

IQM QUANTUM COMPUTERS PLC

CHARTER OF THE REMUNERATION COMMITTEE

Version	Date of Approval and Approved by
Drafted	24 June 2026, the Board of Directors of IQM Quantum Computers Plc
Approved	24 June 2026
Updated	

1 PURPOSE

The purpose of the Remuneration Committee (the “**Committee**”) of IQM Quantum Computers Plc (the “**Company**”) is to assist the Board of Directors (the “**Board**”) in aligning compensation practices with the Company’s performance and the creation of long-term shareholder value. The Committee is particularly focused on executive compensation and performance, while also overseeing broader aspects of talent development, succession planning, and compliance with regulatory requirements.

The Committee performs its duties by evaluating and making recommendations to the Board regarding the following matters:

1. compensation of the Company’s CEO, Management Team and other senior management, and their employment terms,
2. incentive plans, policies and programs, including equity-based plans, and
3. general compensation principles and philosophy of the Company.

2 COMPOSITION

2.1 Independence

The majority of the members of the Committee shall be independent of the Company, in accordance with the Finnish Corporate Governance Code and the rules of the Nasdaq Stock Market LLC. The CEO or members of the Company’s Management Team shall not be appointed to the Committee.

2.2 Members and Chair

The Committee consists of at least three members upon the determination of the Board. The members and Chair of the Committee will be appointed by the Board upon the recommendation of the Nomination Committee.

2.3 Removal and Replacement

The members of the Committee may be removed or replaced, and any vacancies on the Committee will be filled by other members of the Board, upon the recommendation of the Nomination Committee.

3 PRACTICES

The Chair, consulting other members, shall determine the schedule of the Committee meetings. The Chair shall set the agenda for each meeting, with consultation from the Management Team. The agenda and information on matters discussed at each meeting will, to the extent possible, be shared to the members in advance of each meeting to allow efficient ways of working. The Committee meets at least three times per year.

The Committee reports regularly following its meeting schedule to the entire Board and makes available to the Board its agenda, meeting materials, and the minutes of its meetings.

The Committee assesses the adequacy of this Charter periodically and recommends any changes to the Board.

4 AUTHORITY AND DUTIES

1. The Committee prepares the Company's Remuneration Policy and recommends the Policy to the Board. The Policy is to be presented at the Annual General Meeting at least once every four years or whenever substantial changes are made to it. The Remuneration Policy sets the philosophy and general principles of remuneration of the Board and the CEO. The Committee will ensure that the remuneration for the Board and the CEO is aligned with the Remuneration Policy. The Committee also approves the remuneration framework for the members of the Management Team and across the Company.
2. **CEO:**
 - a. The Committee reviews and recommends to the Board the targets of the CEO's incentive programs and evaluates and presents to the Board the performance of those targets by the CEO.
 - b. The Committee recommends to the Board the total compensation of the CEO, in accordance with the principles set forth in the Remuneration Policy.
3. **Management Team (excluding the CEO):**
 - a. The Committee reviews and approves the targets of the Management Team's incentive programs, based on the CEO's recommendation.
 - b. The Committee reviews the results of the performance assessment against the approved targets and approves the incentive compensation based on such assessment.
 - c. The Committee approves and oversees the total compensation recommendations of the Management Team made by the CEO.
 - d. The Committee reviews and approves compensation proposals made by the CEO in the event of termination of employment of a member of the Management Team.
4. The Committee reviews and makes recommendations to the Board regarding equity programs, plans and other long-term incentive arrangements, or similar arrangements that the Company establishes for, or makes available to, its employees, including the plan structure, design and appropriate mix of financial and nonfinancial metrics. The Committee also reviews the appropriateness of the allocation of benefits under the plans and the extent to which the plans are meeting their intended objectives in creating long-term, sustainable performance with increased shareholder value.
5. The Committee periodically reviews the Company's personnel policies and practices. Such reviews shall include, without limitation: Company culture, physical safety, employee wellbeing, morale, workforce composition, talent management and development, succession planning, resourcing, recruiting, attrition, retention and employee engagement.
6. The Committee annually reviews the Company's Remuneration Report to oversee that the related disclosures meet regulatory and other requirements.
7. The Committee asks feedback from shareholders on remuneration matters, is available to address remuneration related questions at the Company's general meetings, takes into account the results of the advisory votes on the Remuneration Policy and Remuneration Report.

Further, the Committee may perform such other tasks as may be necessary or appropriate for the performance of its duties. The Committee has the power to delegate its authority and duties to subcommittees or individual members of the Committee, as it deems appropriate in accordance with applicable laws and regulations.

The Committee has the power to retain compensation consultants to assist the Committee. The Committee may also retain counsel or other advisors, as it deems appropriate. The Committee will have sole authority to retain and terminate such firms or advisors and to review and approve such firm's or advisor's fees and other retention terms.