

## REMUNERATION POLICY

### 1. Introduction

This document illustrates the remuneration policy (“**Remuneration Policy**”) of Ariston Holding N.V. (“**Company**” and, together with its consolidated subsidiaries, “**Group**”) with regard to the executive directors (“**Executive Directors**”) and the non-executive directors (“**Non-Executive Directors**”) of the Company (collectively “**Board**”).

This Remuneration Policy has been drawn up and adopted by the general meeting of the Company (“**General Meeting**”) pursuant to article 17.14 of the Company's articles of association on [4 May 2023].

The authority to establish the remuneration of (a) the Executive Directors is vested with the Non-Executive Directors and (b) the Non-Executive Directors is vested with the General Meeting, with due observance of this Remuneration Policy and applicable provisions of law.

The Remuneration Policy will be submitted to the General Meeting at least every four years, and in case of any amendments.

### 2. Guiding principles

The objective of the Remuneration Policy for the Executive Directors is to attract, reward and retain the necessary leadership talent, in order to support the execution of the Group's strategic objectives, whilst for the Non-Executive Directors the Remuneration Policy aims at rewarding them appropriately for their work based on market competitive fee levels.

The Remuneration Policy is built on the following principles:

- **Align short- and long-term strategy:** through the variable incentives of the Executive Directors, the Company aims to align the short-term yearly objectives with the long term goals of the Group. This is reflected in the grant of long-term variable incentives, taking into account a three-year vesting period, and lock-up obligations. Such alignment is consistent with long-term sustainability objectives.
- **Pay for performance:** the remuneration must reinforce the performance driven culture by rewarding top performers.
- **Differentiating by experience and responsibility:** the remuneration aligns with the responsibilities, experience, competence and performance of individual directors. In addition, in determining the Remuneration Policy and any individual remuneration, the employment conditions of the Group are taken into account.
- **Simple and transparent:** this principle is reflected through the Remuneration Policy being based on simple and custom mechanisms. The Company is transparent in relation to the remuneration

that is awarded to directors. Furthermore, the achievement of the financial targets can be verified in publicly disclosed, easily accessible, performance results.

- **Risk prudence:** the remuneration structure aims to avoid incentives that encourage unnecessary or excessive risks that could threaten the Group's value.
- **Compliance:** the Remuneration Policy complies with applicable laws and regulations. The Group adopts highest standards of corporate governance.

The remuneration philosophy of the Group is therefore to pay for performance, to be market driven, and to be fair and objective.

### 3. Market perspective

Although the Group pursues its remuneration policies independently and such policies are not benchmarked against a Group of peers, market perspective is one of the factors that the Non-Executive Directors take into account when determining adequate remuneration levels to attract and retain qualified leaders. The Company believes that the periodical review of the remuneration policies adopted by companies of comparable size and economic performance may be a useful tool to understand its competitive positioning on the labour market and attractiveness of high quality human capital, which the Company deems a key driver for growth, innovation and development.

The Remuneration Policy, even if defined based on the Company specific strategies and long-term objectives, is nonetheless in line with companies of comparable size and economic performance.

### 4. Remuneration of Executive Directors

The Remuneration Policy relating to Executive Directors constitutes the key strategic component to attract and retain human capital in today's tight market.

In line with the fundamental objective of achieving the most effective reconciliation of 'profitability' and 'sustainability' in the long term, the Executive Director's remuneration is aimed at supporting managerial growth strategies oriented towards the long term: long term is key in the Group's reference market (i.e. sustainable comfort solutions for hot water and space heating market) where R&D projects requiring relevant investment in terms of time and cost, are to be pursued with continuity and in the long run to be successful.

The Remuneration Policy aims, therefore, not only at the adequate remuneration of the Executive Directors, but also at their adequate retention, as it is considered, in principle, an important element, consistent with the fundamental objective of maximum sustainable profitability in the long term.

The Remuneration Policy for Executive Directors is based on the following monetary components:

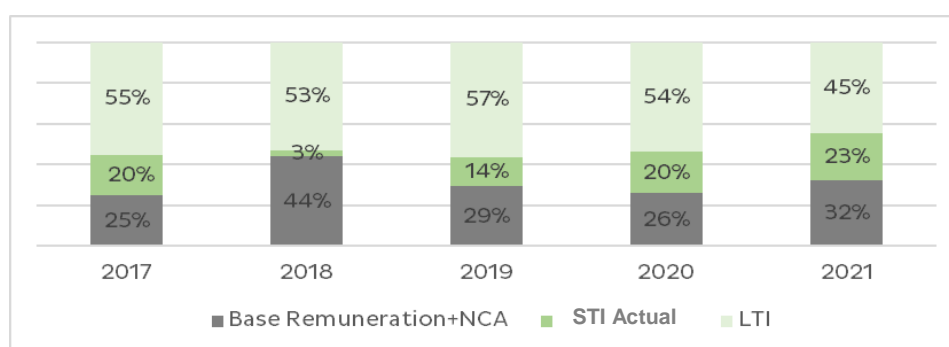
- (i) base remuneration
  - Executive Director's fee and remuneration
  - benefits and perquisite
- (ii) variable incentives
  - short term incentive (STI)

- long term incentive (LTI)

Component	Purpose	Terms and Conditions
<b>Executive Director's fee and remuneration</b>	Compensate for the individual's experience, skills, duties, responsibilities and the contribution of the individual within the Company	Fixed remuneration is: <ol style="list-style-type: none"> <li>internally consistent</li> <li>externally competitive</li> <li>reviewed periodically</li> </ol>
<b>Benefit and perquisites</b>	Provides value to the professional working life in relation to status, role complexity and grading	Benefits include: health insurance, disability and life insurance, a directors' and officers' liability insurance (D&O), mobility allowance or travel expenses when appropriate, and employee benefits plans as offered at any given point
<b>STI</b>	Ensure Executive Director's alignment with focus on the annual business plan as set by the Board	The short term incentive (STI) of the Executive Directors is conditioned upon the achievement of the following performance targets: <ol style="list-style-type: none"> <li>Adjusted EBIT (60%)</li> <li>Turnover (20%)</li> <li>Group Quality Index (20%)</li> </ol> The STI for the other selected management roles is conditioned also upon achievement of functional performance targets
<b>LTI</b>	Achieve growth results in medium and long term and align Executive Directors' interests with the pursuit of the priority objective of sustainable creation of value for shareholders	The long-term incentive is conditional on the achievement of the following performance targets: <ol style="list-style-type: none"> <li>Adjusted EBIT/Net Sales matrix (70%)</li> <li>Relative TSR (15%)</li> <li>ESG objective (15%)</li> </ol> The LTI Plan for the other selected management roles is conditioned also upon achievement of functional performance targets

Simulated scenarios of the possible outcomes of the variable incentive components and their effect on the remuneration of the Executive Directors are conducted in accordance with the Dutch Corporate Governance Code.

The chart below illustrates the average relative proportion of the remuneration elements (excluding benefits and perquisites) for the Executive Directors, calculated on the basis of the remuneration received by the Executive Directors over the last 5 years.



## Base remuneration

### *Executive Director's fee and remuneration*

The Executive Director's fee and remuneration compensates for the individual's experience, skills, duties, responsibilities and the contribution of the individual within the Company. Such compensation of each Executive Director is a fixed cash compensation paid on a monthly basis, which includes holiday allowance and other local statutory requirements per country.

The Company ensures that the Executive Director's fee and remuneration are: (i) internally consistent (i.e. in line with the role); (ii) externally competitive; and (iii) reviewed periodically. Each year the compensation and talent development committee of the Board, consisting of Non-Executive Directors only ("**Compensation and Talent Development Committee**") reviews the base salaries and decides whether circumstances justify adjustments.

In addition, Executive Directors who are a member of a Board committee will also receive the applicable committee fee (see "Remuneration of Non-Executive Directors" below).

### *Benefits, perquisite and loans*

All Executive Directors are beneficiaries of a directors and officers' liability insurance policy ("**D&O**") at market conditions for this type of coverage. The insurance policy covers losses resulting from claims made against the Executive Directors for wrongful acts committed in their respective functions and for which they have been recognised accountable.

Executive Directors are also entitled to other benefits such as health insurance, disability and life insurance, mobility allowance or travel expenses, representation costs and to participate in whatever all-employee benefits plans may be offered at any given point.

Additional benefits and perquisite may be offered to the Executive Directors in case of a relocation or an international assignment, such as relocation support, storage costs, expatriation allowance, housing support, reimbursement of flight costs, reimbursement of costs of temporary living arrangements and other benefits which reflect local market practice, all in accordance with the applicable mobility policy.

Neither the Company nor any of its subsidiaries shall grant personal loans, guarantees or the like to Executive Directors except within the framework of its usual business operations, on conditions which apply to all employees and with the prior approval of the Board. No remission of loans to the Executive Directors shall be granted.

Various factors may be considered when determining any annual base remuneration changes, including, but not limited to, business performance, personal performance, the scope and nature of the role, salary increases of the Group's global workforce, relevant market benchmark data and local economic indicators, such as inflation and cost-of-living changes, to ensure that the remuneration is fair, sensible and market competitive. The actual annual base remuneration and any annual increases will be disclosed in the annual report.

## Variable incentives

The purpose of variable incentives scheme is to stimulate the entrepreneurship of participating Executive Directors, and other selected eligible employees, and to ensure that they are motivated to perform beyond expectations. The objective is also to support Executive Directors', and other selected eligible employees', participation in the successes of the Group. The philosophy of the Group is to place greater emphasis on the variable pay in order to ensure an alignment of the total remuneration to the Company performance. The variable incentives is subject to the malus and claw back provisions provided by article 2:135 of the Dutch Civil Code.

### *Short-term incentive*

The short-term incentive (the "**STI**") aims to ensure that the Executive Directors, and other selected eligible employees, are well incentivised to achieve the Group quantitative performance targets in the short term. The purpose of the STI is to ensure executive alignment with and focus on the annual business plan as set by the Board.

At the beginning of each year, the Compensation and Talent Development Committee proposes to the Board: (i) the base amount of the bonus for each Executive Director; and (ii) targets ranges, based on the Group business plan, whereby the pay-out is equal to 100% of the base amount if the targets as per the business plan are met, while the pay-out will range from 50% to 150% of the base amount depending on whether the actual performance is below the target but within a selected gate (threshold) or above the target.

At the beginning of the following year, the Compensation and Talent Development Committee reviews the financial performances against the targets, based on the financial records of the Group, as audited by the external auditor.

There are three performance indicators as follows:

- Target A identifies the Group Adjusted EBIT, weighting 60% of the global performance target;
- Target B identifies the Group turnover, weighting 20% of the global performance target; and
- Target C identifies the Group Quality Index, weighting 20% of the global performance target.

Target C is designed to push quality of the product, as sustainable quality contributes to the Group performance in the long run and is calculated as a weighted combination of a set of single KPI's measuring the quality of the product along its lifecycle: from manufacturing to parts supply, product development and after sales (warranty spending). Accordingly, a portion of the short-term incentive contributes to the strategy of the Group, the long-term interests of the Group and its sustainability.

If the short-term incentive targets are met, the short-term incentive is paid the year following the relevant performance period, once the predetermined performance objectives are verified.

The STI pay-out will be nil if: (i) none of the performance gates (threshold) are reached; or (ii) net profit of the year as reported in the consolidated financial statement will be equal to zero, or a net loss for the period will be reported.

### **Long-term incentive**

Executive Directors are eligible for grants under the Company's long term incentive plan ("**LTIP**"), as amended from time to time, and as approved by the General Meeting. LTIP aims at providing incentives for the Executive Directors – and other selected eligible Group's employees identified according to the banding model adopted by the Company – to achieve growth results in the medium and long term and at ensuring executive alignment with the pursuit of the key objective of sustainable creation of value for shareholders.

The long-term incentive awards under the LTIP are made available annually (rolling grants) in the form of performance share units of the Company ("**PSUs**").

Usually at the beginning of each year, the Compensation and Talent Development Committee proposes to the Board: (i) the size of the grant for each Executive Director, with a maximum value not exceeding 150% of the base remuneration; and (ii) the target pay out opportunity, for each Executive Director set at 50% for the threshold achievement, at 100% for target achievement and at 150% in case of over performance.

The number of PSUs to be granted to the Executive Directors is determined dividing the individual grant by the average closing price of the Company's shares on the 30 days before the grant.

The PSUs are conditional on: (i) three-year vesting period; (ii) continuous engagement; and (iii) performance testing. The number of PSUs that vest after three years is dependent on the achievement of selected targets.

There are three performance targets as follows:

- Adjusted EBIT/net sales matrix, weighting 70% of the global performance target;
- relative total shareholders return ("**TSR**"), measuring the performance of the Company's shares ("**Shares**") vis-à-vis the shares of selected competitors) weighting 15% of the global performance target; and
- an environmental social governance ("**ESG**") objective, measuring the Scope 4 CO2 emissions avoided by 2025, from a 2020 baseline, thanks to the renewable and high efficiency products we sell with respect to the efficiency of the installed park in the Regions we operate.

The time frame for assessing performance foresees a three-year vesting period with annual grants and a lock-up provision of two years on an amount equal to 30% of the net Shares accrued for the Executive Directors. As a three-year vesting scheme and lock-up provision apply, there is a clear link with the long-term interests of the Company.

## **5. Remuneration of Non-Executive Directors**

### **Fee structure**

The General Meeting determines the remuneration of the Non-Executive Directors. The Board periodically submits proposals to the General Meeting in respect of the remuneration of the Non-Executive Directors. The remuneration of the Non-Executive Directors intends to reward Non-Executive Directors for utilising their skills and competences to the maximum extent possible to execute the tasks delegated to them including but not limited to tasks and responsibilities imposed by the Dutch Civil Code,

Dutch Code and the Company's articles of association. The remuneration of the Non-Executive Directors reflects the size of the Group, as well as the responsibilities of the role and the time spent.

Given the nature of the responsibilities of the Non-Executive Directors as independent bodies, the remuneration of the Non-Executive Directors is not tied to the performance of the Group and therefore includes fixed compensations only. In line with the Dutch Corporate Governance Code, Non-Executive Directors will not be rewarded any equity-based compensation. Payment of the remuneration is done in euro.

Non-Executive Directors shall not be eligible to participate in any benefits programs offered by the Company to its employees. The Group do not grant personal loans, guarantees or the like to Non-Executive Directors. Loans are not remitted. Non-Executive Directors will not be entitled to any severance pay and are not eligible to participate in a pension scheme or other pension related benefits.

The Non-Executive Directors will each receive an annual fixed fee of €50,000. The chair and the members of the Board's committees are provided with a supplementary committee fee for the additional responsibilities. The chair of each committee receives a committee fee of €20,000 and the other members of each Board committee receive a committee fee of €10,000.

Committee	Chair	Member
Compensation and Talent Development Committee	€ 20,000	€ 10,000
Audit Committee	€ 20,000	€ 10,000
Strategic Committee <sup>(1)</sup>	€ 20,000	€ 10,000
ESG Committee <sup>(1)</sup>	€ 20,000	€ 10,000

(i) Executive Directors who are a member of the Strategic Committee and/or ESG Committee will also receive the applicable committee fee.

**Expenses**

Non-Executive Directors will be reimbursed for all reasonable business expenses incurred in the course of performing their duties, subject to appropriate evidence of payment and VAT receipts. No notice period or termination fees are applicable when Non-Executive Directors resign.

**Benefits and loans**

All Non-Executive Directors are beneficiaries of the same D&O insurance policy of the Executive Directors.

Non-Executive Directors will not receive any variable remuneration.

Non-Executive Directors will not be entitled to any severance pay and are not eligible to participate in a pension scheme or other pension related benefits.

Neither the Company nor any of its affiliates shall grant personal loans, guarantees or the like to Non-Executive Directors except within the framework of its usual business operations, on conditions which apply to all employees and with the prior approval of the Board. No remission of loans to the Non-Executive Directors shall be granted.

## 6. Contractual arrangements Executive Directors

Pursuant to the Company's articles of association and the Dutch Corporate Governance Code, the term of office of Executive Directors may not exceed a maximum period of four years at a time. A Director who ceases office in accordance with the previous sentence is immediately eligible for reappointment.

### Key terms of engagement

The management agreement of the Chief Executive Officer provides that: (i) upon termination by the Company and existing certain conditions, the Chief Executive Officer is entitled to a one-off severance equal to an amount of up to two years of his remuneration as manager (net of any amount paid as non-compete obligation consideration); and (ii) that a certain component of the remuneration is due as a non-competition fee following the termination of the relationship. The employment agreement of the Executive Chair provides for an indemnity upon termination of the relationship as set out in the applicable collective bargaining agreement.

The management agreement of the Chief Executive Officer, and the employment agreement of the Executive Chair are governed by Italian law.

## 7. Possible exceptions to the Remuneration Policy

Even though the Company is not in principle in favour of making exceptions to the principles underlying the Remuneration Policy, the Non-Executive Directors shall be allowed to temporarily derogate from the Remuneration Policy in exceptional circumstances as defined by the Dutch Civil Code, such as, for example, the need to attract and/or retain (in a competitive market) key managerial competences or the need to provide incentives to key managers with respect to specific industrial objectives that, under contingent conditions, are of particular importance.



The Non-Executive Directors may deviate from the Remuneration Policy by inter alia, (i) the granting of a one-off entry bonus to a new Executive Director, and (ii) the granting of exceptional one-off retention bonus if, in the view of the Non-Executive Directors, such deviation is necessary to attract and retain highly qualified key managerial competences and retain market share in a highly competitive market, serving the long term interest and sustainability of the Company and ensuring its viability. In any event, the Non-Executive Directors may deviate from the Remuneration Policy in exceptional circumstances in which deviation is appropriate to serve the long-term prospects and sustainability of the Company.

For the grant of one-off entry bonus and one-off retention bonus, the Compensation and Talent Development Committee prepares the decisions for the Non-Executive Directors.

Deviations shall be disclosed in the remuneration report.

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