



Remuneration and Nomination Committee Charter

DECEMBER 2022

TABLE OF APPROVALS OF THE INITIAL VERSION	
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Board of Directors	16/12/2020

LIST OF REVISIONS				
REV.	DATE	DESCRIPTION OF CHANGES	PAGES REVISED	APPROVAL
1.	14/07/2021	Update of the text pursuant to Law 4706/2020	Update of the text pursuant to Law 4706/2020	Board of Directors
2.	16/12/2022	Update of the text pursuant to Hellenic Corporate Governance Code	Update of the text pursuant to Hellenic Corporate Governance Code	Board of Directors

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INTRODUCTION

The Remuneration and Nomination Committee ("**Committee**") of the société anonyme under the corporate name "ATTICA HOLDINGS SOCIÉTÉ ANONYME" ("**Company**") assists the Board of Directors ("**BoD**") a) in matters concerning the staffing of the Company's BoD and senior management pursuant to the applicable legislation, and b) in the implementation of the approved Remuneration Policy.

PURPOSE

The main purpose of the Committee is:

A.1 Nomination of Candidates

- Ensuring that there is an effective and transparent procedure for the nomination of candidates for directorship;
- Identifying and proposing to the BoD individuals eligible for directorship;
- Assisting in ensuring that the composition and structure of the Company's BoD correspond to the size, business characteristics, nature, scope, and complexity of the Company's activities.

A.2 Remuneration-Setting Procedure

- Making proposals to the BoD on the content of the Remuneration Policy submitted to the General Meeting for approval, per Article 110(2) of Law 4548/2018, and assisting the BoD in monitoring its implementation;
- Making proposals to the BoD on the remuneration and other benefits of persons falling within the scope of the Remuneration Policy, per Article 110 of Law 4548/2018, and on the remuneration of senior management and, in particular, the Director of the Internal Audit Department;
- Examining the information included in the final draft of the annual Remuneration Report, providing its opinion to the BoD, before the report is submitted to the General Meeting, per article 112 of Law 4548/2018.

POWERS

B.1 Nomination of Candidates

The Committee's role concerning the nomination of candidates is as follows:

- It submits proposals to the BoD about the content of the Suitability Policy of BoD members and any amendments thereto, if necessary;
- It may assist the BoD in adopting suitability criteria for BoD members, both individually and collectively, including diversity criteria;
- It makes proposals on the structure and composition of the BoD, taking into account the size, business characteristics, nature, scope, and complexity of the Company's activities;
- It examines the balance of qualifications, knowledge, skills, and experience related to corporate goals within the BoD and describes the role and skills required to fill vacancies;
- It identifies and proposes to the BoD persons eligible for directorship, in accordance with the terms of the Company's Suitability Policy and the procedure provided in this Charter. In this context, it coordinates the process of selecting candidates suitable for placement in vacant positions of the BoD.
- It examines potential conflicts of interest to the extent that the BoD members are prevented from performing their duties independently and objectively ("independent will"), submitting corresponding reports to the BoD;
- It supports the BoD in reviewing whether the Independent Non-executive Directors fulfil the independence criteria and reports to it any cases where an Independent Non-executive Director does not fulfil or ceases to fulfil the above criteria;
- It may assist the BoD in the context of the integration of new directors in the BoD during the induction/briefing procedure, to inform them about the Company's culture and strategy, in accordance with the BoD Members Training Policy adopted by the Company;
- It examines whether the composition of the BoD meets the requirements of the law, the Articles of Incorporation, and the Corporate Governance Code adopted by the Company.

B.2 Procedure for the Identification and Evaluation of BoD Members

The Company's BoD shall be responsible for selecting candidates for directorship and proposing them to the General Meeting of Shareholders for election.

The Committee plays a primary role in the nomination process. The process is clearly defined and transparently implemented in a manner that ensures its effectiveness.

To identify and evaluate the appropriate proposed candidates for filling vacancies in the BoD, the Committee may work with the Company's executives, as well as specialized companies providing such services. It should be noted that the shareholders may also submit proposals for candidates for directorship.

The Committee shall evaluate all candidates in accordance with the criteria for individual and collective suitability as defined in the Company's Suitability Policy. The respective evaluation shall be recorded in minutes of the Committee.

At the start of the selection procedure, the Committee shall prepare a description of the role's requirements, the qualifications, and the skills that each candidate should fulfil. The Committee shall evaluate at a dedicated meeting the candidates for directorship who meet the criteria of the Suitability Policy.

The respective evaluation of the qualified candidates shall be forwarded to the BoD to be examined. The BoD shall then review the respective proposals, and the cases of candidates approved based on a decision of the BoD shall be submitted as a proposal to the General Meeting of Shareholders for election.

B.3 Periodic Evaluation

The Committee defines the evaluation parameters:

- regarding the evaluation of the Board of the Directors as a body,
- regarding the individual evaluations of the Chief Executive Officer and the BoD Chairman, to which evaluations it also presides,
- regarding the determination of a targeted profile for the BoD composition in the context of the Company's strategy and Suitability Policy.

The BoD Chairman, in collaboration with the Remuneration & Nomination Committee, presides over the evaluation process of the Board of Directors and its statutory Committees.

Furthermore, the Committee presides over the succession plan of the CEO and the BoD members.

B.4 Remuneration-Setting Procedure

The Committee's role concerning the Remuneration-Setting Procedure is as follows:

- It supports the BoD in the planning, formulation, and utilization of the Remuneration Policy and assists the BoD in supervising and monitoring the implementation of the Policy and the related practices, procedures, and incentives;
- It makes proposals on the content of the Remuneration Policy, and any revisions thereof, where necessary, taking into account the Company's strategy and business objectives, the conditions prevailing in the economy and the industry in which the Group operates, and the needs identified by senior management where appropriate;
- It makes proposals to the BoD on the remuneration and other benefits of persons falling within the scope of the Remuneration Policy, per Article 110 of Law 4548/2018, the parameters used for defining them, as well as on the remuneration of senior management and, in particular, of the Director of the Internal Audit Department;
- It examines the information included in the Annual Remuneration Report, per the provisions of the law and the Corporate Governance Code, providing its opinion to the BoD, before its submission to the General Meeting of Shareholders;
- It may submit to the BoD a report describing its work for inclusion in the Company's Corporate Governance statement.

COMPOSITION AND TERM OF OFFICE

The Committee was established per Resolution of the Ordinary General Meeting of 27.08.2020. Its composition and term of office are described below:

- The Committee members are appointed by the Company's BoD,
- Independent non-executive members shall be the majority of the Committee's members. More specifically, the Committee shall consist of three (3) members elected from among the non-executive BoD members. At least two (2) members shall be independent non-executive BoD members.
- The President of the Committee shall be elected by the Committee members at its first meeting after its establishment and shall be an independent non-executive BoD member.
- The members of the Committee must possess knowledge, experience, and skills relevant to and appropriate to the nature of the tasks they are required to perform;
- Decisions of the Committee shall be taken by unanimity of its members;
- The Committee's term of office shall be three years, corresponding to the term of office of the BoD, and shall be automatically extended until the first Ordinary General Meeting after its expiry;

- The participation in the Committee shall not preclude participation in other board committees, provided that this does not affect the proper performance of the person's duties as a member of the Committee;
- In the event of a vacancy in the Committee, including, but not limited to, as a result of resignation, death, or loss of the capacity of member, the BoD shall without delay appoint a new member from among its existing members to replace the one who has ceased to hold office, for the period up to the end of their term of office.

MEETINGS

The Committee shall meet at least once a year and in special session whenever the President or any of its members deem it necessary and shall keep minutes of its meetings.

The President of the Committee shall formulate and introduce the items on the agenda. The minutes of the meetings, including the recommendations of the Committee, shall be signed by its members. The Committee members shall participate in the meetings either in person or by teleconference.

The Committee may invite other staff of the Company to its meetings, depending on the issues to be discussed, and use any other resources it deems appropriate to fulfil its purpose, including the services of external advisors.

By decision of its President, the Committee may meet legally by electronic means. In application of Article 94(1) of Law 4548/18 *mutatis mutandis*, the documentation and signing of minutes by all members of the Committee, in turn, shall be equivalent to a decision of the Committee.

REMUNERATION OF MEMBERS

The members of the Committee may receive remuneration for their participation in it, in addition to their basic annual remuneration as Board Directors.

REPORTING SYSTEM

The President of the Committee shall inform the BoD of:

- The Committee's proceedings,
- The Committee's suggestions and proposals on matters falling within its remit.

ASSESSMENT OF THE COMMITTEE'S WORK

The Committee may perform a self-assessment of its work and its effectiveness and submit proposals to the BoD for improvements. The Chairman of the Committee is responsible for organizing its evaluation.

In addition, it may recommend to the BoD that this Charter be amended when deemed necessary following its review and reassessment.

PERSONAL DATA

The Committee does not include in the Remuneration Report special categories of personal data within the meaning of Article 9(1) of the General Regulation (EU) 2016/679 of the European Parliament and of the Council or personal data concerning the family status of the Company's Board Directors. The Committee processes the Board Directors' personal data included in the Remuneration Report as part of its legal obligation under Article 112 of Law 4548/2018, only for the purpose of increasing corporate transparency as regards the remuneration of Board Directors, aiming at enhancing the accountability of Directors and the supervision of shareholders over such remuneration.

In addition, the personal data collected during the procedure for the nomination of candidates for directorship are maintained and managed pursuant to the General Data Protection Regulation (EU) 2016/679.

APPROVAL / REVISION / PUBLICATION

The Committee's Charter shall enter into force after its approval by the BoD and shall be published on the Company's website.

The Committee's Charter shall be revised by a decision of the BoD.