



Remuneration Report

Extrait du rapport de gestion 2024

1 Board of Directors

1.1 Governance

Under Article 21(3) point 2 of the Articles of Association, the Board of Directors, acting upon the recommendation of the Appointments and Remuneration Committee, determines the individual remuneration payable to the members of the Board of Directors, bearing in mind the maximum aggregate remuneration approved by shareholders at the Annual General Meeting. Note that this amount refers to the total remuneration for the next financial year, in application of Article 15 of the Articles of Association.

1.2 Remuneration principles

The principles governing the remuneration of the Board of Directors are laid down by Article 22c of the Articles of Association. Directors receive a fixed annual allowance, which does not depend on the Group's financial results, as well as fees for attending Board and Committee meetings and external or special preparatory meetings.

Remuneration is not set at any particular interval, and no distinction is drawn between directors. Remuneration is determined in accordance with Swiss private-sector standards. In 2022, the remuneration paid to members of the Board of Directors of Romande Energie was compared with a sample group of 15 companies, all listed Swiss non-financial companies with similar market capitalisation, revenue and employee numbers. This was carried out with the help of HCM International SA, a specialist advisory firm. This showed that the directors of the Romande Energie Group earn below the average relative to the comparator market.

Annual remuneration and attendance fees were as follows:

Annual remuneration and fees	CHF
Chair	85 000
Vice-Chair	37 500
Director	30 000
Chair of Board committee, in addition to basic remuneration	6 000
Attendance fees	
- Half-day	1 200
- Meeting outside normal hours	1 200
- Full day	1 800
- Extraordinary meeting short session (≤2 hours)	600
- Other extraordinary meetings	300/h.

Members of the Board of Directors receive an allowance of CHF 0.70 per kilometre for travelling from their place of work or residence to the meeting. They also receive a fixed amount to defray expenses. Directors do not receive bonuses, shares or other forms of profit-sharing.

1.3 Total remuneration

In 2024, the remuneration, fixed allowances for expenses and social insurance costs for members of the Board of Directors were as follows:

CHF		Remune- ration and fixed allowances	Social insurance costs	Total 2024	Remune- ration and fixed allowances	Social insurance costs	Total 2023
Guy Mustaki	Board chair/SSC chair ¹	149 250	12 520	161 770	135 015	10 990	146 005
Anne Bobillier	Board Vice-Chairwoman/ ARC chair ²	93 597	7 676	101 273	72 004	5 503	77 507
Stéphane Gard	Director/FAC chair ³	73 973	12 799 **	86 772	76 242	13 043 **	89 285
Xavier Company*	Director	59 775	-	59 775	57 705	-	57 705
Sofia de Meyer ⁽¹⁾	Director	34 633	-	34 633			
Nicolas Fulpius	Director	55 065	4 526	59 591	56 686	4 305	60 991
Olivier Gfeller*	Director	56 225	-	56 225	49 132	-	49 132
Paola Ghillani ⁽²⁾	Director	26 250	4 100 **	30 350	67 424	10 334 **	77 758
Alphonse-Marie Veuthey	Director	94 625	17 204 **	111 829	89 197	15 380 **	104 577
François Vuille*	Director	55 665	-	55 665	54 656	-	54 656
Total		699 058	58 825	757 883	658 061	59 555	717 616

⁽¹⁾ From 29 May 2024

⁽²⁾ Until 29 May 2024

* Paid to Vaud Canton or the municipality represented.

** Including employer contributions linked to optional membership of the pension fund.

The above amounts include remuneration paid by Group subsidiary companies, i.e. in which the Group's shareholding exceeds 50%. The remuneration paid by third parties for offices held in associates (Group shareholdings of less than 50%) are not included in the above amounts. Offices held in subsidiaries and associates of the Group are set out in item 4.1 of this report. The dates on which directorships commenced and ceased are set out in section 2, Corporate Governance, under item 3 on page 19.

As all transactions with members of the Board of Directors in relation to products marketed by the Group are carried out on an arm's length basis, they are not included in the above amounts.

¹ Strategy and Sustainability Committee

² Appointments and Remuneration Committee

³ Finance and Audit Committee

At the Annual General Meeting of 16 May 2023, shareholders approved the maximum aggregate remuneration payable to members of the Board of Directors, amounting to CHF 790,000 (CHF 720,000 in pay including fixed expense allowances, and CHF 70,000 in social insurance costs), for the period from 1 January 2024 to 31 December 2024.

2 Executive Board

2.1 Introduction

The success of the Romande Energie Group depends largely on the skills and commitment shown by its employees. The Group strives to be an employer of choice, attracting, retaining and motivating the most talented people at all levels.

Every effort is made to ensure that the remuneration policy fairly reflects the financial performance of the Group and its constituent companies and the commitment of its employees to achieving results.

2.2 Governance

Under Article 15(1) point 2 of the Articles of Association, the Annual General Meeting must annually approve the amount that the Board of Directors has set for the maximum aggregate remuneration payable to the Executive Board in the coming financial year.

On the recommendation of the Appointments and Remuneration Committee (ARC), the Board of Directors determines the Group remuneration policy for the Executive Board, in accordance with the principles set out in Article 22d of the Articles of Association. The ARC, composed entirely of non-executive directors, monitors application of the remuneration policy, periodically reviews proposals to increase overall remuneration and determines the individual remuneration paid to Executive Board members, subject to the maximum aggregate amount approved by the Annual General Meeting.

Remuneration practices in other companies serve as a basis for comparison. A comparison with Swiss companies operating in the same area of activity or listed in Switzerland is conducted biennially (in even years) based on companies that are most similar to the Romande Energie Group in terms of their revenues, market capitalisation and number of full-time employees. During 2024, the remuneration of members of

Romande Energie’s Management Committee was benchmarked against a group of 20 companies, all operating in the same core sector of activity as Romande Energie, i.e. Swiss energy suppliers. This remuneration benchmarking exercise was carried out with the help of EY. The comparisons yielded the conclusion that the average remuneration of all members of the Romande Energie Group’s Management Committee is lower than that of the comparator market.

2.3 Remuneration principles

Executive pay is not set in isolation but relative to other employees.

The aim is for total remuneration for executives is to be below but close to the market median.

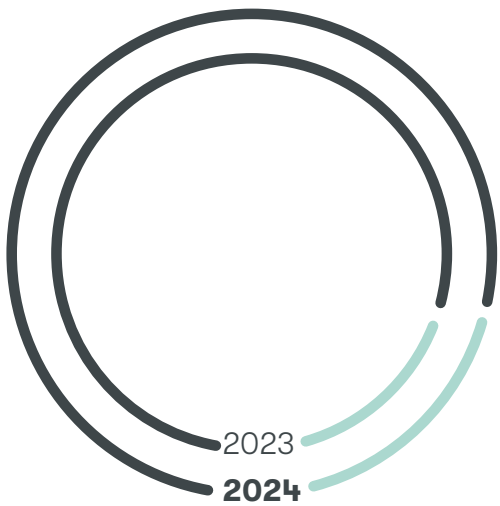
Caps are also set in the form of a pay-gap ratio. The highest-paid executive cannot earn more than thirteen times the lowest-paid person.¹ Nor can the average remuneration of the Executive Board be more than eight times that of the lowest-paid person. In 2024, the results of these comparisons were 11.35x and 5.89x, respectively.

The total remuneration of executive officers comprises a fixed salary and profit-sharing tied to the Group’s financial results.

GRI 2-19, GRI 2-21

Annual salary

The remuneration packages of senior executives are reviewed every two years. In even years, a maximum budget is set based on benchmarking study. In odd years, salaries are adjusted based on the results of the benchmarking exercise and the pay-gap ratios identified. In line with this principle, the salaries of Executive Board members did not change in 2024.



Components of total remuneration (%)		Influence
Profit sharing		EBITDA over several years and corporate objective
Basic salary		

Profit-sharing

The target value of the Group’s profit-sharing set at CHF 50,000 per Executive Officer and CHF 100,000 for the Chief Executive Officer and in force until 31 December 2023 was adjusted by a common target value of 20% for each Executive Board member. This necessitated minor adjustments to certain basic salaries and overall led to a small increase in the target value.

The target profit-sharing values are influenced by the degree of achievement in relation to financial and corporate objectives, using the following formula:

Sum available

×

FPC

×

ACO

=

x

max 120%
min 80%

max 120%
min 80%

max 144%
min 64%

FPC = financial performance criteria: economic component. This is determined by calculating the difference between budgeted and actual adjusted EBITDA (i.e. excluding profit from FMHL)

ACO = achievement of corporate objectives: social and environmental components. The objectives are set each year by the Management Committee, in line with the corporate strategy, and approved by the Appointments and Remuneration Committee.

To give this pay component a long-term perspective, the sum vests as follows:

- two-thirds based on results in the reference year;
- one-third is paid based on the average EBITDA in the reference year and the two previous years (three years in total).

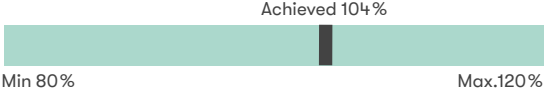
The sum of these values represents the final amount.

Financial performance criteria
The performance came to 90%:



Performance against corporate objectives in 2024 was as follows:

Environmental target



Customer relations/suppliers target



Workplace safety target



The average achievement of these targets for 2024 was 95%. After including long-term information, the performance variable for determining profit-sharing was 85%.

Overview

Comparisons of pay for directors and senior executives in 2024 yielded similar results in that total pay packages were below the market rates. Basic salaries are increased in odd years. In 2024, basic salaries were not changed to reflect pay increases, but some small adjustments were made as a result of alterations to the Group’s variable salary policy with regard to profit-sharing.

GRI 2-20, GRI 2-21

¹ This corresponds to the annual full-time salary of a permanent employee employed according to the terms of Romande Energie SA.

2.4 Total remuneration

For 2024, total remuneration granted to the seven members of the Executive Board was as follows:

CHF	Remuneration			Social insurance costs		
	Fixed salary	Profit-sharing variable	Total remuneration	Entertainment expenses and car allowance if applicable	Pension fund	Other social insurance costs
2024						
including per diem payments received						
Total remuneration	1 987 500	351 900	2 339 400	115 440	323 871	208 813
Highest remuneration:						
Christian Petit, Chief Executive Officer	583 596	99 220	682 816	18 000	91 548	55 835
- In 2024, the Management Committee had 6.6 FTE members. - Total variable salary represented 17.0% of the basic salary for the CEO and 18.0% for the other members of the Executive Board						

2023

Total remuneration	2 065 456	352 260	2 417 716	121 740	323 271	214 543
Highest remuneration:						
Christian Petit, Chief Executive Officer	583 586	92 700	676 286	18 000	91 074	55 355
- In 2023, the Management Committee had 6.6 FTE members. - Total variable salary represented 15.9% of the basic salary for the CEO and 18.0% for the other members of the Executive Board						

Other social insurance costs chiefly comprise state-pension, unemployment, accident and income-protection contributions.

At the Annual General Meeting of 16 May 2023, shareholders approved the maximum remuneration payable to members of the Executive Board, amounting to CHF 3,720,000 (CHF 2,900,000 in pay, CHF 660,000 in social insurance costs and CHF 160,000 in allowances), for the period from 1 January 2024 to 31 December 2024.

2.5 Other allowances

Entertainment expenses

Entertainment expenses are paid as a fixed allowance of CHF 1,250 to each member per month (CHF 1,500 for the CEO). In return, Executive Board members pay their recurrent out-of-pocket expenses themselves up to an amount of CHF 50 per day (CHF 75 for the CEO).

Company cars

Members of the Executive Board are provided with a company car if they so wish and reimburse the company for any personal use of the vehicle. Those who do not use a company car receive a fixed travel allowance instead.

Allowances in connection with activities on boards of directors

All amounts (annual allowances and attendance fees) received by Executive Board members in connection with directorships served representing Romande Energie are remitted in full to Romande Energie.

2.6 Retirement benefits

Members of the Executive Board are enrolled in the Romande Energie pension plan and receive benefits identical to those of other Romande Energie SA employees. There are no special benefits such as top-hat schemes or facilities to purchase of additional insurance years.

3 Other benefits for members of the Board of Directors and the Executive Board

Share ownership is as follows:

Share ownership

Shares held by Group companies as at 31 December 2024			2842125 shares	9.97%
Other shareholders			25657875 shares	90.03%
Of which:				
• Held by members of the Board of Directors			360 shares	<1%
• Held by members of the Executive Board			250 shares	<1%

As in previous years, no benefits in the form of shares, options, additional fees, loans or other credit, repayment waivers, or other financial advantages or benefits in kind were granted to members of the Board of Directors or the Executive Board or to parties closely related to them in 2024. The municipality of Lausanne, where Xavier Company is a member of the executive, holds 870,350 shares. Stéphane Gard, a Board member, holds 360 shares. Patrick Bertschy, Interim CEO with effect from 11 December 2024 and Head of Grids, holds 250 shares.

4 Supplementary information

In accordance with Article 734e of the Swiss Code of Obligations, the external duties and offices held by members of the Board of Directors and Executive Board in business undertakings at 31 December 2024 are listed below.

4.1 Members of the Board of Directors

Guy Mustaki

General barrister and professor in law at University of Lausanne

Offices held at non-listed companies:

- Chairman of the boards of directors of EOS Holding SA (Lausanne), EOS NER SA (Lausanne), Rhom SA (Lausanne), Yteqam SA (Lausanne) and DR Invest SA (Lausanne)

Offices held at other legal entities

- Board member of the Foundation for the Centre for Corporate Law (CEDIDAC) at University of Lausanne (Chavannes-près-Renens)
- Board member of the Théodora Foundation (Lonay)

Other activities

- Member of advisory committee for ACAD, a training centre for company directors (Lausanne)
- Member of advisory committee for CSDA, a non-profit body championing diversity in top management (Lausanne)

Anne Bobillier

Director and corporate governance and organisation consultant

Offices held at non-listed companies:

- Chairwoman of SkySoft-ATM (Geneva)
- Member of the boards of directors of Rolex Holding SA (Geneva) and Rolex SA

Offices held at other legal entities

- Board member of the Franco-Swiss Chamber of Commerce and Industry (Geneva)
- Member of SwissBoardForum (Bern)
- Founder and chair of ABoCA Sàrl (Geneva)

Xavier Company

Member of Lausanne City Council and responsible for its public utilities department

Offices held at non-listed companies

- Member of the Board of Directors of LFO SA (Lausanne) and SI-REN SA (Lausanne)
- Member of the boards of directors of Cadouest SA (Prilly), EOS Holding SA (Lausanne), EOS NER SA (Lausanne), Gaznat SA (Lausanne), Petrosvibri SA (Vevey), Forces Motrices de l’Aboyeu SA (FOMAB, Martigny) and Epura SA (Lausanne)

Offices held at other legal entities

- Board member for the Lausanne local trade foundation

Nicolas Fulpius

Chairman and co-founder of InflaRx CEO and co-founder of Ansam Group

Offices held at listed companies:

- Board Chairman, InflaRx NV (Netherlands), listed on NASDAQ

Offices held at non-listed companies

- Board Chairman at Ansam Holding SA (Nyon), idros SA (Nyon) and Baszanger SA (Vésenaz)
- Managing Director of CIMA Corporate Investment Management Affentrager Holding SA (Zug), Agora Care SA (Plan-les-Ouates) and BIP informatique SA (Sion)
- Board member at Filaos SA (Rolle), iXion Services SA (Chexbres) and BRS Immobilier SA (Lausanne)
- Managing Director and Chairman of NJ Informatique Sàrl (Yverdon)

Stéphane Gard

Director and consultant

Offices held at non-listed companies

- Founder and Chairman of Alteris M&A SA (Lausanne)
- Member of the boards of directors EOS Holding SA (Lausanne), EOS NER SA (Lausanne), Schenk Holding SA (Rolle) and Nice & Green SA (Nyon)

Offices held at other legal entities

- Pension Fund Chairman, Schenk SA (Rolle)
- Pension Fund Vice-Chairman, Vaud Canton
- Board member of the FAOA (Federal Audit Oversight Authority), Bern
- Board member of the Plateforme!0 foundation, Lausanne

Olivier Gfeller

Mayor of Montreux

Offices held at other legal entities

- Chair of foundation boards for Étoiles de Noël (Montreux) and the Fondation Comtesse Andrée d’Etchégoyen (Montreux)
- Vice-Chairman of the Board of Directors of Casino Barrière de Montreux SA (Montreux) and the Claude Nobs Foundation (Montreux)
- Committee member of Avenir 2m2c, an ordinary partnership (Montreux)
- Board member of the Montreux Jazz Festival Foundation (Montreux), the Alice and Karl Schenkel-Wagner Foundation (Chernex) and the Château de Chillon Foundation (Veytaux)
- Board member of the Upper Lake Inter-Municipal Amenities Body (Vevey)
- Member of Montreux and District Children’s Services Network and Property Tax Assessment Commission (Vevey)
- Members of the Board of Directors of Centre des Congrès Montreux SA (CCM SA)

Other activities

- Member of Vaud cantonal parliament

Sofia de Meyer

Founder and CEO of Giwa Sàrl

Offices held at non-listed companies

- Committee member for the Riviera-Chablais Hospital (Rennaz)

Offices held at other legal entities

- Chairwoman of the Jean-Marcel Aubert foundation (Champex-Lac)
- Member of UNIL’s Advisory Board (Lausanne)
- Executive Committee member, FRC, Western Switzerland’s consumer association (Lausanne)
- Board member of the “Margherita” Foundation (Crans-Montana) and the FiBL Foundation (Frick)

Alphonse-Marie Veuthey

Lawyer and notary

Offices held at non-listed companies

- Chairman of the Board of Directors of Bas-Valais Energie SA (Vouvry)
- Member of the boards of directors of Romande Energie Commerce SA (Morges) and Satom SA (Monthey)

Offices held at other legal entities

- Vice-Chairman of the Riviera-Chablais Hospital Benevolent Foundation (Rennaz)
- Vice-Chairman of the Association of Chancellors of State for Valais Canton
- Member of the committees of Chablais-Région (Aigle) and the Association du Chablais (Radio Chablais, Monthey)
- Board member of the “Divisionnaire F. K. Rünzi” Foundation (Crans-Montana) and the Chablais Scope Foundation (Aigle)
- Sole director of Veuthey Avocats SA and Veuthey Notaire SA

Other activities

- Chancellor of State for the Monthey district

François Vuille

Head of the Energy Department at Vaud Canton Cantonal Representative for the Energy Transition

Offices held at non-listed companies

- Board member at Forces Motrices Hongrin-Léman SA (Château-d’Oex) and SIRESO Société d’Investissement de Suisse Occidentale SA (Granges-Paccot)
- Member of the Executive Committee, Cleantech Alps (Sion)

Offices held at other legal entities

- Vice-Chairman of the cantonal energy building certification body (CECB, Switzerland)
- Member of the Scientific Council of AEE Suisse (Bern)
- Member of the Strategic Committee of the Solar Impulse Foundation (Lausanne)
- Founder and partner of Proxipel SA (Le Vaud), founder and Chairman of Softcar SA (Fribourg) and Chairman of Tilt Global (US)

Other activities

- President of the Conference of Cantonal Energy Directors (EnFK, Bern)

4.1.1 **Non-director member**

Otilie Morand

Company Secretary

Offices held at non-listed companies

- Board member, Bosson-Pillet SA (Lancy) (until June 2024)

4.2 Member of the Executive Board

Patrick Bertschy

Interim CEO
Head of the Grids business unit

Offices held at non-listed companies

- Chairman of the Board of Directors of Forces Motrices de l'Avançon SA (Bex) and SIRESO SA (Granges-Paccot)
- Executive Director, Bas-Valais Energie SA (Vouvry) and General Manager

Offices held at other legal entities

- Committee member of RegioGrid (Aarau) and AES (Lausanne)
- Member of Steering Committee of the StreamX consortium (Morges)
- Chair of Romande Energie Pension Fund (Morges)

Aurore Amaudruz

Joint Head of the Energy Solutions business unit

Offices held at non-listed companies

- Member of the Board of Directors of Logement idéal Scoop (Pully)
- Member of the Board of Directors of ID GO Management SA (Morges)
- General Manager, Bas-Valais Energie SA (Vouvry)

Offices held at other legal entities

- Committee member of non-profit Economie Région Lausanne (ERL) (Lausanne)

Nicolas Conne

CFO and Head of Services

Offices held at non-listed companies

- Member of the Board of Directors of ID GO Management SA (Morges)
- Member of the boards of directors of Romande Energie Services SA (Préverenges), Romande Energie Commerce SA (Morges), Energie Solaire SA (Sierre), Spontis SA (Avenches)
- General Manager, Bas-Valais Energie SA (Vouvry)

Offices held at other legal entities

- Head of the Investment Committee and board member of the Fondation de Prévoyance Romande Energie (Morges)

Guillaume Fuchs

Joint Head of the Energy Solutions business unit

Offices held at non-listed companies

- Chairman of Centrale Hydroélectrique de Bar SAS (Paris) and Romande Energie France SAS (Paris)
- Member of the Board of Directors of Romande Energie Services SA (Préverenges) and EnergeÔ SA (Vinzell)
- General Manager, Bas-Valais Energie SA (Vouvry)

Assia Garbinato

Head of the Digital & Innovation support unit

Offices held at non-listed companies

- Member of the business advisory committee of the HEIG-VD engineering and management school (Yverdon-les-Bains)
- Member of the selection committee for sustainability and innovation projects, SPEI (Vaud canton)
- General Manager, Bas-Valais Energie SA (Vouvry)



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with confidence

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To the General Meeting of
Romande Energie Holding SA, Morges

Lausanne, 4 April 2024

Report of the statutory auditor on the audit of the remuneration report



Opinion

We have audited the remuneration report of Romande Energie Holding SA (the Company) for the year ended 31 December 2024. The audit was limited to the information pursuant to Art. 734a-734f of the Swiss Code of Obligations (CO) in the section 1.3 and sections 2.4 to 2.6 of the remuneration report.

In our opinion, the information pursuant to Art. 734a-734f CO in the remuneration report (pages 39 and 42) complies with Swiss law and the Company's articles of incorporation.



Basis for opinion

We conducted our audit in accordance with Swiss law and Swiss Standards on Auditing (SA-CH). Our responsibilities under those provisions and standards are further described in the "Auditor's responsibilities for the audit of the remuneration report" section of our report. We are independent of the Company in accordance with the provisions of Swiss law and the requirements of the Swiss audit profession, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



Other information

The Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements, the stand-alone financial statements, the audited sections of the remuneration report, the audited indicators of the Sustainability report, the Corporate Governance report and our auditor's reports thereon.

Our opinion on the remuneration report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the remuneration report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the audited financial information in the remuneration report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



Board of Directors' responsibilities for the remuneration report

The Board of Directors is responsible for the preparation of a remuneration report in accordance with the provisions of Swiss law and the Company's articles of incorporation, and for such internal control as the Board of Directors determines is necessary to enable the preparation of a remuneration report that is free from material misstatement, whether due to fraud or error. It is also responsible for designing the remuneration system and defining individual remuneration packages.



Auditor's responsibilities for the audit of the remuneration report

Our objectives are to obtain reasonable assurance about whether the information pursuant to Art. 734a-734f CO is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Swiss law and SA-CH will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this remuneration report.

As part of an audit in accordance with Swiss law and SA-CH, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- ▶ Identify and assess the risks of material misstatement in the remuneration report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ▶ Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- ▶ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made.

We communicate with the Board of Directors or its relevant committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Board of Directors or its relevant committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

Ernst & Young Ltd



Laurent Bludzien
(Qualified Signature)

Licensed audit expert
(Auditor in charge)



Richard Gattucci
(Qualified Signature)

Licensed audit expert