



REMUNERATION AND NOMINATIONS COMMITTEE BYLAWS

Responsible Unit	Remuneration and Nominations Committee of the Board of Directors of EYDAP S.A.
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1. PURPOSE

(1) These Bylaws set out in detail the principles, competences and operating procedures of the Remuneration and Nominations Committee (hereinafter the Committee) of the Company with the corporate name EYDAP S.A. or EYDAP (hereinafter the Company) in accordance with the applicable legislation, the Corporate Governance Code and the Company's Bylaws.

(2) The Committee assists the Company's Board of Directors in a transparent manner on issues relating to the remuneration of the BoD members and the line-up and identification of suitable BoD members in accordance with the regulatory framework in force at the time, Company policies and these Bylaws.

(3) As far as remuneration is concerned, the Committee is responsible not only for the remuneration of the BoD members, where that is permitted under the Company statutory and supervisory framework, but also for the remuneration of the Senior Executive Members of the Executive Committee of the Company, Senior Executives recruited by BoD Decision, as well as the head of the Internal Audit Unit, in accordance with Article 11 of Law 4706/2020.

(4) More specifically, the purpose of the Committee is to prepare, update and supervise the Remuneration Policy and to review the Remuneration Report under Articles 110 to 112 of Law 4548/2018. The Remuneration Policy sets out in a transparent, clear and comprehensible manner the remuneration and benefits framework for the said persons, in compliance with the applicable legislative framework. Moreover, when preparing the Remuneration Policy existing practices are taken into account as well as the Company's long-term business plan and the public interest the Company promotes as a Company whose majority of the share capital is owned by the Greek State pursuant to article 64 of Law 5045/2023 but also as a Company listed in Chapter II of Law 3429/2005, based on the range and complexity of its activities and the extent of the responsibility assumed by the BoD members.

(5) The Committee also has a primary role in the nomination process and in planning the succession plan for BoD members and Senior Executive members of the Executive Committee and Senior Executives recruited by BoD Decision. It identifies and proposes to the Board persons suitable for BoD membership and assesses the suitability of existing and prospective BoD members in accordance with the Company's Board Nomination Policy. The nomination process of the above candidates by the Committee is clearly defined and is applied in a transparent manner and in a way that ensures its effectiveness.

2. COMPOSITION AND TERM OF COMMITTEE MEMBERS

(1) The Committee consists exclusively of non-executive members of the Board, the majority of whom are independent, within the meaning of the provisions of Law 4706/2020 on corporate governance, as in force from time to time.

(2) Members of the Committee are selected and appointed by the BoD and their number may not exceed five (5) members or be less than three (3) members and there must always be an odd number.

(3) The Board of Directors shall be responsible for precisely determining the number of Committee members and for increasing or reducing the number of members within the framework laid down in paragraph 2.

(4) Participation by a member in the Committee shall not preclude the participation in other Committees where this does not affect the proper performance of their duties as a member of the Committee.

(5) An independent non-executive member of the Board is appointed as Chairman of the Committee, who is responsible for planning and conducting meetings. The Chair of the Company's BoD may be a member of the Committee but may not chair it if they are not an independent member. Where the Chairman of the Board is a member of the Committee they may not be involved in setting their own fee. The member of the Committee appointed as its Chairman should have served in the Committee as a member for at least one year unless at the time of the setting up of the Committee all the independent members of the Board are newly elected. The Chairman of the Committee shall be responsible for organizing and evaluating the Committee.

(6) Members of the Committee should have knowledge of issues relating to its competences and experience from similar Committees, and should have a broader knowledge of the best practices applied to remuneration for senior positions in corporations and organizations and to persons eligible for membership of the Board of Directors.

(7) The term in office of members of the Nominations Committee coincides with the term in office of the Board, which can be renewed. In all events their term in office on the Committee shall not exceed nine (9) years overall.

(8) Where a member or members of the Committee resigns or lose their position in any other manner, the Company's BoD shall elect one of its members as a replacement for the remainder of the term in office of the member or members who are replaced.

3. DUTIES AND RESPONSIBILITIES

(1) In discharging its duties, the Committee takes into account the size of the Company, the diversity and complexity of its activities, the legislative and regulatory framework, the financial situation, the business strategy, the Company's long-term interests and viability, and other factors it considers that need to be taken into account.

(2) The Committee's duties are as follows:

i. It provides guidelines, formulates proposals and ensures that a Remuneration Policy plan is prepared by the Division with suitable advice from the Legal Services and Internal Audit Division and/or a third party specialized in remuneration and benefits issues.

ii. It makes recommendations to the Board about the Remuneration Policy and makes recommendations about the remuneration framework, including the following as a minimum:

- proposals submission regarding the remuneration of the BoD members, as well as of the Chair of the Board Committees and the BoD members who participate in Board Committees, the Senior Executives of the Company's Executive Committee, the Senior Executives recruited by decision of the BoD as well as the head of the Internal Audit unit in accordance with article 11 of Law 4706/2020, if this is allowed under the applicable institutional and supervisory framework.

- proposals submission on how to determine the fixed part of the remuneration of executive members of the Board, taking into account the applicable legislative and regulatory framework, competition, attracting and retaining capable executives at the Company, and the Company's long-term plans.

- examination and submission of proposals to the Board (and via it to the General Meeting of Shareholders) about the overall size of annual variable remuneration based on incentives such as bonuses, stock options plans for Company executives for which variable remuneration has been set.

- proposal submission of performance targets relating to the variable remuneration of Directors.

- Each year re-examination of the remuneration of executive members of the Board and other terms of their contracts with the Company, including compensation in the case of departure and pension arrangements, taking into account Company performance and market developments.

iii. It monitors the way the remuneration and working conditions of Company employees were taken into account in determining the remuneration policy in collaboration with the Remuneration and Employment Relation Division

iv. It is responsible for determining the remuneration system for the BoD members and Senior Executives of the Executive Committee of the Company, Senior Executives recruited by BoD Decision and making a recommendation thereon to the BoD which decides on such matters and/or makes recommendations to the General Meeting where that is required.

v. It makes recommendations to the Board about issues which require an amendment or revision of the Remuneration Policy, explaining in particular all changes which need to be incorporated into the current Remuneration Policy and the necessity of amending or revising it.

vi. It oversees proper implementation of the Remuneration Policy via the findings and reports of the Internal Audit Division which it receives.

vii. It reviews prior to its submission to the General Meeting of Shareholders the draft of the Remuneration Report required by Article 112 of Law 4548/2018, which is prepared by the Company's competent Divisions (e.g. the Remuneration and Employment Relations Division)

viii. When an external consultant has been engaged on remuneration issues, he reports to the committee which is responsible for providing guidance and for monitoring. The external consultant shall be referred to in the Company's annual report along with a statement about any possible relationship between him and the Company or individual Directors.

ix. It ensures that the contracts of executive members of the Board provide that the Board may demand the return of all or part of the bonus paid due to breach of contractual terms or inaccurate financial statements from prior periods or generally based on erroneous financial data used to calculate the bonus.

x. Ensures the development of a clearly defined and transparent nomination procedure for candidates (Board members, Senior Executives members of the Executive Committee and Senior Executives recruited by BoD Decision) and oversees its implementation in a way that ensures its effectiveness.

xi. Identifies and propose to the Board of Directors persons suitable to become a member of the BoD of the Company, in accordance with the Company's Board Members Nomination Policy. To this end, it may request the assistance of a third party qualified consultant or assign specific tasks in the context of this process, such as, but not limited to, conducting a search for suitable candidates for Board members, conducting exploratory contacts with potential candidates for Board members, conducting interviews, creating a list of preferred candidates, etc.

xii. Oversees the implementation of the nomination process identified in collaboration with the Executive Management with respect to Senior Executive members of the Executive Committee and Senior Executives recruited by Board Decision, and ensures that the final proposals of the CEO before submission to the Board for approval are thorough and meet the essential role characteristics and specific qualifications required of the candidate for the position, as appropriate.

xiii. Oversees the individual and collective suitability of the BoD members, particularly in order to identify, in the light of any new event, cases where re-evaluation is considered necessary.

xiv. It records the results of the suitability assessment, and in particular any weaknesses identified between the envisaged and the actual individual and collective suitability, as well as any necessary corrective measures to be taken.

xv. It ensures that members of the Board are evaluated in relation to their performance, their participation in the Board of Directors and Committees and the performance of their duties in general. More specifically, each year the Board evaluates its own effectiveness, the fulfilment of its duties as well as of its Committees.

The BoD collectively and the Chair, the CEO and the rest of the members shall be evaluated each year to ensure effective fulfilment of their duties. At least every three years this evaluation is facilitated by an external

consultant. The evaluation procedure is headed by the Chair of the Board of Directors in collaboration with the Committee. The BoD also evaluates the performance of its Chair, a procedure overseen by the Committee.

xvi. Based on best practices, the Committee determines the evaluation parameters and oversees: evaluation of the Board, the individual evaluations of the CEO and Chair, the succession plan for the CEO and BoD members, a targeted profile of the Board's composition in relation to the Company's strategy and the Nomination Policy of the Company.

Where the Chair of the Board participates in the Committee, he shall refrain from discussing his own evaluation.

xvii. It assists the Board in ensuring a suitable succession plan to ensure the problem-free continuation of management of Company affairs and decision-making after the scheduled or unforeseen departures of Directors.

xviii. It prepares a succession plan for the CEO and ensures in this case for the: identification of the required quality characteristics that the person of the CEO should have, the ongoing monitoring and identification of potential internal candidates, if deemed necessary, the search for potential external candidates, and the dialogue with the CEO on the evaluation of candidates for his position and other senior management positions.

xix. It contributes to the preparation and monitoring of the implementation of the Nomination Policy and periodically evaluates it at regular intervals or when significant events or changes occur.

xx. It periodically examines the Board's needs for renewal in a consistent manner.

xxi. It ensures the preparation and implementation of the induction program for new Board members and the continuing education programs for Board members.

4. FUNCTION

- (1) The Committee is convened exclusively by the Chair or, where he/she is absent or unable to attend, by his/her substitute.
- (2) The Committee meets regularly at least 4 times a year and in all events before preparing the Remuneration Policy, the Annual Remuneration Report and the recommendation on the annual remuneration of Directors, and on an extraordinary basis whenever it considers this necessary to perform its mission.
- (3) More specifically, the Chair of the Committee reserves the right to convene extraordinary meetings when necessary to discuss important issues. The Committee meets following an invitation from its Chairman who prepares the agenda and makes recommendations on the items on the agenda. Each member of the Remuneration Committee reserves the right to request in writing that the Chairman of the Committee convene a meeting to discuss specific issues.
- (4) Convening of the Committee shall be notified to the other members at least 3 working days before the meeting or 4 working days where the place of the meeting is not the Company's seat. The invitation sets out the items on the agenda, the date, time and place of the Committee meeting. An invitation is not required where all members are present on the date of the meeting and none of them disagree with the meeting being held.
- (5) Members of the Committee may meet either in the physical presence of its members at the Company's seat or at any location suitable for the purpose of the meeting, or remotely via teleconference or in any other manner considered appropriate. One member of the Committee may be represented by another single member following special authorisation notified to the Chairman of the Committee before the meeting.
- (6) The Committee has a quorum and is validly met on the items on the agenda when more than half of its members are present or represented.
- (7) Decisions of the Committee are taken by majority of members present or represented at the meeting.
- (8) The Committee may invite any member of the Company's Board of Directors to its meetings whenever that is considered necessary and necessary, including the CEO, Executive Director or Activities Director, management executives (such as the Financial Services Director of the Company) and the head of the Internal Audit Division. In all events, the CEO is not permitted to attend a meeting at which issues relating to his/her own fee are discussed.
- (9) The Committee is supported by a secretary who in cooperation with the Chair of the Committee collects the items for the agenda, prepares the agenda table and distributes it to Committee members in a secure manner along with the relevant information at least two (2) working days before the Committee meeting. Relevant documents can also be sent by email. The Secretary also keeps minutes of Committee meetings whether ordinary or extraordinary.
- (10) For each meeting the Committee keeps minutes which set out the decisions taken, the persons present, the agreed actions and the implementing officers. In cases of decisions taken by majority, the minority opinion must be recorded in the minutes. The minutes of meetings are signed by the Chair of the Committee and all members present by handwritten or digital signature. Copies or extracts of the minutes shall be formally issued by the Chair of the Committee without further authentication.
- (11) The Company is obliged to provide the Committee with all resources necessary to ensure its problem-free operation, including its ability to request the assistance of a third party expert when it considers this necessary in the context of discharging its duties.



(12) The Committee has full access to all information and documents kept electronically or otherwise and may consult any other persons it considers useful in order to obtain the information necessary for the performance of its duties.

(13) The Committee re-examines its Bylaws each year and submits a recommendation to the Board of Directors about any supplements or revisions it considers useful.



5. PUBLICITY OBLIGATIONS

The Committee's Bylaws are approved by the Company's Board of Directors, take effect from the said approval and are published on the Company's website.

The Committee's Bylaws are revised and amended solely by decision of the Board of Directors following a recommendation from the Committee.

The work of the Committee and the number of its meetings during the year are described in the Company's Corporate Governance statement.

These Bylaws entered into effect following Decision No. 21894/11.12.2024 of the Company's BoD.