

FOR APPROVAL BY THE ANNUAL GENERAL MEETING

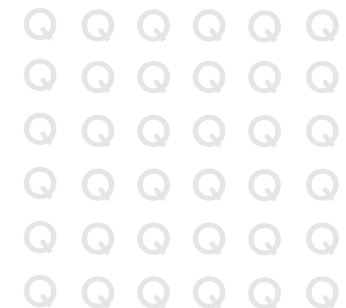
Long-Term Incentive Plan

Summary

Qualco Group S.A. · Listed on the Euronext Athens

AGM: 30th June 2026; Agenda Item 9

Legal basis: Article 114, Law 4548/2018





01

Class & Origin of Shares

- Class: **Fully paid (Free) ordinary shares** with voting rights carrying all rights under Law 4548/2018
- Origin: **Newly issued ordinary registered shares** through capitalisation of profits/reserves/share premium.



02

Maximum Number of Shares

The maximum number of shares to be allocated under the Plan amounts to **8.6 %** of the Company's total paid-up share capital as on the date the Plan is approved by the GM, i.e., **6,000,000 shares**.



03

Scope

- Alignment of interests & maximisation of shareholder value
- Talent retention
- Enhancement of performance incentives, and
- Establishment of a high-performance culture within the Company.



04

Beneficiaries

Any individual who is an employee of the Company or any Group Company, as well as BoD Members of any of its affiliated companies within the meaning of Article 32 of Law 4308/2014, excluding the Company's two founders.



05

Duration

- 3 years:**
- Vesting Period & Dates: Three Equal Tranches: 31st Jan 2027, 31st Jan 2028 & 31st Jan 2029
 - Holding Period: 50% of Shares 6-month & 50% of Shares 12-month



06

Terms & Conditions

KPIs: YoY Revenue Growth, EBITDA Margin, and YoY EBITDA Growth, as assessed and determined by the Remuneration Committee, by reference to the two financial years immediately preceding the relevant Vesting Date.

Approval & Implementation

Procedural requirements for the AGM resolution



Approving Body

General Meeting to establish the Program & to authorise the Board to determine the detailed terms of the Plan, as well as to proceed with the share capital increases necessary for the implementation thereof.



Publicity

A summary of the General Meeting decision is filed with the General Commercial Registry (GEMI) & an announcement regarding the outcome of the voting and the decisions passed by the AGM in compliance with the post AGM announcement requirements of the Euronext Athens.



Implementation by the Board

Awards may be granted within 60 days of shareholder approval, results announcements or the lifting of Dealing Restrictions.



- ✓ A **measured, benchmark-aligned long-term incentive plan** that balances disciplined dilution management with the imperative to retain critical talent and align employees with shareholder value.
- ✓ As a recently listed company in a post-IPO growth phase, the Company requires a competitive long-term ownership vehicle to **attract and retain key talent, reinforce a high-performance culture, and align employee incentives directly with the creation of shareholder value.**
- ✓ The proposed plan sits at the **upper end of market practice while remaining firmly within the range observed among Greek-listed companies**, where approved plans extend to as much as 10% of share capital under broader participation structures. **On an annualised basis, the program represents approximately 2.9% of share capital per year, slightly above the benchmark average of ~2.3% but closely aligned with upper-end peer precedents.**
- ✓ This positioning is consistent with benchmark evidence that **technology and mid/small-cap companies typically allocate larger LTIP pools**, reflecting greater reliance on equity to compete for scarce talent. The program is not an outlier: the **relevant peer set includes plans ranging from 7% to 10% of total share capital.**
- ✓ **Dilution is phased and deliberately controlled.** By spreading the plan across three years rather than front-loading it, the Company limits the immediate impact on earnings and delivers a more predictable, manageable cost profile, protecting existing shareholders while funding the retention the business needs.

