



APPENDIX 1 – REMUNERATION POLICY

1. Introduction

BMIT Technologies plc's (hereinafter the “**Company**”) Remuneration Policy (the “**Remuneration Policy**” or “**Policy**”) sets out the Company's policy for the remuneration of its Directors and Chief Executive Officer.

The Company's Remuneration Policy is drawn up in accordance with the requirements set out in Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 amending Directive 2007/36/EC as regards the encouragement of long-term shareholder engagement, as reflected in Chapter 12 of the Capital Markets Rules issued by the Malta Financial Services Authority.

2. Review Process

The Company's current Policy was approved by the shareholders at the Company's annual general meeting held in 2020. In accordance with Capital Markets Rule 12.26I requiring issuers to submit their remuneration policy to a vote at the general meeting of shareholders at least every four years, in early 2024 the Company launched a process for the review of the Policy. The process resulted in a number of updates being proposed including, a new section on the Policy's review process, updates to the designation of applicable legal instruments and stylistic changes. None of the updates are considered to be material.

The Policy, as updated, was approved by BMIT's Board of Directors on the 15th April 2024 and is being submitted for the consideration of the general meeting of shareholders at the Company's 2024 Annual General Meeting (the “**AGM**”). Subject to AGM approval, the updated Policy will become effective on the 29 May 2024.

Upon approval, the Policy will be published on the Company's website and shall remain available for as long as it remains in force.

3. Scope

BMIT's Remuneration Policy is focused on delivering fair, responsible and transparent remuneration to the persons charged with leading, managing and administering the Company. The Policy is founded on a number of principles, namely, the motivation and retention of the best professionals at the Company's highest levels, the creation of long-term value for the benefit all the Company's shareholders and the alignment of the interests of the Company's directors and executive management with the interests of the Company's shareholders.

4. Management of Conflicting Interests

It is the view of the Board of Directors that any risk of a conflicting interest in the drawing up of this Policy is significantly mitigated by the fact that the Policy is being submitted before the general meeting of shareholders for approval. Risks of conflicting interests are further mitigated by the submission, on an annual basis, of the aggregate emoluments payable to directors in any one financial year before the general meeting for approval.

5. Remuneration Trends

With a view of ensuring consistency of remuneration practices across the Company, in drawing up this Policy, the Board has taken note of the Company's remuneration structure for all its employees and considered all other relevant information on remuneration trends within, and outside, the Company.

6. Remuneration of the Board of Directors

The Company's Board of Directors is composed entirely of non-executive directors, whose tenure extends from their appointment at general meeting until the end of the next following general meeting.

The remuneration system for the Company's directors is based on criteria of responsibility, dedication and qualification for the role assumed and shall consist of a fixed remuneration.

Remuneration payable shall be benchmarked against market practice for companies of a similar size operating in a comparable business environment. The remuneration structure of the Company's senior executives shall also be taken into account.

The maximum annual aggregate emoluments payable to directors and any increases thereto shall be determined by the general meeting of shareholders on an annual basis.¹ The Board of Directors shall, in turn be responsible for allocating from such aggregate amount, a fee to each board member. This fee, payable on a monthly basis, recognises the director's ongoing

responsibilities and duties towards the Company.

A director who serves on a committee of the Board of Directors or who devotes special attention to the business of the Company or performs services which, in the opinion of the Board of Directors, fall outside the scope of ordinary duties may be paid such extra remuneration as determined by the same board, provided that such extra remuneration awarded falls within the maximum annual aggregate emoluments of directors established by the general meeting.²

¹ *Articles of Association, Article 81.1*

² *Articles of Association, Article 83*

In accordance with its Articles of Association, the Company shall provide for the payment of all reasonable travelling, hotel and other expenses properly incurred by the directors in attending meetings of the Company or otherwise in connection with the business of the Company.³ Such expenses shall be reimbursed by the Company in accordance with its expenses policy and against the presentation of the relative receipts. Directors shall also be entitled to certain other non-cash benefits as may be deemed reasonable and appropriate.

Where a board member takes up an executive role within the Company, the relative terms of service, including remuneration, shall be regulated by a service contract determined in accordance with the Company's ordinary practice. Remuneration payable to any such director/s may either be fixed, variable or partially variable and may include the payment of a pension on retirement or participation in pension and life assurance benefits.⁴

7. Remuneration of the Chief Executive Officer

The Company's day to day business operations and administration are managed by the Chief Executive Officer ("CEO"). In accordance with Capital Markets Rule 12.2A, this Remuneration Policy shall be extended to encompass the Company's CEO.

BMIT's Remuneration Policy with respect to its CEO is designed in a manner as would assist in the recruitment and retention of a qualified and professional individual having the required experience in data centre, cloud and managed IT services industries and who can steer the Company's short and long-term business plans forward in a highly competitive market.

The Company's policy pertinent to the remuneration of the CEO takes into account the CEO's role within the Company, the functions and responsibilities assigned thereto as well as relevant market data to ascertain that compensation awarded is in line with that awarded by companies of comparable size for roles of similar scope and responsibility. Remuneration structure and practices applied to other senior executives within the Company are also taken into account such that the Company ensures consistency of remuneration practices across the Company.

The CEO's remuneration shall be made up of fixed and variable elements. The fixed component of the remuneration shall correspond to a basic remuneration awarded in connection with the performance of his executive function. It shall reflect the level of the individual's knowledge and expertise and the role-holder's assigned functions, responsibilities and knowledge and shall not be linked to variable parameters or results achieved.

The variable element of the remuneration shall be structured as a management bonus scheme aimed at rewarding the CEO's performance. This variable component shall reflect the officer's achievement of a set of targets designed to contribute to the business interests and sustainability of the Company over a determined financial period. Elements of the scheme may vary periodically depending on the business circumstances of the Company. They shall, however, in all cases be consistent with the Company's strategies for the short and medium-term, and aligned with shareholder interests. Performance objectives shall be financial and/or operational in nature and shall be determined from time to time. These may include EBITDA-based objectives, project realisation and similar. The degree of achievement of these targets shall be determined by the Board of Directors which shall compare the realised outcomes against the target objectives.

With the aim of offering a competitive remuneration package, the CEO shall be entitled to certain benefits as would typically be offered to senior executives, such as health insurance and professional indemnity insurance cover, free telecommunication services, company car and fuel expenses.

The remuneration structure applicable to the Company's CEO shall be such as to provide a reasonable and appropriate balance between fixed and variable elements of such remuneration.

It is the Company's policy that the CEO be engaged on an indefinite basis, rather than on a fixed term contract. Accordingly, the applicable notice periods after probation are those provided for by relevant legislation. The employment agreement does not provide for any supplementary or early retirement schemes. It makes provision for the payment of lump sum in lieu of the officer accepting a non-competition clause that would be triggered upon termination of the employment. Termination of employment by the employer would also attract a claim over the pro-rata amount of variable remuneration due to the CEO at time of termination.

8. Effective Period of the Remuneration Policy

In terms of Chapter 12 of the Capital Markets Rules, the Company is required to submit the Policy to a vote by the general meeting at every material change, and, in any case every four years.

If approved by the shareholders at the Company's AGM, this Remuneration Policy shall apply for a maximum period of

four (4) years, until the Company's 2028 annual general meeting. In accordance with the provisions of the Capital Markets Rules, the Board of Directors undertakes to submit any material amendments made to this Policy during its effective period before the general meeting for approval.

³ *Articles of Association, Article 81.3*

⁴ *Articles of Association, Article 113*