

Remuneration Policy of the Members of the Board of Directors

1 Introduction

It is established by PHILIPPOS NAKAS SA (hereinafter "Company") the remuneration policy for the members of the Board of Directors including the Chief Executive Officer, in accordance with the provisions of article 110 of Law 4548/2018 "on Societe Anonyme companies" and article 9a of Directive 2007/36 / EC. , Directive 2017/828 / EU.

The duration of the policy is four years from the date of its approval, while it can be reviewed earlier by a relevant decision of the next General Assembly.

The policy will remain available on the Company's website, www.nakas.gr, throughout its validity.

1.1. Purpose of the Policy

The purpose of this Policy is to describe in full transparency the formulation of the remuneration policy of the members of the Board of Directors in order to ensure that remuneration and benefits in general are relevant with their duties and responsibilities, corresponds to their performance and their aim to avoid the exposure of the Company to excessive risks.

The Remuneration Policy aims to maximize the value of the Company and supports the continuous improvement, development and achievement of high performance and goals and defines both the existing rights of the members of the Board of Directors and the obligations of the Company to them, as well as the terms based on to whom the remuneration will be provided.

1.2. Scope and Competent Bodies

This policy applies to the existing as well as to the new members of the Board of Directors including the Chief Executive Officer during its term.

The competent body for the preparation of its current policy is the Remuneration and Nominations Committee of the Company, which proposes the draft policy to the Board of Directors as well as any revisions of the policy. The Board of Directors submits the policy to the General Assembly for approval.

In case of a review, the Board of Directors submits a report to the General Assembly in which it analyzes all the proposed changes following a relevant recommendation of the Remuneration and Nominations Committee.

The correct implementation of the policy is monitored by the Remuneration and Nominations Committee based on its Rules of Procedure.

The Remuneration and Nominations Committee is also responsible for the preparation of the Annual Remuneration Report of the members of the Board of Directors and its Committees in accordance with article 112 of Law 4548/2018.

2. Basic principles of remuneration policy

The company fully complies with the following principles in a manner and to an extent appropriate to its size, internal organization, nature, scope and complexity of its activities.

The remuneration policy is in line with the business strategy, goals, values and interests of the company, includes measures to avoid conflicts of interest and it is governed by:

- the principle of transparency, by adopting a simple remuneration structure in order for all interested parties to easily identify the remuneration of the members of the Board of Directors.
- the alignment of interests between shareholders and management, as this Remuneration Policy contributes to the business strategy, the long-term interests and the sustainability of the Company,
- the harmonization of the salaries of the members of the Board of Directors with the generally prevailing wage and working conditions.

The Board of Directors of the company, through the Remuneration and Nominations Committee, reviews the general principles of the remuneration policy, when required and is responsible for its implementation.

In case the remuneration is in connection of the performance then it is based on a combination of the evaluated performance of the person in relation to the performance of the department he belongs to and in relation to the overall results of the company. Financial and non-financial criteria are taken into account when evaluating individual performance.

3. Remuneration categories.

3.1. Executive members of the Board of Directors and Chief Executive Officer.

The total remuneration of the executive members of the Board of Directors and the Chief Executive Officer who deal with the day-to-day management of the Company may consist of fixed and / or variable, as well as other remuneration.

Fixed earnings.

Fixed earnings include their salary or remuneration, according to the relevant employment contracts, are proportional to their studies, their general background and the heaviness of their position in the labor market, as well as the functional requirements of their location. They are directly related to the qualifications and previous experience and reflect the educational level, they are directly related to their administrative, organizational and managerial ability, responsibility, initiative, their annual overall performance and their proven contribution to the overall operation and results of the company. Fixed wage increases are formed both on the basis of market data for each position and on the basis of performance.

The company upon the retirement and departure of the specific members of the Board of Directors, may pay them additional compensation in addition to what it is provided by the applicable labor law. The additional amount of compensation due to retirement is determined on a case by case basis by a special decision of the Board of Directors upon the recommendation of the Remuneration and Nominations Committee.

Variable Remuneration

The variable salaries, refer to annual remunerations to the executive members of the Board of Directors and the CEO that are formed based on the individual and / or corporate goals that are set and are in connection to the financial results of the Company. The specific salaries are intended to provide incentives to fulfill their role, to formulate and achieve the short-term and long-term goals of the Company, to increase competitiveness and to attract and retain high quality executives.

The Corporate goals are related to the financial results at Group level. Individual goals are the goals related to the areas of responsibility and the position of each executive member of the Board of Directors.

Variable remuneration may be paid to the beneficiaries through:

- the provision of short-term variable remuneration (bonus) and
- a program for the provision of stocks option, in accordance with article 113 of Law 4548/2018.

Other Facilities

The other benefits are related with additional benefits such as, car, group insurance pension plans, life, accident and health insurance policy, corporate credit card, use of corporate mobile and mobile data and are voluntary benefits that the company maintains the right to review or even abolish them at its discretion.

3.2. Non-executive members of the Board of Directors.

The non-executive members of the Board of Directors receive only fixed salaries to avoid conflicts of interest. Remuneration, which may also be given in the form of insurance plans, covers the time required to carry out their duties for participation in the meetings of the Board of Directors and in the meetings of the Committees of the Board of Directors.

The maximum amount of the annual total basic salaries is determined by the Board of Directors upon the recommendation of the Nominations and Remuneration Committee and is subject to approval by the Ordinary General Meeting of shareholders.

The Company may reimburse business expenses of a reasonable amount borne by the Non-Executive Board Members. in the performance of their duties. These expenses include indicative and not restrictive: travel and accommodation expenses for participation in the meetings of the Board of Directors. approved by the CEO.

4. D. Permitted deviation from the Remuneration Policy

The Board of Directors may in exceptional circumstances apply a derogation from the provisions of this Remuneration Policy for fixed and / or variable remuneration, if this is necessary to serve the long-term interests of the Company or to ensure its sustainability. In this case, the information regarding any deviation from the application of the Remuneration Policy with an explanation of the exceptional nature of the circumstances and the indication of the specific elements of the Remuneration Policy, against which the deviation occurred, are included in the remuneration report according to article 112 par. 2 (g) of Law 4548/2018.