

EXTRAORDINARY GENERAL MEETING OF 20 OCTOBER 2026

SINGLE POINT ON THE AGENDA

CLARIFICATION NOTE ON THE PROPOSAL OF THE BOARD OF DIRECTORS REGARDING THE REMUNERATION POLICY FOR THE MEMBERS OF THE CORPORATE BODIES

Following a request for information made by the CMVM on the proposal for a Remuneration Policy for the members of the corporate bodies (the "Policy"), to be submitted to the Extraordinary General Meeting to be held on 20 October 2026 (the "EGM"), the Board of Directors of PHAROL, S.A. ("Pharol" or the "Company") hereby clarifies the following:

This Note does not amend the text or content of the Board of Directors' Proposal and the Policy submitted to the EGM. Postal votes already cast or to be cast therefore relate to the same proposal and remain valid, without the need for any confirmation. Shareholders are reminded that, under the terms of the notice of meeting, the deadline for receipt of postal votes and proxy instruments is 17:00 Lisbon time, on 15 October 2026. Shareholders wishing to change a vote already cast may do so, provided the new vote is received by the same means before the above deadline; the last validly received vote will prevail.

1. Contribution to the Company's business strategy, long-term interests and sustainability

- **Fit with the Company's strategy and structure.** With the change in the corporate purpose, Pharol's activity now consists of the active management of its own assets and financial instruments and the recovery of assets, in particular the claim against Rio Forte. The Company operates with a lean structure of, on average, approximately 8 people, including both employees and contractors. The Policy concentrates executive management in a single Chief Executive Officer and keeps the annual fixed cost of the Board of Directors virtually unchanged compared to the 2023 policy (€370,000, compared to €364,000, for three directors in both cases), despite the separation of functions. It thus preserves the Company's resources and financial sustainability. At the same time, the ongoing reorganisation is making the Company's overall staff cost structure leaner and better suited to the current needs of its business.
- **Alignment with shareholder value creation.** The only performance metric is Pharol's Total Shareholder Return (TSR) relative to the PSI index. This metric directly measures the value created for shareholders and isolates it from overall market developments. Variable remuneration is nil if the relative TSR is below -5% or if Pharol's absolute TSR is negative by more than 20%.
- **Long-term orientation and risk control.** 50% of the variable remuneration is deferred for three years and is only paid if the Company's performance over that period is positive, taking

into account its financial sustainability. Variable remuneration is limited to 60% of the fixed remuneration and is subject to the clawback clause of section 9 of the Policy. Entering into contracts that neutralise the risk inherent in the variability of remuneration is prohibited (section 10). Compared to the 2023 policy, the potential variable component is reduced, with the elimination in 2026 of the multi-annual components, which could reach 140% of the fixed remuneration.

- **Transitional nature.** The Managing Director's variable remuneration for 2026 relates only to the period in office (August to December 2026) and is therefore limited to a maximum of €55,000, half of which is deferred. The variable remuneration rules for 2027 and subsequent years will be submitted to the 2027 Annual General Meeting and will include multi-annual metrics and non-financial criteria, linked to the strategic plan under preparation.
- **Sustainability.** Given the size and nature of the activity, the social and environmental dimensions of the Company are limited in scope. Sustainability is ensured above all by the containment of fixed costs, by prudence in the assumption of risks and by linking variable remuneration to lasting results, through deferral and the clawback clause.

2. Non-cash benefits and proportion of remuneration components

The only non-cash benefits specific to the role that may be granted to the Managing Director are: (i) a company car, including fuel, insurance and tolls; and (ii) life insurance. No other bonus or benefit is granted, regardless of its form, other than those provided for in the Policy and the benefits of a general nature referred to below. Non-executive directors and members of the Fiscal Council and the Board of the General Meeting do not receive non-cash benefits.

Within the discretion granted to it by the Policy ("limits considered appropriate to the functions performed"), the Board of Directors resolved, on 12 October 2026, that the total annual cost of these benefits to the Company will not exceed 12.73% of the annual fixed remuneration of the Chief Executive Officer, i.e. up to €28,000. This limit will be expressly included in the policy to be submitted to the 2027 Annual General Meeting. In addition, the Chief Executive Officer benefits, under the same terms as the other employees, from the general benefits granted to Pharol's employees (health insurance, workers' compensation insurance and a company mobile phone), the cost of which is covered by the aforementioned limit and was considered in the calculation of the proportions indicated in the following paragraph.

As for the relative proportion of the components of the Managing Director's remuneration, on an annual basis and assuming the maximum limit of benefits: fixed remuneration represents between 58% (with maximum variable remuneration) and 89% (without variable remuneration) of total remuneration; variable remuneration represents up to 35%; and non-cash benefits up to 11%. In 2026, the amounts are reduced pro rata temporis for the period from 1 August to 31 December: fixed remuneration of €91,667, maximum variable remuneration of €55,000 (half deferred) and benefits up to €11,667.

3. Decision-making and management of conflicts of interest

In the absence of a remuneration committee, the Policy was prepared and proposed by the Board of Directors, pursuant to Article 26-B of the Portuguese Securities Code (Código dos Valores Mobiliários, the "CVM"). The Company recognises the inherent potential conflict of interest and has adopted the following measures:

- No discretion over fixed remuneration. All fixed amounts payable to the directors and to the members of the Fiscal Council and of the Board of the General Meeting are set out in the Policy itself and can only be changed by the General Meeting.
- **Variable remuneration determined by an objective formula.** The annual variable remuneration results from the application of a formula to public market data (Pharol share price and PSI index), without qualitative components subject to assessment by the Board of Directors.
- **Non-participation of the interested party.** No director participates in the discussion of or resolution on his or her own remuneration, including the calculation of the variable remuneration and the verification of the payment conditions of the deferred part (Article 410(6) of the Portuguese Companies Code (Código das Sociedades Comerciais, the "CSC") and section 10 of the Policy). In the resolution of 22 September 2026 approving the Proposal, the Managing Director did not vote on the part relating to his remuneration.
- **Role of the supervisory bodies.** The calculation of the variable remuneration and the verification of the payment conditions of the deferred part will be subject to the prior opinion of the Fiscal Council, which is composed entirely of independent members. The Statutory Auditor verifies the information in the remuneration report (Article 26-G(6) of the CVM).
- **Transparency and shareholder scrutiny.** The application of the Policy is disclosed in the remuneration report, integrated in the corporate governance report, and submitted to the annual General Meeting for appraisal.

Given the Company's size and lean structure, the Board of Directors considers that the establishment of a remuneration committee is not justified. The functions of independent control in this matter are ensured by the Fiscal Council and the General Meeting, under the terms described above.

4. Changes to the 2023 policy and consideration of shareholder votes and opinions

In summary, the relevant changes in relation to the policy approved on 31 March 2023 are: (i) separation of the functions of Chairman of the Board of Directors (non-executive, €100,000) and Managing Director (€220,000), previously combined (€294,000); (ii) update of the remuneration of non-executive directors from €35,000 to €50,000; (iii) transitional adjustment of the 2026 variable remuneration to the period in office and elimination, in 2026, of the multi-annual component; (iv) further development of the rules on termination of office, the clawback clause and the management of conflicts of interest; and (v) preparation of the Policy by the Board of Directors, in the absence of a remuneration committee. The complete table of changes is set out in Annex 1.

The 2023 policy was approved with 99.67% of the votes cast (190,705,493 votes in favour and 639,800 against), without the intervention of any shareholder. At the annual General Meetings of

2024, 2025 and 2026, no comments or objections on the remuneration policy were presented by shareholders. The remuneration reports for the financial years 2023, 2024 and 2025 are part of the corporate governance report, pursuant to Article 26-G(8) of the CVM. This report is an annex to the management report (Article 29-H(1) of the CVM) and was submitted to the annual General Meeting under the agenda item on the management report and accounts: on 22 March 2024 (99.99% of votes in favour), 26 March 2025 (100%) and 26 March 2026 (100%).

The changes do not, therefore, respond to criticism from shareholders. They respond to two decisions taken by the shareholders themselves in 2026, which changed the nature of the Company and its organisational model: the change in the corporate purpose (approved with 98.19% of the votes) and the election of a Board of Directors with separation between the functions of Chairman and Managing Director (approved with 99.995% of the votes). The Company deliberately maintained the elements of the previous policy that the shareholders approved by a large majority: the relative TSR metric, the allocation table, the absolute TSR condition, the deferral and the clawback clause.

5. Non-executive directors and independence

The Board of Directors is composed of three members: one executive director (the Chief Executive Officer) and two non-executive directors. Having assessed the criteria of recommendation IV.2.4 of the IPCG Corporate Governance Code and Article 414(5) of the CSC, and based on the individual statements provided by the directors themselves, the Board of Directors classifies the non-executive directors as follows:

- **Rafaela Andrade Reis Figueira — independent.** Does not hold or represent a qualifying holding. Has not had, in the last three years, any employment, commercial or service relationship with the Company or with qualifying shareholders. Does not receive any remuneration from the Company other than that of a director. Has no family ties with directors or qualifying shareholders. Has been in office for 2 years. She was already classified as independent in the corporate governance report for 2025.
- **João Moreira Rato – independent.** He does not hold a qualifying holding and does not act in the name or on behalf of any shareholder. He does not have, nor has he had in the last three years, an employment, commercial or service relationship with the Company or with qualifying shareholders. He does not receive any remuneration from the Company other than that of Chairman of the Board of Directors. He has no family ties with directors or qualifying shareholders. He took office in 2026. The fact that he holds the position of non-executive director at Caixa Geral de Depósitos, S.A. also does not affect his independence, as this entity has no relevant relationship with the Company.

The two non-executive directors, including the Chairman of the Board of Directors, are thus classified as independent (two out of three members of the Board of Directors), according to the same independence assessment criteria applied by the Company in previous financial years.

The Policy does not grant variable remuneration to non-executive directors (section 2.1: "No variable remuneration is granted to non-executive directors"). The reference, in the same section, to the

possibility of this matter being considered as part of the ongoing revision of the Policy has no binding effect: any variable component would require a new policy approved by the General Meeting.

6. Effective date

The remuneration provided for in the Policy will apply as from 1 August 2026, once approved by the General Meeting. Until approval, the 2023 policy remains in force, pursuant to Article 26-F(2) of the CVM, and any differences will be settled after approval.

7. Remuneration policy to be submitted to the 2027 Annual General Meeting

The Board of Directors will submit to the 2027 annual General Meeting the rules on annual and multi-annual variable remuneration, applicable from 2027, in line with the Company's strategic plan. The policy to be submitted will include: (i) multi-annual metrics and non-financial criteria; (ii) the express limit on non-cash benefits referred to in point 2; and (iii) the intervention of the Fiscal Council referred to in point 3.

Lisbon, 12 October 2026

The Board of Directors

Annex 1 – Table of changes compared to the policy adopted on 31 March 2023

Item	2023 Policy	New Policy	Rationale
Proposed by	Remuneration Committee	Board of Directors (Article 26-B of the CVM)	No remuneration committee elected for the current term of office
Chairman of the Board of Directors	€294,000 (combined with the role of Chief Executive Officer)	€100,000 (non-executive)	Separation of functions resulting from the election of 30.07.2026
Chief Executive Officer	Combined with the role of Chairman	€220,000	Executive management concentrated in a single director
Non-executive directors	€35,000	€50,000	Amount unchanged since 2015; greater demands and responsibility on a three-member Board; total fixed cost of the Board of €370,000 (compared to €364,000)
Annual variable remuneration (AVR)	Pharol's TSR relative to the PSI; December averages; 0% to 60% of fixed remuneration	Same metric and table; period from July to December 2026; pro rata temporis	Aligned with the actual period in office
Multi-annual variable remuneration	Up to 140% of fixed remuneration	Not applicable in 2026	Rules for 2027 onwards to be approved with the strategic plan
Deferral	50% deferred for 3 years	No change	—
Non-cash benefits	Company car and life insurance, with no quantified limit	Company car and life insurance; limit of 12.73% of the fixed remuneration (€28,000) set by the Board in application of the Policy	Article 26-C(2)(d) of the CVM
Conflicts of interest	Prohibition of hedging	Abstention of the interested party; prior opinion of the Fiscal Council; prohibition of hedging	Article 26-C(5) of the CVM
Termination of office	Rules on payment of deferred remuneration	Comprehensive regime (section 8 of the Policy)	Clarification
Clawback	3 grounds	4 grounds	Reinforcement

The 2023 policy was approved at the General Meeting of 31 March 2023 with 99.67% of the votes cast.