed and replaced under the terms of the law, namely the provisions of articles 390 and following of the Commercial Companies Code. Article 14, paragraph 1 of the company's articles of association states that a Board of Directors shall be responsible for managing the company's business, with full and exclusive powers of representation, comprised of at least three and at most nineteen members elected by the General Meeting of Shareholders.

Furthermore, pursuant to article 14, paragraph 2 of the company's articles of association, the General Meeting of Shareholders is responsible for appointing the Chairperson of the Board of Directors, which will elect its own chairperson if the General Meeting of Shareholders fails to do so.

With regard to the absence and replacement of members of the management, pursuant to the articles of association, those who fail to attend over one third of the meetings held in a financial year, without justification approved by the Board of Directors, shall be considered permanently absent and subject to replacement pursuant to the law and the Board of Directors' regulations.

Article 8 of the articles of association states that members of the management are elected by the General Meeting of Shareholders for three-year terms, subject to re-election one or more times, and that, at the end of their terms of office, they shall keep their positions until the appointment of new members.

NOVABASE believes that the suitability of the managing board members' profile to their respective duties is essential for fostering a robust, effective corporate governance and proper composition of the interests of the company's various stakeholders. In weighing up the profile of the corporate board members to be elected, the election proposals approved by shareholders tend to be based not only on individual criteria (such as candidates' expertise, integrity, availability and experience in the sectors where NOVABASE does business), but also on diversity requirements.

Pursuant to article 29-H, paragraph 1, sub-paragraph q) of the Securities Code (CVM), following is a summary of NOVABASE's diversity policy for its managing and supervisory boards, how this policy was applied and its results in the 2023 financial year.

NOVABASE believes that it employs an ongoing approach of diversity in the composition of its managing and supervisory boards, helping to improve the performance of the relevant boards and providing balance in their composition, with a particular focus on gender diversity.

On 12 April 2018, NOVABASE's Board of Directors approved a formal diversity policy for its managing and supervisory boards, which is available to the public at the company's website. The approved policy is primarily rooted in the following commitments on the part of NOVABASE:

- Compliance with Law no. 62/2017 of 1 August, since gender diversity allows for different management styles and complementary approaches;

- With regard to age, there must be a balance between experience and maturity and the youth and energy needed for the fast-paced innovation of NOVABASE’s highly dynamic sector (information technologies);
- With regard to qualifications and education, in addition to areas associated with technology, various other areas of knowledge must also be represented, in view of the mounting importance of multidisciplinary in team performance.

The following are noteworthy with regard to the application and results of NOVABASE’s diversity policy in the 2023 financial year:

- With regard to full members on NOVABASE’s corporate boards performing duties in 2023, NOVABASE’s corporate boards had a total of twelve men and five women;
- Throughout 2023, NOVABASE’s corporate board members ranged from 34 to 70 years in age. Their areas of core training included engineering, law, mathematics, economics, management and philosophy;
- Therefore, the Board of Directors for the 2021-2023 term of office was comprised of 33.3% female members, thereby meeting the minimum referred to in Law no. 62/2017 of 1 August (33.3%), also including one female member granted special responsibilities pursuant to article 407, paragraph 1 of the Commercial Companies Code.

*17. Composition, as applicable, of the Board of Directors, Executive Board of Directors and General and Supervisory Board, stating the minimum and maximum number of members, term of office, number of full members, inauguration date and end date of each member’s term of office, in accordance with the articles of association.*

As stated above, article 8 of the company’s articles of association states that members of the Board of Directors are elected by the General Meeting of Shareholders for three-year terms, subject to re-election one or more times, and that, at the end of their terms of office, they shall keep their positions until the appointment of new members.

NOVABASE’s articles of association also state that the Board of Directors may be comprised of at least three and at most nineteen members.

On 31 December 2023, the Board of Directors had nine full members, as shown in the following table:

Director	Inauguration date	End of term of office
Luís Paulo Cardoso Salvado	18 March 1998	31 December 2023
Álvaro José da Silva Ferreira	10 May 2018	31 December 2023
	3 March 2000	20 April 2015

Francisco Paulo Figueiredo Morais Antunes	24 May 2022 28 April 2009	31 December 2023 25 May 2021
María del Carmen Gil Marín	10 May 2018	31 December 2023
José Afonso Oom Ferreira de Sousa	24 January 1991	31 December 2023
Pedro Miguel Quinteiro Marques Carvalho	24 January 1991	31 December 2023
Benito Vázquez Blanco <sup>1</sup>	24 May 2022	31 December 2023
Madalena Paz Ferreira Perestrelo de Oliveira	25 May 2021	31 December 2023
Rita Wrem Viana Branquinho Lobo Carvalho Rosado	25 May 2021	31 December 2023

Pursuant to article 14 of the articles of association, the Board of Directors may delegate the day-to-day running of the company to one or more members of the Board of Directors (managing directors) or to an Executive Committee consisting of three to nine members.

Following the General Meeting of Shareholders of 25 May 2021 (which, among other decisions, elected the members of the corporate boards and Remuneration Committee for the 2021-2023 term of office), the elected Board of Directors delegated, on this same date, NOVABASE's daily management to Managing Directors Luís Paulo Cardoso Salvado and Álvaro José da Silva Ferreira. Along these lines, the decision was made to grant special responsibilities to Director María del Carmen Gil Marín, pursuant to article 407, paragraph 1 of the Commercial Companies Code. The activities of these managing directors are supervised by the non-executive directors.

Two new directors were elected in the General Meeting of Shareholders of 24 May 2022: Benito Vázquez Blanco and Francisco Paulo Figueiredo Morais Antunes for the remainder of the 2021-2023 period in progress. On this same date, the decision was made by the Board of Directors to grant special responsibilities to director Francisco Paulo Figueiredo Morais Antunes, pursuant to article 407, paragraph 1 of the Commercial Companies Code.

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<sup>1</sup> Elected in the General Meeting of Shareholders of 24 May 2022 for the remainder of the 2021-2023 period in progress, following the resignation submitted by Director José Sancho García, pursuant to and for the purposes of article 393, paragraph 7 of the Commercial Companies Code.



**18. Distinction between executive and non-executive members of the Board of Directors and, for the latter, identification of members who can be considered independent or, when applicable, identification of independent members of the General and Supervisory Board.**

Member of the Board of Directors	Category	Independent <sup>1</sup>
Luís Paulo Cardoso Salvado	Executive (Chairperson)	No
Álvaro José da Silva Ferreira	Executive	No
Francisco Paulo Figueiredo Morais Antunes	Non-executive	No
María del Carmen Gil Marín	Non-executive	No
José Afonso Oom Ferreira de Sousa	Non-executive	No
Pedro Miguel Quinteiro Marques Carvalho	Non-executive	No
Benito Vázquez Blanco	Non-executive	No
Madalena Paz Ferreira Perestrelo de Oliveira	Non-executive	No
Rita Wrem Viana Branquinho Lobo Carvalho Rosado	Non-executive	No

<sup>1</sup> Under the terms of CMVM Regulation no. 4/2013, Annex I, point 18.1.

In view of the number of directors (nine), the seven non-executive members of the Board of Directors are sufficient in number to ensure effective monitoring, supervision and assessment of the activity of the remaining members of the managing board (see points 24 and 27 of this report with regard to the assessment of the other directors). In fact, the number of non-executive directors accounts for 77.8% of all directors, which is a truly significant proportion, above all considering the company's size and the respective free float, as resulting from this report. Furthermore, NOVABASE's non-executive members have professional qualifications, educations and backgrounds which differ between themselves, but which are relevant at various levels for NOVABASE's main business areas, thereby representing diverse areas of knowledge among non-executive members to support the executive members' monitoring, supervision and understanding of the business.

In view of the company's size, its need for agility and efficient management, its shareholder structure and respective free float, its various levels of internal control (including supervisory boards completely comprised of persons independent from the management and qualified shareholders, with the important note that, under the Anglo Saxon corporate governance model previously in effect at the

company, only those management members with positions on the Auditing Committee were independent), and the vast set of options benefiting shareholder participation and the exercising of rights, NOVABASE does not believe that independent directors are needed to ensure the protection of the interests of all stakeholders.

**19. Professional qualifications and other relevant background information of each member, as applicable, of the Board of Directors, General and Supervisory Board and Executive Board of Directors.**

Director	Professional Qualifications	Other background information <sup>1</sup>
<b>Luís Paulo Cardoso Salvado</b>	<ul style="list-style-type: none"> <li>• MBA in Information Management from Universidade Católica Portuguesa</li> <li>• Graduate in Electrotechnical and Computer Engineering at Instituto Superior Técnico (IST - Higher Technical Institute)</li> </ul>	<ul style="list-style-type: none"> <li>• Chairperson of the Board of Directors and Managing Director of NOVABASE - S.G.P.S., S.A.</li> </ul> <p>Formerly:</p> <ul style="list-style-type: none"> <li>• CEO</li> <li>• Member of the Board of Directors Performance Assessment Committee and the Corporate Governance Assessment Committee</li> <li>• CFO, CHRO and CLO of the NOVABASE Group</li> <li>• CEO of NOVABASE Consulting, S.A.</li> <li>• Director of various NOVABASE Group companies</li> </ul>
<b>Álvaro José da Silva Ferreira</b>	<ul style="list-style-type: none"> <li>• Mergers and Acquisitions Programme - Harvard Business School</li> <li>• Private Equity and Venture Capital Programme - Harvard Business School Executive Education</li> <li>• MBA - Universidade Nova de Lisboa</li> <li>• Graduate in IT Engineering - Universidade Nova de Lisboa</li> </ul>	<ul style="list-style-type: none"> <li>• Managing Director of NOVABASE - S.G.P.S., S.A.</li> </ul> <p>Formerly:</p> <ul style="list-style-type: none"> <li>• COO Value Portfolio</li> <li>• Director of various NOVABASE Group companies</li> </ul>
<b>Francisco Paulo Figueiredo Morais Antunes</b>	<ul style="list-style-type: none"> <li>• Master's in Finance from ISCTE</li> <li>• Graduate in Company Organization and Management from ISCTE (Lisbon University Institute)</li> </ul>	<ul style="list-style-type: none"> <li>• Director of NOVABASE - S.G.P.S., S.A. with special responsibilities</li> </ul> <p>Formerly:</p> <ul style="list-style-type: none"> <li>• CFO of NOVABASE Group</li> <li>• Director of various NOVABASE Group companies</li> </ul>

<p><b>María del Carmen Gil Marín</b></p>	<ul style="list-style-type: none"> <li>• MBA - INSEAD</li> <li>• Academic cycle of PhD in the Environment and Alternative Energies - UNED</li> <li>• Higher Degree in Electronic Engineering - Universidad Pontificia de Comillas (I.C.A.I.)</li> <li>• Extensive executive training, including: Stanford University (Cyber Security), UCLA Anderson School of Management (Santander-UCLA W50), Nova School of Business &amp; Economics (Boards Governance) and Harvard Business School (Leadership)</li> </ul>	<ul style="list-style-type: none"> <li>• Director of various NOVABASE Group companies Director of NOVABASE - S.G.P.S., S.A. with special responsibilities</li> </ul> <p>Formerly:</p> <ul style="list-style-type: none"> <li>• Executive Director of NOVABASE - S.G.P.S., S.A. (COO Value Portfolio, CIO and CISO)</li> <li>• Head of Investor Relations NOVABASE - S.G.P.S., S.A.</li> <li>• Director of various NOVABASE Group companies</li> <li>• Member of the Audit Board of Associação de Emitentes de Mercado (A.E.M.)</li> <li>• Member of Audit Board of Investor Relations Forum</li> <li>• Strategic Marketing Professor at Universidad Pontificia de Comillas</li> <li>• Strategic consultant at The Boston Consulting Group</li> <li>• Corporate Finance - Investment Banker at Lehman Brothers</li> </ul>
<p><b>José Afonso Oom Ferreira de Sousa</b></p>	<ul style="list-style-type: none"> <li>• Graduate in Philosophy from Universidade Católica de Lisboa</li> <li>• MBA from Universidade Nova de Lisboa</li> <li>• Master's in Electrotechnical Engineering from IST</li> <li>• Graduate in Electrotechnical Engineering from IST</li> </ul>	<ul style="list-style-type: none"> <li>• Non-executive Director of NOVABASE - S.G.P.S., S.A.</li> </ul> <p>Formerly:</p> <ul style="list-style-type: none"> <li>• Director without delegated areas</li> <li>• Member of the Board of Directors Performance Assessment Committee</li> <li>• Member of the Corporate Governance Assessment Committee</li> <li>• CLO and CFO of NOVABASE Group</li> <li>• Director of various NOVABASE Group companies</li> </ul>
<p><b>Pedro Miguel Quinteiro Marques Carvalho</b></p>	<ul style="list-style-type: none"> <li>• Graduate in Applied Mathematics from Universidade de Lisboa</li> </ul>	<ul style="list-style-type: none"> <li>• Non-executive Director of NOVABASE - S.G.P.S., S.A.</li> </ul> <p>Formerly:</p> <ul style="list-style-type: none"> <li>• Director without delegated areas</li> <li>• Member of the Board of Directors Performance Assessment Committee</li> <li>• Director responsible for the administrative and logistics area</li> <li>• CIO of NOVABASE Group</li> <li>• Director of various NOVABASE Group companies</li> </ul>
<p><b>Benito Vázquez Blanco</b></p>	<ul style="list-style-type: none"> <li>• Master of Telecommunications Engineering - Universidad Politécnica de Madrid</li> </ul>	<ul style="list-style-type: none"> <li>• Non-executive Director of NOVABASE S.G.P.S., S.A.</li> </ul>

<p><b>Madalena Paz Ferreira Perestrelo de Oliveira</b></p>	<ul style="list-style-type: none"> <li>• Doctorate in Law (legal/civil sciences) from the University of Lisbon School of Law</li> <li>• Completion of academic part of the Master's degree in Legal Sciences at the Faculty of Lisbon</li> <li>• Attendance at the 17th Postgraduate Course in Securities Law, organized by the Securities Institute (Instituto dos Valores Mobiliários)</li> <li>• Graduate in Law from the University of Lisbon School of Law</li> </ul>	<ul style="list-style-type: none"> <li>• Non-executive Director of NOVABASE - S.G.P.S., S.A.</li> <li>• Assistant Professor at the University of Lisbon School of Law</li> <li>• Consultant in the areas of banking, finance and corporate, M&amp;A at PLMJ, Sociedade de Advogados, RL</li> <li>• Researcher at the Private Law Research Centre (CIDP) of the University of Lisbon School of Law;</li> <li>• Member of the Governance Lab, a legal research group dedicated to organizational governance;</li> <li>• Sub-director of the Financial Law and Capital Markets Journal</li> </ul> <p>Formerly:</p> <ul style="list-style-type: none"> <li>• Secretary of the General Meeting of Shareholders of NOVABASE - S.G.P.S., S.A.;</li> <li>• Assistant at the Católica Lisbon School of Business and Economics</li> </ul>
<p><b>Rita Wrem Viana Branquinho Lobo Carvalho Rosado</b></p>	<ul style="list-style-type: none"> <li>• Executive training: Advanced Programme for Non-executive Directors (IPCG)</li> <li>• Graduate in Law from Universidade Católica de Lisboa</li> </ul>	<ul style="list-style-type: none"> <li>• Non-executive Director of NOVABASE - S.G.P.S., S.A.</li> <li>• Secretary of the General Meeting of Shareholders of various NOVABASE Group companies</li> <li>• Head of Legal at the NOVABASE Group</li> </ul>

<sup>1</sup> Professional activities performed in the past five years, namely in terms of positions at other companies or the company itself (article 289 of the Commercial Companies Code).

***20. Regular and significant family, professional or business relationships of members, as applicable, of the Board of Directors, General and Supervisory Board and Executive Board of Directors with shareholders to whom a qualified shareholding exceeding 5% of voting rights may be attributed.***

Luís Paulo Cardoso Salvado, Álvaro José da Silva Ferreira and José Afonso Oom Ferreira de Sousa, directors of NOVABASE S.G.P.S., S.A., are also directors of HNB- S.G.P.S., S.A., which on 31 December 2023 had 11,438,851 shares representing 43.12% of the share capital and voting rights of NOVABASE S.G.P.S., S.A.

On 31 December 2023, there were no other regular and significant relationships between directors and qualified shareholders.

***21. Organizational structure and functional chart relating to the division of powers among the various boards, committees and/or departments within the company, including information on the scope of the delegation of powers, particularly with regard to the delegation of day-to-day management of the company.***

NOVABASE was organized into two business segments on 31 December 2023:

- Next-Gen
- Value Portfolio

These two segments were announced to the market on 25 July 2019, in the wake of the disclosure of the 2019+ Strategy Update.

The Next-Gen segment aims to be a key player in an area of fast growth and considerable size, through a leadership position in attracting hard-to-find technology talent in Portugal and in deploying advanced projects focusing on Europe and the Middle East. NOVABASE has a solid history in Nearshore Agile, and is already active in Telecommunications and Financial Services.

NEXT-GEN, an IT service company focused on:

- Design & UX
- Insights through data
- Native & scalable cloud
- Digital architecture
- Exposure to APIs
- AI/Analytics
- Automation of Tests & Engineering
- Continuous Delivery
- Intelligent Operations

The main purpose of the Value Portfolio segment is to generate funds to finance growth in the Next-Gen segment, through proactive management and by analysing potential strategic partnerships. It includes businesses with consolidated IT offers for the IT Staffing and Venture Capital sector.

On 12 October 2023, NOVABASE announced to the market the sale of its IT Staffing business through the disposal of all shares held by the seller, NOVABASE Neotalent S.A., corresponding to 95.003% of the shares representing its share capital, which held all of the share capital of the company NOVABASE Neotalent España, S.A.U. The purpose of this transaction was to focus all of NOVABASE's resources and energy on the international expansion of the Next-Gen business, namely in the areas of Cognitive and Analytics.

More information on the terms and conditions of this agreement can be consulted in the NOVABASE market disclosures of 12 October and 18 December 2023.

NOVABASE - S.G.P.S.,<sup>1</sup>/Celfocus<sup>2</sup>

NOVABASE - S.G.P.S. and Celfocus control the central functional areas: *Human Resources, Finance & Administration, IT, Marketing, Legal and Logistics*. NOVABASE - S.G.P.S. directly controls the *Investor*

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<sup>1</sup> NOVABASE - Sociedade Gestora de Participações Sociais, S.A.

<sup>2</sup> Celfocus, S.A.

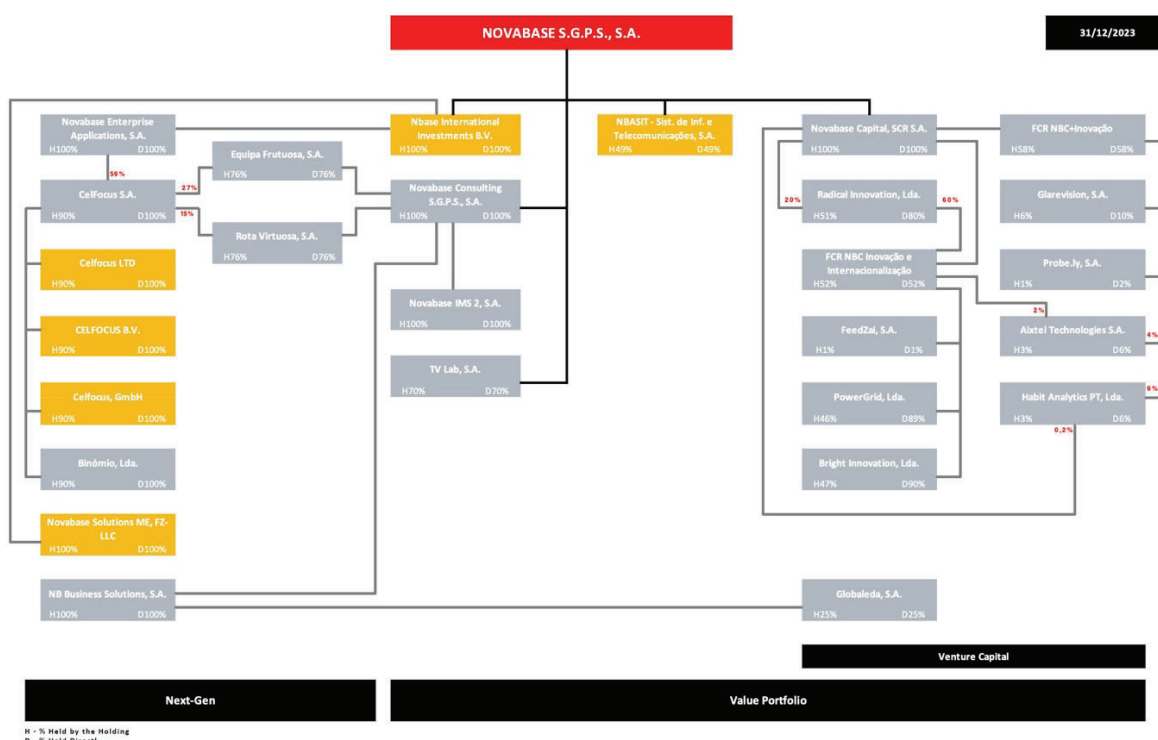
Relations function through the Investor Relations Office.

Information on the Investor Relations Office can be found in point 56 of this report.

### Organizational Chart

Each of the aforementioned organizational units corresponds to a company or a group of companies.

The attached organizational chart includes all of the companies within NOVABASE’s consolidation perimeter.



As stated in point II. A) 15., in view of the mounting challenges of internationalization and competition revolving around NOVABASE’s business, the corporate governance system in place at the company needed to be brought up to date by simplifying and streamlining company bodies and procedures, so as to tailor existing solutions to the company’s size and specific circumstances.

Therefore, beginning in 2015, NOVABASE adopted a reinforced Latin corporate governance model comprised of a Board of Directors, Audit Board and Statutory Auditor (ROC). In this model, a substantially more agile day-to-day management structure was implemented, with the Board of Directors able to delegate the day-to-day running of the company to one or more directors (managing directors) or to an Executive Committee of three to nine members.

Following the General Meeting of Shareholders of 25 May 2021 (which, among other decisions, elected the members of the corporate boards and Remuneration Committee for the three-year period of 2021-2023), the elected Board of Directors delegated, on this same date, NOVABASE’s daily management to Managing Directors Luís Paulo Cardoso Salvado and Álvaro José da Silva Ferreira, with no Executive Committee having been created for this term of office. Along these lines, the decision was made to grant special responsibilities to Director María del Carmen Gil Marín, pursuant to article 407, paragraph 1 of the Commercial Companies Code.

Two new directors were elected in the General Meeting of Shareholders of 24 May 2022: Benito Vázquez Blanco and Francisco Paulo Figueiredo Morais Antunes for the remainder of the 2021-2023 period in progress. On this same date, the decision was made by the Board of Directors to grant special responsibilities to director Francisco Paulo Figueiredo Morais Antunes, pursuant to article 407, paragraph 1 of the Commercial Companies Code.

The activities of the managing directors are supervised by the non-executive directors. Moreover, NOVABASE has a general meeting board elected for three-year terms of office, along with a Remuneration Committee appointed by the General Meeting of Shareholders to establish the remuneration of each corporate board member based on the duties performed and the company's financial status. The company also designates a secretary and respective substitute, under the terms of article 446-A of the Commercial Companies Code, to perform the duties established by law.

Under the terms of article 14 of NOVABASE's articles of association, a Board of Directors with full and exclusive representation powers is responsible for managing the company's business.

The Board of Directors has general powers to act in pursuit of the company's corporate and business interests within the confines of the law, the articles of association and the decisions of the General Meeting of Shareholders and, in particular, to:

- a) Acquire, encumber and sell any rights or movable property as well as to acquire, encumber and sell immovable property, whenever it is deemed appropriate for the company;
- b) Take out loans and carry out any other financing operations in the interest of the company, under such terms and conditions that it deems fit;
- c) Appoint representatives of the company;
- d) Delegate powers to its members;
- e) Hire employees, set their conditions of employment and exercise disciplinary power;
- f) Represent the company in and out of court, as plaintiff or defendant, file lawsuits, and make admissions, compromise in them and withdraw from them, and engage in arbitration;
- g) Open, operate and close any of the company's bank accounts, deposit and withdraw money, issue, accept, draw and endorse cheques, bills and promissory notes, invoice statements and any other securities;
- h) Decide on investments in the capital of other companies or on participating in other businesses;
- i) Run the company's businesses and carry out any acts and transactions relating to the corporate purpose that do not fall within the jurisdiction of other company bodies.

Under the terms of its regulations, the Board of Directors is responsible for setting a policy for reporting irregularities in compliance with goals laid out in this regard by law, by applicable regulations or by the General Meeting of Shareholders.

The Board of Directors' bylaws and regulations also state that it may delegate to one member of the Board of Directors certain specific management duties or the execution of the Board of Directors' decisions, and may also, as stated above, delegate the day-to-day running of the company to one or more directors (managing directors) or to an Executive Committee of three to nine members. The delegated powers must be drawn up in minutes. The Board of Directors will determine the powers of each managing director or of the Executive Committee, as applicable, in the day-to-day running of the

company, delegating to the Executive Committee, when necessary, all of the powers not prohibited by article 407, paragraph 4 of the Commercial Companies Code.

Pursuant to the provisions of article 407, paragraph 4 of the Commercial Companies Code and the regulations of NOVABASE's Board of Directors, the Board of Directors may not delegate the following:

- a) Selection of the Chairperson of the Board of Directors;
- b) Co-option of directors;
- c) Requests to call the General Meeting of Shareholders;
- e) Drawing up of annual reports and accounts;
- f) Provision of collateral, personal guarantees and security in rem by NOVABASE;
- g) Change of registered office and capital increases;
- h) Deliberation of projects to merge, divide and transform NOVABASE;
- i) Approval of strategy;
- j) Definition of the Group's corporate structure.

#### Managing Directors

Managing directors are responsible for the day-to-day running of the company, and may perform all actions required to this end, respecting the powers of the Board of Directors with regard to actions which must be submitted for its approval. Managing directors define the company's current organizational structure, appoint employees to perform management duties in the corporate boards of this structure and manage all of the company's operating areas.

In accordance with the delegation of powers approved by the Board of Directors on 25 May 2021, the performance of all actions required for the day-to-day running of the company has been delegated to the two Managing Directors Luís Paulo Cardoso Salvado and Álvaro José da Silva Ferreira, for the three-year period of 2021-2023, including the individual powers to perform all the actions required for the day-to-day running of NOVABASE, including all powers needed or expedient for pursuing the company's corporate purpose and conducting its business, namely:

- a) Carry out the annual business plans and corresponding budgets after their approval by NOVABASE's Board of Directors;
- b) Approve changes to the budget, except when their cumulative impact on the company's consolidated net profit is expected to exceed €1m (one million euros) in the financial year;
- c) Approve and carry out the NOVABASE's short, medium and long-term organic development and investment plans, and identify and make investments in existing or new business areas of NOVABASE and its affiliates, by means of a budget approved by NOVABASE's Board of Directors and/or, in the absence of this, provided that (i) individually, they do not exceed €1m (one million euros); and (ii) together, €5m (five million euros) in a given financial year; or (iii) in the case of R&D (research and development) investments or investments with co-funding, covered by applicable tax incentives or subsidies, up to a combined amount of €20m (twenty million euros) per financial year;
- d) Acquire, encumber and sell holdings in other companies, provided these transactions' general guidelines fall within the annual business plans and respective budgets or, otherwise, with the prior approval NOVABASE's Board of Directors;



- e) Manage holdings in other companies, including affiliates, namely by appointing their representatives on corporate boards and laying out guidelines for these representatives' activities, together with approving and reorganizing these holdings according to the annual business plans, or by prior decision approved by NOVABASE's Board of Directors;
- f) Notwithstanding legal provisions and formalities, buy and sell treasury shares within the framework and limits of the decision of the General Meeting of Shareholders;
- g) Opening, transacting and closing bank accounts;
- h) Approve short and medium-term financing agreements (12-36 months), including those which increase overall indebtedness, provided that their value is €5m (five million euros) or less per transaction, or cumulatively €20m (twenty million euros) per financial year, or of any amount with the prior approval of NOVABASE's Board of Directors;
- i) Grant medium and short-term loans (and/or shareholder loans) to affiliates for cash-on-hand and other purposes allowed by law, up to the amount of €20m (twenty million euros) per financial year, or in any amount with the prior approval of NOVABASE's Board of Directors;
- j) Acquire, sell and/or encumber NOVABASE's assets, individually up to €1m (one million euros), or cumulatively up to €5m (five million euros) per financial year;
- k) Take or give in lease, and manage the use of, immovable property allocated to the business of NOVABASE and/or its affiliates, partially or in whole, in accordance with the budget approved by NOVABASE's Board of Directors or, apart from a budget, up to a combined annual amount of €1m (one million euros);
- l) Manage and coordinate all of the company's operating and business support areas, including but not limited to Human Resources, Finance and Administration, Marketing and Communication, Information Systems, Legal, Organizational Development and Investor Relations, excluding internal auditing boards if/when they exist;
- m) Recruit and dismiss employees, define human resources and occupational health and safety policies, define and implement plans for training, career levels, categories, remuneration terms/conditions and other bonuses or salary supplements;
- n) Perform standard activities involving powers as an employer, including but not limited to disciplinary authority and the application of legally admissible employee penalties;
- o) Order/determine the presentation, negotiation and contracting of any supplies of goods and/or services by NOVABASE and/or its affiliates within the scope of their corporate purpose, individually up to €20m (twenty million euros) and/or (i) without a binding obligation of any kind exceeding 15 years; (ii) without terms/conditions deemed of considerable financial, legal and/or commercial risk, attributable to NOVABASE's Managing Directors, by those in the organization responsible for monitoring or otherwise assisting in the control of this risk;
- p) Contract goods and services of any kind and by any means, as needed to pursue the corporate purpose, up to the amount of €1m (one million euros) per transaction, or in any amount with the prior approval of NOVABASE's Board of Directors or associated with the transactions referred to in o);
- q) Take part in incorporated joint ventures and European Economic Interest Groupings, enter into consortium and equity partnership agreements, and establish or take part in any other forms of temporary or permanent association between companies and/or private or public entities, except when their purpose is to participate in projects whose anticipated turnover for the company exceeds €20m (twenty million euros);
- r) Represent the company in and out of court, as plaintiff or defendant, including the instituting, contesting and lodging of appeals in any legal or arbitration proceedings, as well as confessing, withdrawing from or coming to terms in any proceedings and engagement in arbitration. The managing directors have furnished information on any proceedings involving the company whose amount is equal to or exceeds €1m (one million euros);
- s) Appoint representatives to perform specific acts or categories of acts, defining the scope of their respective powers.

Notwithstanding the above, it has also been determined that decisions within the scope of NOVABASE's day-to-day management of more than €5m (five million euros) in value may only be made by mutual agreement of the managing directors.

On this same date, the Board of Directors decided to grant, pursuant to and for the purposes of article 407, paragraph 1 of the Commercial Companies Code, the following special responsibilities to Director María del Carmen Gil Marín:

a) Responsibility for the business area related to NOVABASE Capital, with this director in charge of running and coordinating the business of NOVABASE Capital, Sociedade de Capital de Risco, S.A., a company fully owned by NOVABASE;

b) Responsibility for the area of investor relations, assuming, for all legal purposes, namely with the Portuguese Securities Market Commission (CMVM), the position of NOVABASE representative for market relations, with this director in charge of supervising, overseeing and ensuring, with the degree of action deemed necessary or sufficient, NOVABASE's fulfilment of its duties arising from the fact that the shares representing its share capital are listed for trading on the Euronext Lisbon regulated market, namely the duties of disclosing information to the market and to the CMVM, as the supervisory authority;

c) Responsibility for the area of marketing and communication, with this director in charge of running and coordinating all matters related to NOVABASE's areas of marketing and communication;

d) Responsibility for the area of information technologies (IT), with this director in charge of running and coordinating all matters related to NOVABASE's area of information technologies.

On 2 June 2022, following the election of Director Francisco Paulo Figueiredo Antunes in the General Meeting of Shareholders of 24 May 2022, the Board of Directors decided to grant to this director, pursuant to and for the purposes of article 407, paragraph 1 of the Commercial Companies Code, the following special responsibilities:

1. Responsibility for the area of logistics, with specific powers to perform all the actions required or convenient in matters related to the company's logistics area, which includes the management of buildings and other logistical processes for the company to comply with its obligations in this domain, and to develop this area of the company, including but not limited to:

1.1. In general, representing the company before third parties in any acts, agreements or legal negotiations with third parties related to the company's logistics area;

1.2. Negotiating, drawing up, signing, entering into, renewing, amending and terminating service contracts and/or agreements, and other agreements and contracts of any kind, related to the company's logistics area, including contracts for the supply of goods, provision of outside services, leasing agreements and service provision agreements, although only proceeding to act after and pursuant to a decision approved by the company's Board of Directors whenever involving the contracting of goods or services in amounts exceeding €250k (two hundred and fifty thousand euros), and to transact against them as deemed appropriate by the director with special responsibilities, with the authority to lodge claims, collect any amounts due and sign public and/or private documents of any kind to ensure the validity, enforceability and implementation of the agreements signed;

1.3. Entering into any other agreements, contracts and transactions of a commercial or corporate nature, as appropriate to carrying out the company's logistical activities, whether with third parties, group companies or associated companies, and signing public and/or private documents of any kind to ensure the validity, enforceability and implementation of the

agreements signed, with complete authorization to negotiate the terms and conditions of these agreements, regardless of the category, and to modify or terminate these contractual relationships of a commercial or corporate nature.

2. Being responsible for the area of finance, taxes and taxation, with specific powers to perform all the actions required or convenient to fulfil the company's obligations in this domain, including the areas of planning and management control, financial reporting, corporate finance issues, financial and cash transactions, financial management and collections, as well as matters involving taxation, including for this purpose, but not limited to, the following powers:

- 2.1. Requesting and formalizing the provision of guarantees and obligations with banks, savings banks and other credit institutions, so as to ensure compliance with obligations assumed by the company as a result of transactions related to its business; signing agreements for loans, credit and borrowing in general (both with credit institutions as well as with other entities from the same group, whether domestic or foreign), including real estate development loans, and guaranteeing them with any type of guarantees, credits, bills, promissory notes or other securities, movable or immovable property;
- 2.2. Taking out any types of deposits and assuming any obligations for all purposes, with legal or natural persons, including banks, Banco de Portugal, the State, regional and municipal bodies and authorities or courts of any kind, withdrawing or cancelling these deposits and guarantees, partially or in whole, and collecting principal and interest;
- 2.3. Purchasing, modifying, terminating or settling insurance policies of any kind, as well as transacting against them as deemed convenient by the director with special responsibilities, with the ability to lodge claims and receive compensation from the insurer;
- 2.4. Claiming and collecting, as permitted by law, amounts due to the company, including credits and deposits with the State, its agencies or others, entities and institutions of the State and bodies dependent on the State, signing and issuing the respective proof of payment;
- 2.5. Accepting, from debtors, movable and immovable property delivered for the payment of debts or a part thereof, and assessing this property; taking the judicial and extrajudicial measures deemed necessary or appropriate in relation to property from debtors, with a view to defending the rights and interests of the company;
- 2.6. Paying and settling any credits, interest, amounts and, in general, any sums due from the company for any reason related to, among others, operating costs or expenses, amounts due for the operation, repair and maintenance of assets held by the company, amounts payable to suppliers and other operating expenses involving the day-to-day running of the company or the assets in its possession, requesting receipts for acquaintance and proof of payment in relation to any amounts paid;
- 2.7. Opening, supervising, using, maintaining and closing any bank accounts and passbook accounts, whether current accounts, term accounts, securities accounts, credit accounts or others, having access to the amounts and securities deposited in these accounts and, to this end, requesting bank transfers; initiating bank transactions and agreements with any type of banking, credit, discount, financial or private banking institutions;
- 2.8. Issuing, accepting, collecting, paying, endorsing, protesting, discounting, pledging, guaranteeing and negotiating bills of exchange, promissory notes, cheques, payment orders

and other bank drafts or documents of exchange. Implementing and establishing the conditions for endorsements and discounts in receipts, in negotiable instruments of any other kind and in orders and payment orders in the treasuries of the State, banks, deposit banks and other entities in which it has securities, bills, cash or any type of asset;

- 2.9. Depositing, withdrawing, transferring or domiciling and determining payments to or from the accounts of the company, signing cheques, payment orders and/or any documents considered necessary, as well as operating the accounts through the online banking service of the banking entity;
- 2.10. Receiving notices, letters and bank statements of the accounts, and having complete access to them by any means, either when requesting such information directly from the banking entity of the accounts in question, or through the online banking system, together with having the powers of viewing;
- 2.11. Negotiating the services and fees of the contracts of bank accounts;
- 2.12. Representing the company, as appropriate, before the Tax and Customs Authority (“Tax Authority”) and respective associated entities;
- 2.13. Signing and submitting, on behalf of the company, all tax returns required according to any national, regional or local tax authority, together with the respective settlement or acquittance before the Tax Authority; signing and submitting, on behalf of the company, any form, document or notice to Banco de Portugal or to the competent monetary authority, or to any other authority competent in matters involving foreign transactions; and signing, whether in agreement or in disagreement;
- 2.14. Representing the company before inspection bodies of the Tax Authority, as well as before regional and local offices, submitting documentation, appearing before any services of the Tax Authority, appealing and submitting any allegations or requisitions within the scope of tax inspections;
- 2.15. Signing, on behalf of the company, requisitions submitted with administrative authorities in accordance with the tax process and procedure, e.g. requisitions to respond to informational notices, together with any resources related to state, regional or local taxes, applied by the Tax Authority through any office;
- 2.16. In general, monitoring inspection processes in progress or brought in the future against the company, with the ability, in this regard, to (1) take all the measures deemed necessary or convenient to proceed with the various processes of claims or contestation of corporate income tax settlements by the Tax Authority which are underway with the competent authorities, making efforts to submit or reinforce bank guarantees aimed at securing the payment of tax amounts settled and subject to contestation; (2) carry out all acts that may become necessary in relation to proceedings brought by the Tax Authority following inspection activities in progress or which may be initiated with the company; (3) representing the company before any public or private entities; (4) hiring service providers, legal or financial advisers and/or experts for the company that may be necessary in this regard.
- 2.17. Making, submitting, accepting, refusing and authorizing collections, payments and settlements of any type of taxes, fees and charges before any competent person or entity, including by electronic means. Making guarantees and accepting or contesting fees, taxes or

specific tariffs for this purpose. Requesting deferrals or payments in instalments. Making collections;

- 2.18. Requesting, managing, obtaining, accepting, acquiring, granting and renouncing concessions, benefits, subsidies, exemptions, discounts and deductions of any kind, as well as requesting any special tax scheme that may apply; establishing or accepting their terms and conditions, and doing everything needed to ensure their respective implementation, compliance, use and fruition;
  - 2.19. Hiring service providers, legal or financial advisers and/or experts for the company in the areas of finance, law, taxation and strategic consultancy, as necessary in this context, with up to €250k (two hundred and fifty thousand euros) in total remuneration; and
  - 2.20. Establishing, in representation of the company, and notwithstanding the powers of the company's Audit Board under the law and the company's articles of association, whose legally certified copy has been submitted by the parties and returned, the relationship with the company's external auditors, as needed to monitor auditing services.
3. Responsibility for the legal area, with specific powers to perform all the actions required or convenient in matters related to the company's legal area, including but not limited to:
- 3.1. Appearing and representing the company in court, before any tribunal, in any proceedings, and ratifying the respective taking of positions, both in the declarative and pre-trial phases, as well as in enforcement, interlocutory, reconciliation or voluntary jurisdiction acts, and finally in any ordinary and extraordinary appeals. Furthermore and specifically, special powers to make admissions, withdraw or compromise, draw up agreements, enter into, assume and sign commitments and terminate, settle, submit to arbitration and be part of the arbitration agreement, and make any statements that may suspend the proceedings by means of extrajudicial negotiation or as a result of a subsequent change of purpose, as well as all those in which the above-mentioned special powers may be deemed necessary;
  - 3.2. Hire service providers and legal advisers and/or experts for the company that may be needed in this regard, with up to €250k (two hundred and fifty thousand euros) in total remuneration;
  - 3.3. Grant general and special powers to attorneys and legal representatives, delegating any powers considered appropriate to better defend the company's interests, including the proposition/submission of actions, claims and criminal complaints, and their revocation, as appropriate; and
  - 3.4. Provide any statements or sign any public and/or private document needed to meet applicable requirements involving regulations to fight money laundering.

The non-executive directors are in charge of overseeing the activities of the managing directors, and for any damages caused by the acts or omissions of the committee or its members when, being aware of such existing or intended acts or omissions, they fail to notify the Board of Directors to take the necessary measures. In addition to the power of submitting matters for the Board of Directors' assessment and decision, and with a view to fully carrying out their monitoring and oversight duties with regard to NOVABASE's business, non-executive and managing directors may raise specific issues regarding delegated matters directly with executive directors.

In the same manner, the directors who have been granted the above special responsibilities must keep NOVABASE's Board of Directors informed at all times of the acts carried out in fulfilling these special responsibilities, and must submit a summary of these acts, whenever justified, at each meeting of the Board of Directors, together with furnishing information to the members of the Board of Directors whenever requested.

In view of the above, no powers were delegated in 2023 involving matters where the Board of Directors must ensure that the company acts in accordance with its objectives, namely: i) definition of the company's strategy and general policies; ii) definition of the corporate structure of the Group; iii) decisions taken that are considered to be strategic due to the amounts, risk and particular characteristics involved.

- **Operation**

Under the terms of NOVABASE's articles of association, the Board of Directors shall meet whenever called by its Chairperson or by two other directors. It must meet at least once per quarter.

The Board of Directors cannot function without a majority of its active members present. Under urgent circumstances, the Chairperson may waive this majority when it can be achieved via postal or proxy voting to another member of management.

One or more members of the board may participate via telematic means, when duly recorded in the minutes. In this case, members of management attending remotely via telematic means are considered present at the meeting.

Except when a qualified majority is required by law, the decisions of the Board of Directors are made by simple majority. The Chairperson of the Board of Directors has the casting vote in the event of a tie.

Pursuant to the Board of Directors' regulations, its Chairperson is also responsible for: a) coordinating the Board of Directors' work; b) calling and running the Board of Directors' meetings, ensuring that their minutes are drawn up; c) making casting votes; and d) ensuring the execution of decisions made.

Detailed minutes are drawn up for the meetings of NOVABASE's Board of Directors, pursuant to article 9 of the Board of Directors' internal regulations.

Pursuant to recommendation IV.2.1. of the Portuguese Corporate Governance Institute (IPCG) Corporate Governance Code (2018, revised in 2023), notwithstanding the legal functions of the Chairperson of the Board of Directors, if the Chairperson is not independent, the independent directors must designate a coordinator (lead independent director) from among themselves for the following purposes: (i) serving, whenever necessary, as a spokesperson with the Chairperson of the Board of Directors and the other directors, (ii) ensuring that they have the necessary means and conditions to perform their duties; and (iii) coordinating them in assessing the performance by the managing board, as provided for in recommendation V.1.1. of the above Governance Code.

In view of NOVABASE's corporate organizational model, which has several levels of internal control, the company does not believe that independent directors are necessary, as further explained in point 18. The designation of a lead independent director per this recommendation is therefore not possible.

With regard to the option of designating a lead non-executive director (in the absence of independent directors), in view of the company's size, the Board of Directors (comprised of nine directors) and the number of non-executive directors (seven), NOVABASE does not believe this position is necessary.

In fact, given NOVABASE's agile and flexible structure since 2015, the non-executive directors have adequately coordinated their duties with no need for formal meetings called and run by one of these directors.

Pursuant to the NOVABASE Board of Directors' internal regulations, members of the Board of Directors may not vote on issues where they have a conflict of interest with NOVABASE, whether directly or through third parties.

While being obliged to inform the Chairperson of the Board of Directors about the conflict of interest, the board member in question may participate in the meeting where the issue will be discussed, but without the ability to vote.

Unless decided otherwise, this member may be asked to give an opinion, but without the ability to vote, and must provide all information and clarifications requested in this regard by the Board of Directors and/or its members. Pursuant to the Board of Directors' internal regulations, directors may obtain information deemed necessary or convenient for the performance of their functions, powers and duties, via request to the Chairperson of the Board of Directors. Directors shall also be ensured access to the company's employees, as necessary, to assess NOVABASE's performance, status and future prospects.

Managing directors must provide, in a timely and suitable fashion, any information requested by the Board of Directors and/or Audit Board so that they may assess NOVABASE's performance, status and future prospects.

In 2023, all the information requested by the various corporate boards was supplied by NOVABASE's managing directors in a timely and suitable fashion. Similarly in 2023, the directors with special responsibilities kept the Board of Directors informed at all times of the acts carried out in fulfilling these special responsibilities, and provided information on these matters to the members of this board whenever requested.

*22. Existence and location of operating regulations, as applicable, of the Board of Directors, General and Supervisory Board and Executive Board of Directors.*

The regulations of the Board of Directors are available at NOVABASE's website.

*23. Number of meetings held and attendance of each member, as applicable, of the Board of Directors, General and Supervisory Board and Executive Board of Directors.*

Board of Directors	
Number of meetings: 10 <sup>1</sup>	
Member	Attendance (%)
Luís Paulo Cardoso Salvado	100

Álvaro José da Silva Ferreira	100
Francisco Paulo Figueiredo Morais Antunes	100
María del Carmen Gil Marín	90
José Afonso Oom Ferreira de Sousa	100
Pedro Miguel Quinteiro Marques Carvalho	100
Benito Vázquez Blanco	100
Madalena Paz Ferreira Perestrelo de Oliveira	100
Rita Wrem Viana Branquinho Lobo Carvalho Rosado	100

1 - one meeting held per document circulation

#### *24. The corporate bodies responsible for assessing the performance of executive members.*

The activities of the managing directors are monitored continuously by the Board of Directors on the whole and, specifically, by the non-executive directors, through the provision of information on the company's business as needed to monitor its day-to-day running. This monitoring of the managing directors by non-executive members was a practice already in place prior to the publication of corporate governance recommendations on the existence of specific evaluation committees, and continues to be an actual practice employed by NOVABASE.

Furthermore, in the meeting of 25 May 2021, the Board of Directors approved new internal regulations for this body reflecting the recommendations in this regard from the Corporate Governance Code of the Portuguese Corporate Governance Institute (IPCG) (2018, revised in 2023), already included in the regulations in effect during the 2018-2020 term of office.

Pursuant to article 10 of these regulations, to allow non-executive directors to carry out their duties of monitoring and overseeing NOVABASE's business, in addition to their ability to submit matters to the Board of Directors for assessment and decision, they may also, individually or jointly, request that members of the Executive Committee, when it exists, provide meeting minutes, support documentation for decisions made, meeting notices and access to meeting archives, requesting such information through the Chairperson of the Board of Directors and/or Chairperson of the Executive Committee, who must respond to the request in a timely and suitable fashion.

On 31 December 2023, the non-executive members of the Board of Directors were Francisco Paulo Figueiredo Morais Antunes, María del Carmen Gil Marín, José Afonso Oom Ferreira de Sousa, Pedro Miguel Quinteiro de Marques Carvalho, Benito Vázquez Blanco, Madalena Paz Ferreira Perestrelo de Oliveira and Rita Wrem Viana Branquinho Lobo Carvalho Rosado.

Furthermore, in accordance with recommendation VI.1.1. of the IPCG Corporate Governance Code (2018, revised in 2023), the Board of Directors conducts an annual assessment of its performance and the performance of the managing directors or Executive Committee, as applicable, bearing in mind fulfilment of the company's strategic plan and budget, risk management, internal operation and each



member’s contribution in this regard, together with relationships between the company’s boards and committees.

Along these lines, each year, the Board of Directors approves the following in a meeting in reference to the previous financial year: (i) performance assessment of the Board of Directors on the whole during the financial year in question, using a self-assessment process for this purpose based on the evaluation parameters in the above paragraph, with all members of the Board of Directors participating and voting in the decision to approve this assessment, and (ii) performance assessment of the managing directors or Executive Committee, as applicable, in the previous financial year, based on the same evaluation parameters and other relevant parameters considering the executive functions of this board, with only the non-executive members of the Board of Directors participating and voting in the decision to approve this assessment.

The overall performance assessment of the Board of Directors and managing directors in the 2023 financial year was approved by NOVABASE’s Board of Directors on 8 February 2024. In addition, the Remuneration Committee is responsible for assessing the performance of the managing directors and the directors with special responsibilities, namely for the purposes of applying the evaluation criteria described in point 25 below, together with that of the remaining non-executive directors.

NOVABASE’s Board of Directors also ensures that the individual performance evaluations of each member of management are notified to the Remuneration Committee.

**25. The pre-established criteria for assessing the performance of executive members.**

The performance assessment of members of the Board of Directors (including managing directors) takes into account the organization’s performance in the year in question, measured by the turnover growth and total shareholder return, and is aimed at correlating the remuneration’s variable cash component with the responsibility and performance of each director in particular (as stated in the policy in point 69 of this report).

More information on the evaluation parameters and assessment process of NOVABASE’s directors can be found in point 24.

**26. Availability of each member, as applicable, of the Board of Directors, General and Supervisory Board and Executive Board of Directors, indicating positions held simultaneously at other companies, both in and outside of the group, and other relevant activities performed by the members of these boards over the year.**

Director (availability)	Group companies	Other companies and activities
Luís Paulo Cardoso Salvado (Full time)	<ul style="list-style-type: none"> <li>Director of the following companies: <ul style="list-style-type: none"> <li>Chairperson of the Board of Directors of Celfocus, S.A.</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>Director of HNB - S.G.P.S., S.A.</li> <li>Managing partner of Turtlewalk, Unipessoal, Lda.</li> </ul>

	<ul style="list-style-type: none"> <li>• Chairperson of the Board of Directors of NOVABASE Consulting, S.G.P.S., S.A.</li> <li>• Chairperson of the Board of Directors of NOVABASE Business Solutions, S.A.</li> <li>• Chairperson of the Board of Directors of NOVABASE Enterprise Applications, S.A.</li> <li>• TVLAB, S.A.</li> </ul>	
<p>Álvaro José da Silva Ferreira (Full time)</p>	<ul style="list-style-type: none"> <li>• Director of the following companies: <ul style="list-style-type: none"> <li>•</li> <li>• Chairperson of the Board of Directors of TVLAB, S.A. - Chairperson</li> <li>• Chairperson of the Board of Directors of NBASIT, S.A.</li> <li>• Chairperson of the Board of Directors of NOVABASE IMS2, S.A.</li> <li>• Chairperson of the Board of Directors of Equipa Frutuosa, S.A.</li> <li>• Chairperson of the Board of Directors of Rota Virtuosa, S.A.</li> <li>• Manager of Binómio, Lda.</li> <li>• Celfocus, S.A.</li> <li>• NOVABASE Consulting, S.G.P.S., S.A.</li> <li>• NOVABASE Business Solutions, S.A.</li> <li>• NOVABASE Enterprise Applications, S.A.</li> <li>• NOVABASE Capital, S.C.R., S.A.</li> <li>• NOVABASE Middle East</li> <li>• Celfocus GmbH</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>• Director of HNB - S.G.P.S., S.A.</li> <li>• Managing partner of Pragmatic Proton, Unipessoal, Lda.</li> </ul>
<p>Francisco Paulo Figueiredo Morais Antunes (Full time)</p>	<ul style="list-style-type: none"> <li>• Director of the following companies: <ul style="list-style-type: none"> <li>• NB Consulting S.G.P.S., S.A.</li> <li>• NB Business Solutions, S.A.</li> <li>• NB Enterprise Applications, S.A.</li> <li>• Celfocus, S.A.</li> <li>• NBBaseInternational Investments B.V.</li> <li>• NBASIT, S.A.</li> <li>• NOVABASE IMS2, S.A.</li> <li>• NOVABASE Capital, SCR S.A.</li> <li>• Binómio, Lda.</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>• Manager of Cosmostock, Unip, Lda</li> </ul>

	<ul style="list-style-type: none"> <li>• TVLAB, S.A.</li> <li>• Celfocus LTD</li> <li>• Celfocus B.V.</li> <li>• Celfocus GmbH</li> <li>• Equipa Frutuosa, S.A.</li> <li>• Rota Virtuosa, S.A.</li> <li>• NOVABASE Middle East</li> </ul>	
<p>María del Carmen Gil Marín (Full time)</p>	<ul style="list-style-type: none"> <li>• Chairperson of the General Meeting of Shareholders of the following NOVABASE Group companies: <ul style="list-style-type: none"> <li>• GLOBALEDA - Telecomunicações e Sistemas de Informação, S.A.</li> </ul> </li> <li>• Director of the following companies: <ul style="list-style-type: none"> <li>• Chairperson of the Board of Directors of NOVABASE Capital, S.C.R., S.A.</li> <li>• Celfocus, S.A.</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>• Independent non-executive director of the postal service (CTT) and member of the Auditing Committee</li> <li>• Independent non-executive director of Caixa Geral de Depósitos and member of the Auditing Committee and of the Evaluation, Appointments and Remuneration Committee</li> </ul>
<p>José Afonso Oom Ferreira de Sousa (Part time)</p>	<ul style="list-style-type: none"> <li>• Chairperson of the General Meeting of Shareholders of the following companies: <ul style="list-style-type: none"> <li>• NOVABASE IMS2, S.A.</li> <li>• TVLAB, S.A.</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>• Manager of Pluraldistance, Lda.</li> <li>• Director of HNB - S.G.P.S., S.A.</li> <li>• Director of Fundação Maria Dias Ferreira</li> <li>• Director of PROMANUSS - Investimentos e Consultadoria, S.A.</li> <li>• Director of Xistroban, S.A.</li> <li>• Chairperson of the Audit Board of Clube Olímpico de Oeiras.</li> </ul>
<p>Pedro Miguel Quintero Marques Carvalho (Part time)</p>	<ul style="list-style-type: none"> <li>• Chairperson of the General Meeting of Shareholders of the following companies: <ul style="list-style-type: none"> <li>• NOVABASE Consulting S.G.P.S., S.A.</li> <li>• NOVABASE Business Solutions, S.A.</li> <li>• NOVABASE Capital, S.C.R., S.A.</li> <li>• NOVABASE Enterprise Applications, S.A.</li> <li>• Celfocus, S.A.</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>• No activities at other companies outside the Group.</li> </ul>

<p>Benito Vázquez Blanco (Part time)</p>	<ul style="list-style-type: none"> <li>No activities at other NOVABASE Group companies</li> </ul>	<ul style="list-style-type: none"> <li>Co-CEO of BKOOL (software simulation platform for indoor cycling and spinning)</li> <li>Independent director of the following Boards of Directors: <ul style="list-style-type: none"> <li>Mapfre Iberia</li> <li>Mapfre Vida</li> <li>Mapfre Internacional</li> <li>Luckia Gaming Group</li> </ul> </li> <li>Member of the following Advisory Committees: <ul style="list-style-type: none"> <li>Mapfre CATIT (Advisory Committee for Transformation, Innovation and Technology)</li> <li>Jones Lang Lasalle (JLL) España S.A.</li> <li>SCL</li> <li>Escuela Técnica Superior Ingenieros de Telecomunicación (Universidad Politécnica de Madrid)</li> <li>Information Processing and Telecommunications Centre (Universidad Politécnica de Madrid)</li> <li>ICAI (Universidad Pontificia de Comillas)</li> </ul> </li> </ul>
<p>Madalena Paz Ferreira Perestrelo de Oliveira (Part time)</p>	<ul style="list-style-type: none"> <li>No activities at other NOVABASE Group companies</li> </ul>	<ul style="list-style-type: none"> <li>Assistant Professor at the University of Lisbon School of Law</li> <li>Consultant in the areas of banking, finance and corporate, M&amp;A at PLMJ, Sociedade de Advogados, RL</li> <li>Researcher at the Private Law Research Centre (CIDP) of the University of Lisbon School of Law</li> </ul>
<p>Rita Wrem Viana Branquinho Lobo Carvalho Rosado (Part time)</p>	<ul style="list-style-type: none"> <li>Secretary of the General Meeting of Shareholders of the NOVABASE Group companies: <ul style="list-style-type: none"> <li>NOVABASE Consulting, S.G.P.S., S.A.</li> <li>NOVABASE Business Solutions, S.A.</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>No activities at other companies outside the Group.</li> </ul>



- **Committees within the managing or supervisory board and managing directors**

*27. Committees created within, as applicable, the Board of Directors, General and Supervisory Board and Executive Board of Directors, and location of operating regulations.*

As stated in point 15 of this report, in view of the mounting challenges of internationalization and competition revolving around NOVABASE's business, the corporate governance system in place at the company needed to be brought up to date by simplifying and streamlining company bodies and procedures, so as to tailor existing solutions to the company's size and specific circumstances.

No other committees have currently been created within the company's Board of Directors, namely (i) to assess the performance of the executive directors and Board of Directors, and (ii) to reflect and act on issues involving corporate governance.

With regard to evaluating the management, it should be noted that the Board of Directors annually assesses its own performance, together with the performance of the managing directors or Executive Committee, as applicable, also ensuring that the individual performance evaluations of each member of the management are notified to the Remuneration Committee.

The activities of the managing directors are also monitored continuously by the Board of Directors on the whole and, specifically, by the non-executive directors, through the provision of information on the company's business as needed to monitor its day-to-day running. This monitoring of the managing directors or of the Executive Committee, as applicable, by non-executive directors was a practice already in place prior to the publication of corporate governance recommendations on the existence of specific evaluation committees, and continues to be an actual practice employed by NOVABASE.

In addition, the Remuneration Committee is responsible for assessing the performance of the managing directors and the directors with special responsibilities, namely for the purposes of applying the evaluation criteria described in point 25.

More information on the annual evaluation process of NOVABASE's Board of Directors can be found in point 24 of this report.

Along these lines, given the relatively low complexity of the current corporate governance structure, maintaining or reintroducing a specific committee to reflect on issues involving corporate governance or appointments seems unnecessary, since the company is assisted by outside consultants in this regard. Note that NOVABASE's governance model is assessed regularly by the Board of Directors in

terms of its suitability and performance, to help optimize its performance in closer alignment with the interests of all stakeholders.

*28. Composition, if applicable, of the executive committee and/or identification of managing director(s).*

On 31 December 2023, the managing directors were:

Luís Paulo Cardoso Salvado

Álvaro José da Silva Ferreira

*29. Powers of each of the committees created, and summary of activities carried out in exercising these powers.*

In the wake of in-depth strategic reflection beginning in 2018 on the company's future, in 2019 the Board of Directors decided to approve an updated strategy for 2019 and beyond (2019+ Strategy Update), whose key features were announced to the market on 25 July 2019.

In the same Board of Directors meeting, it was decided, by proposal of the Executive Committee and given the framework of the 2019+ Strategy Update, to discontinue NOVABASE's shareholder remuneration policy for the annual distribution of at least 30% of the NOVABASE Group's consolidated net profit for the year. The purpose of this change was to ensure flexibility in allocating available financial resources to serve initiatives under the 2019+ Strategy Update.

In May 2022, in the annual General Meeting of Shareholders, two new members were elected to the Board of Directors, Francisco Paulo Figueiredo Morais Antunes and Benito Vázquez Blanco.

In 2023, NOVABASE made major progress in the execution of its strategy, as reflected in the results achieved.

Turnover was up 10%, and EBITDA was up 19%. Net profits totalled €47m, an increase of 428%, catapulted by the €40m gain from the sale of the Neotalent business. Net cash stood at €68m, an increase of €28m, including the use of €17m in a tender offer on treasury shares and €11m in remuneration to shareholders. Total shareholder returns were 42%, a reflection of the positive strategic and operational performance. In the Next-Gen segment, international business grew 13% to account for 69% of the total, with the United Kingdom and Germany being the main markets. EBITDA rose by 39%, benefiting from the stabilization of operations in the Middle East. The cost per employee also grew by 11% compared to 2022, pointing to a more competitive value proposition to cope with the current competition by specialized technology staff.

The sale of the IT Staffing business to Conclusion Group B.V., for a 2022 price-to sales-multiple of 1.31x, subject to adjustments, will allow all resources to be focused on the Next-Gen business, while at the same time providing additional remuneration to NOVABASE shareholders.

The 2019+ Strategy Update was fully achieved with regard to the target for shareholder remuneration, although, as anticipated, more lagging in the operational ambition for 2019-2023, affected by delays in inorganic growth and the complexity of the period (COVID-19 and geopolitical conflicts).

Highlights in 2023 also included the partnership with MATRIX Software for the unveiling of AI solutions to monetize 5G; our recognition at the Glotel Awards ceremony, where Celfocus and Vodafone won the award in the World Communication Awards 2023, organized by Telecoms.com; Banking Transformation Summit, FutureNet World, Total Telecom Congress and Network Now sponsorships, where Celfocus continues to support major international events focusing on issues that impact the digital economy and innovation in next-gen technologies, and the creation of the 'Employer Brand' to attract the best talent, participating in multiple initiatives at universities and job fairs such as FISTA232, SINFO 30, JEEC 20233 and Jobshop 2023, among others.

In 2024 - despite uncertainty continuing to be the predominant variable - NOVABASE's Board of Directors remains highly confident that this team will be able to execute the strategy we have laid out.

### III. SUPERVISION

#### a) Composition

##### *30. Identification of supervisory body (Audit Board, Auditing Committee or General and Supervisory Board) in the model adopted.*

NOVABASE has adopted a reinforced Latin corporate governance model, which includes an Audit Board and Statutory Auditor.

##### *31. Composition, as applicable, of the Audit Board, Auditing Committee, General and Supervisory Board or Financial Matters Committee, stating the minimum and maximum number of members, term of office, number of full members, inauguration date and end date of each member's term of office, in accordance with the articles of association (reference may be made to the point where this information is already found in the report per no. 18).*

Article 8 of the company's articles of association states that members of the Audit Board are elected by the General Meeting of Shareholders for three-year terms, subject to re-election one or more times and that, at the end of their terms of office, they shall keep their positions until the appointment of new members.

NOVABASE's articles of associations further establish that the supervision of the company shall be the responsibility of an Audit Board elected by the General Meeting of Shareholders and composed of at least three full members, one of whom shall be its Chairperson, with at least one substitute.

At least one member of the Audit Board must have a higher education degree suited to his/her duties, as well as knowledge of auditing or accounting. The Audit Board's remaining members may be law firms, statutory auditing firms or shareholders, in the latter case individuals with full legal capacity, and with qualifications and professional experience suited to his/her duties. On the whole, the Audit Board's members must have prior experience and training in NOVABASE's business sector.

The Audit Board had the following composition on 31 December 2023:

Full Member	Inauguration date	End of term of office
Álvaro José Barrigas do Nascimento	10 May 2018	31 December 2023
Fátima do Rosário Piteira Patinha Farinha	29 April 2015	31 December 2023
João Luís Correia Duque	25 May 2021	31 December 2023

*32. Identification, as applicable, of the members of the Audit Board, Auditing Committee, General and Supervisory Board or Financial Matters Committee considered to be independent under the terms of articles 414, paragraph 5 of the Commercial Companies Code (reference may be made to the point where this information is already found in the report per no. 19).*

Full Member of the Audit Board	Independent <sup>1</sup>
Álvaro José Barrigas do Nascimento	Yes
Fátima do Rosário Piteira Patinha Farinha	Yes
João Luís Correia Duque	Yes

<sup>1</sup> In accordance with article 414 n° 5, of the Commercial Companies Code.

In 2023, all members of the Audit Board were in compliance with the incompatibility rules of article 414-A, paragraph 1 of the Commercial Companies Code, together with the requirements for independence under Law no. 148/2015 of 9 September, since all of this board's members, including the Chairperson, are independent in accordance with article 414, paragraph 5 of the Commercial Companies Code.

In addition, the Chairperson and other members of the Audit Board are adequately capable of carrying out their duties, as demonstrated by the background information in the following point.



In this way, in view of NOVABASE’s comparative size, the complexity of its business risks and the independence of all members of its Audit Board, NOVABASE believes that the number of Audit Board members effectively ensures the functions entrusted to it.

*33. Professional qualifications, as applicable, of the members of the Audit Board, Auditing Committee, General and Supervisory Board or Financial Matters Committee, and other relevant background information (reference may be made to the point where this information is already found in the report per no. 21).*

Audit Board		
Full Member	Professional Qualifications	Work experience
Álvaro José Barrigas do Nascimento	<ul style="list-style-type: none"> <li>Graduate in Economics, Porto School of Economics   Porto, Portugal</li> <li>PhD in Banking and Finance</li> <li>Cass Business School, City University   London, United Kingdom</li> <li>Master of Science in International Trade and Finance</li> <li>The Management School, Lancaster University   Lancaster, United Kingdom</li> <li>Graduate in Economics, Porto School of Economics   Porto, Portugal</li> </ul>	<ul style="list-style-type: none"> <li>Full Professor/ Dean of Fernando Pessoa University (since 2023)</li> <li>Associate Professor in Economics and Finance - Católica Porto Business School - Universidade Católica Portuguesa (1991-2022)</li> <li>Independent NORS director (since 2020)</li> <li>Chairperson of the Audit and Finance Committee of Sonae MC (2018-2020)</li> <li>Member of the Audit Board of Unicer</li> <li>Manager of the Business Administrator Forum (FAE) (since 2019)</li> <li>Chairperson of the Advisory Committee of ERSAR (2019-2023)</li> <li>Manager of the Católica Porto Business School (2008-2013)</li> <li>Chairperson of the Board of Directors of CGD (2011-2013)</li> <li>Member of management, Católica Luanda Business School (since 2020)</li> <li>Chairperson of the Audit Board of Banco Carregosa (2017-2018)</li> <li>Independent director of Euronext (2016-2018)</li> <li>Manager of the Portuguese Corporate Governance Institute (2013-2019)</li> </ul>

		<ul style="list-style-type: none"> <li>• Manager of the Commercial Association of Porto (2013-2017)</li> <li>• Advisor to the Minister of Education of the XIV Constitutional Government (2002)</li> </ul>
Fátima do Rosário Piteira Patinha Farinha	<ul style="list-style-type: none"> <li>• Graduate in Company Organization and Management from Instituto Superior de Economia e Gestão</li> <li>• Registered in the Portuguese Statutory Auditors' Association</li> </ul>	<ul style="list-style-type: none"> <li>• Financial Director of Grupo Entrepasto automobile retail</li> <li>• Assistant Financial Director of Entrepasto Group (2002-2010);</li> <li>• Financial Director of NOVABASE Capital S.C.R., S.A. (2000- 2002);</li> <li>• Financial Director of NOVABASE Sistemas de Informação e Bases de Dados S.A. (1991- 2000).</li> </ul>
João Luís Correia Duque	<ul style="list-style-type: none"> <li>• Doctorate in Business Administration from the University of Manchester</li> <li>• Graduate in Company Organization and Management from University of Lisbon</li> </ul>	<ul style="list-style-type: none"> <li>• Chairperson of the ISEG - Lisbon School of Economics and Management</li> <li>• Chairperson of the Board of Directors of Taguspark, S.A.</li> <li>• Non-executive Director of NOVABASE - S.G.P.S., S.A.</li> <li>• Non-executive Director of Sogevinus - S.G.P.S., S.A.</li> <li>• Member of the management of the Portuguese Financial Analysts Foundation (APAF)</li> <li>• Chairperson of the Board of Directors of NOVABASE Capital S.C.R., S.A.</li> <li>• Member the Audit Board of Sagres - Sociedade de Titularização de Créditos, S.A.</li> <li>• Member the Audit Board of FGP - Federação de Ginástica de Portugal</li> <li>• Member of the Advisory Committee of IGCP</li> <li>• Chairperson of the Scientific Board of APOTEC - Associação dos Técnicos Oficiais de Contabilidade</li> </ul>

		<ul style="list-style-type: none"> <li>• Director of the Studies Office of the Portuguese Securities Market Commission (CMVM)</li> <li>• Consultant of CMC - Comissão do Mercado de Capitais de Angola.</li> </ul>
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## b) Operation

The Audit Board is responsible for overseeing NOVABASE’s management and ensuring compliance with the law and memorandum of association.

In performing its duties, NOVABASE’s Audit Board is responsible for the following:

- a) Propose, at the General Meeting of Shareholders, the appointment of the Statutory Auditor (“ROC”) or Statutory Auditing Firm (“SROC”), pursuant to the law;
- b) Monitor the independence of the ROC/SROC, particularly with regard to the provision of additional services to NOVABASE or to companies in its group;
- c) Oversee the review of accounts and other company accounting documents;
- d) Prepare an annual report on its oversight activities, and issue an opinion on the Annual Report and Accounts and proposals submitted by management;
- e) Monitor the efficacy of the risk management system, internal control system and internal auditing system;
- f) Monitor the preparation and disclosure of financial information;
- g) Annually assess the Board of Directors’ and Executive Committee’s compliance with the budget;
- h) Take whatever decisions it deems necessary, informing the Chairperson of the Board of Directors and director in charge of NOVABASE’s financial area, with respect to information about any irregular practices which it receives from shareholders, NOVABASE employees or others, to the department created specifically for this purpose;
- i) Issue a prior binding opinion on the type, scope and minimum individual or combined amount of business deals with related parties which (i) require the prior approval of the managing board; (ii) require the prior approval of the supervisory board due to their high value;
- j) Issue a prior opinion on business deals with related parties submitted by the managing board;
- k) Comply with other competencies and duties provided for by law and the memorandum of association.

In addition, since 31 March 2011, the company’s supervisory board has performed duties involving preliminary assessments of the business deals to be carried out between the company and the owners of qualified holdings or entities related to them, pursuant to article 20 of the Securities Code. These functions are described in point 91 of this report.

Even so, in view of the entry into force of Law no. 50/2020 of 25 August during the 2020 financial year, which transposed into the Portuguese legal system Directive (EU) 2017/828 concerning shareholder rights in listed companies as regards shareholders’ long-term engagement, having introduced articles 249-A and following (corresponding to current articles 29-S and following) to the Securities Code providing for a scheme for transactions with related parties, an internal procedure was established at NOVABASE in 2021 for verifying and approving transactions with related parties, with the involvement of the Board of Directors and the Audit Board, pursuant to the law, which was approved by the Board of Directors with a prior favourable opinion of the Audit Board.

This regulation is further described in point 91 of this report, including the intervention and functions of the Audit Board in this regard, which among others include: (i) issuance of a prior opinion by the Audit Board in relation to certain transactions between the company and related parties subject to decision of the Board of Directors, (ii) the need for the Board of Directors to verify and notify the Audit Board, before the end of the month following the end of each quarter, of the amount and nature of transactions between NOVABASE and any related party performed in the previous quarter which were not subject to a specific decision by these boards pursuant to the regulations.

Furthermore, on 20 June 2018, the Audit Board approved new internal regulations aimed at incorporating legal provisions applicable to this board and its activities, namely those resulting from Law no. 148/2015 of 9 September, together with recommendations from the IPCG Corporate Governance Code (2018, revised in 2023).

Along these lines, provisions aimed at establishing and implementing the Audit Board's duties within the scope of its powers were added to these regulations, particularly with regard to (i) the preparation of financial information, (ii) the supervision of systems for managing risks and control, and (iii) statutory and external auditing.

In performing its duties regarding the preparation of financial information, the Audit Board is specifically responsible for:

- a) Overseeing the adequacy of the process for preparing and disclosing financial information by NOVABASE's Board of Directors, including the suitability of accounting policies, estimates, judgements, relevant disclosures and their consistent application between years, in a duly documented and properly communicated manner; and
- b) Certifying that the report disclosed on corporate governance practices and structure includes the items referred to in article 29-H of the Securities Code.

In addition, in performing its duties regarding the supervision of systems for risk management, internal control and internal auditing, the Audit Board is specifically responsible for:

- a) Evaluating the Board of Directors' risk management, implementing periodic control procedures and mechanisms to ensure that the risks actually taken by NOVABASE are consistent with the Board of Directors' goals;
- b) Issuing its opinion on the working plans and resources allocated to internal control areas, also receiving reports from these areas on matters involving the rendering of accounts, identifying or resolving conflicts of interest and the detection of potential irregularities.

Finally, in performing its duties regarding statutory and external auditing, the Audit Board is specifically responsible for:

- a) Ensuring an organized selection process for ROCs/SROCs to be proposed to the General Meeting of Shareholders, pursuant to applicable legislation. This selection must include the following:
  - (i) It must begin with a sufficient amount of lead time before the scheduled date of the NOVABASE General Meeting of Shareholders which will elect the ROC/SROC, so that the Audit Board may properly assess proposals received from applicants and select the ROCs/SROCs to be proposed at the meeting;
  - (ii) It must be open to various applicants during a specific period of time; the Audit Board shall select and invite a group of applicants prior to its established proposal submission period;
  - (iii) It must follow selection criteria of transparency, non-discrimination and impartiality; in analysing and appraising each proposal received, the Audit Board shall consider applicants' knowledge of the business sectors where NOVABASE and the NOVABASE Group's companies do business, together with their resources, capacities and financial standing.

- b) Selecting, in accordance with sub-paragraph a) above, the ROCs/SROCs to be proposed to the General Meeting of Shareholders for election and, as part of this proposal, recommending a preferred ROC/SROC on justified grounds, pursuant to the law;
- c) Verifying, monitoring and overseeing the independence of NOVABASE's ROC/SROC, namely by means of the following:
  - (i) Ensuring the receipt of information and communications pursuant to article 63 of the bylaws of the Portuguese Statutory Auditors' Association passed by Law no. 140/2015 of 7 September ("EOROC");
  - (ii) Properly evaluating the threats to the independence of the ROC/SROC, together with existing or future safeguarding measures, and discussing these issues with the ROC/SROC when deemed necessary;
  - (iii) Monitoring the services provided by the ROC/SROC, and ensuring that no services beyond auditing services ("prohibited services", listed in Annex I to the regulations) are provided, pursuant to article 77 of the EOROC;
  - (iv) Annually evaluating the work done by the ROC/SROC, including its independence and suitability to perform its duties, proposing to the General Meeting of Shareholders that it be dismissed, or that its service provision agreement be terminated, whenever there are justified grounds for this purpose;
  - (v) Implementing any other measures needed to ensure the independence of the ROC/SROC, pursuant to the law.
- d) Establishing adequate communication channels between NOVABASE (and specifically the Audit Board) and the ROC, namely by:
  - (i) Holding meetings if and when necessary between the ROC/SROC and NOVABASE's Audit Board and/or Board of Directors;
  - (ii) Serving as NOVABASE's main spokesperson with the ROC/SROC.

Note that, within the scope of the powers in d) above, and as the primary spokesperson of the company's statutory auditor, the Audit Board proposes the remuneration of NOVABASE's statutory auditor and lays the proper groundwork for the provision of services within the company.

The Audit Board's powers have also been reinforced with a view to properly evaluating the performance, status and future prospects of NOVABASE. The Audit Board's regulations state that it may request any information deemed necessary from the Executive Committee or Board of Directors, together with their meeting minutes, meeting notices, support documentation or access to the meeting archives.

The Audit Board's internal regulations also detail several general duties and responsibilities, such as participating in meetings of the Board of Directors, managing directors or Executive Committee, as applicable, in which the annual accounts will be assessed, and the General Meeting of Shareholders, together with maintaining confidentiality with regard to facts and information disclosed to Audit Board members while performing their duties, notwithstanding the legal obligation to report criminal acts constituting public crimes pursuant to article 422, paragraph 3 of the Commercial Companies Code.

The Audit Board held the compulsory number of meetings in 2023 as required by the articles of association, and made all examinations of the accounts deemed necessary to fulfil its obligations, having conducted analyses and made suggestions as considered appropriate.

The Audit Board holds ordinary meetings at least once per quarter, or whenever deemed necessary by its Chairperson or requested by one of its members. The Chairperson of the Audit Board is responsible for convening and running its meetings, and has a casting vote. Detailed minutes are drawn up for the meetings of NOVABASE's Audit Board, pursuant to article 6, paragraph 4 of its internal regulations.

The Audit Board's decisions are made with a majority of its active members present, by majority vote. Pursuant to the Audit Board's internal regulations, for votes in which a member of the board has a conflict of interests, the board member in question must notify the others and abstain from voting.

*34. Existence and location of operating regulations, as applicable, of the members of the Audit Board, Auditing Committee, General and Supervisory Board or Financial Matters Committee (reference may be made to the point where this information is already found in the report per no. 24).*

The regulations of the Audit Board are available at NOVABASE's website.

*35. Number of meetings held and attendance at each meeting, as applicable, of the members of the Audit Board, Auditing Committee, General and Supervisory Board or Financial Matters Committee (reference may be made to the point where this information is already found in the report per no. 25).*

Audit Board	
Number of meetings: 6	
Full Member	Attendance (%)
Álvaro José Barrigas do Nascimento	100
Fátima do Rosário Piteira Patinha Farinha	100
João Luís Correia Duque	83

*36. Availability of each member, as applicable, of the Audit Board, Auditing Committee, General and Supervisory Board or Financial Matters Committee, indicating positions held simultaneously at other companies, both in and outside of the group, and other relevant activities performed by the members of these boards over the year (reference may be made to the point where this information is already found in the report per no. 26).*

Audit Board		
Full Member (availability)	Group companies	Other companies and activities
Álvaro José Barrigas do Nascimento (part time)	<ul style="list-style-type: none"> <li>Chairperson of the Audit Board of NOVABASE Capital, SCR, S.A.</li> </ul>	<ul style="list-style-type: none"> <li>Dean of Fernando Pessoa University</li> <li>Independent NORS director</li> <li>Chairperson of the Audit Board of Vallis Partners</li> </ul>

		<ul style="list-style-type: none"> <li>• Chairperson of the Audit Board of Staples Portugal</li> <li>• Member of the Audit Board of Unicer</li> <li>• Manager of the Business Administrator Forum (FAE)</li> </ul>
Fátima do Rosário Piteira Patinha Farinha (part time)	<ul style="list-style-type: none"> <li>• Member of the Audit Board of NOVABASE Capital S.C.R., S.A.</li> </ul>	<ul style="list-style-type: none"> <li>• Business Controller Head at JAPRAC</li> <li>• Partner at MC Godinho &amp; Associado SROC</li> </ul>
João Luís Correia Duque (part time)	<ul style="list-style-type: none"> <li>• No activities at other NOVABASE Group companies.</li> </ul>	<ul style="list-style-type: none"> <li>• Chairperson of the ISEG - Lisbon School of Economics and Management</li> <li>• Member of the General and Supervisory Board of Caixa Central de Crédito Agrícola Mútuo</li> <li>• Chairperson of the Remuneration Committee of REN - Redes Energéticas Nacionais, S.G.P.S., S.A.</li> <li>• Member of the PSI Steering Committee of Euronext Lisbon, S.A.</li> <li>• Member of the Advisory Committee of BCSD Portugal - Business Council for Sustainable Development.</li> </ul>

### c) Powers and duties

#### *37. Description of procedures and criteria applicable to the supervisory board's involvement in hiring the external auditor for additional services.*

Pursuant to its internal regulations, the Audit Board is responsible for monitoring and overseeing the independence of NOVABASE's ROC/SROC and, in particular, monitoring the services it provides, ensuring that no services beyond auditing are provided. Services other than auditing are listed in the annex to the Audit Board's regulations, pursuant to applicable legislation.

In addition, a procedure is in place by which all of the various auditing services are subject to the prior approval of the Audit Board. The procedure includes the submission of a proposal by the Board of Directors to the Audit Board to use the external auditor for the services in question, accompanied by information justifying this. The Audit Board must then approve the use of the auditor before the respective agreement between the company and the approved external auditor is signed.

Among other aspects, the Audit Board's evaluation of the proposal submitted by the Board of Directors weighs up the auditor's guarantee of independence in fulfilling its professional obligations and the functional advantages in using the proposed external auditor.

*38. Other functions of the supervisory boards and, if applicable, of the Financial Matters Committee.*

The powers of the Audit Board are described in section III.b) of this report.

In addition to the duties of overseeing the auditing of the company's accounts and accounting documents and those involving the use of the external auditor for services, of particular note, among other aspects described in more detail in section III.b), are the duties performed within the scope of risk management and internal control systems, and the system for reporting irregularities.

#### **IV. STATUTORY AUDITOR**

*39. Identification of the statutory auditor and partner statutory auditor representing it.*

Statutory Auditor (ROC): The statutory auditor is responsible for examining the company's accounts (specifically, performing the duties laid out in article 420 (1) c), d), e) and f) of the Commercial Companies Code), together with supervisory duties involving the ongoing pursuit of the company's corporate purpose. On 31 December 2023, NOVABASE's acting statutory auditor was KPMG & Associados - SROC, S.A., represented by its partner Susana de Macedo Melim de Abreu Lopes, and with Maria Cristina Santos Ferreira as substitute statutory auditor.

*40. Number of consecutive years that the statutory auditor has performed duties at the company and/or group.*

The statutory auditor has performed auditing duties for NOVABASE (company and group) for more than 8 consecutive years. As stated in point 43, the partner currently representing the statutory auditor, Susana de Macedo Melim de Abreu Lopes, has performed duties for NOVABASE since 22 December 2021. Until this date, KPMG & Associados - SROC, S.A. was represented by partner Paulo Alexandre Martins Quintas Paixão.

*41. Description of other services provided by the statutory auditor to the company.*

The Statutory Auditor is also the NOVABASE external auditor. Other services provided by the Statutory Auditor can be consulted in points 46 and 47 of this report.

#### **V. EXTERNAL AUDITOR**

*42. Identification of external auditor designated for the purposes of articles 8 and the partner statutory auditor representing it in fulfilling these duties, together with the respective CMVM registry number.*



On 31 December 2023, NOVABASE's acting external auditor was KPMG & Associados - SROC, S.A., registered with the Portuguese Securities Market Commission ("CMVM") as auditor no. 20161489, and represented by Susana de Macedo Melim de Abreu Lopes.

*43. Number of years that the external auditor and the partner statutory auditor representing it in fulfilling these duties have performed these duties consecutively for the company and/or group.*

The external auditor identified above has performed duties for NOVABASE (company and group) for more than eight consecutive years. The partner currently representing the external auditor and statutory auditor has performed duties for NOVABASE since 22 December 2021.

*44. Policy and frequency for rotating the external auditor and statutory auditor representing it in fulfilling these duties.*

Law no. 148/2015 of 9 September has mandatory auditing rules applicable to NOVABASE as an "entity of public interest".

With regard to rotating the statutory auditor, external auditor and responsible partner, the company takes the maximum periods in the bylaws of the Statutory Auditors' Association into account.

In view of this policy, and since KPMG has been hired to perform the duties of statutory auditor and external auditor as of 2015, and the partner currently representing KPMG has had this position since 22 December 2021, the company is in legal compliance with the period for rotating the responsible partner.

*45. Board responsible for assessing the external auditor, and frequency of assessment.*

The Audit Board is responsible for assessing the external auditor, which is done each year.

The external auditor's assessment includes verifying the implementation of remuneration policies and systems of the corporate boards, the efficiency and functioning of internal control mechanisms, and the reporting of any shortcomings to the company's supervisory board.

*46. Identification of work other than auditing done by the external auditor for the company and/or companies controlled by it, internal procedures for approving the hiring of these services and reasons for doing so.*

As described in point 47, in the year ending 31 December 2023, the statutory auditing firm KPMG, and other entities belonging to the same network, invoiced fees for the legal revision of the annual accounts, compliance assurance services and services other than auditing. The breakdown of the billing for these services is detailed below in point 47.

Services designated as "compliance assurance services" are related to the issuance of reports on the limited and reasonable guarantee of compliance within the scope of applying for Recovery and Resilience Plan (PRR) incentives. Services other than auditing involve the enrolment of NOVABASE employees in a training session given by KPMG to various customers on ESG and the provision of agreed

procedural services related to assessing the entity’s financing capacity within the scope of the Recovery and Resilience Plan (PRR) application.

As stated above, these services are not on the list of prohibited services per article 5, paragraph 1 of Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014. The legal requirements for independence, and threats to this independence, together with safeguarding measures to limit these threats by the auditor, have been guaranteed.

Pursuant to the regulations of the Audit Board, this supervisory board evaluates the independence of statutory auditors, namely with regard to the provision of additional services (beyond auditing) to NOVABASE or companies in its group, and supervises the work done by external auditors, taking CMVM recommendations into account in this regard.

*47. Annual remuneration paid by the company, and/or by legal persons controlled by the company or part of its group, to the auditor and to other natural or legal persons belonging to the same network, with percentage breakdown for the following services (for the purposes of this information, the concept of “network” is that defined in European Commission Recommendation No C (2002) 1873, of 16 May):*

	€ / %
<b>By the company</b>	
Statutory auditing services (€)	28,000 / 20
Compliance assurance services (€)	
Tax consulting services (€)	
Services other than statutory auditing (€)	
<b>By entities belonging to the Group</b>	
Statutory auditing services (€)	104,500 / 74
Compliance assurance services (€)	5,000 / 4
Tax consulting services (€)	
Services other than statutory auditing (€)	2,928 / 2

## C. INTERNAL ORGANIZATION

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### I. Articles of association

*48. Rules applicable to amendment of the company' s articles of association (article 29-H, paragraph 1, sub-paragraph h).*

#### *Constitutive quorum for the General Meeting of Shareholders*

When amendments to the articles of association are under consideration, the General Meeting of Shareholders can only decide on first notice if shareholders having stock corresponding to at least one-third of the share capital are present or represented. This requirement does not apply on second notice, and the General Meeting of Shareholders can then decide on any matter, regardless of how many shareholders are present.

#### *Deliberating quorum for the General Meeting of Shareholders*

When amendments to the articles of association are under consideration, the General Meeting of Shareholders decides by a two-thirds majority of the votes cast.

However, should shareholders representing at least half the share capital be present or represented on second notice, the decision on amendments to the memorandum and articles of association can be taken by an absolute majority of votes cast, and a two-thirds majority is not required.

### II. Reporting of irregularities

*49. Means and policy for reporting irregularities at the company.*

Pursuant to article 3, paragraph 2 of its regulations, the Board of Directors is responsible for setting a policy for reporting irregularities in compliance with goals laid out in this regard by law, by applicable regulations or by the General Meeting of Shareholders.

With a view to fostering a culture of responsibility and compliance, NOVABASE has adopted, in accordance with applicable legal and regulatory provisions, a system for reporting irregularities (known as "SPI") that may occur within its Group.

The SPI was established to receive and handle reports of any irregularities that may occur within the Group's companies, pursuant to article 21 of the Securities Code, observing the principles of confidentiality and non-retaliation with regard to whistleblowers and third parties assisting or related to them.

The reporting of irregularities through the SPI is directed to the Chairperson of the Audit Board, with the Audit Board, designating the entity or person who will follow up on communications received ("Head of SPI").

The Chairperson of the Audit Board, the members of the Audit Board (in charge of receiving complaints) and the Head of SPI must act under criteria of independence, impartiality, confidentiality, data protection and secrecy, and ensure that there are no conflicts of interest.

Under the system implemented, whistleblowers have access to a direct and confidential channel for reporting to the Audit Board any potential irregularities occurring within the NOVABASE Group.

For these purposes, “irregular practices” or “irregularities” are defined as the acts or omissions referred to in article 2 (1) of Law no. 93/2021 of 20 December and article 3 to the Annex of Decree Law no. 109-E/2021 of 9 December, namely in the following domains: i) public procurement; ii) financial markets, products and services; iii) prevention of money laundering and terrorist financing; iv) protection of privacy and personal data, and network and information systems security; and v) prevention of corruption and related offences.

For the purposes of the SPI, “whistleblowers” are defined as the following natural persons who report, in good faith, an offence based on information obtained within the scope of their professional activities, even when the complaint is based on information obtained in a professional relationship that no longer exists: a) employees and members of the managing and supervisory boards of the Group’s companies; b) service providers, contractors, subcontractors and suppliers of the Group, as well as any persons acting under their supervision and direction; c) shareholders of the Group’s companies.

Employees of the NOVABASE Group are guaranteed that they will not be subject to any retaliation following the submission of a complaint in good faith, provided that they have serious grounds for believing that the information is true at the time.

The apparent irregularity must be reported, in a secure and strictly confidential manner, to the Chairperson of the Audit Board, using two different methods:

- to the private e-mail address (as applicable, according to the company concerned with regard to the complaint)
- [whistle@novabase.com](mailto:whistle@novabase.com)/[whistle@celfocus.com](mailto:whistle@celfocus.com)/[whistle@neotalent.com](mailto:whistle@neotalent.com)
- by post in a letter addressed to the Chairperson of the Audit Board, marked "Confidential" and with a reference to the NOVABASE Group company concerned with regard to the complaint, to the address:  
Av. D. João II, n.º 34, Parque das Nações, 1998-031 Lisbon.

Before proceeding to the final forwarding of the reports, the person responsible for SPI takes account of the reports for statistical purposes and maintains a record of the reports that exclusively covers the following aspects:

- notification receipt date;
- essential nature of the facts reported, while redacting all information identifying any natural persons;
- investigation completion date.

Once the investigation has been concluded, reports with an underlying probability of an irregular practice are forwarded by the Head of SPI to the Audit Board and, in turn, by the Audit Board to the Board of Directors of the company or NOVABASE Group company concerned with regard to the complaint, so that it can take appropriate measures.

At the end of 2023, the process of updating the Whistleblowing System began in order to comply with the General Scheme for Protecting Whistleblowers (Law no. 93/2021) and the General Scheme for Preventing Corruption (Decree Law no. 109/2021). The new framework is effective as of 6 February 2024, when it was ratified by the company’s Audit Board.

The information published at NOVABASE’s website refers to the procedure currently in effect. ([www.novabase.com](http://www.novabase.com)).

### III. Internal control and risk management

#### *50. Persons, boards or committees responsible for internal auditing and/or implementation of internal control systems.*

The Audit Board, whose duties are described in section B III.b) of this report, is responsible for internal auditing. As detailed in this section, the Audit Board's internal regulations lay out its functions and duties with regard to supervising systems for risk management, internal control and internal auditing.

Given the importance of a structured risk management model to the business, together with market regulatory requirements, the company's Board of Directors has been tasked with establishing risk management objectives, and implementing and monitoring a suitable internal control and risk management process, working towards its efficacy.

In performing its duties regarding the supervision of systems for risk management, internal control and internal auditing, NOVABASE's Audit Board annually assesses the degree of internal compliance and performance of the risk management system, together with prospects for changing the risk framework described above.

#### *51. Explanation (with possible inclusion of organizational chart) of relationships of hierarchical and/or functional dependence vis-à-vis other company boards or committees.*

The position of Chief Risk Officer ("CRO") has been created at NOVABASE. Internal auditing areas and areas that ensure compliance with norms applicable to the company (compliance services) report to the CRO with regard to risk prevention and management. The CRO is responsible for reporting to the Chairperson of the Board of Directors, with regular meetings between the CRO and the Chairperson of the Board of Directors, and between the CRO and the Audit Board. The position of CRO continued to be held by NOVABASE CFO Francisco Paulo Figueiredo Morais Antunes over the course of 2023.

The Audit Board, as a supervisory body, monitors the activity of the external auditors, and may assess annual internal auditing plans, obtaining information about the actions performed by this team and providing an opinion regarding its conclusions.

In this context, this board also has powers involving the assessment of sufficient internal control mechanisms in order to understand and manage the inherent risks of NOVABASE's operations, suggesting policies and procedures to the Board of Directors to achieve these goals and refine these mechanisms.

Along these lines, the Audit Board is also responsible for: (i) evaluating the Board of Directors' risk management, implementing periodic control procedures and mechanisms to ensure that the risks actually taken by NOVABASE are consistent with the Board of Directors' goals, and (ii) issuing its opinion on the working plans and resources allocated to internal control areas, also receiving reports from these areas on matters involving the rendering of accounts, identifying or resolving conflicts of interest and the detection of potential irregularities.

#### *52. Existence of other functional areas with risk control powers.*

NOVABASE coordinates internal control teams, whether in the area of quality or shared services, responsible for conducting monitoring actions and improving internal control procedures essentially

associated with the Group's central service areas, always in accordance with the strategic goals laid out in the integrated risk management model. Periodic, focused internal audits are thus performed.

*53. Identification and description of the major types of risk (economic, financial and legal) to which the company is exposed in pursuing its business activity.*

Below is a description of some of the risks analysed by the company which deserve attention due to their relevance and business impact.

- **FINANCIAL RISKS**

NOVABASE is exposed to a collection of financial risks resulting from its business, namely foreign exchange risk, interest rate risk (cash flows and fair value), credit risk, liquidity risk and capital risk. Developments in the financial markets are continuously analysed according to the Group's risk management policy to minimize potential adverse effects on its financial performance.

**a) Foreign exchange risk**

NOVABASE is exposed to foreign exchange risk, mainly arising from U.S. Dollar exposure, since some subsidiaries perform transactions in this currency, but also arising from British Pound and Kwanza exposures.

The finance department is responsible for monitoring the evolution of exchange rates of the currencies referred above, seeking to mitigate the impact of their fluctuations in consolidated results. Whenever expectations of changes in exchange rates justify it, the Group uses derivative financial instruments to hedge those exposures.

**b) Interest rate risk (fair value and cash flows)**

Interest-rate risk entails the possibility of fluctuations in future financial charges on loans due to changes in market interest rate levels.

The cost of the Group's financial debt is indexed to short-term reference rates, adjusted at a frequency of less than one year, plus duly negotiated risk premiums. Therefore, changes in interest rates can affect NOVABASE's results.

NOVABASE's exposure to interest rate risk originates from financial assets and liabilities with fixed and/or variable rates. In the case of fixed rates, the Group faces the risk of a variation in the fair value of these assets or liabilities, insofar as any change in market rates involves an opportunity cost. In the case of variable rates, such changes directly impact the amount of interest, thereby resulting in variations in cash.

Exposure to interest rate risk is constantly analysed by the financial department. Interest rate risk management is aimed at reducing the volatility of interest charges.

**c) Credit risk**

NOVABASE manages credit risk both in terms of business units (for customer receivables) and on a consolidated basis (for all active positions of financial instruments).

Credit risk originates from cash and cash equivalents, derivative financial instruments and customer credit exposure, including amounts receivable and previously agreed transactions. Only banks and

institutions having credibility in the sector are accepted. Customer credit risk is managed based on credit limit ranges, based on the customer's financial position and historical business relations.

#### **d) Liquidity risk**

The prudent management of liquidity risk entails keeping cash or financial instruments sufficiently liquid, with sources of financing through an adequate number of credit facilities, together with the ability to close market positions.

The management monitors updated forecasts of NOVABASE's liquidity reserve (unused credit lines, cash and cash equivalents) at the base of expected cash flows, by analysing the remaining contractual maturity of financial liabilities and the expected date of inflows from financial assets. In addition, the maturity concentration of NOVABASE's loans and bonds is regularly controlled.

#### **e) Capital risk**

NOVABASE's goals with regard to capital management - a broader concept than the capital shown on the face of the statement of the consolidated financial position - are as follows:

- (i) Safeguarding the Group's ability to keep doing business, and therefore provide returns to shareholders and benefits to other stakeholders;
- (ii) Maintaining a solid capital structure to support the development of its business;
- (iii) Maintaining a sound capital structure to reduce the cost of capital.

The management monitors the ratio of Return on Capital<sup>1</sup>, which measures the extent to which NOVABASE generates cashflows in relation to the capital it has invested in its business.

<sup>1</sup> - Determined by the formula: Operating Results ÷ Total Equity.

#### **• EMERGING RISKS**

In addition to the financial risks associated with its business, NOVABASE is also exposed to risks of an operating and business nature, which can result in threats and opportunities, for which suitable mitigation strategies are proactively formulated. These include the following:

#### **f) Cyber-Risk**

Mounting technology integration and sophistication have heightened companies' exposure to various types of cyber-risk (e.g. large-scale cyber-attacks, data breach and destruction, attempted extortion, etc.), with potential financial, operational and reputational losses. The more widespread nature of remote work and the Russian invasion of Ukraine have significantly increased the exposure to this risk.

According to the annual "Intelligence Index" report of IBM published in February 2024, Europe was the most attacked region in 2023, accounting for 32% of global incidents, with Portugal ranked fourth among the most attacked European countries (11%).

NOVABASE has been reinforcing measures to mitigate this risk, monitored directly by the Chief Information Security Officer, namely by investing in procedural and technological controls and training on best remote work practices and cybercrime awareness for employees.

#### **g) Talent Retention Risk**

NOVABASE's ability to successfully achieve its strategy depends on attracting and retaining the best qualified, most competent employees for each job position.

The accelerating digital transformation and new labour dynamics since the start of the pandemic, motivated by fierce competition for scarce talent, have brought tremendous challenges to talent management, resulting in higher IT salaries and greater difficulties in attracting (and above all retaining) talent.

According to the annual "2023 Total Compensation Report" by Mercer, 52% of the Portuguese companies surveyed by this consultant say they have difficulty retaining talent, at a time when voluntary employee turnover (voluntary departures) has reached levels higher than those before the pandemic.

NOVABASE's human resource policies are aligned to achieve strategic goals, and have been adapted and underpinned vis-à-vis this new reality, namely through a new hybrid work model with 60% remote work (since 2021), the continuous improvement of working conditions and benefits, proper onboarding and investments in training, among others.

#### **h) Delivery risk**

Some of NOVABASE's policies for addressing delivery risk include:

- Analysing each significant commercial proposal from the standpoint of reducing overselling, taking available company expertise into account;
- Constantly scrutinizing the quality of the team to be allocated to projects;
- Ongoing training programmes in technologies and project management methodologies.

The Nearshore Agile delivery model refined by NOVABASE in recent years has proven to be resilient during the post-pandemic.

#### **i) Strategic and context risks**

NOVABASE is not immune to the contingencies of the markets in which it operates, and must face so-called "strategic" and "context" risks. The current geopolitical and macroeconomic setting, with wars in Ukraine and the Gaza Strip, continues to be a latent threat of recession. In January 2024, the IMF affirmed that, despite the anticipation of higher global economic growth in 2024 compared to 2023, new peaks in raw material prices due to geopolitical shocks - including continuous attacks in the Red Sea - and disruptions to supply or more persistent underlying inflation could prolong restrictive monetary conditions, which may lead to disappointing growth.

NOVABASE aims to manage and mitigate these risks through recurrent discussions on various management chains for risks impacting the company/business unit. These discussions address areas



for investment/disinvestment, strategic focuses and pending risks at any given time, and are also a venue for discussing the risk appetite of the organization and its future trends.

#### **j) Risks associated with climate change**

Although NOVABASE does not have a significant carbon footprint and is not directly exposed to the physical risks of climate change, such factors are still considered in making investment decisions. NOVABASE's performance is crucial in the context of generating shareholder returns, as well as in the broader context of the economic space and well-being of the community where it operates.

Fully aware of its role, NOVABASE has been gradually moving towards a more rigorous and robust approach with regard to:

- Identifying, managing and mitigating climate risks;
- Identifying and capitalizing on opportunities created by climate change;
- Reporting on how the physical and transition risks associated with climate risks are being managed, and which initiatives have been developed from the standpoint of environmental conservation, geared towards a more sustainable economy.

Among the policies implemented, of particular note is NOVABASE's Environmental Management System (ISO 14001) and a policy with environmental requirements for the acquisition/supply of goods and services.

#### ***54. Description of process for identifying, assessing, monitoring, controlling and managing risks.***

The company has a model in force - safeguarding the company's worth and encouraging transparency in its corporate governance - based on detecting and anticipating potential risks and risk factors, so as to manage them in a timely manner, via the delegation of responsibilities and appropriate internal communication channels in line with the company's strategic goals for assuming risks as defined under this system.

Under its non-delegable powers of defining the company's overall policies and strategy, the Board of Directors is responsible for defining NOVABASE's strategic objectives in the area of risk assumption, in accordance with the company's needs and business activities.

In addition, in the area of medium and long-term strategic planning, the Board of Directors is responsible for analysing risk, and does so regularly in relation to the annual operations plan and whenever potential businesses and markets are being evaluated, measuring each potential risk's impact and likelihood of occurrence.

In turn, the Audit Board is in charge of evaluating the Board of Directors' risk management.

Along these lines, as a company working in the information technology and digitalization market - a sector characterized by constantly shifting dynamics, innovation and agility - NOVABASE acknowledges that the risk management policy is of vital importance in running and developing a business which historically has had a higher risk appetite. For this reason, on 13 December 2018, NOVABASE's Board of Directors approved a formal risk policy for the company, which is available at the company's website. The principles of this policy have been defined and implemented by NOVABASE's Board of Directors, namely with regard to determining acceptable risk levels.

On 25 July 2019, the Board of Directors approved an updated strategy for the years 2019 and beyond (2019+ Strategy Update).

This system's efficiency is due to the instituted internal procedure, which reinforces the communication channels between the Group's various departments and decision-making bodies, thereby allowing communication and information on various system components, together with an analysis of potential internal control problems and the detection of potential risks in real time.

NOVABASE also conducts monitoring actions and improves internal control procedures essentially associated with the Group's central service areas, always in accordance with the strategic goals laid out in the integrated risk management model.

Furthermore, as better explained in section B III.b) of this report and the Audit Board's internal regulations, the Audit Board is responsible for supervising NOVABASE's systems for risk management, internal control and internal auditing.

In 2023, the risk management and internal control model implemented allowed the risks and risk factors mentioned above to be identified, effectively helping to prevent them.

*55. Main elements of the company's internal control and risk management systems regarding the process of disclosing financial information (article 29-A, paragraph 1, sub-paragraph I).*

The Board of Directors is responsible for ensuring disclosure of accurate financial information that truthfully reflects the Group's situation at any given moment in compliance with the norms issued by the applicable regulatory authorities at any given time.

As regards the quality of the financial information that is publicly disclosed by the Investor Relations Office, it should be pointed out that it is the result of a financial reporting process that is ensured by the central services areas of the Group, subject to the internal control system of the Group and monitored through the aforementioned methods. Nevertheless, this information is still subject to analysis and approval by the relevant boards, including the Board of Directors itself.

In addition, the Audit Board is in charge of overseeing the adequacy of the Board of Directors' process for preparing and disclosing financial information.

#### **IV. Investor Support**

*56. Department responsible for investor support, composition, duties, information provided and contact information.*

NOVABASE is particularly focused on its presence in the capital market. The Investor Relations Office is responsible for representing NOVABASE in its dealings with the CMVM and investors, while promoting contact with private and institutional, foreign and Portuguese investors. The office is comprised of Maria Gil Marín, Amália Parente and Catarina Leitão Afonso.

The office provides information through NOVABASE's website ([www.novabase.com](http://www.novabase.com)). Since 2002, NOVABASE has had a dedicated investor relations area on its company website at [www.novabase.com](http://www.novabase.com). Investors have access to a number of links containing information of interest to their profile. In terms of financial information, they have access to Annual Reports and Accounts for previous years, the Financial Calendar, information published at the Electronic One-Stop Shop of the CMVM, information on the composition and powers of the company's corporate boards, the names, telephone numbers and

e-mail addresses of the analysts covering the security, together with their price target, the market performance of NOVABASE's shares, NOVABASE's shareholder structure, a space reserved for the General Meetings of Shareholders for convening meetings and posting preparatory information for General Meetings of Shareholders, the form for postal votes and electronic voting (available since 2006), a Corporate Governance space in which NOVABASE publishes this report, the Corporate Governance Code of the Portuguese Corporate Governance Institute, which entered into force on 1 January 2018 (revised in 2023), frequently asked questions, and the contact details of NOVABASE's Investor Relations Office.

A summary of the decisions is published on the NOVABASE website and in the CMVM information disclosure system immediately after the General Meeting of Shareholders.

At its company website, NOVABASE maintains documents including information on the number of people present, number of shareholders represented and General Meeting of Shareholders meeting agendas. Voting results have also been provided since 2010. NOVABASE has also established the necessary mechanisms to ensure that the above are disclosed as quickly as possible, and always within the five days following the General Meeting of Shareholders.

On its website, NOVABASE keeps a collection of information on meetings held over the past ten years, including the number of people present, number of shareholders represented, meeting agendas, decisions taken and voting results.

The following up-to-date information is published in Portuguese and English on NOVABASE's website: a) the company name, registered office and remaining data provided for in article 171 of the Commercial Companies Code; b) articles of association; c) credentials of the members of the Board of Directors and the Market Liaison Officer; d) Investor Relations Office - its functions and means of access; e) accounting documents, accessible for five years; f) half-yearly calendar on company events, published at the beginning of each half year and including, among other information, General Meetings of Shareholders, annual and half-yearly reports and accounts, and quarterly trading updates.

#### *57. Identification of the market relations representative.*

*María Gil Marín*

*Market and Investor Relations*

*Telephone: +351 213 836 300*

*Fax: +351 213 836 301*

*Email: investor.relations@novabase.com*

*Address: Av. D. João II, n° 34, Parque das Nações, 1998-031 Lisbon, Portugal*

#### *58. Information on proportion and amount of time to respond to information requests submitted in the year or pending from previous years.*

On 31 December 2023, NOVABASE had no pending information requests. Its average response time was 24 hours. 198 information requests were received in 2023.

## V. Website

### 59. Address(es).

NOVABASE's website is available at the following address: [www.novabase.com](http://www.novabase.com).

### 60. Location where information on the company, public company status, registered office and remaining data provided for in article 171 of the Commercial Companies Code is available.

This information is available on the page and links related to notices to the CMVM:

<https://www.novabase.com/pt/investidor/informacao-a-cmvm/>

### 61. Location of the articles of association and operating regulations of boards and/or committees.

This information is available at the following pages and links:

#### *Articles of association*

<https://www.novabase.com/pt/investidor/governo-da-sociedade/artigos-de-associacao/>

#### *Regulations*

<https://www.novabase.com/pt/investidor/governo-da-sociedade/orgaos-sociais/>

<https://www.novabase.com/pt/investidor/governo-da-sociedade/transacoes-com-partes-relacionadas/>

### 62. Location of information on the identities of corporate board members, market relations representative, investor support office or equivalent, their respective duties and contact information.

This information, together with the number of annual meetings of the company's managing and supervisory boards and internal committees, is available at the following pages and links:

#### *Corporate board members and number of meetings*

<https://www.novabase.com/pt/investidor/governo-da-sociedade/orgaos-sociais/>

#### *Identification of the investor relations representative*

<https://www.novabase.com/pt/investidor/gabinete-de-relacoes-com-investidores/>

### 63. Location of accounting documents (which should remain available for at least five years) and the bi-annual corporate events calendar published at the start of each half-yearly period,

*including general meetings of shareholders and disclosure of annual, half-yearly and quarterly results, if applicable.*

This information is available at the following pages and links:

*Accounting information*

<https://www.novabase.com/pt/investidor/informacao-financeira/>

*Finance agenda*

<https://www.novabase.com/pt/investidor/agenda-financeira/>

*64. Location of meeting notices for the general meeting of shareholders and all related preparatory and subsequent information.*

This information is available at the following page and links on the General Meeting of Shareholders:

<https://www.novabase.com/pt/investidor/governo-da-sociedade/assembleias-gerais/>

*65. Location of a historical record of the resolutions passed at the company's general meetings of shareholders, share capital and voting results referring to the previous three years.*

Information on decisions taken is available at the following page and links on the General Meeting of Shareholders:

<https://www.novabase.com/pt/investidor/governo-da-sociedade/assembleias-gerais/>

## D. REMUNERATION

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### VI. Responsibility for determining remuneration

#### *66. Responsibility for determining the remuneration of corporate boards, members of the executive committee or managing director and managers of the company.*

The Remuneration Committee decides upon the remuneration of corporate board members. More detail is provided in point 67 below.

It is important to point out that only the members of NOVABASE's Board of Directors, members of the Audit Board and Statutory Auditor are considered managers, as defined in European Union legislation on market abuse; as such, there is no separate information to be disclosed in this regard.

### VII. Remuneration committee

#### *67. Composition of the remuneration committee, with identification of the natural or legal persons hired to give it support, and statement on the independence of each member and advisor.*

The Remuneration Committee members for the three-year period of 2021-2023 were chosen in the General Meeting of Shareholders of 25 May 2021. Francisco Luís Murteira Nabo presides over the Remuneration Committee, with Pedro Rebelo de Sousa and João Quadros Saldanha belonging to it as well.

All of the members of this committee are independent from the Board of Directors.

The Remuneration Committee acts with complete autonomy, and may freely decide on NOVABASE's hiring of consulting services, as needed or convenient for carrying out its duties, ensuring that service providers are chosen following criteria of competence and independence. In particular, it must ensure that these services are provided independently by consultants who do not provide other services to NOVABASE or other companies in its Group. The Remuneration Committee did not employ any natural or legal person to support it in performing these duties.

The Chairperson of NOVABASE's Remuneration Committee was present at the 2023 General Meeting of Shareholders dated 24 May, held via telematic means, to provide information and clarifications to shareholders.

68. Knowledge and experience of the members of the remuneration committee in remuneration policy issues.

Remuneration Committee		
Member	Academic qualifications	Work experience
Francisco Luís Murteira Nabo	<ul style="list-style-type: none"> <li>Graduate in Economics from Instituto Superior de Ciências Económicas e Financeiras</li> <li>Master's in Management from AESE (University of Barcelona).</li> <li>Honorary Doctorate from the Macau University of Science and Technology</li> </ul>	<p>Member of several boards of directors, including:</p> <ul style="list-style-type: none"> <li>Chairperson of the Board of Directors and CEO of Portugal Telecom, S.G.P.S., S.A.</li> <li>Chairperson of Galp Energia</li> <li>Senior Partner of SaeR - Sociedade de Avaliação Estratégica e Risco, Lda.</li> <li>Vice-Chairperson of the Board of Directors of SOREFAME</li> <li>Vice-Chairperson of the company Portugal e Colónias</li> <li>Managing Chairperson of IMOLEASING, CGD Group</li> </ul> <p>Member of the Advisory Committee:</p> <ul style="list-style-type: none"> <li>INSEAD; Banco de Portugal and Mota Engil</li> </ul>
Pedro Rebelo de Sousa	<ul style="list-style-type: none"> <li>Graduate in Law from Universidade Clássica de Lisboa</li> <li>Specialization (post-graduation) in Commercial and Corporate Law from Universidade Pontifícia Católica, Brazil</li> <li>Master's in Business Administration, Getúlio Vargas Foundation - Business Administration School, São Paulo, Brazil</li> </ul>	<p>Member of the board of directors at several financial institutions, including:</p> <ul style="list-style-type: none"> <li>Chairperson and CEO of BFB</li> <li>CitiBank</li> <li>Banif</li> <li>Caixa Geral de Depósitos</li> <li>Cimpor</li> <li>Intesa SanPaolo Imi International</li> <li>Chairperson of the General Board of the Portuguese Corporate Governance Institute (IPCG)</li> <li>Managing partner of SRS Advogados</li> </ul> <p>among others.</p>

<p>João Quadros Saldanha</p>	<ul style="list-style-type: none"> <li>• Graduate in Mining Engineering, Mining Planning from IST</li> <li>• MBA from Universidade Nova de Lisboa</li> <li>• Postgraduate in markets and financial risk from Universidade Nova</li> </ul>	<p>Member of the Board of Directors at several companies, namely:</p> <ul style="list-style-type: none"> <li>• IAPMEI - I.P.</li> <li>• Empordef, S.G.P.S., S.A.</li> <li>• OGMA - S.A.</li> <li>• White Airways, S.A.</li> </ul> <p>among others</p>
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## VIII. Remuneration structure

### 69. Description of Managing and Supervisory Board Remuneration Policy.

The Remuneration Committee submitted for the assessment of the Annual General Meeting of Shareholders of 25 May 2021 its proposed Remuneration Policy for members of NOVABASE’s managing and supervisory boards (“**Remuneration Policy**”), pursuant to and for the purposes of article 26-A and following of the Securities Code, which was approved in this meeting.

The Remuneration Policy was created in accordance with applicable legislation, in particular article 26-C of the Securities Code, and with applicable recommendations, also considering NOVABASE’s characteristics, the sectors where it does business and, in particular, NOVABASE’s current situation of redefinition and internal strategic updating aimed at repositioning the company in certain sectors with the ultimate goal of creating more value for NOVABASE shareholders in the medium and long term.

Under the Remuneration Policy, the following general principles must be followed with regard to the remuneration of members of NOVABASE’s managing and supervisory boards:

- a) An alignment should exist between the interests of managing board members and the interests of the company, which can be accomplished through variable remuneration components, including plans based on company securities;
- b) Individual performance should be a determining criterion of the variable remuneration component, if applicable, notwithstanding other criteria which may be relevant under the policy, such as the performance of the company itself;
- c) In any case, the company’s long-term interests must be considered and given priority to avoid possible conflicts with short-term interests potentially impacting remuneration;
- d) The international and European context, in particular the sectors where the NOVABASE Group does business, should be considered as comparative parameters for ensuring the competitive remuneration of NOVABASE’s corporate boards, particularly given the circumstances of the technology sector and intense competition for talent at every level, especially management talent;
- e) In view of its functions performed, the Remuneration Committee may decide that all or part of a director’s variable remuneration, if it exists, will occur after the clearance of the accounts for the entire term of office;
- f) When the company’s performance is a determining criterion for variable remuneration, any downgrading in performance may justify limits upon this remuneration, in view of the specific circumstances.



Attached to this report is the Board of Directors' report on remuneration for the year 2023, pursuant to and for the purposes of article 26-G of the Securities Code.

NOVABASE's Remuneration Policy has no potential individual or combined ceilings for the remuneration of the members of its managing and supervisory boards. The setting of specific remuneration is left to the discretion of the Remuneration Committee, comprised exclusively of members who are independent from the Board of Directors. In fact, as stated in the Remuneration Policy, NOVABASE's current context also requires the company's Remuneration Committee to have sufficient leeway, within the principles and rules of the policy and applicable legislation and recommendations, to shape NOVABASE's remuneration practices to the goals of its strategic redefinition process currently underway.

As such, NOVABASE believes it is inappropriate to have maximum potential ceilings for the remuneration to be paid to the members of its managing and supervisory boards.

According to the Remuneration Policy, the remuneration of NOVABASE's Board of Directors includes:

- (i) **A fixed component**, which considers the duties performed by each of the members and their responsibilities, together with market practices for comparable responsibilities, remunerating factors, among others, such as the know-how, experience and responsibility inherent to the duties of each of the members of the Board of Directors and, when applicable, the specific management duties performed and exercising of individual powers that cannot be delegated, and
- (ii) if applicable, **a variable component**, which may be attributed bearing in mind the duties assumed by each member of the Board of Directors, whose terms and conditions are further described in the following point of this report.

The remuneration of members of NOVABASE's Audit Board must be recorded so as to align their interests with those of the company, following a strict model which must consist of fixed annual remuneration in line with market practices, unless justified otherwise by the circumstances, as determined each year by the Remuneration Committee.

Based on the provisions of NOVABASE's Remuneration Policy, the Remuneration Committee, in its meeting dated 1 June 2023, set remuneration for the corporate boards for 2023, together with the variable remuneration of directors according to their performance in 2022. The content of the Remuneration Committee's decision in this regard is available in the 2023 Remuneration Committee Report, attached to this report.

NOVABASE's Remuneration Policy, in line with applicable legislation, regulates in detail the terms and conditions for determining and attributing remuneration to the members of NOVABASE's managing and supervisory boards, and also establishes the terms and conditions for executing retirement supplements, bonuses and other benefits, among other aspects, and is available at NOVABASE's website at:

<https://content.novabase.com/storage/uploads/ktcs1t13dgd-e4872d01-editorfile.pdf>

Note also that, in 2023, there were nor breaches or deviations in relation to the Remuneration Policy, as approved by NOVABASE's shareholders in the General Meeting of Shareholders.

*70. Information on the way the remuneration is structured so as to allow aligning the interests of the members of the board of directors with the long-term interests of the company as well as how it is based on the performance assessment and how it discourages excessive risk assumption.*

Per the terms and conditions of NOVABASE's Remuneration Policy, the variable remuneration of NOVABASE directors can be comprised of the following components:

- (i) Annual variable remuneration in cash tied to NOVABASE's performance, among other factors as described below;
- (ii) Participation in the Plan for Options to Allot NOVABASE Shares approved in the NOVABASE General Meeting of Shareholders dated 26 September 2019.

The variable remuneration component in cash for members of the management is determined at the start of each year by the Remuneration Committee in reference to the performance of NOVABASE and its directors during the previous year, based on the following criteria, which are further detailed in the Remuneration Policy:

- (a) financial criteria: total shareholder returns, growth in turnover and trends in net profit in the context of the strategic plan; and
- (b) non-financial criteria: company performance in environmental, social and corporate governance indicators, reflecting the achievement of targets set by the Remuneration Committee for these indicators, a qualitative assessment by the Remuneration Committee of the Board of Directors' activities, in particular the executive directors, and the duties of each director.

These criteria are aimed at aligning the variable component of these members' remuneration with the performance of the organization each year in question and of each director in particular. This also promotes NOVABASE's business strategy, long-term interests and sustainability.

Since, according to the Remuneration Policy, part of a given year's total variable remuneration should be paid on a deferred basis, per terms and conditions to be determined by the Remuneration Committee, with at least 50% of variable remuneration in cash to be deferred for a period of three years, conditional upon positive company performance during this time period, the company's long-term interests are served and excessive risk assumption is discouraged, thereby promoting NOVABASE's long-term interests and sustainability. This discourages the assumption of excessive risks or prioritizing of short-term interests, thereby defending the interests of NOVABASE's shareholders and other stakeholders.

NOVABASE believes, with regard to directors' variable cash components which are not deferred for the entire term of office, that the company's medium-term interests must also be served, together with its economic interest in providing suitable performance optimization incentives to fulfil obligations and meet short-term goals for management positions, and in balancing and distributing the costs associated with directors' remuneration over term of office's three years, since it would not be appropriate to simply defer the entire variable remuneration component to the end of the term of office or afterwards.

With regard to the Plan for Options to Allot NOVABASE Shares, as described in greater detail in point 74 of this report, options attributed under this plan will comprise a single lot, and may be exercised once exactly two years after their date of attribution (maturity date), notwithstanding the ability to exercise them exactly one year after their date of attribution, at which time the participant may exercise 50% or 100% of the lot of options attributed to him/her.

Options attributed and actually exercised by a participant on their maturity date, or exactly one year after their date of attribution, will be settled as follows:

- (a) via the attribution of NOVABASE shares (net share settlement) for 50% of the options subject to exercising;
- (b) via the attribution of NOVABASE shares (net share settlement) or, alternatively, in cash (net cash settlement), by the participant's choice, for the remaining 50% of the options.

Under these terms, the variable component paid to members of management under the plan does not exclusively serve NOVABASE's long-term interests, insofar as the start of the period for exercising options is not deferred for at least three years.

Even so, it should be noted that NOVABASE share options exercised by the participant pursuant to subparagraph (a) above (i.e. 50% of the options available for exercise) will be retained by NOVABASE for three years following the exercise date, and their ownership will not be transferred to the participant until the end of this period, conditional upon NOVABASE's positive performance during this time.

Furthermore, the number of NOVABASE shares to be attributed under the plan, or the corresponding amount in cash under the net cash settlement option, is dependent upon the price of NOVABASE shares on the relevant dates for participants to exercise options, thus making this remuneration component conditional upon the company's continued positive performance.

As such, NOVABASE believes that the company's long-term interests have also been served by this remuneration component, discouraging excessive risk assumption.

Finally, it is noteworthy that the company has no knowledge of contracts between members of the Board of Directors and the company or third parties that have the effect of mitigating the risk inherent in the variability of the remuneration established for them by the company.

*71. Reference, if applicable, to the existence of a variable remuneration component and information on potential impact of performance assessment on this component.*

As mentioned in the previous point, there is a variable cash component as well as a variable stock option component for management members' remuneration.

As described in the above point, the variable component in cash of the management members' remuneration is determined annually by the Remuneration Committee based on financial and non-financial criteria for the specific purpose of aligning the variable component of these members' remuneration with the organization's performance in each year in question, remunerating criteria such as total shareholder return, growth in turnover, trends in net profit, a qualitative assessment by the Remuneration Committee of the Board of Directors' activities, in particular the executive directors, among other criteria referred to in the above point. When determining variable remuneration, the Remuneration Committee should consider NOVABASE's performance based on the criteria referred to above, the collective performance of the Board of Directors and the individual performance of each of the directors, including their contribution towards the performance of the company and the Board of Directors in the financial and non-financial indicators referred to above. The assessment process of applicable criteria by the Remuneration Committee will be done annually, with regular oversight, based on specific information provided to the Remuneration Committee for monitoring these criteria.

As such, the performance assessment does have an impact on this remuneration component. A proper balance is also ensured between the fixed and variable portions of these remunerations.

With regard to the variable stock option component, the attribution of options under the Plan for Options to Allot NOVABASE Shares is decided by the competent body pursuant to the plan's regulations, on a case-by-case basis in accordance with criteria to be set by this body, which will be NOVABASE's Board of Directors, or the Remuneration Committee in the case of options attributed to members of the Board of Directors.

*72. The deferred payment of the remuneration's variable component and the relevant deferral period.*

As previously stated, according to the Remuneration Policy, 50% of the variable remuneration in cash

is deferred over three years and is conditional upon positive company performance during this time period.

Therefore, notwithstanding the variable component corresponding to NOVABASE stock options, the variable remuneration paid in cash in 2023 includes amounts allocated in 2021 for 2020 and deferred to the next three years, in the case of directors serving in these years for whom variable remuneration in cash was chosen under the terms duly disclosed.

*73. Criteria providing the basis for variable remuneration in shares and the executive directors' keeping of these shares, the signing of agreements involving these shares (i.e. hedging agreements) or the transfer of risk, the respective limit and its relationship to the amount of total annual remuneration.*

On 1 October 2019, the Remuneration Committee unanimously decided to make Paulo Jorge de Barros Pires Trigo, an executive director at the time, a participant in the Plan for Options to Allot NOVABASE Shares, and to attribute 400,000 (four hundred thousand) stock options to him. These options were attributed at a strike price of €2.295 per share.

Pursuant to the plan's regulations, the options attributed under the contractual agreement signed with this participant on 1 October 2019 comprised a single lot, which may be exercised once exactly two years after their date of attribution (i.e. 1 October 2021) (maturity date), notwithstanding the ability to exercise them after one year (i.e. 1 October 2020).

In this regard, as duly announced to the market in the notice of manager transaction dated 29 October 2020, on 26 October 2020 NOVABASE received from Director Paulo Jorge de Barros Pires Trigo a notification of the exercising of all 400,000 options on ordinary NOVABASE shares in his possession under the plan's regulations. This exercising occurred by the following means:

- (i) For 50% of the options subject to exercising (200,000 options), via net share settlement (allotment of company shares), resulting in the allotment of 91,539 ordinary NOVABASE shares to this director, using the calculation formula in the plan's regulations; and
- (ii) For the remaining 50% (200,000 options), via net cash settlement, resulting in a payment of €304,001.71 to this director, using the calculation formula in the plan's regulations.

As stated above, pursuant to article 14.2 of the plan's regulations, the NOVABASE shares corresponding to the options exercised in (i) are withheld by NOVABASE for a period of three years from their exercising, and their ownership will not be transferred to this director until the end of this period, conditional upon the company's positive performance during this time, pursuant to the terms of the regulations. The shares in question were handed over in 2023.

In 2023, given the socio-economic scenario, the Remuneration Committee believed that the attribution of variable remuneration exclusively to directors with executive functions at the company and with special responsibilities, via participation in the Plan, was an appropriate means for remunerating these members for the duties performed and associated responsibilities, while simultaneously reinforcing an alignment between the interests of the management and the company, in the medium and long term, together with their sustainability, in view of the characteristics of the Plan.

Therefore, on 1 June 2023, the Remuneration Committee unanimously decided, in view of the duties performed by Luís Paulo Cardoso Salvado, Chairperson of the Board of Directors, CEO and Managing Director, and by Álvaro José da Silva Ferreira, Managing Director, both charged with the day-to-day running of the company, with the responsibility associated with such positions on a full-time basis, together with the duties and responsibilities assigned to Directors Francisco Paulo Figueiredo Morais Antunes and María del Carmen Gil Marín, responsible for various areas relevant to the NOVABASE Group's business, to attribute to these directors the following company stock options under the Regulations:

- Luís Paulo Cardoso Salvado - 250,000 stock options;
- Álvaro José da Silva Ferreira - 200,000 stock options;
- Francisco Paulo Figueiredo Morais Antunes - 75,000 stock options;
- María del Carmen Gil Marín - 75,000 stock options.

These options were attributed at an adjusted strike price of €1.385.

Pursuant to the plan's regulations, the options attributed under the contractual agreement signed with these participants on 2 June 2023 comprised a single lot, which may be exercised once exactly two years after their date of attribution (i.e. 1 June 2025) (maturity date), notwithstanding the ability to exercise them after one year (i.e. 1 June 2024).

*74. Criteria whereon the allocation of variable remuneration on options is based as well as its deferral period and take-up price.*

The NOVABASE General Meeting of Shareholders held on 26 September 2019 approved a medium or long-term plan for attributing variable remuneration to members of NOVABASE's Board of Directors and to employees from NOVABASE or from other NOVABASE Group companies, based on the performance of NOVABASE shares (Plan for Options to Allot Shares), together with this plan's regulations. This plan has the following goals:

- To retain NOVABASE and NOVABASE Group employees;
- To motivate and encourage their creativity and productivity;
- To retain and/or hire management staff and employees of high potential and strategic value to benefit the company's results.

Under this plan and its regulations, stock options representing NOVABASE's share capital may be attributed in the form of a performance bonus for the plan's participants.

Options are attributed by decision of the competent body pursuant to the plan's regulations, on a case-by-case basis in accordance with criteria to be set by this body, which will be NOVABASE's Board of Directors, or the Remuneration Committee in the case of options attributed to members of NOVABASE's Board of Directors.

The options attributed will comprise a single lot, and may be exercised once exactly two years after their date of attribution (maturity date), notwithstanding the ability to exercise them exactly one year after their date of attribution, at which time the participant may exercise 50% or 100% of the lot of options attributed to him/her.

Options from the same lot not exercised in full by their maturity date will automatically expire.

Options attributed and actually exercised by a participant on their maturity date, or exactly one year after their date of attribution, will be settled as follows:

(a) via the attribution of NOVABASE shares (net share settlement) for 50% of the options subject to exercising;

(b) via the attribution of NOVABASE shares (net share settlement) or, alternatively, in cash (net cash settlement), by the participant's choice, for the remaining 50% of the options.

NOVABASE share options exercised by the participant pursuant to sub-paragraph (a) (i.e. 50% of the options available for exercise) will be retained by NOVABASE for three years following the exercise date, and their ownership will not be transferred to the participant until the end of this period, conditional upon NOVABASE's positive performance during this time.

The options' strike price is defined before the date of attribution. It should correspond to the arithmetical average of the prices, weighted by the respective volumes, of the transactions of NOVABASE shares at sessions of the Euronext Lisbon regulated market occurring in the ninety days preceding 26 July 2019, adjusted by the shareholder remuneration distributed during this period, i.e. €2.295 per share.

Once the participant notifies the company of his/her intent to exercise options, the number of shares to be attributed (rounded down) to this participant, or the corresponding cash amount in the case of net cash settlement, is determined by the following formula:

No. of shares = no. of options exercised x [(exercise price - strike price/exercise price)]

Where:

**Strike price:** the arithmetical average of the prices, weighted by the respective volumes, of the transactions of NOVABASE shares at trading sessions of the Euronext Lisbon occurring in the ninety days preceding 26 July 2019, adjusted by the shareholder remuneration distributed during this period, i.e. €2.295 per share; and

**Exercise price:** the arithmetical average of the prices, weighted by the respective volumes, of the transactions of NOVABASE's shares at trading sessions of the Euronext Lisbon occurring in the ninety days preceding the exercise date.

For the purposes of the net cash settlement option, the value of the shares determined as described above will be based on the arithmetical average of the prices, weighted by the respective volumes, of the transactions of NOVABASE's shares at trading sessions of the Euronext Lisbon occurring in the ninety days preceding these options' exercise date.

While the plan is in effect, stock options totalling more than 10% of NOVABASE's share capital may not be attributed.

Since the plan's approval, in 2019, 400,000 (four hundred thousand) NOVABASE stock options were attributed under the plan to then Executive Director Paulo Jorge de Barros Pires Trigo, which were exercised by him in 2020, having been attributed in 2021. Also under the plan, in 2021, 525,000 (five hundred and twenty-five thousand) NOVABASE stock options were attributed to Managing Directors Luís Paulo Cardoso Salvado and Álvaro José da Silva Ferreira and to the Director with special responsibilities María del Carmen Gil Marín, with an adjusted strike price of €1.801. In 2022, 600,000 (six hundred thousand) NOVABASE stock options were attributed to Managing Directors Luís Paulo Cardoso Salvado and Álvaro José da Silva Ferreira and to Directors with special responsibilities Francisco Paulo Figueiredo Morais Antunes and María del Carmen Gil Marín, with an adjusted strike price of €1.801. Also in 2023, 600,000 (six hundred thousand) NOVABASE stock options were attributed to Managing Directors Luís Paulo Cardoso Salvado and Álvaro José da Silva Ferreira and to Directors with special responsibilities Francisco Paulo Figueiredo Morais Antunes and María del Carmen Gil Marín, with an adjusted strike price of €1.385, per the terms detailed in point 73.

The regulations of the Plan for Options to Allot NOVABASE Shares are available at the company's website:

<https://content.novabase.com/storage/uploads/z43ddf4scbt-a0a21a2e-editorfile.pdf>

*75. The main factors and reasons for any annual bonus scheme and any other non-financial benefits.*

No annual bonus scheme exists. With regard to non-monetary benefits, as stated in the Remuneration Policy, non-monetary supplementary benefits may be attributed to members of NOVABASE's managing board, per terms and conditions to be decided by the Remuneration Committee, which may include insurance (health, life, D&O and occupational accidents, including while travelling), company vehicles and cell phones, and other non-monetary benefits, as decided by the Remuneration Committee. In 2023, an additional amount of €17,752.72 was paid to the 2023 acting members of the Board of Directors in meal allowances.

Note that the non-monetary supplementary benefits currently attributed to members of the managing board, further described in the Board of Directors' report on remuneration attached to this report, does not have a significant weight on their remuneration, accounting for only 10% of its total cost.

*76. Main characteristics of supplementary early retirement or pension schemes for directors, and date on which they were approved by the general meeting of shareholders, in individual terms.*

The terms and conditions for executing retirement supplements, together with the application of benefits to be attributed and benefits contracted in accordance with these terms and conditions, are described in NOVABASE's Remuneration Policy, and are as follows:

- a) Attribution to directors of retirement supplements, which may be associated with the fixed and/or variable remuneration component, as decided by the Remuneration Committee, namely through the channelling of funds attributed to these directors in relation to fixed and/or variable remuneration, to reinforce insurance contributions in force at NOVABASE in substitution of paying part of this remuneration;
- b) The amount of the supplement will correspond to the cumulative annuities acquired from the consecutive premiums paid, increased by revaluations during the applicable period of establishment, as negotiated with the insurance company in question;
- c) Financing through NOVABASE's payment of relevant insurance agreement premiums, as determined by the Remuneration Committee;
- d) Instead of the above pension supplement, directors may opt for the redemption of accumulated capital, pursuant to the law and within legal limits;
- e) Pursuant to the law and within legal limits, beneficiaries with entitlement to the accumulated capital may be designated in the event of the director's death prior to retirement;
- f) Other terms and conditions to be determined by the Remuneration Committee, in conjunction with the Board of Directors.

## IX. Disclosure of remuneration

### *77. Indication on the amount concerning the annual remuneration paid collectively or individually to members of the managing boards of the company, including fixed and variable remuneration and as to the latter, mentioning the different components that gave rise to same.*

In this report, NOVABASE discloses the remuneration received by each member of the Board of Directors and Audit Board in 2023, in accordance with the Securities Code, CMVM Regulation no. 4/2013, and in line with the recommendations of the IPCG Corporate Governance Code (2018, revised in 2023) in this regard.

By unanimous decisions of the Remuneration Committee, fixed remuneration components were set for members of the NOVABASE Board of Directors in 2023, along with annual variable remuneration, as shown in the chart below.

This remuneration is distributed among the members of the Board of Directors in accordance with the breakdown stipulated by the Remuneration Committee, pursuant to the Remuneration Policy, whereby directors receive fixed remuneration in cash, and potentially variable remuneration as well, which may be comprised of variable remuneration in cash and variable remuneration based on stock options. This remuneration is broken down among directors as shown in the table below, in view of their responsibilities at NOVABASE, and as stipulated by the Remuneration Committee under the Remuneration Policy.

The remuneration of non-executive, non-independent directors may include a variable component, per the Remuneration Policy, if the duties and responsibilities so justify. In fact, the performance of remunerated duties by these members of the Board of Directors allows NOVABASE to leverage their extensive know-how acquired as company founders and accumulated over a period of almost 35 years, especially since these directors continue to have major responsibilities in the Group.

The variable component in cash of directors' remuneration should be determined annually by the Remuneration Committee, based on criteria described in the Remuneration Policy and in point 70 of this report.

Given the company's specific context, namely due to the execution of the strategic plan in progress (2019+ Strategy Update), the Remuneration Committee unanimously decided that, in 2023, all variable remuneration will be granted via plans based on securities of NOVABASE S.G.P.S., namely participation in the Plan for Options to Allot Company Shares approved in the General Meeting of Shareholders of 26 September 2019. Therefore, no variable remuneration in cash was paid to the directors of NOVABASE S.G.P.S. in relation to performance in the year 2022. During the year 2023, Managing Directors Luís Paulo Cardoso Salvado and Álvaro José da Silva Ferreira, and the Directors with special responsibilities Francisco Paulo Figueiredo Morais Antunes and María del Carmen Gil Marín were attributed, respectively, 250,000 (two hundred and fifty thousand), 200,000 (two hundred thousand), 75,000 (seventy-five thousand) and 75,000 (seventy-five thousand) options on shares under the Plan for Options to Allot NOVABASE Shares. These options were attributed at an adjusted strike price of €1.385 per share.

The variable remuneration and cash paid in 2023 corresponds to only 1/6 of the variable remuneration in cash allocated in 2021 for 2020 and 1/6 of the amount allocated in 2020 for 2019.



Furthermore, in 2023, the Remuneration Committee decided to channel 20% (twenty per cent) of amounts attributed as fixed remuneration for 2023 to each of the directors with executive functions or special responsibilities - namely, and respectively, Luís Paulo Cardoso Salvado, Álvaro José da Silva Ferreira, Francisco Paulo Figueiredo Morais Antunes and María del Carmen Gil Marín - to reinforce capitalization insurance contributions currently in effect at the company in substitution of paying that part of fixed remuneration, pursuant to Clause 5 of the Remuneration Policy.

The following table shows remuneration paid in 2023 to directors in office on 31 December 2023.

Directors <sup>1</sup>	Remuneration /fixed annual <sup>2</sup> (€)	Annual variable remuneration in cash paid in 2023 (€) <sup>3,4</sup>	Partial Total (Fixed + Variable in cash paid in 2023) (€)	Variable in cash paid in 2023 /Partial Total (%)	Variable Remuneration /annual deferred (€) <sup>5</sup>	Variable Remuneration #options
Luís Paulo Cardoso Salvado	340,200.00	151,547.84	491,747.84	30.82	53,026.67	250,000
Álvaro José da Silva Ferreira	283,500.00	94,970.00	378,470.00	25.09	33,230.00	200,000
<b>Executives Total</b>	<b>623,700.00</b>	<b>246,517.84</b>	<b>870,217.84</b>	<b>28.33</b>	<b>86,256.67</b>	<b>450,000</b>
<b>(% total)</b>	<b>52.01</b>	<b>53.74</b>	<b>52.49</b>		<b>53.74</b>	
Francisco Paulo Figueiredo Morais Antunes	189,000.00	75,774.00	264,774.00	28.62	26,513.33	75,000
María del Carmen Gil Marín	189,000.00	75,774.00	264,774.00	28.62	26,513.33	75,000
José Afonso Oom Ferreira de Sousa	44,100.00	30,309.17	74,409.17	40.73	10,605.00	
Pedro Miguel Quinteiro Marques Carvalho	44,100.00	30,309.17	74,409.17	40.73	10,605.00	
Madalena Paz Ferreira Perestrelo de Oliveira	44,100.00	0.00	44,100.00	0.00	0.00	
Benito Vázquez Blanco	44,100.00	0.00	44,100.00	0.00	0.00	
Rita Wrem Viana Branquinho Lobo Carvalho Rosado	21,000.00	0.00	21,000.00	0.00	0.00	
<b>Non-executives total</b>	<b>575,400.00</b>	<b>212,166.34</b>	<b>787,566.34</b>	<b>26.94</b>	<b>74,236.67</b>	<b>150,000</b>
<b>(% total)</b>	<b>47.99</b>	<b>46.26</b>	<b>47.51</b>		<b>46.26</b>	
<b>TOTAL</b>	<b>1,199,100.00</b>	<b>458,684.18</b>	<b>1,657,784.18</b>	<b>27.67</b>	<b>160,493.33</b>	<b>600,000</b>

<sup>1</sup> Director Rita Wrem Viana Branquinho Lobo Carvalho Rosado received amounts in 2023 through other group companies for the position of Head of Legal of the NOVABASE Group. These amounts are not shown in this table, and are addressed in point 78 of this report.

<sup>2</sup> The amount shown includes amounts attributed as fixed remuneration in the Remuneration Committee meeting of 1 June 2023, which were channelled to retirement supplements by reinforcing capitalization insurance contributions currently in effect at the company, substituting payment of that part of fixed remuneration - namely, Luís Paulo Cardoso Salvado (€68,040), Álvaro José da Silva Ferreira (€56,700), Francisco Paulo Figueiredo Morais Antunes (€37,800) and María del Carmen Gil Marín (€37,800).

<sup>3</sup> The amount shown is the total amount paid to each director in 2023 (excluding the variable component based on stock options, as applicable); includes amounts allocated in 2021 for 2020, and deferred to the next three years. There are also deferrals for amounts allocated in 2020 for 2019, in the case of directors serving in these years for whom variable remuneration in cash was chosen under the terms duly disclosed.

<sup>4</sup> Amount used to reinforce capitalization insurance contributions currently in effect at the company.

<sup>5</sup> Amounts allocated in 2021 for 2020, and deferred to the next three years. For directors serving in these years for whom variable remuneration in cash was chosen under the terms duly disclosed, in the Corporate Governance Report for the year in question.

In the 2023 financial year, Directors Luís Paulo Cardoso Salvado (500,000 options) and Álvaro José da Silva Ferreira (400,000 options) exercised their options, allocated in 2021 and 2022, under the following terms:

- (i) For 50% of the options subject to exercising (250,000/Luís Paulo Cardoso Salvado, 200,000/Álvaro José da Silva Ferreira), via net share settlement (allotment of company shares), resulting in the allotment of 178,056 and 142,445 ordinary NOVABASE shares, respectively, to Luís Paulo Cardoso Salvado and Álvaro José da Silva Ferreira, using the calculation formula in the plan's regulations, resulting in a total of 320,501 shares allotted, and
- (ii) For the remaining 50% (250,000 options/Luís Paulo Cardoso Salvado and 200,000 options/Álvaro José da Silva Ferreira), via net cash settlement (payment in cash), resulting in payments to these directors, respectively, of €856,936.97 and €685,548.62 using the calculation formula in the plan's regulations i.e., a total of €1,542,485.59.

Also during the 2023 financial year, Directors Francisco Paulo Figueiredo Morais Antunes and María del Carmen Gil Marín exercised their options, allocated in 2022 (75,000 options each), under the following terms:

- (i) For 50% of the options subject to exercising (37,500 options/each), via net share settlement (allotment of company shares), resulting in the allotment to each of these directors of 26,709 ordinary NOVABASE shares, using the calculation formula in the plan's regulations, resulting in a total of 53,418 shares allotted; and
- (ii) For the remaining 50% (37,500 options/each), via net cash settlement, resulting in a payment to these directors of €128,535.25/each, using the calculation formula in the plan's regulations, resulting in a total amount paid of €257,070.50.

The exercising of these options resulted in a total allotment of 373,919 shares and a total amount paid of €1,799,556.09.

Also during the year 2023, Managing Directors Luís Paulo Cardoso Salvado and Álvaro José da Silva Ferreira, and Directors with special responsibilities Francisco Paulo Figueiredo Morais Antunes and María del Carmen Gil Marín were attributed, respectively, 250,000 (two hundred and fifty thousand), 200,000 (two hundred thousand), 75,000 (seventy-five thousand) and 75,000 (seventy-five thousand) options on shares under the Plan for Options to Allot NOVABASE Shares. These options were attributed at an adjusted strike price of €1.385 per share.

Pursuant to the plan's regulations, the options attributed under the contractual agreement signed with these participants on 1 June 2021 and 1 June 2022 comprised a single lot, which may be exercised once exactly two years after their date of attribution (i.e. 1 October 2021 - maturity date), notwithstanding the ability to exercise them after one year (i.e. 1 June 2022 and 1 June 2023).

In 2023, an additional amount of €17,752.72 was paid to the 2023 acting members of the Board of Directors in meal allowances.

Relatively speaking, the variable remuneration paid in 2023 to NOVABASE's directors represented approximately 28% of the total remuneration received by them for the year 2023, thereby demonstrating a reasonable balance between the fixed and variable remuneration components. There

are no relevant amounts of non-monetary benefits considered as remuneration and not covered by the previous situations.

The table below shows remuneration paid by NOVABASE in 2023 to directors of the company whose positions ended in previous years:

Directors	Remuneration /fixed annual (€)	Annual variable remuneration in cash paid in 2023 (€)	Partial Total (Fixed + Variable in cash paid in 2023) (€)	Variable in cash paid in 2023 /Partial Total (%)	Variable Remuneration /annual deferred (€)
João Nuno da Silva Bento <sup>1</sup>		151,547.84	151,547.84	100.00	53,026.67
Paulo Jorge de Barros Pires Trigo <sup>1</sup>		42,423.27	42,423.27	100.00	33,528.33
<b>TOTAL</b>		<b>193,971.11</b>	<b>193,971.11</b>	<b>100.00</b>	<b>86,555.00</b>

<sup>1</sup> Left position in the General Meeting of Shareholders of 25 May 2021. The variable amount paid in 2023 and deferred to the following years corresponds to the years in which he held the position of director at this company, as demonstrated by the Corporate Governance Reports from previous years.

In 2023, 91,539 ordinary shares, allocated in 2020 following the exercising of options held by him and retained by NOVABASE pursuant to the regulations, were handed over to former director Paulo Jorge de Barros Pires Trigo. Together with the handover of the shares retained, the amount of shareholder dividends during the share retention period, i.e. €77,808.15, was also paid as provided for in the regulations.

Furthermore, there are no formal mechanisms regulating the possibility of requesting reimbursement for the variable remuneration received by NOVABASE directors. Even so, per the general guiding principles of NOVABASE's remuneration policy, when the company's performance is a determining criterion for variable remuneration, any downgrading in performance may justify limits upon this remuneration, in view of the specific circumstances.

#### **78. Amounts paid on any basis by other companies in a group or controlling relationship or exercising control over the company.**

The members of NOVABASE's Board of Directors and Audit Board are paid exclusively by this entity, and do not receive additional remuneration of any kind from other companies that are controlled by or part of the NOVABASE Group, nor from any company subject to shared control with NOVABASE, except for the remuneration shown in the following table.

Name	Remuneration /fixed annual (€)	Annual variable remuneration in cash paid in 2023 (€)	Partial Total (Fixed + Variable in cash paid in 2023) (€)	Variable in cash paid in 2023 /Partial Total (%)	Variable Remuneration /annual deferred (€)
Rita Wrem Viana Branquinho Lobo Carvalho Rosado <sup>1</sup>	79,796.40	30,524.47	110,320.87	27.67	0

<sup>1</sup> Amount paid by Celfocus, S.A., a company 90.19% owned (indirectly) by NOVABASE S.G.P.S., S.A., corresponding to remuneration received for the position of Head of Legal of the NOVABASE Group under a service provision agreement.

*79. Remuneration paid in the form of a share in the profits and/or the payment of bonuses and the rationale behind the act of awarding such bonuses and/or share in profits.*

In 2023, no additional remuneration was awarded in the form of profit sharing and/or payment of bonuses.

*80. Compensation paid or owed to former executive directors in relation to early contract termination.*

No compensations were paid, nor are any compensations owed, to former executive directors as a result of their duties no longer being performed in 2023.

*81. Annual amount of remuneration received, collectively and individually, by members of the company's supervisory boards.*

The remuneration of supervisory board members includes no component whose value depends on the performance or the value of the company.

As such, the following fixed annual remuneration was given to members of the Audit Board for 2023:

Chairperson of the Audit Board - Álvaro José Barrigas do Nascimento - €10,500 (ten thousand, five hundred euros);

Audit Board Member - Fátima do Rosário Piteira Patinha Farinha - €7,875 (seven thousand, eight hundred and seventy-five euros);

Audit Board Member - João Luís Correia Duque - €7,875 (seven thousand, eight hundred and seventy-five euros).

These amounts were adjusted by 5% in comparison to the previous year. As such, the total amount of remuneration attributed to members of the Audit Board was €26,250 (twenty-six thousand, two hundred and fifty euros).

Notwithstanding the remuneration attributed in 2023, a total of €6,150 (six thousand, one hundred and fifty euros) was paid to members of the Audit Board (taxes included):

Chairperson of the Audit Board - Álvaro José Barrigas do Nascimento - €0 (zero euros);

Audit Board Member - Fátima do Rosário Piteira Patinha Farinha - €0 (zero euros);

Audit Board Member - João Luís Correia Duque - €6,150 (six thousand, one hundred and fifty euros)<sup>1</sup>

Furthermore, the company's Statutory Auditor is remunerated according to standard remuneration practices and conditions for comparable services, following the signing of a service provision agreement and by proposal of the company's Audit Board.

*82. Remuneration of the Chairperson of the General Meeting of Shareholders.*

The Chairperson of the General Meeting of Shareholders is paid according to attendance in the amount of €3,150 (three thousand, one hundred and fifty euros) for each meeting presided over.

## **X. Agreements with implications on remuneration**

### ***83. Envisaged contractual restraints for compensation owed for undue dismissal of executive directors and its relation to the remunerations' variable component.***

There are no contractual restraints for compensation owed for undue dismissal of directors, as per legal rules.

Pursuant to article 403, paragraph 5 of the Commercial Companies Code, if the dismissal lacks justified grounds, the director is entitled to compensation for damages incurred by the means specified in his/her contract or under the general terms of the law; this compensation may not exceed the remuneration he/she would presumably receive through the end of his/her appointed term.

In NOVABASE's opinion, since management positions are remunerated, with a mandatory legal ceiling on compensation for dismissal without due cause, and given the protection of expectations principle which must be observed, there is no justification for contractual restraints that reduce the maximum legal compensation amount to a director with legal proof of damages incurred.

Similarly, in view of the mandatory legal ceiling on compensation for undue dismissal, there is absolutely no foreseeable advantage in establishing contractual restraints to directors' compensation in the event of consensual termination of duties.

### ***84. Reference to the existence and description, including amounts, of agreements between the company and members of the board of directors or employees providing for compensation in the event of employee resignation request, termination without just cause or termination of the employment relationship following a tender offer. (article 29-H, paragraph 1, subparagraph k).***

No such agreements exist.

## **XI. Stock or stock option plans**

### ***85. Identification of plan and respective recipients.***

The NOVABASE General Meeting of Shareholders held on 26 September 2019 approved a medium or long-term plan for attributing variable remuneration to members of NOVABASE's Board of Directors and to employees from NOVABASE or from other NOVABASE Group companies, based on the performance of NOVABASE shares, together with this plan's regulations. This plan has the following goals:

- To retain NOVABASE and NOVABASE Group employees;
- To motivate and encourage their creativity and productivity;
- To retain and/or hire management staff and employees of high potential and strategic value to benefit the company's results.

Under this plan and its regulations, stock options representing NOVABASE's share capital may be attributed in the form of a performance bonus for the plan's participants.

More information on the plan and its regulations can be found in point 74 of this report.

*86. Description of plan (eligibility conditions, inalienability of shares clauses, criteria regarding share prices and the price for exercising options, time frame during which options can be exercised, characteristics of the shares or options to be attributed, existence of incentives to acquire shares and/or exercise options).*

A description of the Plan for Options to Allot NOVABASE Shares - including its eligibility conditions, inalienability of shares clauses, criteria on the price for exercising options, time frame during which options can be exercised, characteristics of the shares or options to be attributed and the existence of incentives to acquire shares and/or exercise options - is available in point 74 of this report.

*87. Option rights given for the acquisition of shares (stock options) for which the company's employees and workers are the beneficiaries.*

In 2023, no options were attributed to the company's workers or employees; only the decision was made to attribute options to members of NOVABASE's Board of Directors.

*88. Control mechanisms provided for in a possible employee investment scheme in which voting rights are not directly exercised by them (article 29-H, paragraph 1, sub-paragraph e).*

There are no specific employee investment schemes in which voting rights are not directly exercised by them.

## E. TRANSACTIONS WITH RELATED PARTIES

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### XII. Control mechanisms and procedures

#### *89. Mechanisms implemented by the company to control transactions with related parties (using the concept defined in IAS 24 for this purpose).*

As regards the year 2023, in addition to the rules of the Commercial Companies Code for contractual agreements between the company and members of the Board of Directors, NOVABASE had Internal Regulations on Transactions with Related Parties in effect which established an internal procedure for verifying and approving transactions with related parties, with the intervention of the Board of Directors and the Audit Board, pursuant to the law, which was approved by the Board of Directors, with the prior favourable opinion of the Audit Board. These regulations are further described in point 91 of this report, and are available at NOVABASE's website.

Other transactions with related parties are controlled and disclosed under the terms of internationally accepted and applicable rules and standards for accounting and financial reporting.

#### *90. Transactions subject to control during the reporting year.*

In 2023, NOVABASE had no transactions with related parties subject to the obligations of control laid out in the Internal Regulations on Transactions with Related Parties or the Securities Code.

As such, no transactions were subject to control as described above.

#### *91. Description of the procedures and criteria applicable to the supervisory body when same provides preliminary assessment of the business deals to be carried out between the company and the owners of qualifying holdings or entity-relationships with the former, as envisaged in article 20 of the Securities Code.*

On 29 April 2021, pursuant to article 249-A (corresponding to the current article 29-S) of the Securities Code, introduced by Law no. 50/2020 of 25 August, the Board of Directors approved, with the prior favourable opinion of the Audit Board, Internal Regulations on Transactions with Related Parties, under which certain company transactions with related parties are subject to a decision of the Board of Directors, preceded by an opinion of the Audit Board.

Pursuant to these Internal Regulations, transactions with related parties are defined as those performed by the company or by entities in a control or group relationship with it, or by entities within its consolidation perimeter, with a party related to them as defined in the international accounting standards adopted pursuant to Regulation (EC) No 606/2022 of the European Parliament and of the Council of 16 April.

A decision by the Board of Directors, preceded by a non-binding opinion of the Audit Board, shall apply to transactions with related parties: (i) whose total cumulative amount is 2.5% or more of NOVABASE's consolidated assets in a given financial year, half year or quarter, based on the most recent annual financial statements approved pursuant to the law, even when the amount of each business deal does not exceed this percentage individually; or (ii) which, on an exceptional basis, are

not performed within the scope of NOVABASE's current business per the arm's-length principle, regardless of their amount.

In any case, the following shall be excluded from the scope of these Internal Regulations: (a) transactions between NOVABASE and its affiliates, provided that they are in a control relationship with the company, and no Related Party of the company has interests in the affiliate; (b) business deals involving the awarding of remuneration for management or senior management positions at the company, at entities in a control or group relationship with it, or at entities within NOVABASE, S.G.P.S, S.A.'s account consolidation perimeter, although such remuneration must always be attributed on an arm's-length basis and in accordance with the corporate governance model in force; or (c) transactions proposed to all shareholders under the same terms so as to ensure equitable shareholder treatment and protection of the company's interests.

In cases subject to the procedure established in the Internal Regulations, NOVABASE's Board of Directors shall notify the company's Audit Board, as soon as possible and always within five days of the transaction's date, of its intent to approve the business deal.

Such notification to NOVABASE's supervisory board must include the following: (a) parties to the transaction; (b) scheduled date for performing the transaction; (c) economic and financial terms and conditions of the transaction, and its total amount, which must always be specifically stated, even in the form of a mere estimate; (d) reason for performing the transaction by the NOVABASE Group and the entity in question; (e) specific reason for performing the transaction with the customer or supplier in question; (f) assessment as to whether the transaction in question will be done under normal market conditions for similar transactions, complying with the principle of equitable treatment for the NOVABASE Group's customers and suppliers. In the event of deviations to these principles, justifying circumstances must be given to perform the transaction, namely the need to pursue a higher company interest.

Once the notification described in the above paragraph has been received, the supervisory board must issue its approval or disapproval of the transaction in question as soon as possible.

In issuing its opinion, the supervisory board must bear in mind whether the business deal in question will be carried out on an arm's-length basis compared to similar deals, and whether the principle of equitable treatment of NOVABASE Group customers and suppliers will be respected, together with circumstances justifying the deal when deviations to these principles occur, namely the need to pursue a higher company interest.

In either case, the supervisory board must give immediate notification to NOVABASE's management of any prior opinion issued.

Under this procedure, by the end of the month following the end of each quarter, NOVABASE's Board of Directors verifies, and notifies the Audit Board of, the amount and nature of transactions between NOVABASE and any related party performed in the previous quarter which were not subject to a specific decision by these boards in accordance with these regulations.

The Internal Regulation is available at NOVABASE's website.

### **XIII. Items related to the business**

*92. Location of accounting documents with access to information on transactions with related parties, in accordance with IAS 24 or, alternatively, a reproduction of this information.*



This information is available in the 2023 Consolidated Accounts, an integral part to the Annual Report and Accounts, in Note 37 of the Notes to the Consolidated Financial Statements.

## PART II - EVALUATION OF CORPORATE GOVERNANCE

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## 1. Corporate governance code adopted

*Identification of the corporate governance code to which the company is subject, or has voluntarily decided to be subject to, under the terms and for the purposes of article 2 of these Regulations.*

*The publicly accessible location of the texts of the corporate governance codes to which the issuer is subject should also be indicated (article 29-H, paragraph 1, sub-paragraph o).*

Over the course of 2018, the Corporate Governance Code of the Portuguese Corporate Governance Institute (IPCG) entered into force in reference to 1 January 2018, thereby completing the transition process to a self-regulation model (soft law) in Portugal. This resulted in the revocation of the CMVM Corporate Governance Code (2013) as of the same date.

In this way, the IPCG Corporate Governance Code (2018) - subsequently revised 2020 and in 2023 - now represents the only corporate governance code in Portugal for the purposes of article 2, paragraph 1 of CMVM Regulation no. 4/2013.

Therefore, and in accordance with the above-mentioned provision of CMVM Regulation no. 4/2013, NOVABASE has adopted the Corporate Governance Code of the Portuguese Corporate Governance Institute (2018, as revised in 2023), which is available for consultation at <https://cgov.pt/>.

2. *Analysis of compliance with the corporate governance code adopted under the terms of article 29-H, paragraph 1, sub-paragraph n), whereby a statement should be included on the degree of compliance with the corporate governance code to which the issuer is subject, specifying any parts of this code from which it deviates, and the reasons for doing so.*

*The information presented should include the following for each recommendation:*

- a) Information to gauge compliance with the recommendation, or reference to the point in the report where the issue is described in more detail (chapter, title, point, page);*
- b) Justification for any failure to comply or partial compliance;*
- c) In the event of non-compliance or partial compliance, identification of any alternative means used by the company to achieve the same goal as the recommendation.*

	Recommendation	Fulfilment	Remarks
<p><b>General principles:</b></p> <p><b>A.</b> <i>Corporate governance promotes and empowers the pursuit of respective long-term interests, performance and sustainable development, and is structured so as to balance interests between shareholders and other investors, employees, customers, creditors, suppliers and other stakeholders, helping to strengthen trust in the quality, transparency and ethical standards of the actions of management and supervisors, together with the sustainable development of companies' surrounding communities and the development of the capital market.</i></p> <p><b>B.</b> <i>Compliance with the code is voluntary, and its observance is based on a principle of "comply or explain" applicable to all recommendations.</i></p>			
<p><b>Chapter I. COMPANY RELATIONSHIP WITH SHAREHOLDERS, STAKEHOLDERS AND THE COMMUNITY IN GENERAL</b></p>			
<p><b>I.A. Principles:</b> <i>In their organization, their functioning and the determination of their strategy, companies contribute towards the pursuit of the UN Sustainable Development Goals under terms tailored to the nature of their business and respective size.</i></p> <p><b>I.B.</b> <i>The company periodically identifies, measures and aims to prevent the negative effects of the environmental and social impacts of its business, under terms tailored to the company's respective nature and size.</i></p> <p><b>I.C.</b> <i>In its decision-making processes, the managing board balances the interests of shareholders and other investors, employees, suppliers and other stakeholders in the company's business.</i></p>			
1	I.1. The company specifies the terms under which its strategy seeks to achieve its long-term goals, and the main ensuing contributions to the community in general <sup>1</sup> .	Yes	Point 29 and the 2023 Non-Financial Statement
2	I.2. The company identifies the main policies and main measures employed with regard to achieving its environmental and social goals.	Yes	Point 29, Point 53, sub-paragraph j) and the 2023 Non-Financial Statement.

	<b>Chapter II. COMPOSITION AND FUNCTIONING OF THE COMPANY'S BOARDS</b>		
	<b>II.1. Information</b>		
	<p><b>Principle:</b>  <b>II.1.A.</b> <i>Companies and, in particular, their managers treat shareholders and other investors equally, namely by assuring mechanisms and procedures for the suitable processing and disclosure of information.</i></p>		
2	II.11.The company establishes mechanisms which, in a suitable and rigorous manner, ensure the timely circulation or disclosure of information to corporate boards, the company's secretary, shareholders, investors, financial analysts, other stakeholders and the market in general.	Yes	Points 21, and 55 to 65
	<b>II.2. Diverse composition and functioning of the company's boards</b>		
	<p><b>Principle:</b>  <b>II.2.A.</b> <i>Companies are equipped with suitable, transparent decision-making structures, ensuring the utmost operating efficiency of their boards and committees.</i>  <b>II.2.B.</b> <i>Companies ensure diversity in the composition of their management and supervisory boards and the use of criteria of individual merit within the respective designation procedures, which are of the exclusive power of the shareholders.</i>  <b>II.2.C.</b> <i>Companies ensure that the functioning of their boards and committees is properly recorded in meeting minutes, so as to provide an understanding of the decisions made as well as their grounds and the opinions expressed by their members.</i></p>		
3	II.2.1. Companies establish, in advance and in the abstract, criteria and requirements for the profile of members of the company's boards which are suited to the function to be performed, namely including individual attributes (such as expertise, independence, integrity, availability and experience), and diversity requirements (with a particular focus on equality between men and women),that can help to improve the board's performance and balance its composition.	Yes	Points 16 and 19
4	II.2.2. The managing and supervisory boards and their internal committees have regulations – namely regarding the exercising of their respective powers, chairmanship, meeting frequency, operation and table of duties of their members – published in full at the company's website, with minutes of their meetings drawn up.	n/a	NOVABASE does not have an Executive Committee or other internal committees.
5	II.2.3. The composition and number of annual meetings of the managing and supervisory boards and their internal committees are disclosed at the company's website.	Yes	Point 62
6	II.2.4. Companies adopt a policy for reporting irregularities ("whistleblowing policy") that specifies the main rules and procedures to be followed for each instance of reporting, and an internal reporting channel that is also accessible by non-employees, pursuant to the terms of applicable law.	Yes	Point 49

7	<p>II.2.5. Companies have specialized committees for corporate governance, remuneration, appointments of the company's board members and performance evaluation, whether individual or combined. When a remuneration committee has been created per article 399 of the Commercial Companies Code, and when not prohibited from doing so by law, this recommendation may be fulfilled by entrusting these powers to this committee.</p>	No	<p>Point 27  No other committees have currently been created within the company's Board of Directors, namely (i) to assess the performance of the executive directors and Board of Directors, and (ii) to reflect and act on issues involving corporate governance.  With regard to evaluating the management, it should be noted that the Board of Directors annually assesses its own performance, together with the performance of the managing directors or Executive Committee, as applicable, also ensuring that the individual performance evaluations of each member of the management are notified to the Remuneration Committee.  Along these lines, given the relatively low complexity of the current corporate governance structure, maintaining or reintroducing a specific committee to reflect on issues involving corporate governance or appointments seems unnecessary, since the company is assisted by outside consultants in these matters.</p>
<p><b>II.3. Relationship between company boards</b></p>			
<p><b>Principle:</b>  <b>II.3.A.</b> <i>Corporate boards lay the groundwork so that, to the extent of their responsibilities, they can act in a harmonious, coordinated manner with information suited to the performance of their respective functions.</i></p>			
8	<p>II.3.1. The articles of association or equivalent instruments used by the company establish mechanisms to ensure that, within the limits of applicable legislation, members of the managing and supervisory boards have permanent access to all information needed to assess the performance, status and future prospects of the company, including meeting minutes, support documentation for decisions taken, meeting notices and the archives of executive managing board meetings, notwithstanding access to any other documents or persons who may be asked to give clarifications.</p>	Yes	Points 21, 24 and 33 b)
9	<p>II.3.2. Each of the company's bodies and committees ensure, in a timely and appropriate manner, the inter-organic flow of information needed for all other boards and committees to perform their duties under the law and articles of association.</p>	Yes	Points 21, 24 and 33 b)
<p><b>II.4. Conflicts of interest</b></p>			
<p>II.4.A. Conflicts of interest, whether actual or potential, should be prevented between the members of boards and committees and the company, ensuring that any member in conflict does not interfere in the decision-making process.</p>			

10	II.4.1. By internal regulations or equivalent means, members of the managing and supervisory boards and internal committees shall be obliged to notify the respective board or committee whenever there are facts which may constitute or give rise to a conflict between their interests and those of the company.	No	Points 21 and 33 b) The internal regulations of NOVABASE's relevant corporate boards state that they must notify the respective body, in the decision-making context, whenever there are facts which may constitute or give rise to a conflict between their interests and those of the company, without the ability to exercise their voting rights in such case. Although this obligation is not provided for in a general sense, but only in the decision-making context, NOVABASE believes that the interests protected by this recommendation are ensured, since the information conveyed in the decision-making context is also relevant to the day-to-day running of the company in the event of situations of conflicts of interest, while also fulfilling the legal requirement provided for in the Commercial Companies Code.
11	II.4.2. The company adopts procedures to ensure that a member in conflict does not interfere with the decision-making process, notwithstanding the obligation to provide information and clarifications requested by the board, committee or its respective members.	Yes	Points 21 and 33 b)
<b>II.5. Transactions with related parties</b>			
<b>Principle:</b> <i>Transactions with related parties must be justified by the company's interests and performed in normal market conditions, subject to the principles of transparency and proper oversight.</i>			
12	II.5.1. I.5.1. The managing board discloses, in its governance report or by another publicly available means, the internal procedure for verifying transactions with related parties.	Yes	Points 89 and 91
<b>Chapter III. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS</b>			
<b>Principles:</b> <b>III.A.</b> <i>The proper engagement of shareholders in corporate governance is a positive factor in the company's efficient functioning and achievement of its corporate purpose.</i> <b>III.B.</b> <i>The company promotes the personal participation of shareholders in General Meetings of Shareholders as a venue for reflection on the company and communication between shareholders and the company's boards and committees.</i> <i>The company implements adequate means for shareholders to participate and vote remotely in meetings, including the possibility to send questions, clarification requests or information on agenda items and their respective proposals in advance.</i>			
13	III.1. The company should not require an excessively high number of shares for entitlement to voting rights, and specifies its choice in its corporate governance report whenever each share does not correspond to one vote.	n/a	n/a

14	III.2. A company that has issued shares with a special right to plural votes shall identify, in its corporate governance report, those matters which, pursuant to the company's articles of association, are excluded from the scope of plural voting.	n/a	n/a
15	III.3. The company should not adopt mechanisms that hinder the passing of resolutions by shareholders, including fixing a quorum for resolutions greater than that provided for by law.	Yes	Point 14
16	III.4. The company implements suitable means for shareholders to participate in the General Meeting of Shareholders remotely, under terms proportional to its size.	Yes	Point 12 Note also that, in the past three years, NOVABASE's General Meetings of Shareholders were done exclusively via telemetric means, giving shareholders not only the option of voting via electronic correspondence or electronic means, but also the ability to participate via telematic means in the meeting and, in this context, change their vote previously cast during the meeting, as shown in documentation from these same General Meetings of Shareholders, duly published and available at NOVABASE's website.
17	III.5. The company also implements suitable means for exercising voting rights remotely, including via correspondence and via electronic means.	Yes	Point 12 Note also that, in the past three years, NOVABASE's General Meetings of Shareholders were done exclusively via telemetric means, giving shareholders not only the option of voting via electronic correspondence or electronic means, but also the ability to participate via telematic means in the meeting and, in this context, change their vote previously cast during the meeting, as shown in documentation from these same General Meetings of Shareholders, duly published and available at NOVABASE's website.
18	III.6. The company's articles of association that provide for the restriction of the number of votes that may be held or exercised by a sole shareholder, either individually or in concert with other shareholders, shall also foresee for a resolution by the General Meeting of Shareholders (five-year intervals) on whether that statutory provision is to be amended or prevails – without superior quorum requirements as to the one legally in force – and that in said resolution, all votes issued be counted, without applying said restriction.	n/a	Points 12 and 13
19	III.7. Measures that require payment or the assumption of fees by the company in the event of change of control or change in the composition of the managing board, and which may impair the free transfer of shares and free assessment by shareholders of the performance of directors, shall not be adopted.	Yes	Points 4 and 84 Furthermore, measures that require payment or the assumption of fees by the company in the event of change of control or change in the composition of the managing board, and which may impair the free transfer of shares and free assessment by shareholders of the performance of directors, shall not be adopted.



	<b>Chapter IV. DIRECTORS</b>		
	<b>IV.1. Managing Board and Executive Directors</b>		
	<p><b>Principles:</b></p> <p><b>IV.1.A.</b> <i>The day-to-day running of the company is the responsibility of executive directors with suitable qualifications, expertise and experience, pursuing the company's goals and contributing towards its sustainable development.</i></p> <p><b>IV.1.B.</b> <i>The determination of the number of executive directors should take into account the company's size, the complexity and geographic dispersion of its business and costs, bearing in mind the desired functional agility of the executive management.</i></p>		
20	IV.1.1. The board of directors ensures that the company acts in accordance with its corporate purpose, and does not delegate powers with regard to the following: i) defining the strategy and general policies of the company; ii) organizing and coordinating the corporate structure; iii) matters considered strategic due to the amount, risk or particular characteristics involved.	Yes	Point 21
21	IV.1.2. The managing board approves, through internal regulations or comparable means, the scheme for executive directors' activities applicable to their performance of executive duties at entities outside the group.	No	<p>Points 21 and 26</p> <p>On 25 May 2021, the Board of Directors approved the delegation of powers to Managing Directors Luís Paulo Cardoso Salvado and Álvaro José da Silva Ferreira.</p> <p>NOVABASE's current managing directors do not perform any executive functions at entities outside the Group; as such, NOVABASE believes there is no need to establish a scheme for executive directors' activities applicable to their performance of executive duties at entities outside the Group, since this situation does not apply to NOVABASE, thereby safeguarding the interests that the recommendation in question aims to protect.</p> <p>Furthermore, with regard to the table in Point 26 of this report (on activities of directors in and outside the Group), the duties shown for Managing Director Álvaro José da Silva Ferreira, despite involving administrative functions, are not considered executive duties impacting his full availability to carry out his respective duties at NOVABASE.</p>
1	<b>IV.2. Managing Board and Non-Executive Directors</b>		
	<p><b>Principles:</b></p> <p><b>IV.2.A.</b> <i>To fully achieve the corporate purpose, non-executive directors carry out effective, judicious oversight which challenges executive management, supplemented by committees in central corporate governance areas.</i></p> <p><b>IV.2.B.</b> <i>The number and qualifications of non-executive directors should afford the company with balanced, proper diversity in terms of expertise, knowledge and professional backgrounds.</i></p>		

22	<p>IV.2.1. Notwithstanding the legal functions of the Chairperson of the Board of Directors, if the Chairperson is not independent, the independent directors – or, when these are insufficient in number, the non-executive directors – must designate a coordinator (lead independent director) from among themselves for the following purposes (i) serving, whenever necessary, as a spokesperson with the Chairperson of the Board of Directors and the other directors, (ii) ensuring that they have the necessary means and conditions to perform their duties; and (iii) coordinating them in assessing the performance by the managing board, as provided for in recommendation VI.1.1; alternatively, the company can establish another equivalent mechanism for such coordination.</p>	No	<p>Points 18 and 21</p> <p>In view of NOVABASE's corporate organizational model, which has several levels of internal control, the company does not believe that independent directors are necessary, as further explained in the above points in Part I of the Corporate Governance Report, together with the comments to recommendation IV.2.4 below.</p> <p>The designation of a lead independent director per this recommendation is therefore not possible.</p> <p>With regard to the option of designating a lead non-executive director (in the absence of independent directors), in view of the size of the company, the Board of Directors and the number of non-executive directors, the company does not believe this position is necessary.</p> <p>In fact, given NOVABASE's agile and flexible structure since 2015, the non-executive directors have adequately coordinated their duties with no need for formal meetings called and run by one of these directors.</p> <p>Note also that, pursuant to the Board of Directors' regulations, there are various mechanisms in place for the efficient coordination and performance of its work, particularly for members with non-executive functions, by giving them access to information to sufficiently carry out their duties.</p>
23	<p>IV.2.2. The number of non-executive members of the managing board should be suited to the company's size and the complexity of its business risks, but sufficient to effectively ensure the functions entrusted to them; the justifying grounds for this suitability should be included in the corporate governance report.</p>	Yes	Points 18, 21, 31 and 32
24	<p>IV.2.3. The number of non-executive directors is higher than the number of executive directors.</p>	Yes	NOVABASE has two executive directors and seven non-executive directors.

25	<p>IV.2.4. The number of non-executive directors that meet the independence requirements should be plural, and may not be less than one third of the total number of non-executive directors. For the purposes of this recommendation, independent persons are defined as those not associated with any specific interest group at the company, nor under any circumstances that may affect their exemption from analysis or decision, namely because of:</p> <ul style="list-style-type: none"> <li>i. Having held a position on any company board, on a consecutive or non-consecutive basis, for more than twelve years, with this time period calculated regardless of whether it coincides with the end of the term of office;</li> <li>ii. Having been an employee at the company or at a company in a control or group relationship within the past three years;</li> <li>iii. Having, in the past three years, provided services or established a significant commercial relationship with the company or a company with which it is in a control or group relationship, either directly or as a partner, board member, manager or director of a legal entity;</li> <li>iv. Receiving remuneration paid by the company or by a company with which it is in a control or group relationship, besides the remuneration arising from performing the duties of director;</li> <li>v. Living with a partner or a spouse, relative or any first degree next of kin and up to and including the third degree of collateral affinity of directors of the company, directors of a legal person with a qualified holding in the company or natural persons with direct or indirect qualified holdings;</li> <li>vi. Being a qualifying shareholder or representative of a qualifying shareholder.</li> </ul>	No	<p>Point 18  In view of the company's size, its need for agility and efficient management, its shareholder structure and respective free float, its various levels of internal control (including supervisory boards completely comprised of persons independent from the management and qualified shareholders, with the important note that, under the Anglo Saxon corporate governance model previously in effect at the company, only those directors with positions on the Auditing Committee were independent), and the vast set of options benefiting shareholder participation and the exercising of rights, NOVABASE does not believe that independent directors are needed to ensure the protection of the interests of all stakeholders.</p>
26	<p>IV.2.5. The provisions of paragraph (i) of the above recommendation shall not impair the qualification of a new director as independent if, between the termination of his/her duties at any company board and his/her new designation, at least three years have elapsed (cooling-off period).</p>	n/a	<p>NOVABASE's Board of Directors has no independent directors.</p>
<p><b>Chapter V. OVERSIGHT</b></p>			
<p><b>Principles:</b></p> <p><b>V.A.</b> <i>The supervisory board constantly oversees the company's management including, from a preventive standpoint as well, monitoring the company's activities and, in particular, decisions of central importance to the company and the full achievement of its corporate purpose.</i></p> <p><b>V.B.</b> <i>The composition of the supervisory board affords the company with balanced, proper diversity in terms of expertise, knowledge and professional backgrounds.</i></p>			

27	V.1. In accordance with the powers entrusted to it by law, the supervisory board has knowledge of strategic guidelines, and evaluates and gives its opinion on the risk policy prior to its final approval by the managing board.	No	<p>There is currently no procedure allowing the Audit Board to give its opinion on these issues prior to their final approval by the Board of Directors.</p> <p>Nonetheless, pursuant to its regulations, the Audit Board has the power to evaluate the risk management done by the Board of Directors and give its opinion on the working plans and resources allocated to control services.</p> <p>With regard to monitoring, assessing and giving an opinion on the company's strategic guidelines, NOVABASE believes this function is achieved through the Audit Board's oversight of the risk management system, which inevitably includes overseeing the risks assumed by the company vis-à-vis strategic guidelines in place. In view of the Audit Board's supervisory and oversight function, NOVABASE believes that this board's involvement in matters involving the company's strategic guidelines should be limited.</p>
28	V.2. The number of members of the supervisory board and financial matters committee should be suited to the company's size and the complexity of its business risks, but sufficient to effectively ensure the functions entrusted to them; the justifying grounds for this suitability should be included in the corporate governance report.	Yes	Points 21, 31 and 32
<b>Chapter VI. PERFORMANCE EVALUATION, REMUNERATION AND APPOINTMENTS</b>			
<b>VI.1. Annual performance evaluation</b>			
<p><b>Principle:</b>  <b>VI.1.A.</b> <i>The company evaluates the performance of the executive board and its individual members, together with the overall performance of the managing board and its specialized committees.</i></p>			
29	VI.1.1. The managing board – or committee with competencies in this regard, comprised of a majority of non-executive members – evaluates its performance each year, together with the performance of the executive committee, executive directors and company committees, bearing in mind fulfilment of the company's strategic plan and budget, the management of risks, its internal operation and each member's contribution in this regard, together with relationships between the company's boards and committees.	Yes	Points 24 and 25

	<b>VI.2. V.2. Remuneration</b>		
	<p><b>Principles:</b></p> <p><b>VI.2.A.</b> <i>The remuneration policy for members of the managing and supervisory boards should allow the company to attract qualified professionals, at a cost economically justified by the situation, align its interests with those of shareholders — taking into account the wealth actually created by the company, its economic position and that of the market — and build a company culture which is professional and sustainable, and promotes merit and transparency.</i></p> <p><b>VI.2.B.</b> <i>Given that the position of director is, by nature, a remunerated position, directors should receive remuneration:</i></p> <ul style="list-style-type: none"> <li><i>i) that adequately reciprocates the responsibilities assumed, availability and expertise afforded to the company;</i></li> <li><i>ii) that ensures that actions are aligned with long-term shareholder interests, promoting the company's sustainability; and</i></li> <li><i>iii) that rewards performance.</i></li> </ul>		
30	VI.2.1. The company establishes a remuneration committee, whose composition ensures independence vis-à-vis the management; said committee may be the remuneration committee referred to in article 399 of the Commercial Companies Code.	Yes	Points 66 and 67
31	VI.2.2. The determination of remuneration for members of the managing and supervisory boards and the company's committees is the responsibility of the Remuneration Committee, or the General Meeting of Shareholders by proposal of this committee.	Yes	Points 66 and 67
32	VI.2.3. In its corporate governance report or remuneration report, the company discloses the termination of service of members of the company's boards or committees, specifying the amounts of all of the company's charges related to the termination of service, on any basis, in the year in question.	n/a	n/a
33	VI.2.4. With a view to providing information and clarifications to shareholders, the chairperson or other member of the remuneration committee should attend the annual General Meeting of Shareholders and any other meetings whose agenda includes matters related to the remuneration of members of the company's boards and committees, or when such attendance has been requested by shareholders.	Yes	Point 67 The Chairperson of NOVABASE's Remuneration Committee was present at the 2023 General Meeting of Shareholders, via telematic means, to provide information and clarifications to shareholders.
34	VI.2.5. Within the company's budgetary limits, the remuneration committee may freely decide on the company's hiring of consulting services, as needed or convenient for carrying out its duties.	Yes	Point 67 NOVABASE's Remuneration Committee acts with complete autonomy, and may freely decide on NOVABASE's hiring of consulting services, as needed or convenient for carrying out its duties. The Remuneration Committee did not employ any natural or legal person to support it in performing these duties.
35	VI.2.6. The remuneration committee ensures that these services are provided in an independent manner.	Yes	Point 67

36	VI.2.7. The providers of these services will not be hired, by the company itself or by other companies in a group or control relationship with it, to provide the company with any other services related to the responsibilities of the remuneration committee, without this committee's express authorization.	Yes	Point 67
37	VI.2.8. With a view to aligning interests between the company and executive directors, part of their remuneration is variable, reflecting the company's sustained performance and discouraging the assumption of excessive risks.	Yes	Points 70 and 71
38	VI.2.9. A significant part of the variable remuneration component is partially deferred for a period of not less than three years, associating it with sustainable performance, pursuant to the terms of the company's remuneration policy.	Yes	Points 70, 72 and 74
39	VI.2.10. When variable remuneration includes options or other instruments directly or indirectly dependent on the value of shares, the start of the exercise period should be deferred for at least three years.	Yes	<p>Points 70 and 74</p> <p>NOVABASE stock options attributed under the Plan for Options to Allot Shares may be exercised once exactly two years after their date of attribution (maturity date), notwithstanding the ability to exercise them exactly one year after their date of attribution, at which time the participant may exercise 50% or 100% of the lot of options attributed to him/her.</p> <p>Even so, it should be noted that the number of NOVABASE shares to be attributed under the plan, or the corresponding amount in cash under the net cash settlement option, is dependent upon the price of NOVABASE shares on the relevant dates for participants to exercise options, thus making this remuneration component conditional upon NOVABASE's continued positive performance.</p> <p>Furthermore, the shares representing NOVABASE's share capital corresponding to 50% of the options which may be exercised will be retained by NOVABASE for three years following the exercise date, and their ownership will not be transferred to the participant until the end of this period, conditional upon NOVABASE's positive performance during this time.</p> <p>As such, NOVABASE believes that, even though the options' exercise period is not deferred for at least three years, this remuneration component generally serves the company's long-term interests, and discourages excessive risk assumption.</p>

40	V.2.11. The remuneration of non-executive directors does not include any component whose value is subject to the performance or the value of the company.	No	Point 77 The remuneration of non-executive directors may include a variable component. The performance of remunerated duties by these members of the Board of Directors allows NOVABASE to leverage their extensive know-how acquired as company founders and accumulated over more than 20 years, especially since these directors continue to have major responsibilities in the Group. For this reason, this remuneration is fully justified.
<b>VI.3. Appointments</b>			
<p><b>Principle:</b>  <b>VI.3.A.</b> <i>Regardless of their means of designation, knowledge, experience, professional background and availability, members of the company's boards and management should be suited to the duties to be performed.</i></p>			
41	VI.3.1. Pursuant to terms deemed adequate and by demonstrable means, the company ensures that proposals for the election of company board members include a justification of each applicant's suitability vis-à-vis the duties to be performed.	No	Point 16 Proposals for the election of company board members submitted to the General Meeting of Shareholders were, generally speaking, accompanied by the academic and professional background of each of the candidates, demonstrating their academic and professional skills, professional experience and past or current key positions, which NOVABASE believes demonstrates the suitability of the profile, knowledge and background vis-à-vis the duties in question. These CVs are available at all times at NOVABASE's website.
	VI.3.2. The appointment committee for corporate board members includes a majority of independent directors.	n/a	Since the company has no appointment committee, this recommendation does not apply to NOVABASE.

42	VI.3.3. Unless not justified by the company's size, the function of monitoring and supporting management staff appointments should be allocated to an appointment committee.	No	Given the low number of directors (nine, including two executive members and two members with special responsibilities), the company's size and shareholder structure represented in the managing board, NOVABASE has no appointment committee with the powers of monitoring and supporting management staff appointments. Furthermore, within the context of NOVABASE's corporate governance model, its various corporate boards contribute towards this function: the Board of Directors is responsible for determining the composition of the Executive Committee, or the delegation of powers to the managing directors, and the assigned spheres of responsibility, the Audit Board is charged with hiring the Statutory Auditor and, finally, the General Meeting of Shareholders has the final say in electing members of the corporate boards.
43	VI.3.4. The appointment committee for management staff provides its terms of reference and promotes, to the extent of its powers, the use of transparent selection processes with effective means of identifying potential applicants, proposing those that have the most merit, are best suited to the position's requirements and afford the organization with sufficient diversity, including with regard to equality between men and women.	n/a	Since the company has no appointment committee, this recommendation does not apply to NOVABASE. Even so, bearing in mind the growing importance of equal opportunities, together with the corporate understanding of diversity's role in contributing towards improved performance and competitiveness, NOVABASE approved a diversity policy for its managing and supervisory boards so as to better match applicants to the demands of their positions and foster diversity in these boards. More information on this topic can be found in point 16.
<b>Chapter VII. INTERNAL CONTROL</b>			
<p><b>Principle:</b>  <b>VII.A.</b> <i>Based on its medium and long-term strategy, the company has an internal control system including the functions of risk management and control, compliance and internal auditing to foresee and minimize the risks inherent to its business.</i></p>			
44	VII.1. The managing board discusses and approves the company's strategic plan and risk policy, including the setting of limits with regard to risk exposure.	No	<p>Points 50 and 54</p> <p>On 13 December 2018, NOVABASE's Board of Directors approved a formal risk policy for the company.</p> <p>In the wake of in-depth strategic reflection beginning in 2018 on the company's future, in 2019 the Board of Directors decided to approve an updated strategy for 2019 and beyond (2019+ Strategy Update), whose key features were announced to the market on 25 July 2019.</p> <p>The principles of this policy have been defined and implemented by NOVABASE's Board of Directors, namely with regard to determining acceptable risk levels.</p>



45	VII.2. The company has a specialized committee, or a committee comprised of specialists in the area of risk, that reports regularly to the managing board.	No	<p>Point 50 and 51</p> <p>NOVABASE does not have a specialized committee in the area of risk. However, the position of Chief Risk Officer ("CRO") has been created at NOVABASE. Internal auditing areas and areas that ensure compliance with norms applicable to the company (compliance services) report to the CRO with regard to risk prevention and management. The CRO is responsible for reporting to the Chairperson of the Board of Directors, with regular meetings between the CRO and the Chairperson of the Board of Directors, and between the CRO and the Audit Board.</p> <p>The Audit Board, as a supervisory body, monitors the activity of the external auditors, and may assess annual internal auditing plans, obtaining information about the actions performed by this team and providing an opinion regarding its conclusions.</p> <p>In this context, this board also has powers involving the assessment of sufficient internal control mechanisms in order to understand and manage the inherent risks of NOVABASE's operations, suggesting policies and procedures to the Board of Directors to achieve these goals and refine these mechanisms.</p>
46	VII.3. The supervisory board organizes itself internally, implementing periodic control procedures and mechanisms to ensure that the risks actually taken by the company are consistent with the managing board's goals.	No	<p>Points 33 and 51</p> <p>As mentioned above, the position of Chief Risk Officer ("CRO") has been created at NOVABASE. Internal auditing areas and areas that ensure compliance with norms applicable to the company (compliance services) report to the CRO with regard to risk prevention and management. The CRO is responsible for reporting to the Chairperson of the Board of Directors, with regular meetings between the CRO and the Chairperson of the Board of Directors, and between the CRO and the Audit Board.</p> <p>In addition, the Audit Board has various powers in the area of risks (such as managing risks associated with the company's operations, risk assessment, identifying or resolving conflicts of interest, detecting potential irregularities and suggesting that the Board of Directors adopt policies and procedures to achieve these goals and refine these mechanisms).</p>
47	VII.4. The internal control system, including the functions of risk management, compliance and internal auditing, is structured appropriately to the company's size and the complexity of the risks associated with its business; the supervisory board should evaluate it and, within the scope of its powers of overseeing the efficacy of the system, propose the adjustments deemed necessary.	Yes	Points 33, 50, 51 and 54

48	VII.5. The company establishes procedures for overseeing, periodically evaluating and adjusting the internal control system, including an annual assessment of the degree of internal compliance and the performance of the system, including from the standpoint of changing the previously defined risk framework.	Yes	Points 50 and 54
49	VII.6. Based on its risk policy, the company has a risk management function, identifying (i) the main risks to which it is exposed in its business, (ii) the likelihood of their occurrence and respective impacts, (iii) instruments and measures to mitigate them, and (iv) procedures for monitoring them.	Yes	Points 53 and 54
50	VII.7. The company has processes to collate and process data related to environmental and social sustainability, in order to alert the managing board of potential risks being incurred by the company and propose strategies to mitigate them.	Yes	Point 53 j) and the 2023 Non-Financial Statement
51	VII.8. The company clarifies how climate change is viewed at the organization and the means by which it weighs up the analysis of climate risk in its decision-making processes.	Yes	Point 53 j) and the 2023 Non-Financial Statement
52	VII.9. In its corporate governance report, the company clarifies the terms under which artificial intelligence mechanisms have been used in the decision-making of corporate boards.	n/a	No artificial intelligence mechanisms are used in the decision-making of corporate boards.
53	VII.10. The supervisory board gives its opinion on the working plans and resources allocated to the services of the internal control system, including the functions of risk management, compliance and internal auditing, with the ability to propose the adjustments deemed necessary.	Yes	Points 33, 50, 51 and 54
54	VII.11. The supervisory board receives the reports produced by internal control services, including the functions of risk management, compliance and internal auditing, at least in the case of matters related to the provision of accounts, identifying or resolving conflicts of interest and detecting potential irregularities.	Yes	Point 33
<b>Chapter VIII. INFORMATION AND STATUTORY AUDITING</b>			
<b>VIII.1. Information</b>			
<p><b>Principles:</b></p> <p><b>VIII.1.A.</b> <i>The supervisory board, in an independent and diligent manner, ensures that the managing board fulfils its responsibilities in choosing policies, adopting appropriate accounting criteria and establishing adequate systems for financial reporting and sustainability, including risk management, compliance and internal auditing.</i></p> <p><b>VIII.1.B.</b> <i>The supervisory board properly coordinates internal auditing work with the legal review of the accounts.</i></p>			

55	VIII.1.1. The supervisory board's regulations require this board to oversee the adequacy of the process for preparing and disclosing financial information by the managing board, including the suitability of accounting policies, estimates, judgements, relevant disclosures and their consistent application between years, in a duly documented and properly communicated manner.	Yes	Point 33 b)
<b>VIII.2 Legal account review and oversight</b>			
<p><b>Principle:</b>  <b>VIII.2.A.</b> <i>The supervisory board is responsible for establishing and monitoring formal, clear and transparent procedures with regard to the company relationship with the statutory auditor, and with regard to overseeing the statutory auditor's fulfilment of rules for independence, as required by law and professional standards.</i></p>			
56	VII.2.1. The supervisory board determines, through regulations and in accordance with the applicable legal scheme, oversight procedures aimed at ensuring the independence of the statutory auditor.	Yes	Point 33 b)
57	VIII.2.2. The supervisory board is the main spokesperson of the company's statutory auditor and the first recipient of the relevant reports, and is responsible for proposing relevant remuneration and ensuring that the proper conditions for the provision of services are provided within the company.	Yes	Point 33 b)
58	VIII.2.3. The supervisory board annually evaluates the work done by the statutory auditor, including its independence and suitability to perform its duties, proposing to the competent body that it be dismissed, or that its service provision agreement be terminated, whenever there are justified grounds for this purpose.	Yes	Point 33 b)

### 3. Other information

*The company should provide any additional information or items not addressed in the above points and relevant to understanding the governance model and practices used.*

## ANNEXES

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Annex I - Board of Directors' Report on Remuneration

Annex II - Remuneration Committee Report

**ANNUAL  
REPORT 2023**

**BOARD OF  
DIRECTORS' REPORT  
ON REMUNERATION**

**NOVABASE**

## Remuneration Report from the NOVABASE Board of Directors

The Board of Directors of NOVABASE, S.G.P.S., S.A. (“NOVABASE” or “Company”) hereby approves and endorses this remuneration report of the members of the Board of Directors, Audit Board and NOVABASE Statutory Auditor, pursuant to and for the purposes of article 26.-G of the Securities Code, and in accordance with the provisions of the Remuneration Policy for members of NOVABASE’s managing and supervisory board approved in the General Meeting of Shareholders of 24 May 2023 (“Remuneration Policy”). This report has been prepared with the assistance of the Company’s Remuneration Committee.

The Board of Directors believes that the remuneration policy for members of NOVABASE’s managing and supervisory boards should be clear and comprehensive, and should contribute towards NOVABASE’s business strategy, long-term interests and sustainability.

### I. Total remuneration broken down by different components, including proportions of fixed and variable remuneration

The total remuneration received by members of NOVABASE’s Board of Directors and Audit Board in the 2023 financial year, broken down according to different applicable components in the case of members of the Board of Directors, is available for consultation, respectively, in points 77. and 81. of the Corporate Governance Report for this same year, to which this report has been attached (“Corporate Governance Report”).

<b>Total remuneration paid in 2023 to members of the Board of Directors elected in the 2021 General Meeting of Shareholders (fixed component + variable components<sup>1</sup>)</b>	<b>€3,457,340.27</b>
<b>Total remuneration paid in 2023 to members of the Board of Directors whose positions ended in the 2023 General Meeting of Shareholders (fixed component + variable components)</b>	<b>€0</b>
<b>Total deferred remuneration paid in 2023 to members of the Board of Directors whose positions ended in the 2021 General Meeting of Shareholders (fixed component + variable components)</b>	<b>€193,971.11</b>

<sup>1</sup> Total remuneration refers to the fixed and variable remuneration processed each year. In 2023 all the members of the Board of Directors exercised their options under the Stock Options Plan, having accumulated in 2023 the exercises of the options granted in 2021 and 2022, as mentioned in point 77 of the Corporate Governance Report.

<b>Total remuneration paid to members of the Audit Board in 2023<sup>1</sup></b>	<b>€6,150.00</b>
<b>Total 2023 remuneration</b>	<b>€3,657,461.38</b>

In 2023, director Rita Wrem Viana Branquinho Lobo Carvalho Rosado received amounts through other group companies for the position of Head of Legal of the NOVABASE Group, which she continued to hold after the election of the 2022 General Meeting of Shareholders. The amount is listed in point 78 of the Corporate Governance Report, and is not included in the above table.

Relatively speaking, the variable remuneration paid in 2023 to NOVABASE's directors represented approximately 27.7% of the total annual remuneration<sup>2</sup> received by them for the year 2023, thereby demonstrating a reasonable balance between the fixed and variable remuneration components.

In 2023, an additional amount of €17,752.72 was paid to the 2023 acting members of the Board of Directors in meal allowances.

With regard to non-monetary benefits, as stated in the Remuneration Policy, non-monetary supplementary benefits may be attributed to members of NOVABASE's managing board, per terms and conditions to be decided by the Remuneration Committee, which may include insurance (health, life, D&O and occupational accidents, including while travelling), company vehicles and cell phones, and other non-monetary benefits, as decided by the Remuneration Committee.

In 2023, the Remuneration Committee decided to provide the following to members of the Board of Directors:

- (i) at the director's discretion, the ability to use a company vehicle, within the legal framework in force;
- (ii) additional health insurance to supplement the existing health insurance, including, in general terms, regular check-ups and international care with broad coverage.

The total value of these benefits over the course of 2023 was €28,609.43. As such, these benefits have only minor weight on their remuneration, accounting for less than 10% of the total remuneration cost.

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<sup>1</sup> The total amount allocated was €30,319, which differs from the amount paid due to the time gap between the dates of service provision and payment dates.

<sup>2</sup> The amount of the options is not considered for calculation purposes.

## II. Remuneration within the context of the Remuneration Policy

The structure of directors' remuneration is comprised of a fixed component and, when applicable, a variable component, always with an appropriate balance between them, as described above.

Fixed remuneration amounts for NOVABASE's directors were decided by the Remuneration Committee in a meeting dated 1 June 2023, and are paid in 12 monthly instalments. In its decision, the Remuneration Committee considered the know-how, experience, nature of the position and responsibilities assumed by each director and, when applicable, the management duties performed, as well as market practices for comparable responsibilities.

With regard to the variable component of remuneration in cash, when determining the variable remuneration to be given to directors for their performance in 2022, the Remuneration Committee unanimously decided that, in 2023, all variable remuneration will be granted via plans based on securities of NOVABASE S.G.P.S., namely participation in the Plan for Options to Allot Company Shares ("**Stock Option Plan**") approved in the General Meeting of Shareholders of 26 September 2019.

The Remuneration Committee believed that the attribution of variable remuneration to managing directors and directors with special responsibilities, through participation in the Stock Option Plan, was an appropriate means for remunerating these members for the duties performed and associated responsibilities, while simultaneously reinforcing an alignment between the interests of the management and the company, in the medium and long term, together with their sustainability, in view of the characteristics of the Stock Option Plan.

The company's 2022 results bear out a competent and sustained execution of the strategy, with the main business indicators demonstrating positive performance, in particular:

- **Financial**
  - 18% (organic) growth in Turnover, including 25% in the international component;
  - 10% growth in EBITDA;
  - Growth in Net Profits of 2%;
  - Solid Net Cash position of €40m, despite the €16m reduction (mainly due to shareholder remuneration of €13m and an investment of €8m in working capital resulting from growth in the business);
- **Business Segments and Strategy**
  - Sustained internationalization of the company, with the percentage of non-domestic business increasing to 61% (versus 57% in 2021 and 55% in 2020);
  - Next-Gen Segment
    - Growth of 16%, including 22% in the international business;
    - Growth in the number of top-tier customers (customers with more than €1m in business in the past 12 months) to 22 (versus 19 in 2021), representing 89% of all business (versus 88% in 2021);



- Number of employees up 14%, despite fierce competition for talent in the area of technology;
  - Value Portfolio Segment: growth of 24%, including 38% in the international component;
- **Shareholder Gains**
  - -21% in 2022, in line with the Euro Stoxx Technology index (-28%) and below the PSI All-Share (2%), with the primary stock markets being highly volatile due to the war in Ukraine and inflationary pressure;
- **Governance and Sustainability**
  - Change to the composition of the Board of Directors (one departure and two new members), upholding diversity in terms of competencies, experience and gender;
  - Proper functioning of all corporate boards of the company, in particular the Board of Directors, managing directors and directors with special responsibilities, through their focus on strategy execution and sustainable value creation;
  - Resilience in operations and in the business, despite the adverse and uncertain macroeconomic context, thanks to the competitiveness of our products and services, the experience of our teams and the flexibility of our hybrid work model;
  - Positive developments in environmental, social and governance (ESG) indicators - more detail is available in the respective sections of the company's 2022 Annual Report and Accounts;
  - Continued improvement of the risk profile of customers and regions;

The deferred variable remuneration received in 2023 by directors José Afonso Oom Ferreira de Sousa and Pedro Miguel Quinteiro Marques de Carvalho is justified by their willingness and tremendous dedication to matters critical to the company. Of particular note is their involvement and contributions towards the preparation for the mandate that is now ending (2021-2023), which is particularly demanding given the major paradigm shift (2019+ Strategy Update of the company, pandemic scenario and wars in Ukraine and the Gaza Strip).

As regards the variable remuneration attributed in 2023 to managing directors Luís Paulo Cardoso Salvado and Álvaro José da Silva Ferreira, and to the directors with special responsibilities María del Carmen Gil Marín and Francisco Paulo Figueiredo Morais Antunes, the Remuneration Committee unanimously decided to give these directors a total of 600,000 stock options, per the breakdown shown in point V. below.

Given that the number of NOVABASE shares to be attributed under the Stock Option Plan, or the corresponding amount in cash under the net cash settlement option, is dependent upon the price of NOVABASE shares on the relevant dates for its participants to exercise options, note that this remuneration component is conditional upon the company's continued positive performance.

Furthermore, shares representing NOVABASE's share capital corresponding to 50% of the options which may be exercised by the participant will be retained by NOVABASE for three years following the exercise date, and their ownership will not be transferred to the participant until the end of this period, conditional upon NOVABASE's positive performance during this time.

The main terms and conditions of the Stock Option Plan are described in points 70. and 74. of the Corporate Governance Report.

As regards the Audit Board, the remuneration of its members follows a strict model, insofar as it consists of annual fixed remuneration with no form of variable remuneration, pursuant to legal terms.

The Statutory Auditor is remunerated in accordance with standard market practices and conditions for the type of services in question, per the service provision agreement signed with the Statutory Auditor following a proposal for this purpose by the Company's Audit Board.

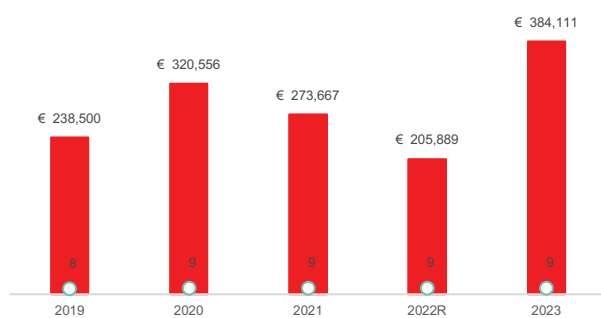
As such, we believe that remuneration on the whole complies with NOVABASE's Remuneration Policy, contributing towards the Company's long-term performance, in view of the determination criteria referred to above, along with the means of remuneration deferral.

### **III. Annual variations in remuneration, company performance and average employee compensation**

The changes in corporate board compensation compared to other employees are shown in the graphs below. The variations shown reflect the Remuneration Policy created in accordance with applicable legislation, namely article 26-C of the Securities Code, and NOVABASE's characteristics, the sectors where it does business and, in particular, NOVABASE's current ongoing situation of redefinition and internal strategic updating aimed at repositioning the company in certain sectors with the ultimate goal of creating more value for NOVABASE shareholders in the medium and long term.

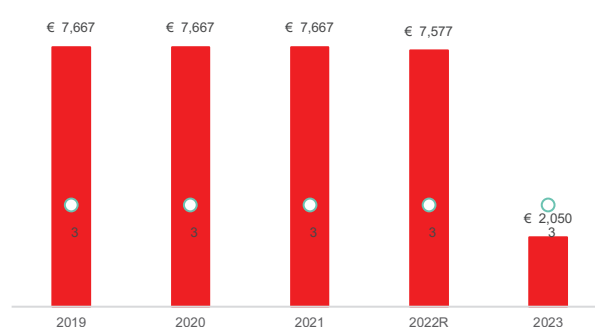
Both the variations in the compensation of members of the Board of Directors and of employees have an upward trend over the years, which in turn have a positive correlation with developments in the Company's Turnover and Consolidated Net Profit (except for the annual change in turnover in 2019, due to the sale of the Government, Transport and Energy (GTE) business, as announced to the market in November 2019). In 2023, NOVABASE announced the sale of its IT Staffing business, having discontinued its operations in this year. For reasons of comparison, the 2022 amounts were readjusted, being comparable with those of 2023 but not with the years preceding 2022, as shown in the graph of changes in turnover below. 2023 saw an increase in average employee compensation, as occurred with the average compensation of members of the Board of Directors and Audit Board. In the latter case, the sharp decline in the average remuneration of members of the 2023 Audit Board is only due to the time gap between the dates of service provision and payment dates.

Average total remuneration\* of members of the Board of Directors\*



○ Number of members of the Board of Directors

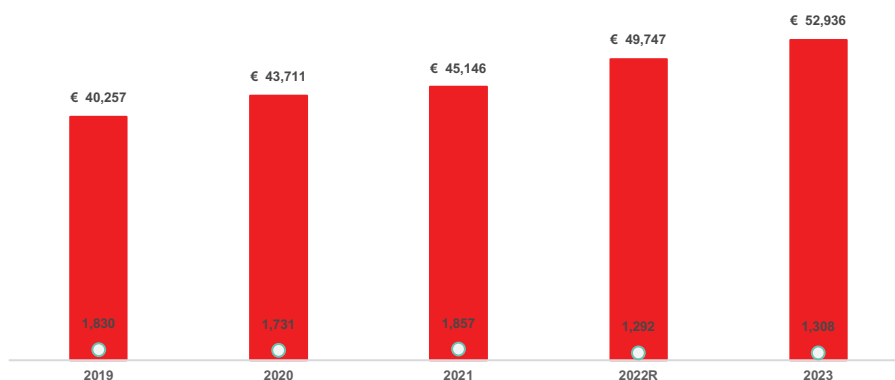
Total average remuneration of members of the Audit Board



○ Number of members of the Audit Board

\*Total remuneration refers to the fixed and variable remuneration processed each year. In 2023 all the members of the Board of Directors exercised their options under the Stock Options Plan, having accumulated in 2023 the exercises of the options granted in 2021 and 2022, as mentioned in point 77 of the Corporate Governance Report.

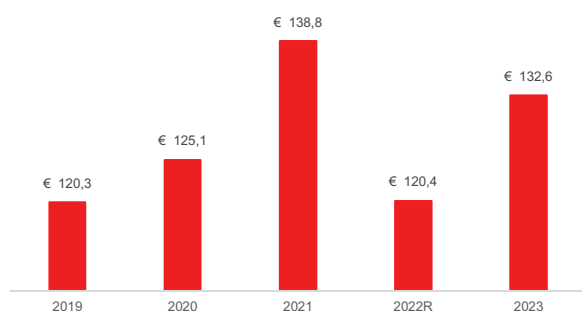
Total\* average remuneration of employees (excluding members of the Board of Directors and Audit Board)



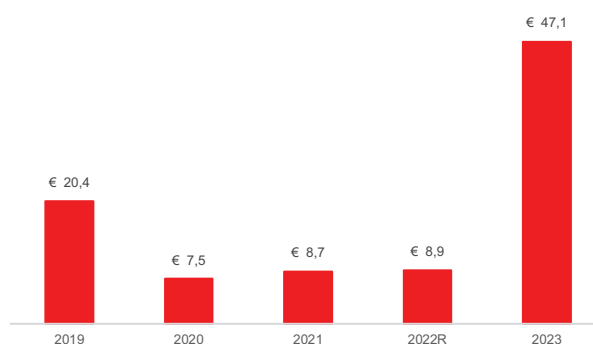
Average number of employees (excluding members of the Board of Directors and Audit Board)

\*Total remuneration is defined as fixed and variable remuneration. To calculate average employee remuneration, annual staff costs each year were considered, minus corporate board costs (Board of Directors and Audit Board). The amounts for 2022 and 2023 do not include the IT Staffing business, which was discontinued in the fourth quarter of 2023. The amounts from 2022 and 2023 are thus inter-comparable.

Turnover (millions of Euros)



Net profit (millions of Euros)



The Turnovers for 2022 and 2023 do not include the IT Staffing business, which was discontinued in the fourth quarter of 2023. The amounts from 2022 and 2023 are thus inter-comparable. The 2023 Net Profit reflects an increase of €38.4m compared to 2022 in discontinued operations, due to the €39.8m gain from the sale of the IT Staffing business.

#### **IV. Remuneration originating from companies belonging to the same group, as defined in article 2 (1g) of Decree Law 158/2009 of 13 July**

Generally speaking, NOVABASE's directors and Audit Board members are paid only by this entity, and receive no other remuneration from any other company in a group or control relationship with NOVABASE, nor from any company subject to shared control with NOVABASE, except for the remuneration paid by Celfocus, S.A., a company owned indirectly by NOVABASE, to director Rita Wrem Viana Branquinho Lobo Carvalho Rosado for the position of Head of Legal of the NOVABASE Group in 2023, before and after her respective appointment as a director, which is done under a service provision agreement. This remuneration is detailed in point 78. of the Corporate Governance Report.

#### **V. Number of shares and share options awarded or offered, and the main conditions for exercising rights, including the exercise date and price and any amendments to these conditions**

Per the terms and conditions of NOVABASE's Remuneration Policy, the variable remuneration of NOVABASE directors can be comprised of the following components: (i) annual variable remuneration in cash tied to NOVABASE's performance, among other factors as described below; and (ii) participation in the Stock Option Plan.

The main terms and conditions of the Stock Option Plan are described in points 70. and 74. of the Corporate Governance Report.

On 1 June 2023, the Remuneration Committee unanimously decided to make managing directors Luís Paulo Cardoso Salvado and Álvaro José da Silva Ferreira, and directors with special responsibilities María del Carmen Gil Marín and Francisco Paulo Figueiredo Morais Antunes, participants in the Stock Option Plan, and to award them the following company stock options, with an adjusted strike price of €1.385 per share:

- Luís Paulo Cardoso Salvado - 250,000 stock options;
- Álvaro José da Silva Ferreira - 200,000 stock options;
- Francisco Paulo Figueiredo Morais Antunes - 75,000 stock options;
- María del Carmen Gil Marín - 75,000 stock options.

Pursuant to the plan's regulations, the options attributed under the contractual agreement signed with these participants on 2 June 2023 comprised a single batch, which may be exercised once exactly two years after their date of attribution (i.e. 1 June 2025) (maturity date), notwithstanding the ability to exercise them exactly one year later (i.e. 1 June 2024).

#### **VI. Possibility of requesting reimbursement of variable remuneration**

The Remuneration Policy has no mechanisms regulating the possibility of requesting reimbursement for the variable remuneration received by NOVABASE directors. Nonetheless, and as provided for under this policy, insofar as NOVABASE's performance is among the criteria for determining the variable remuneration of members of the managing board, any deterioration in this performance may justify, in view of the specific circumstances, a limitation on such remuneration, pursuant to terms and conditions to be decided by the Remuneration Committee.

**VII. Information on any deviations from the procedure of applying the remuneration policy and any applicable exemptions, including an explanation of the exceptional circumstances and specific items subject to exemption**

Over the course of 2023, and since the entry into effect of the Remuneration Policy, there have been no deviations from the procedure of applying the Remuneration Policy or any exemptions thereto.

29 April 2024

The NOVABASE Board of Directors,

**ANNUAL  
REPORT 2023**

**REPORT OF THE  
RENUMERATIONS  
COMMITTEE**

**NOVABASE**

## **Remuneration Committee Report for the Year 2023**

The NOVABASE S.G.P.S., Remuneration Committee held one meeting in 2023, on 1 June, at the company's registered office.

This Remuneration Committee is comprised of Dr. Francisco Luís Murteira Nabo (Chairperson) and members Dr. Pedro Rebelo de Sousa and João Quadros Saldanha. All of its members were present in the above-mentioned meeting.

The Remuneration Committee's work this year was framed by the corporate board remuneration policies approved by shareholders at the General Meeting of Shareholders.

This report summarizes the decisions of the Remuneration Committee made over the course of 2023.

In addition, the Remuneration Committee wishes to note that, over the course of 2023, and since the entry into effect of the Remuneration Policy (as defined below), there have been no deviations from the procedure of applying the Remuneration Policy or any exemptions thereto.

### **Prior note:**

As usual, the Remuneration Committee wishes to begin by clarifying that the decisions on variable remuneration referred to in this report relate to decisions made by the Remuneration Committee in 2023, and therefore apply to the performance of directors in 2022.

Following this prior note is a summary of the decisions made by the Remuneration Committee.

In this meeting, prior to proceeding with the Agenda, the Chairperson of the Remuneration Committee stated, as an introductory note, that at the NOVABASE S.G.P.S., General Meeting of Shareholders held on 25 May 2021, the Remuneration Policy for the Members of NOVABASE S.G.P.S., Managing and Supervisory Board ("**Remuneration Policy**") was approved, pursuant to and for the purposes of article 26-A and following of the Securities Code, as amended by Law no. 50/2020 of 25 August, as proposed by this Remuneration Committee pursuant to its resolution proposal dated 29 April 2021.

The Remuneration Policy, available at the company's website, entered into effect on the date of its approval by the NOVABASE S.G.P.S., General Meeting of Shareholders. The Remuneration Committee is responsible for determining, as of its entry into effect, the remuneration of members of NOVABASE's corporate boards according to the provisions of this policy, and to supervise and oversee the policy's application and fulfilment.

In this regard, decisions involving the remuneration to be received in 2023 by members of NOVABASE S.G.P.S., managing and supervisory boards must comply with the provisions of the approved Remuneration Policy.

Inflation in 2022, the highest since 1992, was also taken into account. According to Statistics Portugal, last year's Consumer Price Index (CPI) had an average annual change of 7.8%, up significantly from 2021 (1.3%). In order to partially offset this adverse

effect, the unanimous decision was made to adjust the fixed remuneration of all of the company's corporate boards by 5% for the year 2023, i.e., as of 1 January 2023.

#### Remuneration of members of the Chairmanship of the NOVABASE S.G.P.S., General Meeting of Shareholders for the year 2023.

The decision was made to give members of the Chairmanship remuneration according to attendance at each General Meeting of Shareholders. For the Chairperson, this amount is €3,150 (three thousand, one hundred and fifty euros), and for the Secretary, it is €2,100 (two thousand, one hundred euros). These amounts were not adjusted in any way in comparison to the previous year. These decisions were made in a unanimous manner.

#### Fixed remuneration of NOVABASE S.G.P.S., Directors for the year 2023.

On 25 May 2021, the Board of Directors decided to delegate the day-to-day running of NOVABASE S.G.P.S., to its managing directors Luís Paulo Cardoso Salvado and Álvaro José da Silva Ferreira. At the same meeting, the decision was also made to grant special responsibilities to director María Del Carmen Gil Marín, pursuant to and for the purposes of article 407 (1) of the Commercial Companies Code, putting this director in charge of the business area related to NOVABASE Capital and the areas of investor relations, marketing and communication, and information technology (IT).

On 2 June 2022, the Board of Directors decided to grant special responsibilities to director Francisco Paulo Figueiredo Morais Antunes, pursuant to and for the purposes of article 407 (1) of the Commercial Companies Code, putting this director in charge of the areas of finance, taxes and taxation (Chief Financial Officer), legal and logistics.

In view of the above, the unanimous decision was made to establish the following gross annual amounts for each member of the Board of Directors, to be paid in 12 monthly instalments, in consideration of their know-how and experience, the nature of their positions and respective responsibilities and, when applicable, the management duties performed, market practices for comparable responsibilities and the context described above:

- Eng. Luís Paulo Cardoso Salvado (Chairperson of the Board of Directors/CEO/Managing Director) – €340,200 (three hundred and forty thousand, two hundred euros);
- Eng. Álvaro José da Silva Ferreira (Managing Director) – €283,500 (two hundred and eighty-three thousand, five hundred euros);
- Dr. Francisco Paulo Figueiredo Morais Antunes (Director with special responsibilities) – €189,000 (one hundred and eighty-nine thousand euros);
- Eng. María del Carmen Gil Marín (Non-Executive Director with special responsibilities) – €189,000 (one hundred and eighty-nine thousand euros);
- Dr. Rita Wrem Viana Branquinho Lobo Carvalho Rosado (Non-Executive Director) – €21,000 (twenty-one thousand euros);
- Eng. José Afonso Oom Ferreira de Sousa (Non-Executive Director) – €44,100 (forty-four thousand, one hundred euros);
- Dr. Madalena Paz Ferreira Perestrelo de Oliveira (Non-Executive Director) – €44,100 (forty-four thousand, one hundred euros);



- Dr. Pedro Miguel Quinteiro Marques de Carvalho (Non-Executive Director) – €44,100 (forty-four thousand, one hundred euros);
- Dr. Benito Vázquez Blanco (Non-Executive Director) – €44,100 (forty-four thousand, one hundred euros).

These amounts were adjusted by 5% in comparison to the previous year.

Furthermore, Director Álvaro José da Silva Ferreira, as manager of the subsidiary NOVABASE Solutions Middle East FZ (L.L.C), signed, under local legislation, an employment agreement with this entity for the purposes of obtaining a residency authorization needed to comply with the requirements of local legislation. In view of his powers as a director with executive functions at NOVABASE S.G.P.S., S.A., under which he is remunerated in full for all duties and responsibilities assumed at NOVABASE Group subsidiaries, Director Álvaro Ferreira will have no benefits under the agreement signed, having issued a statement under which he has renounced any and all payments due from this subsidiary under the above-mentioned employment agreement.

Furthermore, as stated in the NOVABASE Annual General Meeting of Shareholders dated 25 May 2021, Director Rita Wrem Viana Branquinho Lobo Carvalho Rosado has carried out, and will continue carry out, legal functions at an affiliate of the group, under the same terms and conditions.

The total annual fixed remuneration of the directors of NOVABASE S.G.P.S., is now €1,199,100, compared to €1,142,000 in 2022.

#### Director retirement supplements associated with fixed remuneration component

In view of the current and anticipated medium and long-term future macroeconomic framework for the domestic economy, in which major difficulties will persist from the weight of both public and private foreign debt, coupled with truly significant short-term demographic pressure that will accentuate the risk of the viability and sustainability of Portuguese and European pension systems, it will be a prudent practice, and therefore has been unanimously decided, to channel 20% (per cent) of the fixed remuneration amounts in point two above to each of the directors with executive functions or special responsibilities, as applicable – namely to Luís Paulo Cardoso Salvado, Álvaro José da Silva Ferreira, María del Carmen Gil Marín and Francisco Paulo Figueiredo Morais Antunes – to reinforce capitalization insurance contributions currently in effect at the company, in lieu of payment of that part of fixed remuneration, pursuant to Clause 5 of the Remuneration Policy.

#### Variable remuneration of NOVABASE S.G.P.S., directors in relation to performance in the year 2022 ended.

Given the company's specific context, namely due to the execution of the strategic plan in progress (2019+ Strategy Update), the Remuneration Committee unanimously decided that, in 2023, all variable remuneration will be granted via plans based on securities of NOVABASE S.G.P.S., namely participation in the Plan for Options to Allot Company Shares approved in the General Meeting of Shareholders of 26 September 2019.

As such, the total short-term variable remuneration of NOVABASE S.G.P.S., directors in relation to performance in 2022, payable in cash, is €0 (zero euros), compared to €0 (zero euros) in relation to performance in the year 2021.

Decision on the attribution of company stock options, pursuant to and in accordance with the Regulations of the Plan for Options to Allot Shares approved by the General Meeting of Shareholders of 26 September 2019

The Remuneration Committee has stated that, as provided for in the Remuneration Policy, the variable remuneration of members of the NOVABASE S.G.P.S., managing board may be comprised of plans based on NOVABASE S.G.P.S., securities, namely participation in the Plan for Options to Allot Company Shares approved by the General Meeting of Shareholders of 26 September 2019 (“Plan”) and the regulations for this plan (“Regulations”) currently in effect.

All of the following terms that are capitalized and not defined shall have the same meaning has given to them in the Regulations.

In view of the current socio-economic circumstances, the Remuneration Committee believes that the attribution of variable remuneration to managing directors and directors with special responsibilities, through participation in the Plan, is an appropriate means for remunerating these members for the duties performed and associated responsibilities, while simultaneously reinforcing an alignment between the interests of the management and the company, in the medium and long term, together with their sustainability, in view of the characteristics of the Plan.

The company’s results in 2020 demonstrate that the strategy is being executed successfully, with the main business indicators showing positive performance, namely:

- Financial
  - 18% (organic) growth in Turnover, including 25% in the international component;
  - EBITDA growth of 10%;
  - Growth in Net Profits of 2%;
  - Solid Net Cash position of €40 million, despite the €16 million reduction (due to shareholder remuneration of €13 million and an investment of €8 million in working capital resulting from growth in the business);
- Business strategy and Segments
  - Sustained internationalization of the company, with the percentage of non-domestic business increasing to 61% (versus 57% in 2021 and 55% in 2020);
  - Next-Gen Segment
    - Growth of 16%, including 22% in the international business;
    - Growth in the number of top-tier customers (customers with more than €1 million in business in the past 12 months) to 22 (versus 19 in 2021), representing 89% of all business (versus 88% in 2021);
    - Number of employees up 14%, despite fierce competition for talent in the area of technology;
  - Value Portfolio Segment: growth of 24%, including 38% in the international component;
- Shareholder Gains
  - -21% in 2022, in line with the Euro Stoxx Technology index (-28%) and below the PSI All-Share (2%), with the primary stock markets being highly volatile due to the war in Ukraine and inflationary pressure;
- Governance and Sustainability

- Change to the composition of the Board of Directors (one departure and two new members), upholding diversity in terms of competencies, experience and gender;
- Proper functioning of all corporate boards of the company, in particular the Board of Directors, managing directors and directors with special responsibilities, through their focus on strategy execution and sustainable value creation;
- Resilience in operations and in the business, despite the adverse and uncertain macroeconomic context, thanks to the competitiveness of our products and services, the experience of our teams and the flexibility of our hybrid work model;
- Positive developments in environmental, social and governance (ESG) indicators – more detail is available in the respective sections of the company’s 2022 Annual Report and Accounts;
- Continued improvement of the risk profile of customers and regions;

Under these terms, and in view of the duties performed by Luís Paulo Cardoso Salvado, Chairperson of the Board of Directors, CEO and Managing Director, and by Álvaro José da Silva Ferreira, Managing Director, both charged with the day-to-day running of the company, with the responsibility associated with such positions on a full-time basis, together with the duties and responsibilities assigned to directors Francisco Paulo Figueiredo Morais Antunes and María del Carmen Gil Marín, responsible for various areas relevant to the NOVABASE Group’s business, the unanimous decision was made to attribute to these directors the following company stock options under the Regulations:

- Luís Paulo Cardoso Salvado – 250,000 stock options;
- Álvaro José da Silva Ferreira – 200,000 stock options;
- Francisco Paulo Figueiredo Morais Antunes – 75,000 stock options;
- María del Carmen Gil Marín – 75,000 stock options.

These amounts were not adjusted in any way in comparison to the previous year.

The inclusion of these directors in the Plan shall be done by means of a contractual agreement between them and the company, pursuant to Clause 5.1 of the Regulations, and their participation in the Plan shall be governed by the provisions of these Regulations.

The “Date of Attribution” applicable to these options (600,000) is 1 June 2023.

A future date shall apply to any additional attributions of options to these directors, in accordance with their performance in executing the company’s 2019+ Strategy Update, as well as to other directors, as applicable, and pursuant to the Regulations of the Plan for Options to Allot Shares.

Attribution of non-monetary supplementary benefits (fringe benefits) to members of the Board of Directors

In addition to the non-monetary supplementary benefits attributed to members of the Board of Directors under the remuneration practices in effect at the NOVABASE Group and applicable to its employees (including health insurance and meal allowance), the Remuneration Committee decided to keep the same non-monetary supplementary benefits attributed to members of the Board of Directors as decided by the Remuneration Committee in the previous year, namely: (i) company vehicle, authorized to be used for both personal and professional purposes, at the director’s discretion, within the corresponding legal and fiscal framework, and (ii) additional health insurance to supplement the existing health insurance.

### Remuneration of members of the NOVABASE S.G.P.S., Audit Board for the year 2023

In accordance with article 422-A of the Commercial Companies Code and the Remuneration Policy, the remuneration of supervisory board members should consist of a fixed amount. Under these terms, the following fixed remuneration is attributed for the year 2023:

Álvaro José Barrigas do Nascimento (Chairperson) – €10,500 (ten thousand, five hundred euros);

Fátima do Rosário Piteira Patinha Farinha – €7,875 (seven thousand, eight hundred and seventy-five euros);

João Luís Correia Duque – €7,875 (seven thousand, eight hundred and seventy-five euros).

These amounts were adjusted by 5% in comparison to the previous year.

### Remuneration of the Statutory Auditor for the year 2023

Pursuant to the Remuneration Policy, the unanimous decision was made to remunerate the Statutory Auditor in accordance with standard market practices and conditions for the type of services in question, per the service provision agreement signed with the Statutory Auditor following a proposal for this purpose by the Company's Audit Board.

### Enforceability or unenforceability of payments for the dismissal or termination of service of board members

In this regard, since the matter in question is already duly provided for and governed by law, the unanimous decision was made to not attribute any right to receive compensation or remedies of any kind to company directors beyond those provided for by law, nor establish any generic prohibition against the company establishing such compensation in the future, if and when deemed convenient.

Lisbon, 12 February 2024

The Remuneration Committee

Francisco Luís Murteira Nabo (Chairperson)

Pedro Rebelo de Sousa (Member)

João Quadros Saldanha (Member)