

**REPORT OF THE BOARD OF DIRECTORS  
OF THE SOCIETE ANONYME WITH THE NAME  
“GRIGORIS SARANTIS INDUSTRIAL AND COMMERCIAL COMPANY OF COSMETICS,  
APPAREL, HOUSEHOLD AND PHARMACEUTICAL PRODUCTS SOCIETE ANONYME”**

**ON THE REVISION OF THE COMPANY'S REMUNERATION POLICY  
(in accordance with the provision of Article 111 par. 2 of Law 4548/2018).**

To the General Meeting of the Shareholders of the societe anonyme with the name "GRIGORIS SARANTIS INDUSTRIAL AND COMMERCIAL COMPANY OF COSMETICS, APPAREL, HOUSEHOLD AND PHARMACEUTICAL PRODUCTS SOCIETE ANONYME" (the "Company")

Dear Shareholders,

The Board of Directors of the societe anonyme with the name "GRIGORIS SARANTIS INDUSTRIAL AND COMMERCIAL COMPANY OF COSMETICS, APPAREL, HOUSEHOLD AND PHARMACEUTICAL PRODUCTS SOCIETE ANONYME" (hereinafter referred to as the "Company") decided to establish a new Remuneration Policy for the Company. The new Remuneration Policy of the Company will be approved by the General Meeting of the Company's shareholders in accordance with par. 2 of Art. 111 and par. 2 of Art. 110 of Law 4548/2018.

In this regard, the Board of Directors wishes to bring to the attention of the General Meeting the following:

**I. Changes**

The new Remuneration Policy succeeds, merges and replaces any previous remuneration policy, and, therefore, the benefits and remuneration provided for by the new Remuneration Policy only shall apply.

**A. Non-Executive Members**

The new Remuneration Policy provides for the Non-Executive Members fixed remuneration, i.e. Annual Fixed Compensation, determined on the basis of the time required for attending the meetings of the Board of Directors, its Committees, as well as the time of preparation for their participation, and is determined by a specific table per role of each member, with the possibility of adjusting it by decision of the Board of Directors up to a maximum of 25% following a proposal from the Nominations and Remuneration Committee.

The Annual Fixed Compensation does not include any benefits does not include any expenses incurred to serve the Company's operation, such as mileage compensation, travel expenses and so on. Non-Executive Members do not participate in the Short-Term Incentive Plan (Bonus), in the Long-term Incentive Plan (LTI) nor in the Other Benefits, as described in Article 5.2 of the new Remuneration Policy entitled "Other Benefits and Pension Scheme".

Pursuant to Article 25 (3) of the Articles of Association, the Non-Executive Members of the Board of Directors receive their Annual Fixed Compensation from the distribution of profits and following a relevant decision of the annual ordinary General Meeting, as specified in Articles 109 - 112 of Law 4548/2018.

## **B. Executive Members**

The remuneration of the Executive Members of the Board of Directors consists of:

- (a) the Fixed Remuneration,
- (b) the Short-Term Incentive Plan ("Bonus"), provided that the conditions laid down therein are met.
- (c) the Long-Term Incentive Plan ("LTI"), provided that the conditions prescribed therein are met; and
- (d) Other Benefits, as described in Article 5.2 of the new Remuneration Policy entitled "Other Benefits and Pension Scheme", namely company car, mobile phone, health insurance, fuel card, as well as a group insurance pension scheme, in line with the market conditions.

Also, in accordance with Article 25 (3) of the Articles of Association, the Executive Members of the Board of Directors may, by decision of the annual ordinary General Meeting, participate in the annual distribution of the Company's profits, as specified in Articles 109 - 112 of Law 4548/2018.

## **II. Explanation of changes**

The new Remuneration Policy provides, in addition to its fixed remuneration and other benefits, for variable remuneration linked exclusively to the performance with a view to achieving both short-term and long-term strategic objectives of the Company, its sustainability, as well as the alignment of the interests of the persons entitled under the new Remuneration Policy with those of the shareholders, in order to forge the feeling of loyalty of its executives in achieving the Company's strategic objectives over time.



**Dear Shareholders,**

For all the above reasons, the Board of Directors of our Company considers that the new Remuneration Policy of the Company is justified and rational in business terms. To this end, it submits to the General Meeting of the Company's shareholders this report and recommends the adoption of a relevant decision for the approval of the new Remuneration Policy of the Company.

Marousi, 8 November 2023

**THE BOARD OF DIRECTORS**