



NOMINATIONS COMMITTEE CHARTER

JULY 2021

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1. Introduction

The Nominations Committee Charter defines the role of the Committee, the process of fulfilling this role, the process of its convening and meetings, its composition and staffing, as well as the duties, responsibilities, and rules of its internal operation.

It is revised when deemed necessary and, in any case that the regulatory and institutional framework requires it and operates in addition to the current legislation.

Nominations Committee operates in accordance with articles 10 and 12 of Law 4706/2020, the Corporate Governance Code adopted by the Company and the provisions of the Company's Charter of Operation.

2. Role of the Committee

The Nominations Committee aims to support the Board of Directors in fulfilling its obligations to shareholders ensuring that the nomination of candidates for the Board of Directors is meritocratic and objective criteria, to ensure the smooth succession of its members, as well as Senior Management, aiming to the long-term success of the Company. In the context of its role, it identifies and proposes to the Board of Directors persons suitable for obtaining the status of a member of the Board of Directors, based on a procedure provided by Rules of Operation and in accordance with the nature of the Company. For the selection of candidates, it considers the criteria set by the Company, according to the Fit and Proper Policy it has adopted, as well as its size and purpose.

3. Committee Composition

The Nominations Committee shall be a Committee of the Board of Directors and shall consist exclusively of three members appointed by it. Its members are entirely non-executive and at least two of them are independent, within the meaning of article 9 of Law 4706/2020. The Chairman of the Committee is appointed as an independent non-executive member, who is elected by its members, when it is formed in quorum.

The members of the Nominations Committee should have sufficient and thorough knowledge in the field in which the Company operates, in order to have the ability to diagnose the suitability of persons destined to fill positions of the Board of Directors.

Participation in the Committee does not preclude the possibility of participating in other Committees of the Board of Directors.

The Nominations Committee may use any resources it deems appropriate, for the fulfillment of its purposes, including services by external consultants. It may also have unhindered and full access to the information it needs during the implementation of its duties.

4. Committee term of service

The term of service of the Committee's members shall be three years (3). Any remuneration of the Committee's members for their participation in it, in addition to their basic remuneration as members of the Board of Directors, is determined by the Remuneration Policy and approved by the General Meeting of the Company's Shareholders, considering, the complexity and breadth of their work, the time of employment required, their degree of responsibility and the level of remuneration of the other members of the Board of Directors.

The Board of Directors may elect members of the Committee in place of members who have resigned, died, or lost their status in any other way, in accordance with the applicable legislation and the required criteria. The term of service of the elected replaced member shall last until the next General Meeting of its Shareholders.

5. Tasks and responsibilities of the Committee

The tasks and responsibilities of the Nominations Committee are described below:

- It submits proposals for the Fit and Proper Policy.
- It submits proposals to the Board of Directors for the nomination of its candidates within the framework of the approved Fit and Proper Policy.
- It identifies and proposes to the Board of Directors the persons who are suitable for the acquisition of the membership of the Board of Directors, based on a procedure provided for in its Charter of Operation and in accordance with the nature of the Company.
- It shall submit proposals to the Board of Directors for the revision of the Fit and Proper Policy if necessary.
- Periodically it evaluates the size and composition of the Board of Directors and submits proposals for consideration regarding its desired profile.
- It assesses the existing balance of qualifications, knowledge, opinions, competences, experience related to corporate objectives as well as between the genders and based on this assessment, it describes the role and competences required to fill vacancies.

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- It shall inform the Board of Directors of the results of the implementation of the Fit and Proper Policy of the members of the Board of Directors and of any measures taken in the event of deviations.

6. Procedure for the appointment of the members of the BoD

6.1 Initiation of the process

The Procedure for the nomination of suitable candidates to fill the positions of the members of the Board of Directors may begin:

- following the occurrence of a substantial need for the appointment of a new member considering the findings of the evaluation process of the Board of Directors,
- due to the expiry of the term of office of a member,
- due to loss of membership (e.g., resignation)
- due to the current succession plan for Board members and Senior Executives.

6.2 Identify a required profile

An initial stage of the process is the determination of the appropriate and desirable profile for the position of the Board of Directors, based on:

- the Company's Fit and Proper Policy,
- the procedure for assigning executive tasks to the members of the Board of Directors and evaluating them.

6.3 Search for candidates

It is the responsibility of the Commission to initiate the process of nominating new candidates for new board members. Various methods may be applied to the search for candidates, such as:

- an overview of the succession plan of the members of the Board of Directors,
- study of proposals and views of other members of the Board of Directors, shareholders, and other stakeholders,
- assignment to an appropriate external consultant,
- other procedure/action, if necessary.

6.4 Evaluation of candidates

The Committee evaluates the candidate members considering the criteria set by the Company's Fit and Proper Policy and the required profile that has been determined. Indicatively, the evaluation of the candidate members is carried out on issues such as the following:

- adequacy of knowledge and skills, based on the examination of the CV and the interviews with each candidate,
- the guarantees of good character and reputation, through a survey of the history of the candidates and the publicly available information that may exist,
- any potential or actual situation/relationship leading to a conflict of interest,
- the independence of the candidate's judgment, which is revealed through interviews and/or skills tests,
- the eligibility and, in particular, the non-assistance of the candidates for reasons of fault in loss-making transactions,
- the existence of sufficient time for the candidates to perform their duties, based on their other notified other obligations,
- the fulfilment of the independence criteria based on the criteria of Law 4706/2020 for independent members.

In addition, the fulfilment of the criteria of collective suitability and diversity, as defined and mentioned in the Company's Fit and Proper Policy, is also evaluated with the necessary documentation. Indicatively, the following criteria are mentioned:

- the adequate representation per gender at a rate of twenty-five percent (25%) of the total number of members of the Board of Directors (according to Law 4706/2020, article 3 par. 1.b),
- the achievement of a sufficient number of independent non-executive members of the Board of Directors (not less than 1/3 of the total number of members of the Board of Directors in accordance with article 5 of Law 4706/2020)

6.5 Presentation to the Board of Directors

Once the evaluation process of the above criteria is successfully completed, the Committee prepares its final proposal for the recommendation of the candidate

member of the Board of Directors and the new composition of the Board of Directors. This presentation includes:

- the detailed CV of the proposed candidate member,
- the evidence of the Committee’s proposal confirming the coverage of the requirements of the specified profile for the position of the Member of the Board of Directors to be filled,
- the confirmation of the coverage of the individual criteria of collective and individual suitability based on the Fit and Proper Policy followed by the Company.

If the Board of Directors does not accept the candidate member, then the Committee has the responsibility to amend its proposal and to elect a new candidate member of the Board of Directors, from the other candidates. The proposal for the election of the members of the Board of Directors with the support of the Committee, is posted on the Company's website no later than twenty (20) days before the General Meeting.

7. Convening and meeting procedure

The Committee shall meet at least once a year and whenever necessary. The meetings take place either at the Company's offices or by videoconferencing, at a date and time specified by its President. The invitation with the items on the agenda, designated by the President, and the accompanying material shall be sent to the members of the Committee at least two working days before the scheduled meeting date.

The Committee shall be in a quorum when at least two of its members are present and participation by a representative shall not be permitted. Decisions shall be taken by an absolute majority of the members present and, in the event of a tie, the President's proposal shall prevail.

The Committee may invite to its meetings any person it considers to be able to assist it in the performance of its work.

One of its members should perform secretary duties, and along with the President, shall ensure that the minutes of the meetings of the Committee are kept correctly. After their approval by the members who are present, the minutes shall be signed and kept in a separate file from the minutes of the Board of Directors and the other Committees.

The members of the Nominations Committee shall be responsible for compliance with this Regulation and shall comply with the provisions of the Charter of Operation at the

extend that they are concerned and at the extend that they are involved in the Committee's work.

Any disagreement between the members of the Board, including the disagreement between the members of the Nominations Committee and the Board of Directors, shall be dealt at the level of the Board of Directors.

The Company's corporate governance statement shall describe the work of the Nominations Committee and indicate the number of its meetings per year.

The Committee operates based on this Regulation, which after being drafted it is submitted to the Board of Directors and posted on the Company's website.

