



OPERATING REGULATION
OF THE
REMUNERATION AND NOMINATIONS COMMITTEE

Version Control			
Date	Version	Approver	Notes
15/07/2021	1.0	BoD	Initial Approval
22/10/2024	2.0	BoD	Update

Related Documents
<p>Suitability Policy of the members of the Board of Directors</p> <p>Evaluation Procedure of the Board of Directors and its Committees</p> <p>Independence Notification Procedure of the independent members of the Board of Directors</p> <p>Remuneration Policy</p>

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1. Introduction

The Remuneration and Nomination Committee of "Gr. Sarantis S.A." (hereinafter "the Company") operates as a single committee in accordance with Article 10, Paragraph 2 of Law 4706/2020. Its purpose is to attract and retain suitable and capable members of the Board of Directors (BoD), ensuring they are motivated to achieve the performance expected by shareholders while also considering the Company's sustainability objectives. Additionally, the Committee oversees the formation and monitoring of remuneration and other benefits within the framework of the Company's Remuneration Policy.

This Operating Regulation (hereinafter "the Regulation") is prepared in accordance with Articles 10, 11, and 12 of Law 4706/2020, Law 4548/2018, and Circular No. 60 of the Capital Market Commission, titled *"Guidelines for the Suitability Policy of Article 3 of Law 4706/2020."* It also aligns with the Greek Corporate Governance Code for listed companies, which the Company applies.

2. Approval, revision and notification of the Regulation

The Regulation is approved by the Board of Directors based on a recommendation from the Remuneration and Nomination Committee, in accordance with Article 3, Paragraph 1 of Law 4706/2020. Amendments require Board approval. Any modifications introducing deviations or significantly altering the content—particularly regarding fundamental principles and criteria—are considered material.

The current version of the Regulation is published on the Company's website.

3. Type, composition and term of office

The Remuneration and Nomination Committee consists of at least three (3) non-executive Board members, with at least two (2) being independent non-executive members as defined by Article 9 of Law 4706/2020. Independent non-executive members must form the majority of the Committee.

The Board appoints the Committee's Chair, who must be an independent non-executive member. The Committee members collectively possess sufficient knowledge of the Company's industry.

The term of office for Committee members aligns with the Board's term. Participation in the Committee does not prevent members from serving on other Board committees unrelated to daily corporate administration.

Committee members must not hold positions or conduct transactions that create conflicts of interest. In the event of resignation, death, or loss of membership, the Board appoints a

replacement from its existing members for the remainder of the term, in accordance with Article 82, Paragraphs 1 and 2 of Law 4548/2018.

4. Role, duties and responsibilities

The Committee's responsibilities are defined by applicable laws and tailored to the Company's size, ownership structure, organization, operations, and industry.

Responsibilities Related to Candidacy Matters:

Within the framework of this continuous monitoring and evaluation of the Board of Directors and the Committees, the following are examined indicatively:

- Identifies and proposes suitable candidates for Board membership, considering criteria set by the Company's Suitability Policy.
- Oversees the succession planning for the CEO and Board members.
- Establishes selection criteria and appointment procedures for Board members.
- Collaborates with the Human Resources Department, Regulatory Compliance Unit, Legal Service, or Internal Audit Unit as needed to develop and monitor the Suitability Policy.
- Reviews and proposes updates to the Suitability Policy in cooperation with the Regulatory Compliance Officer.
- Assesses the balance of qualifications, experience, skills, and gender representation on the Board.
- Assists in evaluating the performance of the Board, its committees, and its members, proposing improvements where necessary.
- Assists the Board in the process of reviewing the independence of the independent non-executive members of the Board and recommends changes as needed.

Responsibilities Related to Remuneration Matters:

The Committee:

- Proposes the Remuneration Policy, which the Board submits for shareholder approval in accordance with Article 110, Paragraph 2 of Law 4548/2018.
- Monitors the implementation of the Remuneration Policy.
- Recommends remuneration for individuals covered by the Remuneration Policy, including the Company's management and the Head of the Internal Audit Unit.
- Reviews and provides opinions on the draft annual remuneration report before submission to the General Meeting, in accordance with Article 112 of Law 4548/2018.
- Ensures the remuneration report is publicly available on the Company's website for ten (10) years.
- Identifies and addresses potential conflicts of interest related to senior management remuneration.

5. Operation

- The Committee meets regularly, at least twice a year or on an extraordinary basis, whenever necessary, keeps minutes of its meetings and submits reports to the Board of Directors, if deemed necessary.
- Meetings take place at the Company's headquarters or another location, with participation possible in person or via videoconference, or by rotation, as per Article 90 of law 4548/2018. Accompanying documents concerning specific items on the agenda may be submitted exceptionally less than three working days before the meeting, at the discretion of the Chairman of the Committee.
- The Committee is quorate when at least two members are present.
- The Chair coordinates the meetings.
- No member participates in discussions or decisions regarding their own remuneration.
- The Committee may invite external advisors or other individuals to assist in its work.
- Meeting minutes are recorded in accordance with Article 93 of Law 4548/2018.
- The Head of the Regulatory Compliance Unit acts as the Committee Secretary.
- The Committee has full access to relevant information and may use external resources as needed.
- The Committee conducts periodic evaluations of its effectiveness.