

DAVION HEALTHCARE PLC

Remuneration (Compensation) Committee Charter

I. Purpose

The Remuneration Committee (the “Committee”) is established by the Board of Directors (the “Board”) of Davion Healthcare Plc (the “Company”) to assist the Board in fulfilling its responsibilities relating to the remuneration of directors and senior executives. The Committee is responsible for reviewing and recommending the Company’s compensation framework to ensure that remuneration is fair, competitive, and aligned with the long-term interests of shareholders.

II. Membership

1. The Committee shall consist of **three independent directors**, each meeting the independence standards of The Nasdaq Stock Market LLC (“NASDAQ”) and applicable SEC rules.
 2. The **Chairman of the Committee** shall be appointed by the Board and shall be an independent director.
 3. Members of the Committee shall be appointed and may be removed by the Board.
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III. Authority

1. The Committee shall have authority to:
 - Review and recommend executive officer compensation to the Board for approval;
 - Review and recommend director remuneration (including fees, equity awards, and other benefits) to the Board for approval;
 - Review the design and terms of equity incentive or share option plans and recommend grants under such plans to the Board for approval;
 - Retain, at the Company’s expense, compensation consultants, legal counsel, or other advisers where necessary to carry out its duties.
 2. The Committee shall not have authority to approve executive or director compensation independently; all final decisions shall rest with the Board.
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IV. Responsibilities

The Committee shall:

1. **Executive Remuneration**
 - Review and recommend the CEO's and senior executives' compensation packages, including salary, bonuses, equity incentives, pensions, and other benefits.
 2. **Director Remuneration**
 - Review and recommend the compensation of non-executive directors, including Board and committee fees, to ensure appropriateness and competitiveness.
 3. **Equity Incentives**
 - Review and recommend grants of stock options, restricted stock, or other equity-based awards under the Company's approved equity incentive plans.
 4. **Remuneration Policy**
 - Periodically review the Company's overall compensation philosophy and framework to ensure alignment with shareholder interests and good governance practices.
 5. **Advisers**
 - Engage independent compensation consultants or other advisers where applicable, with due consideration of independence requirements under NASDAQ and SEC rules.
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V. Meetings

1. The Committee shall meet at least **twice annually**, and at such other times as the Committee Chair deems necessary.
 2. Meetings may be held in person, telephonically, or electronically.
 3. A quorum shall consist of a majority of the members.
 4. Minutes of all meetings shall be prepared and maintained as part of the Company's corporate records.
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VI. Reporting

The Committee shall report to the Board **only when material remuneration matters are under consideration**.

VII. Amendments

This Charter may be amended or restated at any time by resolution of the Board of Directors.

VIII. Adoption

This Remuneration Committee Charter was approved and adopted by the Board of Directors of Davion Healthcare Plc on the date below.

/s/ Jack Kaye

Jack Kaye
Chief Executive Officer

12th September 2025