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Remuneration and Nominations Committee Charter
Admie (Ipto) Holding S.A.

Approved by the Board of Directors Nr. 161 / 17 July 2026

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1. Intoduction

Pursuant to Article 10(2) of Law 4706/2020, which provides that the responsibilities of the Remuneration Committee and the Nomination Committee may be assigned to a single committee, the Company has established the Remuneration and Nomination Committee (hereinafter the "Committee"), with the responsibilities set out in Articles 11 and 12 of Law 4706/2020 and Articles 109 to 112 of Law 4548/2018.

The Rules of Procedure of the Remuneration and Nomination Committee set out the Committee's purpose, composition and structure, as well as its duties, responsibilities and rules governing its internal operation. These Rules of Procedure shall be reviewed whenever deemed necessary and, in any event, whenever required by the applicable regulatory and legal framework, and shall operate in conjunction with the applicable legislation.

The Remuneration and Nomination Committee shall operate in accordance with Articles 10, 11 and 12 of Law 4706/2020, the Corporate Governance Code adopted by the Company and the provisions of the Company's Rules of Procedure.

2. Purpose of the Committee

The purpose of the Remuneration and Nomination Committee is to provide advice and recommendations to the Board of Directors regarding the general principles governing the Company's human resources management and, in particular, the Remuneration Policy applicable to the members of the Board of Directors, the Company's executives and employees, taking into account market conditions and the economic environment in general. The Committee shall ensure that the interests of the shareholders are duly protected and that remuneration is commensurate with the qualifications and services provided by its recipients. The Board of Directors shall, however, retain full individual and collective responsibility for acting in the best interests of the Company.

The Committee shall also support the Board of Directors in fulfilling its obligations towards the shareholders by ensuring that candidates for election to the Board of Directors are identified through a merit-based and objective process, so as to ensure the orderly succession of Board members and senior executives with a view to the Company's long-term success. In the performance of its role, the Committee shall identify and recommend to the Board of Directors persons suitable for appointment as members of the Board of Directors, in accordance with the procedure set out in these Rules of Procedure and taking into account the nature of the Company. In selecting candidates, the Committee shall take into consideration the criteria established by the Company under its Suitability Policy, as well as the Company's size and purpose.

3. Composition of the Committee

The Remuneration and Nomination Committee is a committee of the Board of Directors and shall consist exclusively of three (3) members of the Board, appointed by the Board of Directors. All members of the Committee shall be non-executive members of the Board of Directors, and at least two (2) of them shall be independent within the meaning of Article 9 of Law 4706/2020.

The Chair of the Committee shall be an independent non-executive member of the Board of Directors and shall be elected by the members of the Committee upon its constitution.

The members of the Remuneration and Nomination Committee shall possess sufficient knowledge and experience in the sector in which the Company operates.

Membership of the Committee shall not preclude participation in other committees of the Board of Directors.

The Remuneration and Nomination Committee may engage the services of external advisers for the purpose of performing its duties and, where deemed necessary, shall be provided with adequate funding for that purpose. The Committee shall also have unrestricted and full access to any information required for the performance of its responsibilities.

4. Term of Office

The term of office of the members of the Remuneration and Nomination Committee shall coincide with the term of office of the Board of Directors and may be extended until the first Annual General Meeting of Shareholders convened following the expiry of their term of office.

Any remuneration of the members of the Committee for their participation therein, in addition to their basic remuneration as members of the Board of Directors, shall be determined in accordance with the Company's Remuneration Policy and approved by the General Meeting of Shareholders, taking into consideration, among other things, the complexity and scope of their duties, the time required for the performance of their responsibilities, the degree of responsibility involved and the level of remuneration of the other members of the Board of Directors.

The Board of Directors may appoint members to the Committee to replace members who have resigned, passed away or otherwise ceased to hold office, in accordance with the applicable legislation and the prescribed eligibility requirements. The term of office of any member appointed as a replacement shall continue until the next General Meeting of Shareholders.

5. Duties and Responsibilities of the Committee

The duties and responsibilities of the Committee shall be determined in accordance with Articles 11 and 12 of Law 4706/2020 and Articles 109 to 112 of Law 4548/2018, as well as the requirements of the Corporate Governance Code adopted and applied by the Company.

More specifically, the Remuneration and Nomination Committee shall be responsible for:

- formulating the Company's general remuneration policy, based on the guidelines provided by the Board of Directors, which shall retain the final decision-making authority;
- making recommendations to the Board of Directors regarding the Remuneration Policy provided for in Article 110 of Law 4548/2018, which shall be submitted to the General Meeting of Shareholders for approval;
- making recommendations to the Board of Directors regarding the remuneration of persons falling within the scope of the Remuneration Policy under Article 110 of Law 4548/2018, so as to ensure that the Head of the Internal Audit Unit, senior executives and advisers employed under salaried employment relationships are remunerated in a manner consistent with the Company's remuneration policy, market conditions, the applicable employment framework and the interests of the shareholders;
- reviewing the information included in the Annual Remuneration Report pursuant to Article 112 of Law 4548/2018 and providing its opinion to the Board of Directors before the Report is submitted to the Annual General Meeting of Shareholders;
- monitoring on an ongoing basis the overall personnel costs and other related employee benefits in conjunction with the Company's business performance, and making recommendations to the Board of Directors whenever corrective measures are considered necessary to safeguard the long-term interests of stakeholders and the sustainability of the Company;
- submitting recommendations to the Board of Directors regarding the nomination of candidates for membership of the Board of Directors within the framework of the approved Suitability Policy;
- identifying and recommending to the Board of Directors persons suitable for appointment as members of the Board of Directors, in accordance with the procedure set out in these Rules of Procedure and taking into account the nature of the Company;
- submitting recommendations to the Board of Directors for the revision of the Suitability Policy, where necessary;
- periodically evaluating the size and composition of the Board of Directors and submitting recommendations regarding its desired profile, taking into account the Board's strategy and the Company's Suitability Policy;
- assessing the existing balance of qualifications, knowledge, perspectives, skills and experience relevant to the Company's strategic objectives, as well as gender balance, and, on the basis of that assessment, describing the role and competencies required for the filling of vacant positions;
- informing the Board of Directors of the results of the implementation of the Suitability Policy applicable to the members of the Board of Directors and of any measures taken in the event of deviations;
- recommending the criteria for assessing the suitability of members of the Board of Directors, in particular with regard to integrity, reputation, adequacy of knowledge, skills, independence of judgement and the proper discharge of their duties. The selection criteria shall include, at a minimum, adequate gender representation amounting to no less than twenty-five per cent (25%) of the total number of members of the Board of Directors, as well as diversity criteria for the

selection of members of the Board of Directors;
- participating in the periodic evaluation of the members of the Board of Directors and the Chief Executive Officer. The results of such evaluation shall be communicated to the Chief Executive Officer and shall be taken into account in determining his or her variable remuneration; and
- preparing a comprehensive succession plan for the members of the Board of Directors and the Chief Executive Officer, while also playing a primary role in the design of succession planning for senior executives.

The Remuneration and Nominations Committee may use any resources it considers appropriate for the performance of its responsibilities, including the services of external advisers. Accordingly, the Company shall provide the Committee with adequate funding for that purpose.

6. Meeting and Procedures

The Committee shall meet periodically throughout the year, whenever deemed necessary and, at a minimum, to consider the following matters:

a) Annual evaluation of the Board of Directors and its Committees;
b) Review of the Annual Remuneration Report in accordance with Article 112 of Law 4548/2018, prior to its submission to the Annual General Meeting of Shareholders;
c) Preparation of the Committee's Annual Activity Report prior to the publication of the Company's Annual Corporate Governance Statement; and
d) Review and/or revision of the Rules of Procedure and Policies falling within its remit and/or implementation of the nomination process, where required.

The Committee shall meet whenever convened by its Chair, as often as deemed necessary. Minutes shall be kept of all meetings and shall be signed by the members of the Committee.

Meetings shall be held either at the Company's registered office or by means of teleconference, on the date and at the time determined by the Chair. The notice of meeting, including the agenda determined by the Chair and the relevant supporting documentation, shall be circulated to the members of the Committee at least two (2) business days prior to the scheduled meeting.

The Committee shall be deemed to be in quorum when at least two (2) of its members are present. Attendance by proxy shall not be permitted. Decisions shall be adopted by an absolute majority of the members present. In the event of a tie, the Chair shall have the casting vote.

The Committee may invite to its meetings any person whom it considers capable of assisting it in the performance of its duties.

One of the Committee's members shall act as Secretary and, together with the Chair, shall ensure that the minutes of the Committee's meetings are properly prepared and maintained. Following their approval by the members present, the minutes shall be signed and maintained in a separate file from the minutes of the Board of Directors and those of the other Board Committees.

The members of the Committee in office from time to time shall be responsible for compliance with these Rules of Procedure. All persons involved shall comply with the provisions hereof to the extent that they are applicable to them and insofar as they are involved in the work of the Committee.
Any disagreement among the members of the Board of Directors, including any disagreement between the Committee and the Board of Directors, shall be resolved at the level of the Board of Directors.

The Company's Corporate Governance Statement shall describe the work of the Committee and disclose the number of meetings held during each financial year.

The Committee shall operate in accordance with these Rules of Procedure, which shall be submitted to the Board of Directors for approval following their adoption and shall be published on the Company's website.

7. Procedure for the Nomination of Candidates for the Board of Directors

7.1. Initiation of the process

The process for identifying suitable candidates to fill vacancies on the Board of Directors may be initiated:

- immediately, where a material need arises for the appointment of a new member, taking into account the findings of the Board of Directors' evaluation process;
- upon the expiry of the term of office of a member;
- immediately, where a member ceases to hold office (e.g. resignation); or
- pursuant to the applicable succession plan for members of the Board of Directors and senior executives.

In any event, given that the term of office of the members of the Board of Directors is three (3) years, the process shall commence at least three (3) months prior to the expiry of the relevant term, so that sufficient time is available to evaluate the existing members and recommend their re-election or identify new candidates.

7.2. Determination of the required profile

The initial stage of the process consists of determining the appropriate and desired profile for the position on the Board of Directors, taking into account:

- the Company's Suitability Policy; and
- the process for assigning executive responsibilities to members of the Board of Directors and evaluating their performance.

7.3. Identification of candidates

The initiation of the process for identifying new candidates for membership of the Board of Directors shall be the responsibility of the Committee.

For the identification of candidates, various methods may be used, including:

- review of the succession plan for the members of the Board of Directors;
- consideration of proposals and views submitted by other members of the Board of Directors,

shareholders and other stakeholders;

- engagement of an appropriate external adviser; or
- any other process or action deemed necessary.

7.4. Evaluation of candidates

The Committee shall evaluate candidates on the basis of the criteria set out in the Company's Suitability Policy and the required profile determined for the relevant position.

Indicatively, the evaluation of candidates shall include consideration of the following:

- adequacy of knowledge and skills, based on the review of the candidate's curriculum vitae and interviews;
- integrity and reputation, through a review of the candidate's background and publicly available information;
- any actual or potential circumstances or relationships that could give rise to a conflict of interest;
- independence of judgement, as demonstrated through interviews and/or skills assessments;
- eligibility, including in particular the absence of any disqualifying circumstances arising from the candidate's responsibility for transactions detrimental to the Company;
- availability of sufficient time to properly discharge the duties of a member of the Board of Directors, taking into account the candidate's other disclosed commitments; and
- fulfilment of the independence criteria applicable to independent members under Law 4706/2020.

In addition, the Committee shall assess, on the basis of appropriate supporting evidence, compliance with the criteria relating to collective suitability and diversity, as set out in the Company's Suitability Policy. Indicatively, these include:

- adequate gender representation of at least twenty-five per cent (25%) of the total number of members of the Board of Directors, in accordance with Article 3(1)(b) of Law 4706/2020; and
- the appointment of a sufficient number of independent non-executive members of the Board of Directors (not less than one-third (1/3) of the total number of Board members), in accordance with Article 5 of Law 4706/2020.

7.5. Recommendation to the Board of Directors

Upon successful completion of the evaluation process described above, the Committee shall prepare its final recommendation to the Board of Directors regarding the proposed candidate and the proposed composition of the Board of Directors.

Such recommendation shall include:

- the detailed curriculum vitae of the proposed candidate;
- the supporting documentation demonstrating that the proposed candidate satisfies the requirements of the profile established for the relevant Board position; and
- confirmation that the candidate satisfies the individual and collective suitability criteria set out in the Company's Suitability Policy.

Should the Board of Directors decide not to approve the proposed candidate, the Committee shall revise its recommendation and identify another candidate from among the remaining candidates. The recommendation regarding the election of members of the Board of Directors, supported by the Committee, shall be published on the Company's website no later than twenty (20) days prior to the General Meeting of Shareholders.

8. Publication of the Rules of Procedure

Following their approval, these Rules of Procedure shall be published on the Company's website at www.admieholding.gr.

9. Entry into Force and Revision of the Rules of Procedure

These Rules of Procedure shall be approved by the Board of Directors of the Company.

The Committee shall periodically review the adequacy of these Rules of Procedure in light of any new requirements and risks and shall consider whether any amendments are necessary.

Any proposal for the amendment of these Rules of Procedure may be submitted by the Committee or by any member of the Board of Directors to the Board of Directors of the Company, which shall have the final responsibility for approving any amendments to these Rules of Procedure.

A. 89 Dyrrachiou and Kifisou str., 104 43, Athens, Greece
T. +30 210 3636936
E. office@admieholding.gr www.admieholding.gr
GEMI: 141287501000