

**REPORT OF THE INDEPENDENT NON-EXECUTIVE MEMBERS OF THE BOARD OF
DIRECTORS OF THE SOCIETE ANONYME UNDER THE NAME “THRACE PLASTICS
HOLDING AND COMMERCIAL SOCIETE ANONYME” TO THE ANNUAL ORDINARY
GENERAL MEETING OF SHAREHOLDERS OF MAY 25, 2022**

Introduction

This Report was prepared jointly by the Independent Non-Executive Members of the Board of Directors of the Societe Anonyme under the name “THRACE PLASTICS HOLDING AND COMMERCIAL SOCIETE ANONYME” and with the distinctive title “THRACE PLASTICS CO SA” (hereinafter for reasons of brevity called as "Company"), and is submitted to the Annual Ordinary General Meeting of Shareholders of May 25, 2022, in accordance with the provisions of article 9, paragraph 5 of Law 4706/2020 and the relevant guidelines of the Hellenic Capital Market Commission (document under protocol no. 428/21.02.2022).

Review

During the year 2021, the Board of Directors (BoD or Board) of the company THRACE PLASTICS CO S.A. consisted of 11 Members, of which 2 were Executive Members and 9 were Non-Executive Members. Of the above members, 5 were Independent Members including the Vice Chairman of the Board.

There were 3 changes in the composition of the Board of Directors during the year 2021, on the one hand with the addition of 2 women with specific skills, therefore achieving compliance with the legislation over diversity, and on the other hand with the addition of an experienced executive coming from one of the subsidiaries of the Company with skills that can be effectively utilized for the proper functioning of the Board of Directors.

During the year 2021, the BoD held 9 regular meetings.

The Board of Directors in order to ensure its most orderly and proper operation, and the effective and substantial compliance with the regulations of articles 11 and 12 of Law 4706/2020, as well as the adoption of the best corporate governance practices, has established the following five (5) Committees, namely:

- (a) the Audit Committee,
- (b) the Nomination and Remuneration Committee,
- (c) the Strategy & Investment Committee,
- (d) the Environment, Social & Governance (ESG) Committee, and
- (e) the Human Resources Committee.

It is clarified that the maintenance of the first two (2) Committees is mandatory in accordance with the special provisions of articles 11 and 12 of Law 4706/2020.

Evaluation

In the first quarter of 2022, the Board of Directors of the Company -in accordance with the provisions of Corporate Governance- organized and performed its own evaluation process for the year 2021 via the assistance of a recognized advisor and in accordance with the best international practices. More specifically, the above process covered the following:

- ❖ Evaluation of the Board of Directors by its members based on the following criteria:
 - Strategy
 - Operation of the Board
 - Risks
 - Leadership Culture
 - Supervision
 - Performance and Evaluation
 - Reporting
 - Cooperation with interested parties
 - Talents
- ❖ Evaluation of the 2 executive members by the non-executive ones
- ❖ Self-Evaluation of members and evaluation of all members by each member
- ❖ Evaluation of the Committees by the members of each committee

Conclusions

The above size of the Board of Directors continues to be required given the diverse activity of the Group and in order to ensure the smooth, efficient and successful management of the corporate affairs, the implementation of investments as well as the promotion of Corporate Governance practices.

At the same time, the operation of the Board of Directors is considered to be sufficient because an in-depth examination is carried out when it comes to the formulation of the strategy of the Group and of all subsidiaries following a respective recommendation made by the CEO of the Company. In fulfilling this purpose, the Board of Directors devotes 2 days at the beginning of each calendar year. During the year, in each of the regular meetings of the Board, a detailed review of the progress of the implementation of strategic plan is performed and corrective actions are agreed whenever there is internal need or whenever the external environment requires such action. The evaluation of the Board of Directors for the year 2021 shows that 100% of the members believe that the Executive members consult with the Non-Executive ones for the suitability of strategic plans. Also that 91% of the BoD members advocate that the Non-Executive members review diligently and then monitor the effective implementation of the strategic plans.

In addition, the Daily Agenda (DA) of regular meetings of the Board of Directors is prepared following collaboration between the Chairman and the Independent Vice Chairman along with the Company Executives to ensure that any important, urgent and institutional issues are adequately handled and covered. The DA as well as the supporting material, including the relevant financial data, are sent several days before the meeting of the Board of Directors so there is sufficient preparation time. From the evaluation of the body of the

Board, it turns out that 100% of its members believe that the items of the Daily Agenda are appropriately set out.

In the regular meetings of the Board of Directors, the Executive Chairman of the Board invites all members to freely submit their views and ensures that all Company Executives take into consideration those views for optimization of the relevant proposals. From the evaluation of the body of the Board it turns out that 100% of its members believe that the meetings of the Board of Directors are carried out on the basis of honest communication and participation as well as with the objective to attain the timely resolution of all matters. Also 91% of the BoD members believe that the Non-Executive Members freely express their views on suggestions / actions that the Executive members propose to the Board.

At the same time, through the predetermined regular meetings, there is good monitoring of the performance of the Executive Members during the year. At the end of each financial year, the Nomination and Remuneration Committee (NRC) on behalf of the Board of Directors examines thoroughly the performance of the Executive Members in relation to the variable remuneration as provided by the respective Remuneration Policy and then proceeds with proposals to the Board of Directors in order for the latter to make the respective payments. Based on the results of the evaluation of the body of the Board, 100% of its members believe that the Nomination and Remuneration Committee (NRC) performs its responsibilities and duties according to its operating regulations.

In the beginning of January of the current year, there was a meeting among the non-Executive members, chaired by the independent Vice-Chairman of the Board of Directors for the year 2021. During the meeting the following were discussed: the performance of the Executive members as well as the improvements required with regard to the operation of the Board of Directors and with regard to the manner by which the members of the committees perform their duties in order to improve the overall efficiency of the Board.

Proposals

Based on the above, the issue that needs constant improvement relates to the initial and further training of the Board members in areas related to the Plastics sector, including the availability of sources for the provision of systematic information on current developments.

April 2022

The Independent Non-Executive Members of the Board of Directors

Theodoros Kitsos	Georgios Samothrakis	Myrto Papathanou	Spyridoula Maltezou	Nikitas Glykas