



July 2021

EKTER S.A.

**REGULATION FOR THE REMUNERATION &
CANDIDATES' NOMINATIONS
COMMITTEE OF THE COMPANY**

CONTENTS

1.	COMMITTEE COMPOSITION - DEFINITION - MEMBERS REPLACEMENT.....	2
2.	MEMBERS TERM OF OFFICE.....	3
3.	COMMITTEE CONSTITUTION	3
4.	COMMITTEE MEETINGS - QUORUM - DECISION-MAKING	3
5.	COMMITTEE WORK	4
6.	RELATIONSHIPS WITH OTHER COMPANY BODIES / PERSONS.....	6
7.	PERSONAL DATA	7
8.	MEMBERS REMUNERATION	8
9.	OPERATION REGULATION APPROVAL - PUBLICATION - REVISION.....	8

REGULATION FOR THE REMUNERATION & CANDIDATES' NOMINATIONS COMMITTEE OF THE COMPANY EKTER S.A.

This Regulation (henceforth "the **Regulation**") records the composition of the joint Remuneration & Candidates' Nominations Committee for the Company **EKTER S.A.** (henceforth the "Company") as well as its members' term of office, responsibilities, duties and obligations, according to the provisions of Law 4706/2020 (Articles 10-12), of Law 4548/2018 (Articles 109 - 112) regarding the procedure and conditions for providing the Board of Directors members' remuneration, as well as the provisions of the Company's Internal Operation Regulation, which was approved with a decision by the General Assembly of the shareholders dated June 28th, 2019.

The Company's joint Remuneration & Candidates' Nominations Committee (henceforth the "Remuneration & Candidates' Nominations Committee" or the "Committee") was established with the Company's Board of Directors decision dated 09.07.2021 and the present Regulation is approved with a decision by the Remuneration & Candidates' Nominations Committee.

1. COMMITTEE COMPOSITION - DEFINITION - MEMBERS REPLACEMENT

1.1. The joint Remuneration & Candidates' Nominations Committee is a Committee of the Company's Board of Directors and its members are appointed by the Company's Board of Directors.

1.2. The Committee comprises three (3) members, two (2) of which, at least, are independent non-executive members, as defined in Article 9 of Law 4706/2020, and one (1) non-executive member of the Board of Directors.

1.3. In case a member resigns, dies or ceases to be a member, the Board of Directors appoints one of its existing members as a new Committee member in order to replace the one leaving, for the time period until the latter's term of office expires, in compliance with, per case, par. 1 & 2 of Article 82 of Law 4548/2018, applied respectively.

1.4. Participation in the Remuneration & Candidates' Nominations Committee does not exclude the possibility to participate in other Board of Directors Committees.

2. MEMBERS TERM OF OFFICE

2.1. The Committee members' term of office is set at five years, equal to the term of office for the Board of Directors members, and it is automatically extended until the first Regular General Assembly of shareholders that takes place after its expiration.

2.2. The Committee can define a shorter term of office so as to match the Board of Directors term of office.

2.3. The Committee members' term of office can be renewed. In any case however, the Committee's term of office cannot exceed nine (9) years.

3. COMMITTEE CONSTITUTION

The Committee is constituted after its establishment and it elects its Chairman, who must be independent from the Company, as defined in the provisions of Article 9 of Law 4706/2020, as currently applicable.

4. COMMITTEE MEETINGS - QUORUM - DECISION-MAKING

4.1. The Committee meets at the Company's headquarters or wherever it is foreseen by its Articles of Association, pursuant to Article 90 of Law 4548/2018. The Committee can meet through a tele-conference or phone-conference.

4.2. The Remuneration & Candidates' Nominations Committee meets as often as necessary, so as to effectively carry out its duties and at least twice (2) a year, following an invitation by its Chairman, which is notified to the members at least two (2) business days before the meeting. The invitation lists the items on the agenda, the date, time and location of the Committee's meeting.

It is also possible to convene the Committee following a relevant request by any of its members or following a request by the Internal Audit Directorate, the external Auditors, a Board of Directors member, or an executive of the Company or the Group.

4.3. The Committee is in quorum and meets legitimately when all its members are present. The Committee's decisions are taken by a majority, following an exchange of views.

4.4. The Committee's discussions and decisions are recorded in the Minutes of Meeting, which are kept by the Company's Secretariat. The Minutes of Meeting are distributed and approved in the following Committee's meeting

and are signed by the members, pursuant to Article 93 of Law 4548/2018. Copies of the Minutes of Meeting are certified by the Committee's Chairman.

5. COMMITTEE WORK

5.1. The Remuneration & Candidates' Nominations Committee's aim is to support and assist the Board of Directors:

- (a) in the execution of its duties regarding issues relating to the remuneration of the persons involved in the scope of the Company's actual applicable Remuneration Policy, and
- (b) in the identification of suitable candidates to be elected for the Board of Directors and in the appointment of the top management executives, in accordance with the Company's actual applicable Suitability Policy and the regulatory framework that governs the Company's general operation.

Specifically:

5.2. Remuneration

In application of Articles 109 to 112 of Law 4548/2018, the Committee:

- (a) submits proposals to the Board of Directors regarding the Remuneration Policy that is established by the Company and submitted for approval to the General Assembly, pursuant to par. 2 of Article 110 of Law 4548/2018,
- (b) submits proposals to the Board of Directors regarding the remuneration of persons involved in the scope of the Remuneration Policy, pursuant to Article 110 of Law 4548/2018, and relevant to the remuneration of the Company's top management executives, particularly the Head of the Internal Audit Unit,
- (c) checks the information included in the final draft of the annual remuneration report, expressing its opinion to the Board of Directors, before submitting the report to the General Assembly, pursuant to Article 112 of Law 4548/2018.

Within this framework, the Committee, among other things:

- prepares the Remuneration Policy for the Company and/or any revisions thereof, and it makes similar recommendations to the Company's Board of Directors,
- ensures that the remuneration approach adopted by each company in the Group complies with the actual applicable Company's Remuneration Policy,

- supervises and recommends the parameters for specifying the remuneration of the Company's top management executives,
- supervises and reports to the Board of Directors, on an annual basis, the findings concerning the Company's and the Group's remuneration data, in order to monitor the continuous application of the Remuneration Policy, to assess conformity to the Company's targets and to ensure that the remuneration practices are aligned with the risk profile,
- supervises, on an annual basis (or as required), the control reports prepared by the Internal Audit Unit concerning the implementation of the Remuneration Policy throughout the Group and it examines proposals for its revision, so that the said Policy is aligned with the Group's targets,
- supervises the sections of the Board of Directors' annual Financial Report that relate to remuneration and to the relevant notifications made to the General Assembly of shareholders, and it makes recommendations to the Board of Directors to that effect,
- assesses the adopted mechanisms and systems so as to ensure that the overall Remuneration Policy complies with and promotes the correct and effective risk management, and that it is aligned with the business strategy, targets, corporate principles, values and long-term interest of the Company and the Group.

5.3. Candidates' Nominations

The Committee identifies and proposes to the Board of Directors suitable persons to be appointed as Board of Directors members and top management executives, according to the Company's actual applicable Suitability Policy and this Regulation.

Within this framework, the Committee, among other things:

- determines the Company's requirements in terms of the Board of Directors' size and composition, and recommends proposals for changes – improvements, when deemed necessary,
- ensures that the Board of Directors' composition fulfils the requirements imposed by law, the Articles of Association and the Corporate Governance Code adopted by the Company,
- assesses, periodically and at least once a year, the Board of Directors (individual and collective) performance, and checks whether there are any conflicts of interest to such an extent that they obstruct the members' ability to carry out their duties in an independent and objective way (independent will),

submitting relevant reports/proposals for amelioration to the Board of Directors,

- supervises, annually, the fulfilment of the independence criteria regarding the independent non-executive Board of Directors members and proposes changes, wherever deemed necessary,
- submits proposals to the Board of Directors concerning the procedure for nominating its candidate members, within the framework of the approved Suitability Policy, and recommendations to fill in the positions of or replace the Board members with suitable candidates; for this reason, the Committee determines the criteria for nominating candidates and lists the responsibilities of each position in the Board of Directors,
- carries out interviews with people who may have the qualifications to be appointed as Board of Directors members, taking into account the relevant criteria, such as critical thinking, skills, diversity, quota, experience in businesses or organizations of a similar size, interaction between the candidate's experience and the other Board members' experience, the candidate's potential participation in Board of Directors Committees, etc.,
- ensures that the new Board of Directors members are briefed, through an introductory program, on their responsibilities and professional activities in the Company,
- prepares, updates and submits for approval to the Board of Directors a succession plan for the Board of Directors members and top management executives,
- contributes, in cooperation with other organizational units in the Company, to the preparation and monitoring of the Suitability Policy's application, and submits recommendations to the Board of Directors for the Suitability Policy's revision, when deemed necessary, etc.

5.4. The Remuneration & Candidates' Nominations Committee has no executive authority regarding its findings and proposals.

6. RELATIONSHIPS WITH OTHER COMPANY BODIES / PERSONS

6.1. The Remuneration & Candidates' Nominations Committee is an independent body, which makes decisions autonomously from the decisions of other Company's bodies, and the members of which only act based on their conscience.

6.2. The Committee, asks, when deemed advisable, major top management

executives, including the Managing Director, the Financial Director and the Head of the Internal Audit Service, to attend specific meetings or specific items on the agenda and to express their opinions on these.

6.3. The Committee has full access to all Company elements that are required in order to carry out its duties, and the Company makes available to the Committee any person that the Company considers necessary.

6.4. The Board of Directors secures the assistance of an external consultant for the Committee, as long as the latter submits a justified request to that effect, supplying the necessary funds for this purpose.

6.5. The Board of Directors ensures suitable information and training for all Committee members, so that they are able to carry out their duties effectively.

6.6. The Board of Directors asks for the Remuneration and Candidates' Nominations Committee's opinion before taking any decision concerning its members' remuneration, as well as on issues concerning the Remuneration Policy and the Remuneration Report. The Board of Directors also asks for the Committee's opinion before taking a decision or submitting a proposal to the General Assembly concerning the program for providing shares to the Board of Directors members and the Company personnel, and regarding the free provision of shares to Board of Directors members and personnel.

7. PERSONAL DATA

7.1. The Committee does not process special categories of personal data, as defined in Article 9 par. 1 of Regulation (EU) 2016/679 or personal data concerning the family status of the Board of Directors members or Company executives.

7.2. The Committee, to the extent that it is necessary for carrying out its duties or fulfilling its legal obligation, processes personal data concerning the Board of Directors members or candidate members, in order to enhance the members' accountability and the shareholders' supervision on the Board's performance and/or the selection procedure for the Board of Directors' candidate members.

8. MEMBERS REMUNERATION

The remuneration of the Committee members is defined in the Company's

actual applicable Remuneration Policy and it is approved with a decision by the Company's Regular General Assembly of shareholders.

The Remuneration must respond to the Committee members' range of tasks, taking into account, among other things, the complexity – broadness of their work, the time they will need to devote, the degree of their responsibility and the level of remuneration for the other Board of Directors members.

9. OPERATION REGULATION APPROVAL – PUBLICATION - REVISION

The Operation Regulation of the Remuneration & Candidates' Nominations Committee is prepared and revised by the Committee and published on the Company's website.

This Regulation was approved with the Remuneration & Candidates' Nominations Committee's decision dated July 14th, 2021.