

REPORT ON THE REMUNERATION POLICY AND COMPENSATION PAID

drawn up pursuant to Article 123-ter of Legislative Decree 58/1998 and Article 84-quarter of Consob Regulation 11971/1999

Foreword

This report on the remuneration policy and compensation paid (the "**Remuneration Report**" or the "**Report**") has been prepared pursuant to art. 123-ter of Legislative Decree no. 58 of 24 February 1998 (the "**TUF**") – and art. 84-quarter of the Issuers' Regulation and was drawn up in accordance with Annex 3A, Schedule 7-bis and Schedule 7-ter of the Consob Regulation adopted by resolution no. 11971 of 14 May 1999 (the "**Issuers' Regulation**"), as last amended.

The Remuneration Report is divided into the following sections:

- Section I – in accordance with Article 123-ter of the TUF – illustrates the policy of Pharmanutra S.p.A. ("**PHN**", the "**Company**" or also the "**Issuer**") regarding the remuneration of the members of the Board of Directors and, without prejudice to the provisions of Art. 2402 of the Italian Civil Code, of the members of the Company's Board of Statutory Auditors (the "**Remuneration Policy**" or the "**Policy**"), as well as the procedures used for the adoption, revision and implementation of this Policy, including measures aimed at avoiding or managing any conflicts of interest;
- Section II, by name for the remuneration attributed to the Directors and Statutory Auditors of PHN¹:
 - provides an adequate, clear and comprehensible representation of each of the items that make up the remuneration, including the remuneration envisaged in the event of termination of office or termination of the employment relationship, highlighting their compliance with the relevant Remuneration Policy and the ways in which remuneration contributes to the Company's long-term results;
 - analytically illustrates the remuneration paid in the reference year for any reason and in any form by the Company and its subsidiaries or associates, indicating any components of the aforementioned remuneration that refer to activities carried out in years prior to the reference year and also highlighting the remuneration to be paid in one or more subsequent years for the activity carried out in the reference year, possibly indicating an estimated value for the components that cannot be objectively quantified in the reference year.

In addition, Section II indicates – with the criteria established in Annex 3A, Schedule 7-ter, of the Issuers' Regulation – the shareholdings held, in the Issuer and in its subsidiaries, by the members of the administrative and control bodies, as well as by spouses who are not legally separated and by minor children, directly or through subsidiaries, trust companies or through third parties, pursuant to the provisions of art. 84-quarter of the Issuers' Regulation.

¹ It should be noted that, in accordance with Annex 3A, Schedule 7-bis of the Issuers' Regulation, PHN, being qualified as a "smaller" company pursuant to art. 3, paragraph 1, letter f) of the Related Parties Regulation (as defined *below*) provides any information on agreements that provide for indemnities in the event of early termination of the relationship only with reference to the Executive Directors and the Chairman of the Board of Directors of Administration.

It should be noted that Section I of the Remuneration Report was most recently approved by the Company's Shareholders' Meeting held on 16 April 2024 for a two-year period and, therefore, it ceases to be effective with the approval of the financial statements as at 31 December 2025. In light of the above, on 17 March 2026 the Board of Directors of the Company, on the proposal of the Remuneration and Appointments Committee, resolved to submit to the approval of the Shareholders' Meeting called to approve the financial statements for the year ended 31 December 2025 – called for 27 April 2026 – a new Remuneration Policy with a duration of three years as better represented in paragraph e) below. Pursuant to art. 123-ter, paragraph 3-bis, of the TUF, the Shareholders' Meeting of the Company will be called to resolve on Section I of the Remuneration Report in favour or against, with a binding resolution pursuant to Article 123-ter, paragraph 3-ter, of the TUF.

The Company's Shareholders' Meeting will also be called, pursuant to Article 123-ter, paragraph 6, of the TUF, to resolve on Section II of the Remuneration Report, in favour or against, and this resolution will be non-binding.

The result of the vote will be made available to the public within the terms of the law pursuant to art. 123-ter, paragraph 6, and 125-quarter, paragraph 2, TUF.

SECTION I

The Remuneration Policy adopted by the Company, and illustrated in this Section of the Report, defines the principles and guidelines to which PHN adheres in determining the remuneration practice of the Directors and, without prejudice to the provisions of art. 2402 of the Italian Civil Code, of the members of the Board of Statutory Auditors, as well as in monitoring the application of the same.

The Remuneration Policy was approved by the Company's Board of Directors on 17 March 2026, on the proposal of the Remuneration and Appointments Committee (hereinafter also the "**Committee**").

The Remuneration Policy has also been drawn up in the light of the recommendations set out in the *Corporate Governance Code* promoted by the *Corporate Governance Committee* (the "**CG Code**" or the "**Corporate Governance Code**") and also takes into account the provisions of art. 2.2.3 of the Regulations of the markets organised and managed by Borsa Italiana S.p.A. (the "**Stock Exchange Regulations**") and the related Instructions for issuers with STAR status.

As required by Consob Regulation no. 17221 of 12 March 2010 on transactions with related parties in force at the date of this Report (the "**Related Parties Regulation**"), as implemented in the internal procedure adopted by the Company (the "**RPT Procedure**"), available on the [website www.pharmanutragroup.com](http://www.pharmanutragroup.com), in the "*Governance / Corporate Documents*" Section, the approval of the Remuneration Policy by the Shareholders' Meeting exempts the Company from applying the aforementioned procedure in the resolutions of the Board of Directors regarding the remuneration of Directors and other executives with strategic responsibilities when:

- (i) the Company has adopted a Remuneration Policy approved by the Shareholders' Meeting;
- (ii) a committee consisting exclusively of directors or non-executive directors, the majority of whom are independent, has been involved in the definition of the Remuneration Policy;
- (iii) the remuneration assigned is identified in accordance with this policy and quantified on the basis of criteria that do not involve discretionary assessments.

Furthermore, pursuant to art. 13, paragraph 1, of the Related Parties Regulation, the RPT Procedure does not apply to the resolutions of the shareholders' meeting referred to in art. 2389, paragraph 1, of the Italian Civil Code, relating to the remuneration due to the members of the Board of Directors and the Executive Committee, nor to the resolutions on the remuneration of Directors vested with particular offices falling within the total amount determined in advance by the Shareholders' Meeting pursuant to art. 2389, paragraph 3, second sentence, of the Italian Civil Code.

It should be noted that as of the date of this Report, no other (other than Directors and Statutory Auditors) executives with strategic responsibilities relevant to the purposes of this Policy have been identified within the Issuer's corporate organization chart and the Issuer has not appointed general managers.

a) bodies or persons involved in the preparation, approval and possible revision of the remuneration policy, specifying their respective roles, as well as the bodies or persons responsible for the correct implementation of this policy;

The main subjects and bodies involved in the preparation, approval and revision of the Remuneration Policy are the Board of Directors, the Committee, the Shareholders' Meeting and the Board of Statutory Auditors.

Board of Directors

The Board of Directors:

- sets up an internal committee with responsibility for remuneration;
- determines, in line with the Remuneration Policy, the remuneration of Directors vested with special offices, subject to the opinion of the Board of Statutory Auditors and on the proposal of the Committee, possibly within the scope of the total remuneration determined by the Shareholders' Meeting pursuant to art. 2389, paragraph 3, of the Italian Civil Code and art. 20 of the Articles of Association;
- defines, with the help of the Committee, the Remuneration Policy, as well as its possible revision;
- prepares the Remuneration Report, pursuant to Articles 123-ter of the TUF and 84-quarter of the Issuers' Regulation, submits it to the Shareholders' Meeting for approval pursuant to Article 123-ter, paragraph 3-bis, of the TUF and oversees its implementation;
- prepares any remuneration plans based on shares or other financial instruments intended for Directors, employees and collaborators, including other executives with strategic responsibilities, submits them to the approval of the Shareholders' Meeting pursuant to Article 114-bis of the TUF and oversees their implementation.

Remuneration and Appointments Committee

The Company's Committee, constituted within the Board of Directors in accordance with the provisions of the CG Code and the Stock Exchange Regulations, is composed of non-executive and mostly independent Directors, with the Chairman chosen from among the independents.

With regard to remuneration, the Committee:

- (i) proposes the adoption of the Remuneration Policy for Directors and other executives with strategic responsibilities, including incentive plans;
- (ii) periodically assesses the adequacy, overall consistency and concrete application of the Remuneration Policy for Directors and other executives with strategic responsibilities, making use of the information provided by the Directors and/or delegated bodies in this regard; formulates proposals to the Board of Directors on the matter;
- (iii) submit proposals or express opinions to the Board of Directors on the remuneration of Executive Directors² and other Directors who hold special offices and,

²It should be noted that, pursuant to the CG Code, "executive directors" means: "- the chairman of the company or of a subsidiary of strategic importance, when he is given powers to manage or develop corporate strategies; - directors who are the recipients of management powers and/or hold

on the recommendation of the Chief Executive Officers, other executives with strategic responsibilities, as well as on the setting of *performance* objectives related to the variable component of such remuneration; monitors the application of the decisions adopted by the Board of Directors, verifying, in particular, the actual achievement of the *performance objectives*;

- (iv) supports the Board of Directors in order to ensure that the choices made regarding remuneration are adequately instructed, comply with the rules of transparency and strict regulation of potential conflicts of interest;
- (v) formulates proposals to the Board of Directors with reference to the Remuneration Policy, including incentive plans, with reference to the Chief Executive Officers and other Directors vested with special offices, as well as, on the recommendation of the Chief Executive Officers, for the determination of the criteria for the remuneration of the other executives with strategic responsibilities of the Company.

In carrying out its functions, the Committee has the right to access the information and corporate functions necessary for the performance of its duties, as well as to have financial resources and make use of external consultants within the terms established by the Board of Directors.

The Chairman of the Committee reports to the Board of Directors on the activities carried out by the Committee itself.

Shareholders' Meeting

With regard to remuneration, the Shareholders' Meeting:

- determines the remuneration of the members of the Board of Directors and the Board of Statutory Auditors pursuant to art. 2364, paragraph 1, no. 3), possibly also pursuant to art. 2389, paragraph 3, of the Italian Civil Code and art. 20.2 of the Articles of Association;
- expresses: (i) a binding vote on Section I of the Remuneration Report prepared by the Board of Directors at the interval required by the duration of the Remuneration Policy, i.e. every two years, and in any case on the occasion of amendments to the aforementioned Policy³; and (ii) a non-binding vote on Section II of the Report on an annual basis;
- resolves on any remuneration plans based on shares or other financial instruments intended for Directors, employees and collaborators, including other executives with strategic responsibilities, pursuant to Article 114-bis of the TUF.

Temporary deviation from the Remuneration Policy approved by the Shareholders' Meeting is permitted only in exceptional circumstances, i.e. when the derogation from the Remuneration Policy is necessary for the pursuit of the long-term interests and sustainability of the Company as a whole or to ensure its ability to remain on the market. On this point, please refer to paragraph q) below.

managerial positions in the company or in a subsidiary with strategic importance, or in the parent company when the office also concerns the company; - the directors who are members of the executive committee of the shareholders (...)."

³It is understood that the vote of the Shareholders is required on the occasion of changes to the Remuneration Policy that are not merely formal or editorial clarifications.

If the Shareholders' Meeting does not approve the Remuneration Policy, the Company will be required to pay remuneration in accordance with the most recent Remuneration Policy approved by the Shareholders' Meeting or, failing that, in accordance with current practices. At the next Shareholders' Meeting to approve the financial statements, the Company will have to submit a new Remuneration Policy to the vote of the Shareholders' Meeting.

Board of Statutory Auditors

The Board of Statutory Auditors expresses its opinion on the remuneration proposals for Directors vested with special offices, pursuant to art. 2389, paragraph 3, of the Italian Civil Code, verifying the consistency of the proposals with the Remuneration Policy.

b) the possible intervention of a remuneration committee or other committee competent in the matter, describing its composition (with a distinction between non-executive and independent directors), its powers and operating methods, and any further measures aimed at avoiding or managing conflicts of interest;

In light of the provisions of art. 2.2.3, paragraph 3, letters n) and o) of the Stock Exchange Regulations, applicable to issuers with STAR status, and in accordance with the Corporate Governance Code, the Company has set up the committee responsible for remuneration within its Board of Directors. On 26 April 2023, the Board of Directors of the Issuer appointed as members of the Committee:

- Giovanna Zanotti - Independent Director - with the functions of Chairman;
- Marida Zaffaroni – Independent Director;
- Alessandro Calzolari – Independent Director.

In accordance with Recommendation 26 of the CG Code, the members of the Committee as a whole have adequate knowledge and experience in financial matters or remuneration policies⁴.

The Committee has advisory and propositional functions with reference to the Remuneration Policy as specified in paragraph a) above.

The rules of operation of the Committee, including the methods for taking minutes of meetings and the procedures for managing information to directors, are contained in the Committee's regulations approved by the Board of Directors.

Pursuant to the aforementioned regulations, the meetings of the Committee are held collectively and are regularly recorded. For the validity of the meetings of the Committee, the presence of the majority of the members in office is required.

The decisions of the Committee are taken by an absolute majority of those present, it being understood that no Director takes part in the meetings of the Committee in which proposals are made to the Board of Directors relating to his or her remuneration.

The Chairman of the Board of Statutory Auditors participates in the meetings of the Committee. The Chairman of the Committee may invite other members of the Board of Directors or representatives of the relevant corporate functions to individual meetings, in accordance with the provisions of the Code of Ethics

⁴ It should be noted that recommendation 26 of the CG Code provides that "at least one member of the committee has adequate knowledge and experience in financial matters or remuneration policies, to be



assessed by the administrative body at the time of appointment."

Corporate Governance, i.e. persons external to the Company, whose presence may assist in the better performance of the Committee's functions.

The Committee has the right of access to the information and corporate functions necessary for the performance of its duties and may make use, at the Company's expense, of external consultants, within the limits of the budget approved by the Board of Directors.

For further details on the composition and functioning of the Committee, please refer to the "*Report on Corporate Governance and Ownership Structure*" prepared by the Company pursuant to art. 123-bis of the TUF and published on the website www.pharmanutragroup.com, "Governance" section.

c) how the company took into account the compensation and working conditions of its employees in determining the remuneration policy;

The Remuneration Policy is determined taking into account the remuneration and working conditions of its employees. In particular, the Policy consists of tools and logics, applied to a large part of the company's population, aimed at attracting, motivating and retaining people with the professional qualities necessary to contribute to the definition of the Company's growth strategy and to the strengthening of PHN's long-term interests and sustainability.

In particular, the Policy is defined on the basis of specific criteria, including comparison with the reference market, the characteristics of the role and the responsibilities assigned, as well as the distinctive skills of people, always with a view to maximum objectivity, in order to avoid any form of discrimination. The Policy is based on the principles of equity, equal opportunities, meritocracy and competitiveness with respect to the reference market, as well as on an adequate balance of the fixed and variable components of remuneration.

d) the names of any independent experts involved in the preparation of the remuneration policy;

In preparing the Remuneration Policy, the Company did not rely on the support of independent experts.

e) the purposes pursued by the remuneration policy, the principles underlying it, the duration and, in the event of a revision, a description of the changes with respect to the remuneration policy last submitted to the shareholders' meeting and how such revision takes into account the votes and assessments expressed by shareholders at or after that meeting;

The Company's Remuneration Policy – and, in particular, the policy on variable components of remuneration – contributes to the corporate strategy and the pursuit of not only short-term, but also medium-long term interests and the sustainability of the Company.

The Policy is functional to the pursuit of the sustainable success of the Company and takes into account the need to have, retain and motivate people with the competence and professionalism required by the role held in the Company. With this in mind, the Policy is defined in such a way as to ensure an overall remuneration structure capable of recognising the managerial value of the persons involved and the contribution made to the company's growth in relation to their respective skills and functions.

A significant part of the remuneration of the Executive Directors is linked to the economic results achieved by the Issuer and to the achievement of specific pre-set objectives, even if not exclusively in the short term.

The incentive system for executive directors also recognises a balance between the fixed and variable components that is adequate and consistent with the Company's strategic objectives and risk management policy, taking into account the characteristics of the company's activities and the sector in which the Company operates, it being understood that the variable part represents a significant part of the total remuneration.

The *performance* objectives, to which the payment of the variable components of the Executive Directors is linked, are predetermined, measurable and linked to a significant extent to a long-term horizon. They are consistent with the Company's strategic objectives and are aimed at promoting its sustainable success, including, where relevant, also non-financial parameters.

It should be noted that the Remuneration Policy approved by the Board of Directors on 17 March 2026, on the proposal of the Committee, has a duration of three years and in particular with reference to the financial years 2026-2028 and, compared to the text of the policy approved by the Shareholders' Meeting of 16 April 2024, shows changes limited to the temporal rescheduling of the reference period (from two to three years), the updating of economic and financial targets, also taking into account sustainability indicators, while the general approach and structure of variable remuneration remains unchanged, divided into a short-term component and a medium-term component. There was also a 10% increase in the fixed component of remuneration, referring to both the members of the Board of Directors and the Committees, as well as a 10% increase in the variable component of Executive Directors.

It should be noted that the Shareholders' Meeting held on 16 April 2024 resolved in a favourable and binding manner on the Remuneration Policy with a percentage of votes in favour equal to 84.23% of the votes represented at the Shareholders' Meeting; no evaluations or comments have been made regarding the contents of the same.

f) the description of the policies on fixed and variable components of remuneration, with particular regard to the indication of the relative proportion within the total remuneration and distinguishing between short-term and medium-long term variable components;

REMUNERATION OF THE MEMBERS OF THE ADMINISTRATIVE BODY

The total amount for the remuneration of all Directors, including those vested with special offices, is resolved by the Shareholders' Meeting *pursuant to* Article 2389 of the Italian Civil Code and Article 20.2 of the Articles of Association.

Pursuant to art. 20.1 of the Articles of Association, the Directors are entitled to the reimbursement of expenses incurred in the performance of their functions and the remuneration determined by the Shareholders' Meeting. The Ordinary Shareholders' Meeting may also pay the Directors an end-of-term indemnity, also in the form of an insurance policy. The remuneration of Directors who hold special offices is determined by the Board of Directors, after consulting the Board of Statutory Auditors and on the proposal of the Committee.

The Remuneration Policy approved by the Board of Directors on 17 March 2026, on the proposal of the Remuneration and Appointments Committee, provides that, unless otherwise resolved by the Shareholders' Meeting, the total fixed annual remuneration to be paid to the members of the Board of Directors, including remuneration for participation in the Board Committees, shall be a maximum of Euro 5,811,300, which shall be understood as including the remuneration to be paid to directors invested with special offices pursuant to art. 2389, paragraph 3, of the Italian Civil Code, in addition

to the reimbursement of expenses incurred by its members for the exercise of their functions and, only for directors vested with special offices pursuant to art. 2389, paragraph 3, of the Italian Civil Code, to the annual provision of up to 10% of the remuneration received as severance indemnity, to be distributed by the Board of Directors in accordance with the law and in accordance with the provisions of art. 20.2 of the PHN Statute.

Without prejudice to the foregoing, the Company deems it appropriate to distinguish the remuneration structure in relation to the role held within the Board and the executive skills and responsibilities granted to the parties concerned and consequently to independently define the criteria for determining the remuneration of: (i) Non-executive Directors and Independent Directors; and (ii) Executive Directors.

In light of the guiding principles set out in paragraph e) above, the Remuneration Policy provides for a structured remuneration structure for the key figures of the Company as illustrated in the following paragraphs.

1) Non-executive directors and independent directors

"Non-executive Directors" means Directors who do not hold individual management powers and do not hold managerial positions.

"Independent Directors" means the Directors who meet the independence requirements provided for by art. 148, paragraph 3, TUF and art. 2 of the Corporate Governance Code.

The non-executive Directors and independent Directors are granted a fixed remuneration – specified above in this paragraph f) – divided by the Board of Directors as part of the total remuneration determined by the Shareholders' Meeting pursuant to art. 2389, paragraph 3, of the Italian Civil Code, having heard the opinion of the Board of Statutory Auditors and on the proposal of the Committee.

The remuneration of non-executive directors and independent directors is appropriate to the competence, professionalism and commitment required by the duties assigned to them within the board of directors and in the board committees.

The non-executive directors and independent directors do not receive variable remuneration and are not recipients of remuneration plans based on financial instruments.

Non-executive Directors and independent Directors may be granted an additional fixed annual remuneration as members of the committees set up within the Board of Directors, with a possible increase if the Director holds the office of Chairman of the Committee.

For information on the remuneration of the Directors who participate in the Board committees, please refer to paragraph o) below.

2) Executive Directors

The remuneration of the Executive Directors is adequately balanced according to the strategic objectives and in order to ensure consistency between the short-term development objectives and the sustainability of the creation of value for shareholders in the medium to long term as established by the Board of Directors, on the proposal of the Committee.

In particular, the remuneration structure of Executive Directors is composed of a fixed component (*see* letter a) below and a variable component (*see* letters b. and c. below).

Taking into account the expiry of the term of office of the Board of Directors and the renewal of the Board mandate with the approval of the financial statements as at 31 December 2025, the remuneration of the newly appointed Directors will be determined by the Shareholders' Meeting called for 27 April 2026.

In this regard, the Remuneration Policy approved by the Board of Directors on 17 March 2026, on the proposal of the Committee, provides – in line with the policy approved by the PHN Shareholders' Meeting of 16 April 2024, subject to different resolutions by the Shareholders' Meeting and without prejudice to the total fixed remuneration referred to above – that the total annual variable remuneration ("**CVC**" or "**Total Variable Compensation**") to be paid to the Directors vested with special offices pursuant to art. 2389, paragraph 3, of the Italian Civil Code for the new term of office for the duration of the appointment, is equal to a maximum of Euro 2,574,000.00, to be assigned by resolution of the Board of Directors, after having heard the opinion of the Board of Statutory Auditors, pursuant to the law and in accordance with the provisions of art. 20.2 of PHN's bylaws, with the application of the following criteria:

- (i) variable compensation linked to annual objectives ("**CVBT**"), for an annual amount of Euro 1,320,000 (the "**Basic CVBT**"), with the possibility of increasing up to a maximum of Euro 1,716,000 (the "**Maximum CVBT**"), representing two thirds (2/3) of the total variable component;
- (ii) variable compensation linked to a three-year objective ("**CVMT**"), for an annual amount of Euro 660,000 (the "**Basic CVMT**"), with the possibility of increasing up to a maximum of Euro 858,000 (the "**Maximum CVMT**"), representing one third (1/3) of the total variable component.

Taking into account the above, the basic annual Total Variable Compensation (short and medium-long term) amount to Euro 1,980,000 and can reach a maximum of Euro 2,574,000.

CVCs are determined on the basis of the achievement of predetermined and measurable economic and financial objectives, referring, in particular, to the growth of consolidated Adjusted EBITDA, the Consolidated Net Financial Position and the Distributed Economic Value, according to the criteria and procedures detailed in letter b) of the Policy below.

It should be noted that for the determination of the CVCs to be paid to the Executive Directors, the criterion adopted and agreed with the representatives of Borsa Italiana on the occasion of the transition to the MTA market (now *Euronext Milan*) - STAR segment was maintained, based on a determination criterion that guarantees the payment of a significant portion of the deferred variable component for an adequate period of time with respect to the time of vesting. In addition, the proposed CVCs absorb the variable remuneration paid to the Executive Directors by the subsidiary Akern.

The aforementioned CVCs (fixed and variable) will also be determined on the basis of market practices by companies comparable to the Company in terms of size, profitability and growth rates and take into account the value generated in terms of improvement in the balance sheet and income results and/or the increase in the Company's capitalization.

a. Fixed component of remuneration

The Executive Directors are granted a fixed remuneration – specified above in this paragraph f) – divided by the Board of Directors within the total remuneration determined by the Shareholders' Meeting pursuant to art. 2389, paragraph 3, of the Italian Civil Code, having heard the opinion of the Board of Statutory Auditors and on the proposal of the Committee.

The fixed component of the Executive Directors is commensurate with the responsibilities,

delegations and professional skills related to the office/function held by the person concerned.

This component, which is not linked to the achievement of *performance* objectives, is set at an amount sufficient to remunerate the performance of the Executive Directors and Directors vested with special offices in the event that the variable components are not paid due to the failure to achieve the *performance objectives* indicated by the Board.

b. Variable component of remuneration

With regard to the Overall Variable Component, it is first of all important to specify that CVCs - i.e. CVBTs and CVMTs - are determined on the basis of the achievement of the following objectives, each of which is assigned a percentage weight, maintaining for each objective the breakdown between 2/3 (short term) and 1/3 (medium term):

- 1) annual growth of 10% in consolidated Adjusted EBITDA (consolidated EBITDA for the year net of non-recurring items) - gross of Total Variable Compensation for the year ("Gross Adjusted EBITDA" or "EAL") compared to the EAL of the previous year, taking the 2025 EAL as a basis. The annual increase target of the EAL ("IAEALTARGET") is therefore equal to 10% of the 2025 EAL and amounts to Euro 3,659,000.

In continuity with the policy implemented in the three-year period 2023-2025, which envisaged a reduction in the annual EALTARGET based on the investments made to support the Group's growth strategies (further development of the Cetilar® Nutrition line, the distribution of the Group's products on the American market, the start of the distribution of Cetilar® and Cetilar® Nutrition products on the Spanish market and the distribution of the Group's products on the Chinese market), the annual EAL target for the year 2026 will be decreased according to the investments in operating expenses necessary to start the above projects up to a maximum of Euro 1,000,000 (one million/00) for 2026.

For 2026, the EALTARGET is therefore set at Euro 39,253 thousand, for 2027 at Euro 43,913 thousand and for 2028 at Euro 47,572 thousand.

- 2) annual improvement of 20% in the consolidated Net Financial Position as at 31/12 - calculated as the sum of current and non-current payables to banks, current and non-current Liabilities for rights of use, net of cash and cash equivalents and current and non-current financial assets, net of the effects attributable to any extraordinary transactions carried out by the Company, ("NFP") compared to the NFP of the previous year, taking as a basis the NFP as at 31/12/2025. The target of annual increase in NFP ("NFPTARGET") is therefore equal to 20% of NFP as of 31/12/2025 and amounts to Euro 2,289,000. For 2026, the NFP target is therefore set at Euro 13,733 thousand, for 2027 at Euro 16,022 thousand and for 2028 at Euro 18,310 thousand.

- 3) annual growth of 10% in the Economic Value Distributed, which represents the part of the Economic Value Generated (sum of the Value of Production and Financial Income, including those from equity investments) distributed among the various stakeholders (suppliers of goods and services, commercial network, employees, public administration, communities, capital suppliers) ("VED"), compared to the VED of the previous year, taking the VED 2025 as a basis. The annual increase target of the VED ("VEDTARGET") is therefore equal to 10% of the VED 2025 and amounts to Euro 12 million. For 2026, the VEDTARGET

is therefore set at Euro 132 million, for 2027 at Euro 144 million and for 2028 at Euro 156 million.

It should be noted that the VED represents an indicator of sustainability and social responsibility, as it measures the portion of the economic value generated by the Group that is redistributed to the main *stakeholders* (suppliers, sales network, employees, public administration, communities and lenders). This metric makes it possible to monitor the direct economic and social impact on the territory and is a parameter consistent with the Group's medium-long term strategic objectives.

The following percentage weights have been attributed to each of the above 3 objectives for the purpose of determining the CVC:

- IAEALTARGET is equal to 80% of the CVC
- PFNTARGET is equal to 10% of the CVC
- VEDTARGET is 10% of the CVC

b.1 Short-run variable component

Executive Directors may be paid short-term variable remuneration (CVBT) for each year of office as established by the Board of Directors, after consulting the Board of Statutory Auditors and on the proposal of the Committee, as part of the total remuneration determined by the Shareholders' Meeting pursuant to art. 2389, paragraph 3, of the Italian Civil Code specified above in this paragraph f).

The short-term variable component of Executive Directors may consist of monetary incentive plans.

The short-term variable component is determined on the basis of the achievement of predetermined annual objectives related to performance indices, at the consolidated level of the group.

More specifically, short-term variable compensation (CVBT) is determined on the basis of the achievement of specific annual economic and financial objectives, among which the growth of consolidated Adjusted EBITDA, understood as consolidated EBITDA for the year net of non-recurring items and gross of total variable compensation for the year ("Gross Adjusted EBITDA" or "EAL"), is predominant importance. compared to the EAL of the previous year, taking the EAL of the year 2025 as a reference base.

As anticipated in letter b) above, the annual increase target of the EAL ("IAEALTARGET") is equal to 10% of the 2025 EAL and amounts to Euro 3,659,000. In continuity with the policy implemented in the three-year period 2023-2025, which envisaged a reduction in the annual EALTARGET according to the investments made to support the Group's growth strategies (relating to the further development of the Cetilar® Nutrition line; of the Group's products on the American market; of Cetilar® and Cetilar® Nutrition products on the Spanish market and also of the distribution of the Group's products on the Chinese market), the annual EAL target for the 2026 financial year will be decreased according to the investments in operating expenses necessary to start the above projects up to a maximum of Euro 1,000,000 (one million/00) for 2026.

For 2026, the EALTARGET is therefore set at Euro 39,253 thousand, for 2027 at Euro 43,913 thousand and for 2028 at Euro 47,572 thousand.

For the purposes of determining the CVBT, the EAL increase target assumes a weight equal to 80% of the total CVBT, while the remaining annual targets, represented by the Consolidated Net Financial Position (NFP) and the Distributed Economic Value (VED), each assume a weight of 10%.

The Remuneration Policy provides for the application of a calculation system aimed at ensuring a direct and proportional link between the level of the company's results achieved and the amount of variable remuneration, taking into account the deviation, positive or negative, from the annual targets set. In particular, the amount of the CVBT is determined gradually according to the percentage of achievement of each target, for values between 80% and 130% of the annual targets, according to the following criteria:

- if the result achieved is less than 80% of the annual target, the short-term variable compensation does not mature and is not paid;
- if the result achieved is equal to or greater than 80% and up to 100% of the annual target, the short-term variable compensation is determined by linear interpolation applied to the range between 50% and 100% of the Basic CVBT;
- if the result achieved is greater than 100% of the annual target and up to 130% of the same, which is the maximum performance level relevant for the purposes of the calculation, the short-term variable compensation is determined by linear interpolation applied to the range between 100% of the Basic CVBT and 130% of the Max CVBT.

The achievement of performance levels above 130% of the annual targets does not give rise to the payment of additional variable compensation.

The short-term variable compensation is paid after the approval of the consolidated financial statements for the year in question by the Board of Directors, subject to verification of the achievement of the objectives envisaged.

Therefore, it is reiterated that, in line with the structure of the Total Variable Compensation provided for by the Remuneration Policy, the short-term variable component represents two thirds (2/3), or 66.67%, of the total variable component.

b.2 Medium-long term variable component

As mentioned above, the Executive Directors may also be paid a medium-long term variable remuneration for each year of office as established by the Board of Directors, after consulting the Board of Statutory Auditors and on the proposal of the Committee, as part of the total remuneration determined by the Shareholders' Meeting pursuant to art. 2389, paragraph 3, of the Italian Civil Code, specified above in this paragraph f).

The medium/long-term variable component of the Executive Directors consists of monetary incentive plans which, in line with comparable market best practices, provide for an adequate period of accrual of rights (so-called "Tax Protection"). *vesting period*) coinciding with the three-year time horizon of reference.

The medium-long term component is determined on the basis of the achievement of predefined quantitative performance objectives measured on a three-year cumulative basis at the consolidated group level established by the Board of Directors, on the proposal of the Committee.

More specifically, medium-long term variable compensation ("CVMT") is defined on the basis of the achievement of cumulative growth ("CCUM") in the three-year period 2026-2028 of the economic and financial objectives set out in the Remuneration Policy and detailed in letter b) above, with reference, predominantly, to the growth of consolidated Adjusted EBITDA, understood as consolidated EBITDA for the year net of non-recurring items and gross of variable compensation ("Gross Adjusted EBITDA" or "EAL"), taking the EAL for the year 2025 as a baseline.

The Remuneration Policy provides for the application of a calculation system aimed at ensuring a direct and proportional link between the change in the company's results achieved on a cumulative basis over the three-year period and the change in remuneration, taking into account the deviation, positive or negative, from the three-year targets set. In particular, the amount of the medium-long term variable compensation (CVMT) is determined gradually according to the percentage of achievement of the cumulative growth of the three-year objectives, for values between 80% and 120% of the targets, according to the following criteria:

- if the cumulative growth over the three-year period is less than 80% of the three-year target, the medium-long term variable compensation does not mature and is not paid;
- if the cumulative growth is equal to or greater than 80% and up to 100% of the three-year target, the medium-long term variable compensation is determined by linear interpolation applied to the range between 50% and 100% of the Basic CVMT;
- if the cumulative growth is greater than 100% and up to 120% of the three-year target, which is the maximum performance level relevant for the purposes of the calculation, the medium-long term variable compensation is determined by linear interpolation applied to the interval between 100% of the Basic CVMT and 120% of the Max CVMT.

The achievement of performance levels above 120% of the three-year targets does not give rise to the payment of additional variable compensation.

The medium-long term variable compensation is paid after the approval of the consolidated financial statements for the year 2028 by the Board of Directors, subject to verification of the achievement of the objectives.

The payment of the medium-long variable remuneration is envisaged only for the Executive Directors in office on the date of approval of PHN's financial statements for the year 2028.

The medium-long term variable component may not exceed 1/3 (i.e. 33.33%) of the total cumulative variable component of the Executive Directors over the multi-year reference period.

The *executive summary* of the remuneration package for the Executive Directors is attached *under 1* to this Report.

In conclusion, the method of determining variable compensation adopted also ensures that consolidated Adjusted EBITDA, net of variable compensation, maintains a dynamic consistent with the Group's economic and financial sustainability objectives. In particular: (i) EBITDA increased in proportion to the improvement in the results achieved; (ii) remains significantly higher than the amount of variable compensation paid; and (iii) is adequately protected both in the event of failure to achieve the targets and in the presence of performance exceeding the set objectives.

The distributed economic value (VED) is therefore an indicator of sustainability and social responsibility that measures the direct economic and social impact on the territory.

As mentioned in letter b) above, the CVMT is set at an annual amount of Euro 660,000 (the "Basic CVMT"), with the possibility of increasing up to a maximum annual amount of Euro 858,000 (the "Maximum CVMT").

5 For the sake of clarity, the following examples are given:

- in the event of an annual increase level in Gross Adjusted EBITDA ("EAL") equal to 80% of the Annual EAL Target Increase, a short-term variable compensation equal to 50% of the Basic CVBT accrues;

- if an annual EAL increase level of 100% of the Target Annual EAL Increase is achieved, the Base CVBT matures in full.

For EAL increment values between 80% and 100% of the Target Annual EAL Increment, the amount of the CVBT is determined by linear interpolation applied to the range between 50% and 100% of the Base CVBT, in accordance with the provisions of the Remuneration Policy.

EXPLANATORY NOTES

1. Gross Adjusted EBITDA (EAL): consolidated EBITDA for the year net of non-recurring items and gross of Total Variable Compensation for the year.
2. Net Financial Position (NFP): sum of payables to banks (current and non-current) and liabilities for rights of use (current and non-current) net of cash and cash equivalents and financial assets (current and non-current), adjusted for the effects of any extraordinary transactions.
3. Distributed Economic Value (VED): part of the Economic Value Generated distributed among the various stakeholders (suppliers of goods and services, commercial network, employees, public administration, communities, capital suppliers)
4. Total Variable Compensation (CVC): maximum amount of variable compensation payable to Executive Directors, divided into an annual component (CVBT) and a three-year component (CVMT), each weighted according to the achievement of the related performance objectives.
5. Short-Term Variable Compensation (CVBT): Annual portion of variable compensation determined on the basis of the achievement of the annual economic and financial targets (EAL, NFP, VED) with a progressive calculation system based on the level of achievement of the target (80%-130%).
6. Medium/Long-Term Variable Compensation (CVMT): Three-year portion of variable compensation recognized on the basis of the cumulative growth of economic and financial objectives in the 20262028 period, with a progressive calculation system based on the achievement of targets (80%-120%).
7. Three-year Cumulative Growth (CCUM): Indicator that measures the overall change obtained in the three-year period 20262028 compared to the three-year targets set for EAL, NFP and VED, for the purposes of determining the CVMT.

REMUNERATION OF THE MEMBERS OF THE CONTROL BODY

The members of the control body are paid a remuneration appropriate to the competence, professionalism and commitment required by the role held, considering the characteristics and sector of the Company.

Pursuant to art. 2402 of the Italian Civil Code, the remuneration of the members of the Board of Statutory Auditors is determined by the Shareholders' Meeting at the time of appointment.

⁶ For the sake of clarity, the following examples are given: in the event of an increase in the Cumulative EAL equal to 80% of the Target Cumulative EAL Increase, 50% of the Long Base Compensation accrues, while in the event of an increase in the Cumulative EAL equal to the Target Cumulative EAL Increase, the Long Basic Compensation accrues in full.

g) the policy followed with regard to non-monetary benefits;

The Remuneration Policy provides for the attribution of non-monetary benefits currently recognised in remuneration practice and in any case consistent with the office/function held by the person concerned.

In particular, members of the corporate bodies and employees may benefit from certain *benefits*, with different degrees in relation to the corporate role and/or service reasons, such as, by way of example, the company car and insurance policies against the civil liability of the representatives of the

corporate bodies and employees.

h) with reference to variable components, a description of the financial and non-financial performance objectives, where appropriate taking into account criteria relating to corporate social responsibility, on the basis of which they are assigned, distinguishing between short-term and medium-long term variable components, and information on the link between the change in results and the change in remuneration;

For a description of the variable components of the incentive system for executive directors, please refer to paragraph f), point 2) above.

i) the criteria used to assess the achievement of the performance objectives underlying the assignment of shares, options, other financial instruments or other variable components of remuneration, specifying the extent of the variable component to be paid out according to the level of achievement of the objectives;

Short-run variable component

With reference to the short-term and medium-long term variable component of the Executive Directors, the Remuneration Policy provides:

- (i) the definition and sharing of objectives for the reference period, annual or multi-year, as appropriate. For a description of the reference objectives, please refer to paragraph f);
- (ii) the final evaluation of *performance* by the Board of Directors with the possible support of the competent function on the basis of the objective of reference from time to time, and the communication of the degree of achievement of the assigned objectives. Upon achievement of the objectives, the variable component is paid after the approval of the consolidated financial statements of reference by the Board of Directors.

In the event that PHN carries out extraordinary transactions due to strategic importance and/or effects on the results of the Company itself and/or the Group or on the scope of activities and/or carries out transactions on the share capital, or in the event of extraordinary changes in the market conditions in which the Company operates, the Board of Directors, on the proposal of the Committee, it may proceed with the revision of the objectives in order to make them consistent with the new corporate and/or *business structure* and/or with the consequent economic/financial results, without prejudice to the safeguards regarding transactions with related parties referred to in the RPT Procedure (where applicable).

j) information aimed at highlighting the contribution of the remuneration policy, and in particular the policy on variable components of remuneration, to the corporate strategy, the pursuit of long-term interests and the sustainability of the company;

As highlighted in paragraph e) above, the Company's Remuneration Policy – and, in particular, the policy on variable components of remuneration – contributes to the corporate strategy and the pursuit of not only short-term, but also medium-long term interests and to the sustainability of the Company and pursues *attraction* and *retention* purposes of people with the professional qualities necessary to manage and operate successfully within the Company.

This contribution is provided, inter alia, through:

- a greater and more conscious involvement of shareholders who are called upon to express

their binding vote on the Remuneration Policy, which describes each of the items that make up the remuneration of Directors and which therefore has a different and broader content than the resolutions on remuneration referred to in art. 2364, 2389 and 2402 of the Italian Civil Code;

- the definition of an overall remuneration structure capable of recognizing the managerial value of the subjects involved and the contribution made to the company's growth in relation to their respective skills and functions in such a way as to attract, retain and motivate people with the professional qualities required to successfully manage the Company.

To this end, the composition of the remuneration package of the Executive Directors is defined in accordance with the criteria aimed at ensuring:

(a) a direct link between remuneration and *performance* through mechanisms that establish the non-payment of bonuses in the event of failure to achieve the company's objectives and overall profitability;

(b) overall salary levels capable of recognising the professional value of people and their contribution to the creation of sustainable value, not only in the short term, but also in the medium-long term.

k) the terms of accrual of rights (so-called "São Paulo"). vesting period), any deferred payment systems, with an indication of the deferral periods and the criteria used to determine these periods and, if applicable, the mechanisms for ex post correction of the variable component (malus or return of variable compensation "claw-back");

The Remuneration Policy provides for the possibility that medium-long term monetary incentive plans, prepared in line with the best market practices, provide for multi-year vesting *periods*, through the definition of multi-year objectives to which the incentive is subordinate and related.

The Remuneration Policy also provides for the payment of a significant portion of the deferred variable component over an appropriate period of time with respect to the time of accrual of deferred payment systems.

The Remuneration Policy provides, with reference to the variable components, that the agreements between the Company and the Executive Directors may allow the Company to request the return, in whole or in part, of the variable components of the remuneration paid (or to withhold any amounts subject to deferral), determined on the basis of data that have subsequently proved to be manifestly incorrect (so-called *claw back / malus clauses*).

l) information on the possible provision of clauses for the retention of financial instruments in the portfolio after their acquisition, with an indication of the retention periods and the criteria used to determine these periods;

The Remuneration Policy does not provide for the assignment of shares, options or other instruments
financial institutions.

m) the policy relating to the remuneration provided for in the event of termination of office or termination of the employment relationship, specifying: i) the duration of any employment contracts and further agreements, the notice period, if applicable, and what circumstances determine the entitlement; ii) the criteria for determining the remuneration due to directors, general managers and at aggregate level to managers with strategic responsibility, distinguishing,

where applicable, the components assigned by virtue of the office of director from those relating to employment relationships, as well as the components for any non-competition commitments. If these fees are expressed according to the year, indicate in detail the components of this year (fixed, variable, etc.); iii) the possible link between such remuneration and the company's performance; iv) any effects of the termination of the relationship on the rights assigned under incentive plans based on financial instruments or to be paid in cash; v) any provision for the assignment or maintenance of non-monetary benefits in favour of the subjects or for the stipulation of consultancy contracts for a period subsequent to the termination of the relationship;

The Company does not currently have a policy in place regarding the treatment provided for in the event of termination of office or termination of the employment relationship. There are no indemnities other than the TFM paid to executive directors, as a deferred remuneration component accrued pro rata temporis during the term of office and not in the nature of an early termination indemnity.

It should be noted that as of the date of this Report, no other (other than Directors and Statutory Auditors) executives with strategic responsibilities relevant to the purposes of this Policy have been identified within the Issuer's corporate organisational chart.

n) information on the presence of any insurance, social security or pension coverage, other than the mandatory ones;

At the date of this Report, there is insurance coverage for the civil liability of members of corporate bodies and employees.

o) any remuneration policy followed with reference to: (i) independent directors, (ii) participation in committees and (iii) the performance of particular offices (chairman, deputy chairman, etc.);

Non-executive Directors and independent Directors may be granted an additional fixed annual remuneration as members of the Committees set up within the Board of Directors, with a possible increase if the Director holds the office of Chairman of the Committee. For further information on the remuneration of independent directors, please refer to paragraph f)(1) above.

The Director who holds the office of Chairman of the Board of Directors may be paid an additional fixed annual remuneration in the amount established by the Board of Directors, subject to the opinion of the Board of Statutory Auditors and on the proposal of the Committee, in compliance with the total amount established by the Shareholders' Meeting.

In particular, the fixed remuneration due to the Chairman of the Board of Directors is not linked to the achievement of objectives, but is commensurate with the responsibilities and competences related to the office of Chairman.

The Director who holds the office of Chairman and can also be qualified as an Executive Director may be paid short-term variable remuneration and medium-long term variable remuneration for each year of office as established by the Board of Directors, with the opinion of the Committee and the Board of Statutory Auditors, within the overall remuneration determined by the Shareholders' Meeting pursuant to art. 2389, paragraph 3, of the Italian Civil Code.

p) whether the remuneration policy has been defined using the remuneration policies of other companies as a reference, and if so, the criteria used for the selection and indication of those

companies;

In defining the Remuneration Policy, the Company has not used the remuneration policies of other companies as a reference.

q) the elements of the remuneration policy from which, in exceptional circumstances, it is possible to derogate and, without prejudice to the provisions of Regulation no. 17221 of 12 March 2010, any additional procedural conditions on the basis of which the derogation may be applied.

In the event of exceptional circumstances, the Company may derogate from the elements of the Remuneration Policy as set out below.

It should be noted that "*exceptional circumstances*" means those situations in which the derogation from the Remuneration Policy is necessary for the pursuit of the long-term interests and sustainability of the Company as a whole or to ensure its ability to remain on the market, such as, but not limited to:

- (i) the occurrence, at national or international level, of extraordinary and unforeseeable events concerning the Company and/or the sectors and/or markets in which it operates, which significantly affect the Company's results, including the occurrence of significant negative effects not only of an economic or financial nature;
- (ii) the intervention of substantial changes in the organization of the company's activity, both of an objective nature (such as extraordinary transactions, mergers, transfers, etc.), and of a subjective nature, such as changes in the structure of top *management* and the possible identification of subjects (other than directors and statutory auditors) who qualify as managers with strategic responsibilities relevant to the purposes of this Policy;
- (iii) significant changes in the scope of the company's activities during the validity of the Policy, such as the sale of a company/business unit on whose activities the *performance objectives* of the reference Policy were based or the acquisition of a *significant business* not covered for the purposes of preparing the Policy itself.

In any case, it is understood that any exceptions to the Policy will be subject to the estimate examination of the Committee and the application of the discipline provided for by the RPT Procedure.

Without prejudice to the above, the derogation may concern: (i) the remodulation of the *performance objectives* to which variable remuneration is linked and the frequency of their determination, (ii) the revision of the criteria used for the evaluation of the objectives themselves, (iii) the change in the ratio between fixed and variable components of remuneration, (iv) the assignment of *one-off monetary bonuses*, (v) the attribution of special indemnities, in order to take into account the aforementioned exceptional circumstances and only to the extent that this is instrumental to the pursuit of the interests indicated above.

SECTION II

FOREWORD

This Section II of the Remuneration Report, named for the remuneration attributed to the Directors and Statutory Auditors:

- in the first part, (i) provides an adequate, clear and comprehensible representation of each of the items that make up the remuneration, including the remuneration envisaged in the event of termination of office or termination of the employment relationship, highlighting their compliance with the reference Remuneration Policy and the ways in which remuneration contributes to the Company's long-term results; (ii) provide information about any derogation from the Policy applied in exceptional circumstances; (iii) illustrates how the Company took into account the vote expressed by the Shareholders' Meeting on Section Two of the Report the previous year;
- in the second part, it analytically illustrates – using the tables provided for in Annex 3A, Schedule 7-bis, of the Issuers' Regulation – the remuneration paid in the financial year 2025 (hereinafter the "**Financial Year**") for any reason and in any form by the Company and its subsidiaries or associates, indicating any components of the aforementioned remuneration that refer to activities carried out in financial years prior to the reference year and also highlighting the remuneration to be paid in one or more subsequent years for the activity carried out in the reference year, possibly indicating an estimated value for the components that cannot be objectively quantified in the reference year;
- in the third part, it indicates, with the criteria established in Annex 3A, Schedule 7-ter, of the Issuers' Regulation, the shareholdings held, in the Issuer and in the subsidiaries, by the members of the administrative and control bodies, as well as by spouses who are not legally separated and by minor children, directly or through subsidiaries, trust companies or through third parties, resulting from the shareholders' register, from the communications received and from other information acquired by the members of the administrative and control bodies themselves.

PHN, being qualified as a "smaller" company pursuant to art. 3, paragraph 1, lett.

f) of the Related Parties Regulation may provide any information on agreements that provide for indemnities in the event of early termination of the relationship only with reference to the Executive Directors and the Chairman of the Board of Directors.

It should be noted that at the date of this Report:

(i) no other managers (other than Directors and Statutory Auditors) with strategic responsibilities relevant to the Policy described in Section I have been identified within the Issuer's corporate organization chart; e

(ii) the Issuer has not appointed general managers.

It should be noted that the independent auditors BDO Italia S.p.A. have verified – in accordance with the provisions of Article 123-ter, paragraph 8-bis, of the TUF – that the Board of Directors of PHN has prepared this Section of the Remuneration Report.

SECTION II - PART ONE – ITEMS THAT MAKE UP THE REMUNERATION

1. Remuneration of the Board of Directors

The PHN Shareholders' Meeting with resolution of 26 April 2023, as partially amended with resolution of 16 April 2024, determined:

- (i) as of the date of registration with the competent Register of Companies of the deed of merger by incorporation into PHN of the wholly-owned companies Junia Pharma S.r.l. and Alesco S.r.l. (i.e. from 4 July 2024) and until the date of expiry of the term of office of the Board of Directors, set on the date of the Shareholders' Meeting called to approve the financial statements as at 31 December 2025, a maximum of Euro 5,400,000.00 is the total annual fixed remuneration to be paid to the members of the Board of Directors, including the remuneration to be paid to directors vested with special offices pursuant to art. 2389, paragraph 3, of the Italian Civil Code, in addition to the reimbursement of expenses incurred by its members for the exercise of their functions and, only for directors vested with special offices pursuant to art. 2389, paragraph 3, of the Italian Civil Code, to the annual provision of up to 10% of the remuneration received as severance indemnity, to be distributed by the Board of Directors in accordance with the law and in accordance with the provisions of art. 20.2 of PHN's bylaws; e
- (ii) a further maximum of Euro 2,400,000.00 the total annual variable remuneration to be paid to directors vested with special offices pursuant to art. 2389, paragraph 3, of the Italian Civil Code (the "**Variable Compensation**"), to be awarded by resolution of the Board of Directors, after hearing the opinion of the Board of Statutory Auditors, pursuant to law and in accordance with the provisions of art. 20.2 of PHN's bylaws, with the application of the following criteria:
 - Annual Target Variable Compensation ("**CVBT**"), for an annual amount of Euro 1,200,000 (one million two hundred thousand/00) – the "**CVBTBASE**" – with the possibility of increasing up to a maximum of Euro 1,560,000 (one million five hundred and sixty thousand/00), the "**CVBTMAX**", and represent two-thirds (2/3) of the Total Variable Compensation, and
 - Variable compensation on a three-year objective ("**CVMT**"), equal to one third (1/3) of the total annual variable compensation, for an amount equal to Euro 600,000 (six hundred thousand/00) - the "**CVMTBASE**" - with the possibility of increasing up to a maximum of Euro 780,000 (seven hundred and eighty thousand/00), the "**CVMTMAX**".
 - On the basis of the above, the basic annual CVCs amount to Euro 1,800,000 (one million, eight hundred thousand/00) and can reach a maximum of Euro 2,340,000 (two million, three hundred and forty thousand).
 - The target for determining annual CVBTs is the annual growth of 10% in consolidated Adjusted EBITDA (consolidated EBITDA for the year net of non-recurring items) - gross of Total Variable Compensation for the year ("**Gross Adjusted EBITDA**" or "**EAL**") compared to the EAL of the previous year, taking the 2022 EAL as a basis. The annual increase target of the EAL ("**IAEALTARGET**") is therefore equal to 10% of the 2022 EAL and amounts to Euro 2,631,000.
 - The disbursement of CVBTs is conditional on the increase in turnover compared to the previous year. In the event of a reduction in turnover compared to the previous year, CVBT will not be paid.

- The objective for determining CVMT is the increase in the cumulative EAL ("TEALC") referring to the three-year period 2023-2025 compared to the 2022 EAL generated through an annual growth of 10% of the EALTARGET and is equal to Euro 15,785,000 adjustable up to Euro 5,785,000 due to the operating investments made in support of the new *business lines*.
- In consideration of the investments planned following the implementation of the growth strategies recently communicated to the market (creation of the Sports Division with the launch of the new Cetilar® Nutrition line, start of the distribution of the Group's products on the American market through the newly established Pharmanutra USA, start of the distribution of Cetilar® and Cetilar® Nutrition products on the Spanish market through the newly established Pharmanutra España, the start of the distribution of the Group's products on the Chinese market, through the use of the cross-border ecommerce channel and ongoing Research and Development projects) the annual target EAL for the period 2023-2025 will be decreased according to the investments in operating expenses necessary to start the above projects up to a maximum of Euro 5,000,000 (five million/00) for 2023, of Euro 3,000,000 (three million/00) for 2024 and Euro 2,000,000 (two million/00) for 2025.
- The disbursement of the CVMT is provided only for the Executive Directors in office on the date of approval of the financial statements for the year 2025.

The Board of Directors, in its meetings of 26 April 2023 and 8 July 2024, with the abstention of the Directors concerned from time to time, on the proposal of the Committee and with the favourable opinion of the Board of Statutory Auditors, resolved to allocate the total annual remuneration for the members of the Board of Directors resolved by the aforementioned Shareholders' Meeting resolutions as follows:

1. to the Chairman of the Board of Directors Andrea Lacorte, a gross fixed remuneration of Euro 157,000.00 to be paid on a monthly basis, for each calendar month and thus for the twelve months of the calendar year;
2. to the Deputy Chairman of the Board of Directors Roberto Lacorte, a gross fixed remuneration of Euro 135,000.00 to be paid on a monthly basis, for each calendar month and thus for the twelve months of the calendar year;
3. to Director Carlo Volpi, a gross fixed remuneration of Euro 120,000.00 to be paid to monthly periodicity, for each calendar month and so for the twelve months of the calendar year;
4. to Director Germano Tarantino, a gross fixed remuneration of Euro 20,000.00 to be paid on a monthly basis, for each calendar month and so for the twelve months of the calendar year;
5. to the Director Alessandro Calzolari, a gross fixed remuneration of Euro 2,750 per month, to be paid quarterly, for each calendar quarter and so for the four quarters of the calendar year;
6. to Director Marida Zaffaroni, a gross fixed remuneration of Euro 2,750 per month, to be paid quarterly, for each calendar quarter and so for the four quarters of the calendar year;
7. to Director Giovanna Zanotti, a gross fixed remuneration of Euro 2,750 per month, to be paid quarterly, for each calendar quarter and so for the four quarters of the calendar year.

On 26 April 2023, the Board of Directors of PHN, on the proposal of the Committee, resolved, among other things, to allocate the variable remuneration for the financial years 2023, 2024 and 2025 to the Executive Directors Andrea Lacorte, Roberto Lacorte, Carlo Volpi and Germano Tarantino. For information on the variable fees paid during the year, please refer to paragraph 2 below.

In the same meeting, the Board of Directors resolved to assign:

- (i) the Chairman of the Remuneration and Appointments Committee⁷ shall receive an emolument of €5,000 gross per annum and the other members shall receive an emolument of €3,000 gross per annum for the performance of activities related to the office;
- (ii) the Chairman of the Control and Risk Committee⁸ shall receive an emolument of €5,000 gross per annum and the other members shall receive an emolument of €3,000 gross per annum for the performance of activities related to the office;
- (iii) the Chairman of the Related Parties Committee⁹ shall receive an emolument of €5,000 gross per annum and the other members shall receive an emolument of €3,000 gross per annum for the performance of activities related to the office.

2. Remuneration of Executive Directors

The Executive Directors of the Company, Mr. Andrea Lacorte, Mr. Roberto Lacorte, Mr. Carlo Volpi and Mr. Germano Tarantino, in accordance with the provisions of the Remuneration Policy, received during the year, as members of the Board of Directors of PHN, the gross annual fixed compensation and the variable compensation indicated below.

During the year, the Company and its subsidiaries paid the following remuneration to the Executive Directors:

- Andrea Lacorte: (i) a fixed annual remuneration of Euro 1,884,000.00 equal to 75% of the total remuneration; and (ii) a short-term variable compensation of Euro 678,600.00, equal to 25% of the total remuneration;
- to Mr. Roberto Lacorte: (i) a fixed annual remuneration of Euro 1,620,000.00, equal to 72% of the total remuneration; and (ii) a short-term variable compensation of Euro 678,600.00, equal to 28% of the total remuneration;
- to Mr. Carlo Volpi: (i) a fixed annual remuneration of Euro 1,440,000.00 equal to 70% of the total remuneration; and (ii) a short-term variable compensation of Euro 678,600.00 equal to 30% of the total remuneration;
- to Mr. Germano Tarantino: (i) a fixed annual remuneration of Euro 240,000.00, equal to 46% of the total remuneration; and (ii) a short-term variable compensation of Euro 304,200.00 equal to 54% of the total remuneration. In addition to Euro 102,292.81 for the position of manager in charge of the scientific direction.

⁷ At the date of this Report, the Remuneration and Appointments Committee is composed of Giovanna Zanotti, Alessandro Calzolari and Marida Zaffaroni.

⁸ At the date of this Report, the Control and Risk Committee is composed of Marida Zaffaroni, Alessandro Calzolari and Giovanna Zanotti.

⁹ At the date of this Report, the Related Parties Committee is composed of Alessandro Calzolari, Giovanna Zanotti and Marida Zaffaroni.

3. Remuneration of the Board of Statutory Auditors

The remuneration of the Board of Statutory Auditors for the financial year 2025 was set by resolution of the Shareholders' Meeting of 16 April 2025 as follows: (i) a gross annual remuneration of Euro 35,000 for the Chairman of the supervisory body; and (ii) a gross annual remuneration of Euro 25,000 for the Standing Auditors.

* * *

For the sake of completeness, the following
is specified.

During the year, indemnities were awarded to the Executive Directors in accordance with the resolution of the Shareholders' Meeting with resolutions of 26 April 2023 and 16 April 2024 where an annual provision was established in the amount of a maximum of 10% (ten percent) of the compensation received as severance indemnity. This indemnity was paid to the Executive Directors during the year.

There are no agreements that provide for compensation for non-compete commitments.

During the year, no *ex-post correction mechanisms were applied* for the variable component (so-called "Variable Component"). *malus* or *claw back*) of the remuneration of the Executive Directors.

During the year, no exceptions to the Remuneration Policy were applied.

SECTION II - PART TWO - ANALYTICAL REPRESENTATION OF THE REMUNERATION PAID DURING THE YEAR

Table 1

The table of remuneration paid to the members of the administrative and supervisory bodies is shown below.

1. Remuneration paid to the members of the Board of Directors

Name and Surname	Charge	Period for which the position was held	Term of office	Fixed fees			Compensation for participation in committees	Non-equity variable compensation		Non-monetary benefits	Other compensation	Total	Fair value of equity compensation	Severance pay or termination of employment*
				<i>Fees for the office</i>	<i>Attendance Tokens</i>	<i>Salaries from employees</i>		<i>Bonuses and other incentives</i>	<i>Profit sharing</i>					
Andrea Lacorte	President and Director Executive	1/1/2025-31/12/2025	Approval of the financial statements at the 31/12/2025											
Remuneration in the company that prepares the financial statements				1.884.000,00	-	-	-	678.600,00	-	-	-	2.562.600,00	-	256.260,00
Compensation from subsidiaries and associates				30.000,00	-	-	-	-	-	-	-	30.000,00	-	-
Total				1.914.000,00	-	-	-	678.600,00	-	-	-	2.592.600,00	-	256.260,00
Roberto Lacorte	Vice President and Executive Director	1/1/2025-31/12/2025	Approval of the financial statements at the 31/12/2025									-		
Remuneration in the company that prepares the financial statements				1.620.000,00	-	-	-	678.600,00	-	-	-	2.298.600,00	-	229.860,00
Compensation from subsidiaries and associates				30.000,00	-	-	-	-	-	-	-	30.000,00	-	-
Total				1.650.000,00	-	-	-	678.600,00	-	-	-	2.328.600,00	-	229.860,00
Carlo Volpi	Executive Director	1/1/2025-31/12/2025	Approval of the financial statements at the 31/12/2025									-		
Remuneration in the company that prepares the financial statements				1.440.000,00	-	-	-	678.600,00	-	-	-	2.118.600,00	-	211.860,00
Compensation from subsidiaries and associates				30.000,00	-	-	-	-	-	-	-	30.000,00	-	-
Total				1.470.000,00	-	-	-	678.600,00	-	-	-	2.148.600,00	-	211.860,00
Germano	Executive Director	1/1/2025-	Approval of the financial statements									-		

2. Remuneration paid to the members of the Board of Statutory Auditors

Name and Surname	Charge	Period for which the position was held	Term of office	Fixed fees	Compensation for participation in committees	Non-equity variable compensation		Non-monetary benefits	Other compensation	Total	Fair value of equity compensation	Severance pay or termination of employment *
						Bonuses and other incentives	Profit sharing					
				<i>Fees for the office</i>								
Giuseppe Rotunno	Chairman of the Board of Statutory Auditors	1/1/2025-16/04/2025	Approval of the financial statements at the 31/12/2024	11.667,00						11.667,00		
Debora Mazzaccherini	Statutory Auditor	1/1/2025-16/04/2025	Approval of the financial statements at the 31/12/2024	8.333,00						8.333,00		
Michele Luigi Giordano	Statutory Auditor	1/1/2025-16/04/2025	Approval of the financial statements at the 31/12/2024	8.333,00						8.333,00		
Raffaele Ripa	Chairman of the Board of Statutory Auditors	16/04/2025-31/12/2025	Approval of the financial statements at the 31/12/2027	24.867,00						24.867,00		
Giuseppe Rotunno	Statutory Auditor	16/04/2025-31/12/2025	Approval of the financial statements at the 31/12/2027	16.667,00						16.667,00		
Debora Mazzaccherini	Statutory Auditor	16/04/2025-31/12/2025	Approval of the financial statements at the 31/12/2027	16.667,00						16.667,00		
Remuneration in the company that prepares the financial statements				86.534,00						86.534,00		
Compensation from subsidiaries and associates												
Total				86.534,00						86.534,00		



Table 3B

Monetary incentive plans for the members of the board of directors.

(A)	(B)	(1)			(2)			(3)
Name and Surname	Charge	Bonus of the Year (Euro)			Previous years bonuses			Other bonuses
		(A)	(B)	(C)	(A)	(B)	(C)	
		<i>Deliverable /Dispensed</i>	<i>Deferred</i>	<i>Deferral period</i>	<i>No longer deliverable</i>	<i>Deliverable /Dispensed</i>	<i>Still deferrable</i>	
(I) Remuneration in the reporting company								
Andrea Lacorte	President and Director Executive	678.600,00	-	-	-	452.400,00	-	-
Roberto Lacorte	Vice President and Executive Director	678.600,00	-	-	-	452.400,00	-	-
Carlo Volpi	Executive Director	678.600,00	-	-	-	452.400,00	-	-
Germano Tarantino	Executive Director	304.200,00	-	-	-	202.800,00	-	-
(II) Compensation from subsidiaries and associates								
		-	-	-	-	-	-	-
		-	-	-	-	-	-	-
		-	-	-	-	-	-	-
		-	-	-	-	-	-	-
		-	-	-	-	-	-	-
		-	-	-	-	-	-	-
(III) Total		2.304.000,00	-	-	-	1.560.000,00	-	-

SECTION II - PART THREE

Summary statement of the shareholdings of Directors and Statutory Auditors

Name and Surname	Investee company	Number of shares as of 31/12/2024	Number of shares purchased in the 2025 financial year	Number of shares sold in the 2025 financial year	Number of shares as of 31/12/2025	Title of possession	Possession mode
Andrea Lacorte	Pharmanutra SpA	3.038.334	-	-	3.038.334	Properties	Indirect (1)
Roberto Lacorte	Pharmanutra SpA	2.238.833	4.000	-	2.242.833	Properties	Direct / Indirect (2)
Carlo Volpi	Pharmanutra SpA	1.017.737	2.759	-	1.020.496	Properties	Indirect (3)
Germano Tarantino	Pharmanutra SpA	181.250	-	-	181.250	Properties	Live
	(1) The company ALH S.r.l., of which Mr. Andrea Lacorte is the sole shareholder and sole director, holds shares in Pharmanutra S.p.A.						
	(2) The company RLH S.r.l., of which Mr. Roberto Lacorte is the sole shareholder and sole director, holds 2,228,833 shares of Pharmanutra S.p.A., the remaining 14,000 are held directly						
	(3) The company Beda S.r.l., of which Mr. Carlo Volpi is the sole shareholder and sole director, holds shares in Pharmanutra S.p.A.						

Annex 1

Executive Summary | CEO and Executive Directors Compensation Package

Name and Surname	Charge	Rem. fixed	TSI	% STI/Fixed	LTI	% LTI/Fixed
Andrea Lacorte	President and Director Executive	1.914.000,00	452.400,00	24%	226.200,00	12%
Roberto Lacorte	Vice President and Executive Director	1.650.000,00	452.400,00	27%	226.200,00	14%
Carlo Volpi	Executive Director	1.470.000,00	452.400,00	31%	226.200,00	15%
Germano Tarantino	Executive Director	240.000,00	202.800,00	85%	101.400,00	42%

TSI (Short term incentives)

LTI (Long term incentives)

Pisa, 17 March 2026

The Chairman of the Board of Directors Dr.

Andrea Lacorte