

**OPERATION REGULATION OF THE REMUNERATION & NOMINATIONS  
COMMITTEE OF THE COMPANY “HAIDEMENOS MODEL INDUSTRY OF  
GRAFIC ARTS S.A.”**

**General Commercial Registry No. 121638160000**

**as approved at the meeting of 16.7.2021**

**of the Remuneration and Nominations Committee**

**Article 1**

**Preamble**

The Operation Regulation of the Remuneration & Nominations Committee (hereinafter to be referred to as: the “Regulation”) of the company “HAIDEMENOS MODEL INDUSTRY OF GRAFIC ARTS S.A.” (hereinafter referred to as: “Company”) has been drawn up in accordance with the provisions of Articles 10-12 of Law 4706/2020 about corporate governance and was approved and entered into force by the decision dated 16.7.2021 of the Company's Remuneration and Nominations Committee (hereinafter to be referred to as: “the Committee”). The Committee operates within the framework of the Company's Operation Regulation and in accordance with the provisions of this Regulation. The Company, making use of the possibility of paragraph 2 of Article 10 of Law 4706/2020 has a single committee, which has been assigned with the responsibilities of both the remuneration committee and the nominations committee.

**Article 2**

**Purpose**

The Committee supports the Board of Directors in the fulfilment of its obligations to the shareholders in relation to (a) ensuring that the nomination of candidates for the Board of Directors is made on merit and on the basis of objective criteria, in order to ensure the smooth succession of its members and senior management with a view to the long-term success of the Company, and (b) by ensuring that the remuneration system of the corporate administrators contributes to the long-term prosperity of the company and to the promotion of the interests of its shareholders.

### **Article 3**

#### **Subject of the Committee's Operation Regulation**

The following are defined in this Regulation:

- the purpose,
- the formation, constitution and operation of the Committee,
- the Committee's responsibilities,
- The Committee's internal rules of operation.

### **Article 4**

#### **Formation, establishment and operation of the Committee**

4.1. The Committee is a committee of the Board of Directors and consists of at least three (3) members. In particular, the Committee consists of non-executive members of the Board of Directors, the majority of which are independent within the meaning of the provisions of Article 9 of Law 4706/2020. The members of the Committee are appointed by the Company's Board of Directors.

4.2. The term of the Committee's members is of equal duration to the term of the Board of Directors. In the event of resignation, death or loss of membership, the Board of Directors appoints a new member from its existing members to replace of the missing member, for the period until the end of his term of office, subject, where appropriate, to paragraphs 1 and 2 of Article 82 of Law 4548/2018, which is applied accordingly.

4.3. The Committee's Chairman is appointed by its members and is independent of the Company within the meaning of the abovementioned provisions.

4.4. The Committee meets at the registered office of the Company or where provided for in the Company's articles of association in accordance with Article 90 of Law 4548/2018 at least twice each year and whenever necessary within the framework of its responsibilities.

4.5. The Committee's chairman summons its members by means of a written invitation, which may be sent by email at least two (2) working days before the meeting and includes the items on the agenda and the date, time and place of the meeting. The Committee may meet without the prior invitation of its Chairman, provided that all its members are present. The Committee may also meet

validly by teleconference. The preparation and signature of a set of minutes by all members of the Committee shall be equivalent to a meeting and a decision even if no meeting has been held.

4.6. Minutes shall be taken at each meeting of the Committee and signed by the members present in accordance with the provisions of Article 93 of Law 4548/2018. All its members shall participate in the meetings of the Committee. At its discretion and whenever it deems appropriate, the Committee may invite managerial executives involved in the governance of the Company, including executive members of the Board of Directors, the financial director and the head of the Internal Audit Unit.

4.7. The Committee's meetings are valid if the members who are present are more than those who are absent. Members who participate by means of a teleconference are considered as being present. The Committee's decisions shall be taken by an absolute majority of the members participating in the meeting.

4.8. Through its Chairman, the Committee shall report to the Board of Directors, to which it shall submit its proposals and propositions.

## **Article 5**

### **Responsibilities & obligations of the Committee**

The Committee shall have the following responsibilities:

5.1. In adherence to the Articles 109 to 112 of Law 4548/2018, the Committee as remuneration committee:

(a) Makes proposals to the Board of Directors in relation to the remuneration policy that it submits for approval to the General Meeting in accordance with paragraph 2 of Article 110 of Law 4548/2018.

(b) Makes proposals to the Board of Directors in relation to the remuneration of persons falling within the scope of application of the remuneration policy in accordance with Article 110 of Law 4548/2018, and in relation to the remuneration of the Company's managerial executives, in particular the Head of the Internal Audit Unit.

(c) It examines the information contained in the final draft of the annual remuneration report, providing its opinion to the Board of Directors before submitting the report to the General Meeting in accordance with Article 112 of Law 4548/2018.

5.2. The Committee as the nomination committee shall:

(a) Locate and propose to the Board of Directors. persons suitable to acquire the status of a member of the Board of Directors. In this context, the Committee examines the curricula vitae of the interested parties and accumulates the necessary information on the persons concerned in compliance with the provisions on the protection of personal data, in order to formulate its proposal. Where it deems appropriate, the Committee may approach employment agencies seeking proposals for candidate members of the Board of Directors.

(b) For the selection of candidates, the Committee takes the factors and criteria defined by the Company in accordance with the eligibility policy that it adopts into account.

(c) It assesses the knowledge, skills and experience of the members of the Board of Directors.

(d) It examines the adequacy, efficiency and effectiveness of the Board of Directors.

(e) Periodically, it assesses the suitability of the structure, size and composition of the Board of Directors and submits recommendations to it in relation to any changes required.

(f) It submits proposals for the eligibility policy, which include at least adequate representation by gender.

(g) It monitors and makes recommendations to the Board of Directors in relation to the suitability of the selection and recruitment policy of higher managerial executives followed by the Company's Management.

5.3. The Committee uses any resources it deems appropriate for the fulfilment of its objectives, including services from external consultants

5.4. The Committee is obliged to comply with the requirements of the law, of the Company's articles of association, of the Company's operation regulation and of the decisions of its organs and of this Regulation.

## **Article 6**

### **Amendments**

This Regulation may be amended at any time by a relevant decision of the Committee.