

## THRACE GROUP

### Remuneration & Nomination Committee Charter

#### PURPOSE

The primary purpose of the Remuneration & Nomination Committee (hereinafter “the Committee”) shall be to research and propose to the Board of Directors (hereinafter “BoD”) of Thrace Group (hereinafter “the Company”) issues related to the remuneration scheme of Executive, Non-executive BoD members and BoD Committees members, as well as to the nomination process and succession planning of the BoD and its Committees, within the boundaries of business objectives, competitive practices, Company’s applicable rules and regulations and current legislation.

#### RESPONSIBILITIES

#### SECTION "REMUNERATION"

- On an annual basis, the Committee examines, pre-approves and formulates proposals to the BoD regarding labor issues included in the employment contracts of Executive BoD members and the compliance with the internal Rule of Procedure.
- The Committee is responsible to determine the remuneration scheme of BoD, it’s Committee members and Top Management Executives and makes recommendations on the subject to the BoD which decides or makes a suggestion to the General Meeting, when required.
- The Committee reviews, pre-approves and proposes annually (or whenever deemed necessary) to the BoD, the base salary, the variable remuneration and benefits provided (where available) for the BoD Executive and Non-Executive members, the BoD Committees members, and the Top Management Executives, including the Head of Internal Audit and the Head of Risk & Compliance, taking into consideration the macroeconomic conditions and the remuneration level of respective companies.
- Specifically for the Executive BoD members and based on the approved by the BoD Strategic Plan, the Committee ensures the appropriate formulation of approved annual significant targets (maximum 3). At the end of the relevant period, the Committee examines, pre-approves and proposes to the BoD the level of variable remuneration based on the achievement level of the set targets.
- Whenever deemed necessary, the Committee reviews the Remuneration Policy and makes recommendations for improvements or diversifications.
- The Committee reviews the final draft of the annual Remuneration Report providing its opinion to the BoD, before submitting the Report to the General Meeting.
- The Committee shall inform Management and demand the reimbursement of the whole or part of the variable remuneration, due to revision in past years financial statements or

due to findings of incorrect, inaccurate, or incomplete financial data, taken into consideration for the calculation of variable remuneration.

- The Committee conducts or authorizes third parties to conduct research or studies on matters falling within its remit.

## **SECTION "NOMINATION OF CANDIDATES" OF BoD MEMBERS & COMMITTEES**

- The Committee has the responsibility for the Nomination Process for BoD and its Committee's members based on predefined criteria and in accordance with Suitability and Corporate Governance Policy.
- The Committee is responsible to define and propose to the BoD the criteria for the election of the BoD and its Committee's members.
- The Commission evaluates candidates through interviews and referral checks and propose nominated candidates for approval to the BoD and General Meeting as required.
- The Committee determine the succession planning of the BoD and its Committees.
- The Committee in cooperation with the Internal Audit Unit and relevant Directorates provide effective contribution to the formulation and monitoring of the implementation of the Suitability Policy.
- The Committee determines the evaluation criteria of BoD and its Committees on matters such as size, composition, qualifications, gender, knowledge, experience, skills, and effectiveness. The Committee is also responsible for the annual performance evaluation based on the criteria of Suitability Policy. Based on evaluation results, the Committee prepares the annual Adequacy Report which is submitting in the General Meeting.
- In particular, the Committee determines the evaluation criteria, supervises the annual individual evaluations of the Executive BoD members, and suggests to the BoD proposals for their personal and professional development, to ensure that the Company remains competent and competitive in the long term.
- The Committee pre-approves and recommends to the Board of Directors, the Management's policies regarding the Recruitment, Evaluation and Training of the Top Management Executives and monitors their correct implementation through the Management.
- The Committee pre-approves and recommends to the Board of Directors, the Training policy for the Board of Directors and its committees.
- The Managing Director has the exclusive responsibility to select the Top Management Executives as well as to determine their succession planning, in accordance with the Corporate Strategy, Suitability Policy and current legislation, taking into consideration Committee's comments and suggestions.
- The Committee cooperates with the other committees of the BoD, to review non-salary contractual obligations for the Executive and Non-Executive members of the BoD and its Committees.
- The Committee supports the BoD in the review of the fulfillment of the independence criteria of the Independent Non-Executive Members of the Board and mentions cases of non-fulfillment or cessation of fulfillment of the above criteria by an Independent Non-Executive BoD member.

- The Committee shall assist the BoD to the onboarding of new members during their induction/training to the culture and the strategy of the company, according to the company's Training Policy.
- The Committee shall conduct or authorize third parties to conduct research or studies on matters falling within its remit.

## **REPORTING**

- The Committee submits an annual report to the BoD.

## **COMPOSITION**

- The Committee consists of three (3) Non-Executive BoD members, the majority of the whom must be Independent, to ensure objective judgement.
- The Committee members possess knowledge, experience, and skills, relevant and commensurate with the nature of their responsibilities.
- The BoD has the responsibility to appoint and dismiss all Committee members.
- The Committee shall elect its Chairman, who must be an Independent, Non-Executive Member and shall be supported by the Secretary of the Committee.
- The Committee Members tenure coincides with the tenure of the BoD and is automatically extended until the first Ordinary General Meeting after its expiration. In any case, the Committee Members tenure will not exceed nine (9) years in total.

## **MEETINGS**

- The Committee meets at least three times per year. In the event of important issues that need to be resolved, the Chairman of the Committee may request an interim meeting. In the absence of Chairman, the Committee shall elect one of its present members to act as Deputy Chairman.
- The invitation of the meeting, the daily agenda and the supporting documentation shall be sent by the Secretary to the Committee members at least one week before the scheduled date of meeting. The Secretary of the Committee is responsible to keep the minutes of the meeting, and the Committee members (or their representatives) present must sign them.
- The Committee at its discretion may invite Executive BoD members or other senior executives to attend the meeting to express their opinion, as non-voting participants. Also, external consultants may be invited to attend a meeting, according to the Committee's needs.
- Committee decisions on the main issues of the BoD and its Committee members such as salary, are taken by a simple majority in the strict absence of the person concerned. This includes the Chairman of the BoD.

- Committee meetings take place in person, via videoconference or telephone.

#### **PRINCIPLE, COMPLIANCE AND FUNDING**

- The Committee members have the right to (1) receive training and resources for the performance of their duties, (2) receive advice or assistance from external consultants or experts with the relevant fees covered by the Company, (3) receive data, files or reports from the Company.
- All Committee members should (1) guarantee the confidentiality of classified matters and personal data and (2) declare, without delay, any conflicts of interest related to the matters being discussed or intended to be discussed.

#### **PERIODIC REVIEW**

- The Committee Charter shall be reviewed annually and be revised on a case-by-case basis at the regular meetings organized by the Secretary, following the decision of BoD. It enters into force from the date it will be approved by the BoD and then posted on the company's website.
- The Committee shall annually evaluate its effectiveness and contribution to the smooth operation of the BoD and the Company.