



REMUNERATION COMMITTEE CHARTER

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1. Introduction

The Remuneration Committee Charter defines the purpose, composition and staffing of the Committee, as well as the tasks, responsibilities, and rules of its internal functioning. It is revised when deemed necessary and, in any case, the Regulatory and Institutional framework requires it, and operates in addition to the current Legislation.

The Remuneration Committee operates in accordance with Articles 10 and 11 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 Remuneration Committee aims to provide advice and proposals to the Board of Directors of the Company regarding the general principles governing the management of the Company's human resources and specifically benefits and incentives of the executive members of the Board of Directors, executives, and employees of the Company, in accordance with market conditions and state of the economy in general. It ensures that the interests of shareholders are properly protected, and that the relevant remuneration is proportionate to the qualifications and the work provided by those who receive them, although the Board of Directors retains the full responsibility individually and collectively to act for the interest of the Company, which it defends.

3. Composition of the Committee

The Remuneration Committee is a Committee of the Board of Directors and consists 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 the members of the Committee when it is formed in quorum.

The members of the Remuneration Committee should have sufficient and thorough knowledge in the field in which the Company operates.

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

The Remuneration Committee may use the services of external consultants to carry out its tasks and, where necessary, shall be provided with the relevant adequate funds. It may also have unhindered and full access to the information it needs during the implementation of its duties.

4. Term

The term of office of the Committee members shall be three years (3). Any remuneration of the members of the Committee, 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 level 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 to replace 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 office of the elected member shall last until the next General Meeting of its Shareholders.

5. Tasks and responsibilities of the Committee

The tasks and responsibilities of the Committee are described below:

- It formulates the Company's general remuneration policy based on the guidelines it has received from the Board of Directors, which makes the final decisions.
- It makes proposals to the Company's Board of Directors regarding the Remuneration Policy of Article 110 of Law 4548/2018, which is submitted for approval to the General Meeting of Shareholders.
- It formulates proposals to the Board of Directors regarding the remuneration of individuals related to the scope of the Remuneration Policy in accordance with Article 110 of Law 4548/2018, to ensure that the Head of the Internal Audit Unit, Senior Managers and Consultants with a paid employment relationship are rewarded according to the Company's remuneration policy, the competition, the current institutional employment framework and the shareholders' interests.
- It examines the information contained in the Annual Remuneration Report in accordance with Article 112 of Law 4548/2018, providing its opinion to the Board of Directors prior to the submission of the Report to the Annual Ordinary General Meeting of Shareholders.

- It continuously monitors the progress of the total salary expenses of the staff and other related benefits in conjunction with the progress of the Company's operations and recommends to the Board of Directors, whenever a corrective measure is deemed necessary to protect the long-term interests of the parties concerned and the viability of the Company.

6. Convening and meeting procedure

The Committee shall meet at least once a year and whenever is necessary. The meetings take place either at the Company's offices or by video conferencing, at a date and time specified by its President. The invitation with the items on the agenda, designated by the President, as well as the accompanying material which 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 who considers to be able to assist it in the performance of its work.

One of its members should also have the responsibility of Secretary, who, together 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.

Compliance with the current Charter shall be the members of the Remuneration Committee concerned and shall comply with the provisions of the Rules of Procedure in the extend that they are concerned and in the extend that they are involved in the work of the Committee.

Any dispute between the members of the Board, including the disagreement between the members of the Remuneration 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 Committee and indicate the number of its meetings per year.

The Committee operates based on the basis of this Charter, which after its drafting is submitted to the Board of Directors and posted on the Company's website.

