

**COMPANY'S REMUNERATION POLICY  
(1ST REVISION DRAFT TO THE GENERAL MEETING OF 15.07.2022)**

**1. INTRODUCTION**

The company "EKTER TECHNICAL – CONSTRUCTION – REAL ESTATE -HOTEL - COMMERCIAL – INDUSTRIAL SA" (hereinafter referred to as "the Company"), with Companies Reg. No. 2147/06B/86/B/06 and GCR No 285201000, hereby establishes this remuneration policy for the members of its Board of Directors and, if applicable, for the Director(s) General and their deputy(s), pursuant to Articles 110 & 111 of Law 4548/2018.

This remuneration policy has been approved by resolution of the General Meeting of Shareholders on 28 June 2019 and amended by resolution of the General Meeting of Shareholders on 15 July 2022.

**2. PURPOSE OF THE REMUNERATION POLICY**

The objective of this policy is to structure the remuneration of the members of the Board of Directors in a way that ensures the attraction and retention of competent and experienced executives with the appropriate skills, abilities, experience, professional training and expertise to successfully perform management duties in accordance with the business strategy, objectives, values and long-term interests of the Company and its shareholders.

At the same time, this policy contributes to the long-term prudent and sound management of the Company and to the prevention or minimization of situations of conflict of interest that are detrimental to sound management. In this context, the Company's remuneration policy is consistent with and contributes to the business strategy and seeks to maximize the value and sustainability of the Company. This is achieved by giving the Company the appropriate tools to recruit and retain executives of the right level and skills, ensuring that their remuneration is appropriately linked to the Company's objectives and, most importantly, that it is aligned with the interests of the Company's shareholders.

**3. SCOPE OF APPLICATION – REMUNERATION SETTING FACTORS**

- 3.1.** The remuneration policy applies to the members of the Board of Directors, executive and non-executive, as well as to Directors General of the Company (non-Board members).
- 3.2.** In the process of preparing/revising the policy, the Remuneration and Nomination Committee takes into account the applicable legal framework, the Greek Corporate Governance Code and the Company's Operating Regulations, any judgments of institutional investors and shareholders, as expressed to the Company's management and during General Meetings, as well as the salary and working conditions of all employees of the Company and the Company's industry in general.
- 3.3.** In determining the remuneration of the members of the Board, a fair and proportionate remuneration of the members of the Board is taken into account in connection with their institutional role and their responsibilities, but also in relation to the size, the internal organization, the complexity of the Company's activities and the time available to the members for these purposes. At the same time, the financial situation of the Company, the level of remuneration of the Company's managers and a reasonable ratio to the average remuneration of the Company's employees are taken into account. The level of remuneration of executives in Greek and European companies in the Company's respective sector of activity is also taken into account, considering the academic background and professional experience of each executive.

## 4. REMUNERATION – REMUNERATION STRUCTURE

### 4.1. Remuneration

Remuneration means any form of remuneration and benefits received by the members of the Board of Directors, directly or indirectly, in exchange for the professional services provided by them, such as fees and optional benefits (provision of a company car, telephone, etc.).

~~No subscription options, rights of participation in Company share's disposal schemes, profit sharing rights or other rights, bonuses or variable remuneration and payments have been established in favour of members of the Board of Directors. Also, no pension or private health insurance schemes or other similar schemes have been established for the members of the Board of Directors.~~

### 4.2. Remuneration structure

For the purposes of this policy, the terms "fixed" and "variable" remuneration have the following meanings:

- *Fixed remuneration* is considered to be that which is independent of the performance of members, linked to a minimum number of appearances on Company boards.
- *Variable remuneration* is considered to be additional (indirect) payments or benefits, which depend on the use of the benefits available to the members of the Board of Directors for the performance of their administrative duties and/or relate to annual remuneration for the executive members of the Board of Directors, which are determined on the basis of the individual and/or corporate objectives set and are a function of the Company's financial results.

~~Variable remuneration includes additional remuneration beyond proscribed standard remuneration, when there is positive EBITBA and in accordance with the decisions of the General Assembly.~~

Remuneration may include both a fixed and a variable component in order to align it with business development and efficiency:

#### (A) FIXED REMUNERATION

The level of fixed remuneration for both executive and non-executive members of the Board is determined on the basis of the rule of paying reasonable and fair remuneration to the appropriate person for the appropriate position, taking into account the level of responsibilities, as well as the knowledge and experience required to achieve high performance, while ensuring that the Company does not make payments in excess of what is appropriate and that, in any case, its long-term interests and viability are served, while avoiding situations of conflict of interest and competition.

Fixed remuneration is granted on a regular basis and constitutes the guaranteed income received by all members of the Board of Directors.

#### (B) VARIABLE REMUNERATION

For the executive members of the Board of Directors, variable remuneration may also be paid in order to further align the interests of the executive members with those of the Company, as provided below:

##### B.1. PROVISION OF SHORT-TERM VARIABLE BENEFITS (BONUS)

Depending on the financial performance of the Company (profit after tax, minimum capital adequacy, etc.), the executive members of the Board of Directors may be rewarded through the payment of variable remuneration, depending on their individual performance and the performance of the Company and the Group.

The payment of variable remuneration may be linked either to a specific period or to a specific material event for the achievement of which the positive contribution of the above persons is particularly important, provided that

this event materially and beneficially affects the course and control of the Company either in terms of its capital structure or in terms of the development of its activities (e.g. bonus for the achievement of specific targets, etc).

The payment of variable remuneration to executive directors, on an annual basis, requires the achievement of the required performance of the Company's financial ratios calculated on an annual basis. At the beginning of each financial year, the Remuneration and Nomination Committee sets the performance criteria and achievement of specific targets within the Company's business plan. At the end of the financial year, the Committee evaluates the achievement of the objectives and recommends the payment of variable remuneration (bonuses). In the event that the payment of variable remuneration is linked to a specific event, as described above, the amount will be determined by decision of the Board of Directors. The criteria used and the corresponding performance will be clearly set out in the policy implementation section of the annual Remuneration Report.

The criteria on the basis of which the amount of variable remuneration is calculated are, indicatively: (a) profit for the year; (b) entrepreneurial initiative of the individual; (c) personal objectives, which may vary depending on the position being evaluated and the expectations of management, which are agreed before the start of the evaluation period (in this case, the effectiveness and commitment of the evaluated person to the agreed objectives are evaluated); (d) personal characteristics, leadership skills, team inspiration, etc.

However, the main performance criterion for all persons to whom the policy applies is the achievement of EBITDA (Earnings before Interest, Taxes, Depreciation and Amortization) at the level of performance set by the Commission. In addition, part of the variable remuneration will be based on personal performance.

In determining the annual variable remuneration, financial criteria will have the greatest weight, while the weight of personal performance will be up to 20%.

The Board of Directors may establish further criteria for the granting of variable remuneration. Variable remuneration that the Company may grant shall be considered voluntary benefits, paid at the Company's discretion, without prejudice to the Company's right to revoke, modify or terminate them at any time.

Where variable remuneration is paid, it may not exceed 200% of the fixed remuneration of the executive member to whom it relates.

### **B.2. INCENTIVE PLAN (OPTION RIGHTS), PURSUANT TO ARTICLE 113 OF LAW 4548/2018**

The Company may apply an option granting plan, specifying the terms and conditions of each plan. Such plans shall be considered voluntary benefits, paid at the Company's discretion, subject to the Company's right to revoke, modify or terminate them at any time, but without prejudice to the exercise of the Company's right to revoke vested rights.

The total nominal value of the shares allocated under the incentive plan added to the nominal value of the treasury shares that the Company may allocate under the free allocation plan, according to paragraph (B.3) below, may not exceed, in total, 10% (ten percent) of the paid-up share capital of the Company.

The Board of Directors of the Company may decide whether the Company will increase its share capital in order to satisfy the option. In any case, a resolution of the Board of Directors of the Company may determine the maximum number of shares that may be acquired or issued if the beneficiaries exercise the option, the beneficiaries or classes of beneficiaries, the duration of the plan, the manner of exercising the option and any other relevant conditions, including the conditions for the exit of the beneficiaries from the plan.

### **B.3. FREE SHARE ALLOCATION PLAN, PURSUANT TO ARTICLE 114 OF LAW 4548/2018**

The Company may apply a free share allocation plan, under the terms and conditions to be defined on a case-by-case basis, in order to reward, attract and retain competent executives from the market (e.g. bonus for achieving specific targets, etc.). These plans are considered voluntary benefits, paid at the Company's discretion, subject to the Company's right to revoke, modify or terminate them at any time, without prejudice, however, to the exercise of the Company's right to revoke vested rights.

The total nominal value of the shares allocated under the free share allocation plan, added to the nominal value of the treasury shares that the Company may allocate under the option plan according to paragraph (B.2) above, may not exceed, in total, 10% (ten percent) of its paid-up share capital.

In any case, by resolution of the Board of Directors of the Company, the number of beneficiaries or their classes and any other conditions may be determined.

#### **B.4. ADDITIONAL BENEFITS (BENEFITS IN KIND)**

By decision of the Board of Directors, following a relevant recommendation of the Remuneration and Nomination Committee, the following additional benefits in kind may be granted to the executive members of the Board of Directors: a private car, a company credit card, a group Life and Health insurance policy, a civil/professional liability insurance policy and a pension plan with a maximum contribution of 10% each from the Company and the Board member.

These benefits in kind are additional voluntary benefits of the Company, which are paid on a discretionary basis and do not count towards or add to the fixed remuneration. The above benefits in kind may be modified or withdrawn, in whole or in part, by the Company at its discretion.

#### **4.3. Cases of deferral and non-payment/refund of variable remuneration**

In any event, variable remuneration, including the suspended portion thereof as set forth below, shall be paid or vested only if acceptable based on the Company's overall financial condition and justified based on the Company's performance.

The Board of Directors, upon the recommendation of the Compensation and Nomination Committee, may decide to implement malus or clawback arrangements up to 100% of the variable remuneration.

The criteria include, but are not limited to, evidence of misconduct or serious misconduct by a person subject to this remuneration policy that resulted in significant financial loss or damage, serious deterioration of the Company's performance and significant negative impact or damage to the Company's reputation, as well as regulatory sanctions for misconduct by the person subject to this remuneration policy.

In the event that the financial situation of the Company deteriorates significantly, especially in cases where the smooth continuation of its activities becomes uncertain, the payment of all or part of the planned variable remuneration is postponed.

Similarly, if the target achievement rate per unit/division in a year is negative then, for that year, there is the possibility of cancelling the performance of deferred variable remuneration.

If the individual performance level of the person subject to this remuneration policy is deemed to be inadequate then, following the recommendation of the Compensation and Remuneration Committee and the decision of the Board of Directors, the payment of any deferred variable remuneration for the year may be cancelled.

Similarly, if it subsequently emerges that the reasons that led to the payment or vesting of the specific variable remuneration to the person subject to this remuneration policy were incorrect, then the payment of all the deferred remuneration originally calculated may be cancelled.

The malus arrangement may be applied at the time of vesting of deferred remuneration, while for the clawback arrangement the Company may apply the arrangements after the payment or vesting of variable remuneration. The effect of this procedure is to reduce variable remuneration.

In cases where it is established that, through fraud or other equally serious cause, the Company has been misled by a person subject to this Remuneration Policy and granted variable remuneration, the Board of Directors may take all legal remedies to cancel or refund any short or long-term variable remuneration paid. Both the payment of variable remuneration over a period of more than one year and the possibility of reimbursement of variable remuneration paid are intended to link variable remuneration to performance over time and not just on an annual basis.

#### 4.4. Remuneration amount

The Company remunerates the members of the Board of Directors with a fixed remuneration, which is decoupled from the Company's performance but is, in any case, reasonable and competitive, to attract and retain persons having the appropriate administrative capacities, training, and experience to meet the performance of the managerial tasks assigned to them and the needs of the Company, avoiding situations of conflict of interest and competition.

The policy does not provide or variable remuneration for Board members, aiming at ensuring the prudent and sound management of the Company in the long term, given that the personal financial interest of executives that is associated with a variable remuneration may conflict with the long-term interests of the Company.

The objective is that the amount of remuneration should be in line with the average of the market in which the Company operates, and that remuneration should be reasonable and sufficiently competitive to enable the Company to attract and retain individuals with the appropriate management skills, training, experience and attitudes that the Company needs. The maintenance of competitiveness is ensured by monitoring the amount of remuneration in the Company's sector of activity - at a Greek and/or European level - through relevant surveys. In parallel with the assessment of the importance of the position, the academic background, the previous experience of the beneficiary is taken into account in order to determine the amount of fixed remuneration.

##### Executive Members

The executive members of the Board of Directors may receive fixed and variable remuneration, and may receive bonuses, participate in an incentive plan (stock options), as well as in a free share allocation plan, as described more specifically above (under article 4.2.B).

The executive members will receive a fixed annual remuneration per year, determined according to the scope and responsibilities of their role, based on the time spent in corporate affairs and also on the knowledge and experience of the members.

The remuneration paid relates to full and continuous involvement with corporate matters and includes the remuneration of the above for both their involvement in the Company's affairs and their participation in the boards of directors of the Company, subsidiaries and joint ventures in which the Company participates (regardless of the number and frequency of attendance).

The total fixed remuneration of the executive members for compensation for attendance at the Board of Directors and at the same time for remuneration from employment or any other relationship is not expected to exceed the amount of €475,000.00 per year.

##### Non-executive members

Non-executive members will be remunerated **only** with fixed annual earnings, determined on the basis of the time spent on the board, with a minimum of 2 board appearances per month, but also on the basis of the knowledge and experience of the members, as follows:

**Non-executive: up to the amount of 7,000.00€/year**

**Independent non-executive: up to the amount of 14,000.00€/year**

In addition, the Chairman of the Audit Committee will be paid an additional remuneration of €8,000.00/year.

There is no specific level of annual remuneration or pay increase, nor is a relevant upper limit. The determination of the remuneration for the non-executive director's by the Remuneration and Nomination Committee is based in the general remuneration market for the non-executive directors.

The policy does not provide for variable remuneration for non-executive members of the Board in order to avoid conflicts of interest in decision-making and to enable them to provide constructive criticism of management decisions involving risk-taking.

Furthermore, according to the provisions of paragraph 2, point a, of article 9 of Law 4706/2020 on corporate governance, in order to qualify a non-executive member of the Board of Directors as independent they should, both at the time of appointment and during their term of office, directly or indirectly not hold a percentage of voting rights exceeding zero point five percent (0.5%) of the Company's share capital and, at the same time, be free from financial, business, family or other types of dependency relationships, including the receipt of any significant remuneration or benefits from the Company or from a company affiliated with it.

To this end, the Company has established a framework to ensure that the remuneration and benefits received by independent non-executive members are consistent with their independence. Accordingly, the criteria that the Company takes into account in making its assessment of the materiality of the remuneration or benefit received by each independent non-executive member of the Board are summarized below:

- The size, internal structure, organization, complexity of the Company's activities, specific characteristics and sectors of activity.
- The skills, abilities, diversity, knowledge and experience of the member.
- The experience in business as well as in the wider community that the Board member has.
- The securing and effective use of the diversity and variety of each Board member.
- The requirements of the role of the Board member.
- The remuneration amounts of independent non-executive members in similar companies in the Greek market (monitoring of annual reports)

### **Directors General (non-Board members)**

The Company may delegate the duties of Director(s) General and their deputies to its executives who assume the role of heads of the Company's executive units. These executives need not necessarily be members of the Company's Board of Directors.

With regard to the remuneration of the Directors General and their deputies, the terms of this policy on the payment of fixed and variable remuneration to executive Board members apply.

### **Method of payment**

The General Meeting may authorize advance payment of remuneration to members of the Board of Directors for the period until the next ordinary General Meeting. The advance payment of remuneration is subject to approval by the next Ordinary General Meeting.

## **5. EMPLOYMENT CONTRACTS OF THE EXECUTIVE MEMBERS OF THE BOARD OF DIRECTORS AND THE DIRECTORS GENERAL**

Specifically for the remuneration of the executive members of the Board of Directors for services to the Company based on a special relationship, such as an employment contract, project or mandate, such remuneration is paid under the conditions of articles 99 to 101 of Law 4548/2018 and the applicable legislation, which shall be in force throughout the term of this Agreement. The Company has not entered into any agreements that create special obligations, other than the usual ones and those that are mandatory by law.

The duration of the employment contracts of the executive members of the Board of Directors and the Directors General will be determined as indefinite or fixed-term, as appropriate, by decision of the Board of Directors, following the recommendation of the Remuneration and Nomination Committee.

In the event of termination of the contract with an executive member of the Board of Directors or with a Director General, the notice periods and the payment of compensation shall be carried out either as stipulated by the relevant labor legislation, or as contractually determined and/or as approved by the General Meeting, in accordance with the provisions and arrangements of the law on the conclusion of an employment contract with a member of the Board of Directors in force at the time of its conclusion. The executive Board members of the Company, in such capacity of Board member, shall not be entitled to any lump sum payments or other compensation from the Company for the loss of the position of Board member.

The Board of Directors, following a proposal of the Remuneration and Nomination Committee, may also negotiate additional incentives in case of early termination of employment taking into account criteria such as the position of responsibility, experience, performance of the Board member, the operating results (EBITDA, EBIT) of the Company during the period of provision of their services.

## **6. REMUNERATION GOVERNANCE - IMPLEMENTATION OF THE REMUNERATION POLICY - DURATION OF VALIDITY - MONITORING OF THE IMPLEMENTATION OF THE POLICY - REVIEW.**

The procedure for the approval of the remuneration policy (and any amendments thereto) is set out in Law 4548/2018 (article 110), while the monitoring of its implementation is the responsibility of the Remuneration and Nomination Committee and the Board of Directors of the Company.

The Remuneration and Nomination Committee submits the policy to the Board of Directors for approval. When discussing the remuneration of a Board member, that member shall not be present during the discussion. Once approved by the Board, the policy is submitted for approval at the Company's annual General Meeting of shareholders.

This remuneration policy has been prepared by the Board of Directors, upon the recommendation of the Company's Remuneration and Nomination Committee, and will come into effect upon its approval by the Company's General Meeting of Shareholders on 28<sup>th</sup> June 2019, 15.07.2022, or any adjourned meeting approved. The shareholders' vote on the remuneration policy is binding.

The duration of the remuneration policy may not exceed four (4) years from its initial approval by the General Meeting.

The Company is obliged to submit the remuneration policy to a General Meeting for approval whenever there is a material change in the circumstances under which the approved remuneration policy was established and, in any case, every four (4) years after its approval.

In the event that the Company has a remuneration policy approved by the General Meeting and the General Meeting does not approve the proposed new remuneration policy, the Company may continue to pay the remuneration of the members of the Board of Directors only in accordance with the previously approved remuneration policy and submit a revised remuneration policy for approval by the next General Meeting.

## **7. DEVIATION FROM THE REMUNERATION POLICY**

Deviation from the approved remuneration policy is not permitted. Exceptionally and temporarily, such a deviation may be authorized to the extent that the Board of Directors deems it to be strictly necessary to serve the long-term interests of the Company as a whole or to ensure its viability. Such a deviation could not exceed a maximum of ten percent (10.00%) of the maximum amount of remuneration set out in **paragraph 4.3 4.4. above**. Such deviation will be disclosed at the next General Meeting of Shareholders and duly justified through the Remuneration Report, in accordance with Article 112 of Law 4548/2018.

## **8. ANNUAL REPORT ON THE REMUNERATION OF MEMBERS OF THE BOARD OF DIRECTORS.**

According to Article 112 of Law 4548/2018, the Board of Directors of the Company is required to prepare a clear and comprehensible remuneration report, upon the recommendation of the Remuneration and Nomination Committee, which contains a comprehensive overview of the total remuneration regulated by this policy for the last financial year and the minimum information required by the aforementioned article 112 of Law 4548/2018, as it will be in force from time to time.

The report shall also include any allowances granted or due to persons whose remuneration has been included in this remuneration policy during the last financial year, irrespective of whether they are newly elected or former members of the Board.

The remuneration report for the last financial year is submitted for discussion at the following year's Annual General Meeting as an agenda item.- The shareholders' vote on the remuneration report is advisory.

The remuneration report will remain available on the Company's website for a period of ten (10) years. Any retention of the remuneration report on the website for a period longer than ten years is permitted provided that the remuneration report no longer contains personal data on the members of the Board of Directors within the meaning of the European General Data Protection Regulation (EU) 2016/679.

## **9. DISCLOSURE OF INFORMATION RELATING TO THE COMPANY'S REMUNERATION POLICY.**

The approved remuneration policy of the Company, together with the date of its approval and the results of the vote, shall be subject to publicity formalities and remain available on the Company's website, free of charge, at least for as long as it is in force.