

Minutes of the Meeting Held on May 5, 2025
Of the Remuneration & Nominations Committee (hereinafter referred to as the "Committee") Of
the Societe Anonyme "Thrace Plastics Co S.A."

Today, on May 5, 2025, at 10:00 a.m., the Committee convened via teleconference.

Attendees::

Myrto Papathanou	Chair of the Committee
Theodoros Kitsos	Member of the Committee
Eleni Providi	Member of the Committee

Georgia Dimakopoulou Secretary of the Committee

Having confirmed the presence of all Committee members and noting no objections to the teleconference format or the decision-making process on the sole agenda item, the Chair, Myrto Papathanou, addressed the sole agenda item.

SOLE AGENDA ITEM: Preparation of a proposal regarding the candidates for election to the new Board of Directors and the Audit Committee of the Company, in accordance with the provisions of Article 12 of Law 4706/2020 (Government Gazette A' 136/17.07.2020), the Committee's Operating Regulation, and the Company's current Suitability Policy.

Specifically, regarding the sole agenda item, the Chair informed the other attending members that among the agenda items of the Annual General Meeting of the Company's shareholders, scheduled for **May 28, 2025, Wednesday at 14:00**, are the election of a new Board of Directors and the appointment of its independent members, in accordance with Articles 5(2) and 9(1) and (2) of Law 4706/2020, as well as the appointment of a new Audit Committee, in accordance with Article 44 of Law 4449/2017, as currently in force.

In accordance of the aforementioned and the provisions of the current legislative and regulatory framework on corporate governance, as well as the recommendations of the competent Supervisory Authority, namely the Hellenic Capital Market Commission, the Committee is called upon, within the scope of its duties and responsibilities as specified in its Operating Regulation, to identify and propose suitable and appropriate individuals (fit and proper) for membership in both the Board of Directors

and the Audit Committee, taking into account the parameters and criteria of individual and collective suitability adopted and applied by the Company in its Suitability Policy, as currently in force in its most recent version approved by the Annual General Meeting of shareholders on May 23, 2023, pursuant to Article 3(3) of Law 4706/2020 following the relevant approval by the Company's Board of Directors on March 29, 2023.

A. Candidates for the New Board of Directors

Regarding the identification of suitable individuals for membership in the Company's Board of Directors and their proposal as candidates for election, the Remuneration & Nominations Committee considered both the positive outcome of the evaluation of the current (outgoing) Board members and the need to expand its composition and introduce new members to continue the consistent effort to create a diverse and structured team of members, showcasing a wide range of qualifications, skills, ideas, and beliefs, who will collaborate harmoniously, coordinatedly, and with collective consciousness, committed to protecting and enhancing the Company's value and further promoting its growth prospects.

Considering the above and taking into account the size, business model, and overall business strategy of the Company, as well as the market conditions in which it operates, the Committee, in absolute compliance with the succession plan it has already established and followed since the end of the previous fiscal year, proposes the election of a new twelve-member (12-member) Board of Directors with a five-year term, in accordance with Article 7(2) of the Articles of Association, i.e., until May 28, 2030, extended until the expiration of the deadline within which the next Annual General Meeting must convene and until a relevant decision is made, through the re-election of the current Board members:

1. Konstantinos Chalioris
2. Georgios Samothrakis
3. Dimitrios Malamos
4. Athanasios Dimiou
5. Vasileios Zairopoulos
6. Christos Siatis
7. Theodoros Kitsos
8. Myrto Papathanou
9. Fotini Marina Niforos
10. Eleni Providi
11. Stylianos Vytogiannis

and the election of a new member, Mr. Emmanouil Souroulidis.

Specifically, during the evaluation process of the suitability of the candidates for the Board of Directors, the Committee undertook the following actions:

I. Regarding the criteria of individual and collective suitability

For the verification of the fulfillment of the suitability criteria of the candidates for election to the Company's Board of Directors, the Committee:

(a) collected and thoroughly reviewed the detailed resumes of the candidates, (b) considered the participation and overall presence of the candidates for re-election in the meetings of the current Board of Directors throughout its term and confirmed their knowledge and skills, including sufficient knowledge in the Company's field of activity, their good reputation and integrity, the absence of conflicts of interest, their independent judgment, their ability to allocate sufficient time to fulfill their duties, and the required experience for their roles, (c) gathered from the candidates and external sources (judicial, etc.) the necessary declarations and documents, certificates, and attestations (e.g., declarations of non-existence of incompatibilities/conflicts, diplomas, criminal record extracts, etc.) to verify the accuracy and correctness of the resumes.

II. Regarding the conditions and criteria of independence

For the verification of the fulfillment of the conditions and criteria of independence, as defined in Article 9(1) and (2) of Law 4706/2020, as currently in force, of the candidates for election to the Company's Board of Directors, the Committee:

(a) obtained declarations from the proposed independent members regarding their independence from the Company, as defined in Article 9(1) and (2) of Law 4706/2020, as currently in force, (b) conducted research and checks on the Company's shareholder register and confirmed that they do not hold shares in the Company and that none of the cases of Article 9(2)(a) of Law 4706/2020, as currently in force, apply, (c) conducted research and checks on the Company's accounting books and contracts and confirmed that none of the proposed members are significant customers or suppliers of the Company and that none of the cases of Article 9(2)(b) of Law 4706/2020, as currently in force, apply, (d) conducted research and checks on the Company's Articles of Association, the minutes of Board meetings and General Meetings of the Company over the past decade, the records of the Finance Department, the Accounting Department, and other Departments and Divisions of the Company, where lists of individuals who provided services as employees, contractors, independent services, or any other form over the past three years are maintained, the Company's financial statements over the past three years, those who conducted mandatory audits on the Company, and through personal contacts and interviews with individuals, senior executives, employees, and shareholders of the Company with long-term knowledge of corporate affairs, confirmed that for the proposed independent members of the Company's Board of Directors, none of the cases (a), (b), (c), (d), (e), (f), and (g) of Article 9(2) of Law 4706/2020, as currently in force, apply.

Specifically, during the evaluation process of the above-mentioned candidates regarding the verification of the fulfillment:

(a) of the suitability criteria according to the current Suitability Policy and (b) of the independence conditions defined in Article 9(1) and (2) of Law 4706/2020, as currently in force, the following were unanimously confirmed, with the explicit clarification that regarding the evaluation of a candidate who is simultaneously a member of the Remuneration & Nominations Committee, the said member abstained from expressing an opinion and voting on their own candidacy, and the relevant confirmation was made by the other two Committee members:

I. Individual Suitability

Konstantinos Chalioris

He possesses a professional experience of 44 years during which he has developed a strong understanding of the industry and the international market. Since 2009, he holds the position of the Chairman of the Board of Directors. Following the decision of the Board of Directors as of July 28, 2021, the date on which the Board of Directors of the Company was reconstituted, Mr. Chalioris remained Chairman of the Board of Directors of the Company, while by a previous decision of the Board of Directors as of October 14, 2020 he assumed the position of Chief Entrepreneur. The specific position, which was added to the organizational chart of the Group aims to ensure the continuation of the profitable growth of the Group in areas that fall both in the existing activities of the Group and in new beneficial activities in the future. The creation of this position and its assumption by Mr. Chalioris, who has a significant career and valuable experience in "entrepreneurship", will ensure the future development of the Group.

Georgios Samothrakis

He is a graduate of the Athens University of Economics and Business (ASOEE) and a former Chartered Public Accountant. He specializes in tax issues and tax strategy of Greek and multinational companies, while has been extensively involved in regular and extraordinary audits of commercial and industrial enterprises. He began his career in 1965 at the National Bank of Greece and in 1972 moved to Coopers & Lybrand (now PwC) to set up the Tax Services department where he remained head until 2006. For a number of years, he was also Chairman of the Board of PwC. From 2007 to 2019 he was shareholder and chairman of AS Network, an audit, accounting and tax services group. He has been a consultant of the Supervisory Board of the Body of Chartered Public Accountants (SOEL), where he was a member from 1993 until 2022. He has been actively involved in the formation of the audit - accounting institutional framework in Greece. He has been President of the Fédération des Experts Comptables Méditerranéens, President of the Hellenic Institute of Economic Management (IOD), Member of Committees of the Ministry of Economy and Finance for the implementation of IFRS in Greece, the simplification of the Greek Code of Accounting Books and Records as well as the integration of the new

8th Directive and also a Member of the Corporate Governance Committee of the Hellenic-American Chamber of Commerce. During the last years he has also been the Chairman of the Company's Audit Committee.

Dimitrios Malamos

He graduated from the Athens College in 1993. He studied in Great Britain from 1993 to 1998. He holds a BA (Hons) in Business and Financial Economics from Staffordshire University and a postgraduate MBA degree from University of Kent in Canterbury. From 2000 to 2007 he worked in PricewaterhouseCoopers in the area of Management Consulting servicing companies of the private and public sector where he gained significant experience in the fields of budgeting and reporting, financial analysis and internal restructuring. During the period 2007-2009 he worked in National Bank of Greece in the Accounting & Finance division and he returned to PricewaterhouseCoopers in the area of Management Consulting. From June 2010 to March 2020, he worked at Thrace Group as Group CFO. From March 2020, Mr. Malamos assumed the role of Deputy Group CEO, while from October of the same year he holds the position of CEO of the Company and the Group (Group CEO).

Theodoros Kitsos

He holds a BSc degree from the Economics Department of the National and Kapodistrian University of Athens and an MBA degree in finance from the Wagner College of USA. He started his career in Unilever Hellas and worked successfully in other companies of the Group located abroad and especially in the United Arab Emirates, Saudi Arabia and the Netherlands. He returned to Greece in 2005 where he worked as General Manager of Human Resources and Organization at PPC (DEI) SA. In a later stage he held the position of Deputy General Manager of Human Resources at Eurobank Group. By the end of the year 2007, he returned to Unilever Group based in London undertaking the duties with regard to the global organizational planning of the Company, whereas in year 2010 he moved to Unilever Russia, Ukraine and Belarus based in Moscow where he held the position of Vice President responsible for issues of human resources and organization, implementing successfully the acquisitions and mergers of three companies active in the production and trading of consumer products. Since the summer of 2015, he worked at the headquarters of Unilever in London having assumed a multitude of responsibilities in the areas of Finance, Law, Technology and Support Services on global level, up until 2020, when he completed his collaboration. Since 2016, he has been a member of the Boards of Directors of various companies in Greece.

Vasileios Zairopoulos

He began his career in 1983 in the apparel and footwear sector. Soon he assumed the position of Director of Design and Collection for a leading Company in the kids apparel market. His responsibilities

were further expanded to include planning and coordinating production. Subsequently, he moved into business development, specifically focusing on expanding a large retail store chain. In addition to these duties, he assumed overall supervision of retail activities, including store planning, ordering and replenishment, management of the internal marketing and sales team, budgeting, and forecasting. Before departing to establish his own consulting firm, he engaged in a wide range of activities, such as strategy, negotiations, marketing management, corporate budgeting, and financial planning. Over the past decade, Mr. Zairopoulos has operated his own consulting firm, providing consultancy services in areas such as strategy, start-up ventures, business planning, investment evaluation and financing, international negotiations, pricing and communication. In addition to domestic companies, Mr. Zairopoulos has collaborated with two American multinational companies, Columbia Sportswear and New Balance. He received an IB Diploma in 1979 from UWC Atlantic College and a BSc in Management from Bath University in 1983.

Christos Shiatis

He is an Associate Member of the Fellows of Chartered Accountants of England and Wales, a Chartered Public Accountant by the Cyprus Institute of Chartered Accountants and Member of the Hellenic Association of Chartered Accountants (SOEL). He began his professional career in Greece in 1981 at the auditing firm Kostouris - Michailidis (Grant Thornton) in Athens. In 1993 he became Managing Partner of the Greek Company and in 1997 he assumed the position of Territory Senior Partner at the Company that resulted from the merger of Kostouris-Michailidis and Coopers & Lybrand. In 1998 he was elected Chief Executive Officer of the Company PricewaterhouseCoopers in Greece. Alongside his management duties in the above audit firms, Mr. Shiatis has been active in the field of consulting, providing services to the senior management of large firms.

Athanasios Dimiou

He graduated from the School of Chemical Engineering of the Aristotle University of Thessaloniki in 1986. From 1989 to 1996 he worked at the companies PLASTIKA MAKEDONIAS SA and AG.PETZETAKIS, initially in the field of Quality Control and the development of new products and then his duties expanded by moving in the position of Technical Director and Director of Technical Services. From 1996 to 1998 he assumed the position of Plant Manager in the shoe manufacturer trading Company MOURIADIS SA, a Company listed on the Athens Exchange and since 1998 he worked as Plant Manager of THRAPLAST SA which mainly produces flexible packaging products made of polyethylene (current Thrace Polyfilms).

In 2000 he started in PLASTIKA THRAKIS SA as a Production Manager at the group's facilities in Xanthi and in 2004 he took over the duties of Plant Manager in the facilities of Magiko complex in Xanthi, a position he held until 2010. Since then, he has been the Managing Director THRACE NONOWOVENS &

GEOSYNTHETICS SA. At the same time, he remains an active member of the Technical Chamber of Greece (TCG), while in the past he was a member of the Hellenic Company of Business Administration and the Institute of Production Management.

Myrto Papathanou

She studied Economics at the City University of London and holds a Master's Degree in Economics from the Imperial College Management School in London and an MBA from the INSEAD Business School.

She began her financial career in London, where she worked as a Fixed Income Strategist for Bank of America / Merrill Lynch and as a credit risk analyst for Dresdner Kleinwort Wasserstein.

She was a member of the Board of Directors of Think Silicon SA, while today she is member of the Board of Directors of Ferryhopper SA, Advantis Medical Imaging BV, Better Origin Ltd and Gommyr Power Networks Ltd, which are active in the fields of transport, sports technology, health technologies and renewable energy sources.

Since 2007 she has been working as a business development manager at CPI and since 2011 she has been developing her own business activity in technology as a consultant and investor in other companies. She is the founder of Metavallon VC and has served as Chief Financial Officer and Head of Corporate Development at the EFA Group, which is active in Aerospace & Defense and other high-tech sectors.

She is the first investor from Greece to emerge as Kauffman Fellow (Silicon Valley), a network that selects the best investors in the world. She is on Fortune Greece's list of the 40 entrepreneurs who innovated and excelled for 2020. She received the Leader of the Year award from Linkage Greece in 2016 in recognition of its outstanding leadership ability and contribution to business and society development.

She has also worked in the non-profit space, co-founding Ethelon and seeking funding for the microcredit organization Action Finance Initiative, while as board member of the organization Women-on-top she has developed Microfinance programs in Kenya and Nicaragua for women's empowerment.

Fotini-Marina Niforos

Fotini-Marina Niforos is an experienced Board member, advisor and academic, working at the intersection of technology and sustainability. She is an Affiliate Professor at HEC business school and the founder and President of the Climate Governance Initiative Greece, part of the global World Economic Forum network of Board Director associations leading climate action in the boardroom. A world-recognized expert on Blockchain and sustainable development, she is a member of the EU Blockchain Observatory, the lead author of the IFC-World Bank report on [*Blockchain: Opportunities for Private Enterprises in Emerging Markets*](#) and a frequent contributor in media (Bloomberg, FT, CoinDesk and others). She serves as Expert jury member for the European Innovation Council Accelerator, the

mechanism providing blended finance for the scale up of European startups in deep tech. EU Startups named Fotini-Marina “one of five female leaders driving change in the European blockchain ecosystem”.

Fotini-Marina has served Board mandates in both public and private companies, as well as NGOs: the GrowthFund-The National Fund of Greece, the sovereign fund of the Hellenic Republic, Séché Environnement, a Euronext-listed company in waste management, the European Network of Women in Leadership and the US National Commission for UNESCO (appointed in 2012 by Secretary of State H. Clinton). She is currently on the Advisory Board of Urban Impact Fund, a Dutch impact VC firm focusing on urban technology.

In the past, Fotini-Marina served as CEO of the American Chamber of Commerce of France, Director for the Diversity Center of Excellence at INSEAD and held senior posts in the Pechiney Group, in corporate venturing and corporate strategy. From 1993 to 1998, she was with the World Bank Group, managing the country strategy and investment portfolio for Latin American countries. She received the World Bank Award for Excellence by President Wolfensohn for assisting Colombia with its sovereign debt conversion. Ms. Niforos earned an IDP-C and an MBA from INSEAD, a Masters in Government Administration from the University of Pennsylvania and a Diploma in International Relations from The Paul H. Nitze School of Advanced International Studies-Johns Hopkins University. She graduated Phi Beta Kappa from Cornell University, with a B.A. in Government and International Relations. She is fluent in Spanish, French, Greek and proficient in Italian.

Eleni Providi

Eleni Providi is a lawyer and holds the position of VP Legal & Public Affairs, Head of Corporate Communication, Quality & Sustainability of AB Vassilopoulos, which she joined in 2001. In 2002 she was promoted to Head of Legal Department and in 2010 she joined the Executive Committee. From 2011 to 2014 she held the position of VP Legal Affairs Southeastern Europe, being in charge of Greece, Albania, Bulgaria, Serbia and Romania. She took over Public Affairs in 2019, and PR/Corporate Communication, Quality Assurance and Sustainability in 2022. On January 2022 she has been elected member of the BoD of the company and on November 2023 Chair to the BoD. She graduated from the Law School of the University of Athens and holds a Master Degree in Corporate Law from the University of Heidelberg, Germany.

Stylianos Vitogiannis

Stylianos Vitogiannis completed his studies at Zanneio Experimental High School of Piraeus (1996) and holds a degree in economics from the University of York (2000). He has dedicated his entire career to the international development of the family business Astir-Vitogiannis Bros. S.A., which has existed since 1955 and produces metal caps for glass bottles of beer and soft drinks. He joined the company

since 2002 and, immersed in all levels of the production process, quickly acquires full training in the know-how of the subject, while in 2007, at a young age, he assumes the duties of Vice President and General Manager. With his catalytic interventions in the modernization of mechanical equipment, in the full automation of the production process, in the insistence on absolute qualitative superiority of the products produced, but also with a very well-designed extroverted commercial strategy, he developed the family business into one of the most recognizable companies internationally, ranking Astir-Vitogiannis Bros. S.A. among the largest export industries of our homeland. He has achieved double-digit growth and profitability rates for many consecutive years, attracting the interest of leading multinational groups and financial corporations. During his career, he has successfully completed mergers and acquisitions in Greece and abroad, partnerships with multinational groups of a strategic nature, as well as their join in the Athens Stock Exchange. Astir-Vitogiannis Bros. S.A. exports over 90% of its annual production capacity to multinational beer and soft drink bottling groups, to over 70 countries, on all continents and has created a production capacity of over 24 billion caps per year. It has established a fully organized sales and representation network from New Zealand to California, having in the meantime developed new production units in Canada, Mozambique, Egypt, and South Africa.

Ektor Panagiotis Souroulidis

He holds a degree in Economics and International Relations from Boston University and an International Baccalaureate Diploma from the Psychico College. Since 2013, he has held leadership roles at Rolco Vianil, and since 2022, he has served as Chief Commercial Officer and a member of the Board of Directors.

He has played a pivotal role in the company's commercial development, overseeing activities such as retail sales, private label business, and expansion into international markets, including Bulgaria, Albania, Romania, and Cyprus. During his tenure, he has driven significant revenue growth while contributing to the creation of strong brands and the promotion of innovative products.

He specializes in sustainability, having led the development of **MyPlanet**, the first major eco-friendly product in the Greek market, focused on reducing environmental impact through sustainable production practices. At the same time, he has designed and implemented strategies that combine commercial success with environmentally responsible approaches, raising awareness among both consumers and partners.

He has extensive expertise in marketing, brand development strategy, sales optimization, and the retail business. He has enhanced the company's market presence through innovative approaches and has closely collaborated with multinational corporations and major retail chains.

His professional journey is defined by forward-thinking leadership and a commitment to delivering value through sustainability strategies and long-term growth initiatives.

II. Collective Suitability

Based on the above regarding the individual suitability of each candidate for the Company's Board of Directors, it is unanimously confirmed that, with the election of the above proposed twelve members, the new Board of Directors, with its renewed and enriched composition, will be suitable for exercising its duties and will contribute to effective corporate governance and balanced decision-making, reflecting the guarantees of integrity, reputation, knowledge, skills, independent judgment, and experience for the execution of its role for the benefit of the Company and its shareholders.

The proposed members of the Company's Board of Directors collectively will be able to:

- make appropriate and well-informed decisions, considering business planning and strategy, market conditions and developments, risks undertaken by the Company, environmental protection issues, and sustainable development, and
- monitor the decisions of the Company's senior administrative and managerial executives in a substantial and objective manner, exercising the necessary constructive criticism to promote corporate interests, considering the supervisory role of the Board of Directors.

With the proposed enriched composition, the Board of Directors, as a whole, will consist of a sufficient number of members who possess the appropriate knowledge and experience in all areas related to collective responsibility, enabling the governing body of the Company to exercise real management and substantial supervision of corporate activities, including, among others, the intended business activities, the main risks faced by the Company and the ability to recognize and effectively manage them, strategic planning, the applied financial reporting framework, understanding issues related to corporate governance, sustainability, and compliance with the legislative, regulatory, and overall regulatory framework governing the Company's operations.

Furthermore, it is unanimously confirmed that the above proposed composition of the Company's Board of Directors satisfies the legislative provision of Article 3(1)(b) of Law 4706/2020, as currently in force, regarding adequate gender representation at a rate not less than twenty-five percent (25%) of the total members, with any resulting fraction rounded to the previous integer, given that among the twelve proposed candidates, there are three women and nine men.

Finally, according to the diversity criteria adopted and applied by the Company in the selection of Board members, it is confirmed that no candidate has been excluded due to different gender, race, color, ethnic or social origin, religion or beliefs, birth, disability, property, age, or sexual orientation.

III. Non-existence of impediments or incompatibilities in the proposed candidates for election to the Board of Directors

Furthermore, it is confirmed that none of the proposed candidates for election to the Company's Board of Directors have impediments or incompatibilities as defined by the legislative framework on

corporate governance, including the Company's Corporate Governance Code (Hellenic Corporate Governance Code), the Operating Regulation, and the approved Suitability Policy.

IV. The incompatibility of Article 3(4) of Law 4706/2020, as currently in force

It was confirmed, according to the relevant declarations of all the above candidates for election to the Company's Board of Directors, that none of them are subject to the impediment of Article 3(4) of Law 4706/2020, as currently in force, i.e., no final court decision has been issued within one (1) year before or from their election, recognizing their culpability for harmful transactions of a company or non-listed company under Law 4548/2018 with related parties, while the Company's Articles of Association do not provide for a longer period than the above.

V. Confirmation of independence

From the above proposed candidates for election to the Company's Board of Directors, it was confirmed that the following proposed individuals meet the independence criteria of Article 9(1) and (2) of Law 4706/2020, as currently in force, both through the relevant examination conducted by the Remuneration & Nominations Committee and the relevant declarations received from them:

1. Georgios Samothrakis
2. Myrto Papathanou
3. Fotini-Marina Niforos
4. Eleni Providi
5. Stylianos Vytogiannis
6. Hector Souroulidis

Consequently, the Remuneration & Nominations Committee proposes that the following individuals be appointed by the upcoming Annual General Meeting as independent non-executive members of the new Board of Directors of the Company:

1. Georgios Samothrakis
2. Myrto Papathanou
3. Fotini-Marina Niforos
4. Eleni Providi
5. Stylianos Vytogiannis
6. Hector Souroulidis

The Remuneration & Nominations Committee confirmed the following:

(a) none of the above candidates hold directly or indirectly more than 0.5% of the voting rights of the Company's share capital, and (b) all candidates are free from economic, business, family, or other dependent relationships that could affect their decisions and independent and objective judgment. Specifically, from the conducted checks and the relevant declarations provided by each of the above proposed independent members, it was confirmed that, beyond the criteria of Article 9(1) of Law

4706/2020, as currently in force, none of the indicative dependency criteria of Article 9(2) of Law 4706/2020, as currently in force, are met, as:

(a) none of the above proposed independent members receive any significant remuneration or benefit from the Company, nor participate in any stock option plan or any other remuneration or benefit system linked to performance, except for the remuneration for their participation in the Board of Directors or its Committees, as well as the receipt of fixed benefits under a pension scheme, including deferred benefits, for previous services to the Company, (b) neither the proposed member nor any person closely associated with them maintains or maintained a business relationship during the last three (3) financial years before their appointment with: (i) the Company or (ii) a connected person or (iii) a shareholder holding directly or indirectly a participation equal to or greater than ten percent (10%) of the Company's share capital during the last three (3) financial years before their appointment, or a connected company, provided that this relationship affects or may affect the business activity of either the Company or the proposed member or the person closely associated with them, (c) neither the proposed member nor any person closely associated with them: (i) has served as a member of the Company's Board of Directors or a connected company for more than nine (9) financial years cumulatively at the time of their election, (ii) has served as a senior executive or maintained an employment, project, service, or paid mandate relationship with the Company or a connected company during the last three (3) financial years before their appointment, (iii) has a second-degree blood or marriage relationship, or is a spouse or partner equivalent to a spouse, of a member of the Board of Directors or a senior executive or shareholder holding directly or indirectly a participation equal to or greater than ten percent (10%) of the Company's share capital or a connected company, (iv) has been appointed by a specific shareholder of the Company, according to the Articles of Association, as provided in Article 79 of Law 4548/2018, (v) represents shareholders holding directly or indirectly a participation equal to or greater than five percent (5%) of the voting rights at the Company's General Meeting during their term, without written instructions, (vi) has conducted mandatory audits on the Company or a connected company, either through a firm or personally or through a relative up to the second degree by blood or marriage or their spouse, during the last three (3) financial years before their appointment, (vii) is an executive member in another company, on the Board of Directors of which an executive member of the Company serves as a non-executive member. Furthermore, it was unanimously confirmed that from the above proposed independent non-executive members, one (1) candidate for the Company's Board of Directors meets the suitability criteria and the conditions provided by Article 44 of Law 4449/2017, as currently in force, for participation in the Company's Audit Committee, specifically Mr. Georgios Samothrakis.

VI. Legal composition of the Board of Directors

Furthermore, it is unanimously confirmed that the above proposed composition of the Company's Board of Directors meets and even exceeds the minimum requirement of Article 5(2) of Law

4706/2020 regarding the minimum number of independent non-executive members of the new Board of Directors, in relation to its total number of members, i.e., six (6) independent non-executive members in relation to the proposed twelve-member composition.

B. Audit Committee

Regarding the appointment of a new Audit Committee, the Committee considered:

(a) the provisions of Article 44(1) of Law 4449/2017 (Government Gazette A' 7/24.01.2017), as amended by Article 74 of Law 4706/2020 (Government Gazette A' 136/17.07.2020), and the provisions of the Company's Audit Committee Operating Regulation, according to which: (i) the Audit Committee may be either: a Committee of the Board of Directors, consisting of non-executive members thereof, or an Independent Committee, consisting of: either non-executive members of the Board of Directors and third parties or only third parties (a third party is any person who is not a member of the Board of Directors), (ii) the type of Audit Committee, its term, the number, and the qualities of its members are decided by the General Meeting of the Company's shareholders, (iii) the members of the Audit Committee are appointed by the Board of Directors when it constitutes a Committee thereof, or by the General Meeting of the Company's shareholders when it constitutes an Independent Committee, (iv) the term of the Audit Committee members coincides with the term of the Board of Directors, (v) the members of the Audit Committee must be mostly independent from the Company, according to the applicable independence provisions (Article 9(1) and (2) of Law 4706/2020), which is adequately and reasonably recorded during their appointment-election, (vi) the members of the Audit Committee must have sufficient knowledge of the sector in which the Company operates, (vii) at least one member of the Audit Committee, who is independent according to Article 9(1) and (2) of Law 4706/2020, must have sufficient knowledge and experience in auditing or accounting, and (b) the item with serial number 16 of the document with protocol number 427/21.02.2022 of the Hellenic Capital Market Commission titled "Questions and answers regarding the provisions of Article 44 of Law 4449/2017 for the Audit Committee (AC)," which provides that all members of the Audit Committee must have a basic understanding of the financial substance of the financial statements published by the Company, especially regarding the member who has sufficient knowledge in auditing or accounting, this knowledge must relate to international standards.

Following the above and after a thorough discussion, the Remuneration & Nominations Committee unanimously proposes the election-appointment of a new Audit Committee of the Company, according to the provisions of Article 44(1) of Law 4449/2017, which:

(a) will constitute an Independent Mixed Committee, (b) will consist of three (3) members, including one (1) Independent Non-Executive Member of the Company's Board of Directors and two (2) third parties-Non-Members thereof, who will also be independent from the audited entity, and (c) the term of the Audit Committee will coincide with the term of the Board of Directors, i.e., five years, ending

on May 28, 2030, extended until the expiration of the deadline within which the next Annual General Meeting must convene and until a relevant decision is made, but in no case can it exceed six years. Specifically, the following individuals are proposed as members of the new Audit Committee of the Company:

1. **Georgios Samothrakis**, Independent Non-Executive Member of the Company's Board of Directors, retired Certified Public Accountant
2. **Konstantinos Kotsilinis**, non-member of the Board of Directors (third party)
3. **Sophia Manesi**, non-member of the Board of Directors (third party)

Following this, the Committee, during the evaluation process of the above-mentioned individuals regarding the verification of:

(i) the suitability criteria according to the current Suitability Policy, and (ii) the conditions defined in Article 44(1) of Law 4449/2017, as currently in force, unanimously confirms and verifies the following:

I. Regarding the fulfillment of the suitability criteria according to the Company's current Suitability Policy

1. Georgios Samothrakis

Mr. Georgios Samothrakis holds a degree from the Athens University of Economics and Business (AUEB) and is a retired Certified Public Accountant. He specializes in tax matters and the formulation of tax strategies for Greek and multinational companies, and has been extensively involved in regular and special audits of commercial and industrial enterprises. He is an advisor to the Supervisory Board of the Institute of Certified Public Accountants of Greece (SOEL), where he was a member from 1993 to 2022. Among his other professional experiences, as detailed above, he has actively contributed to the development of the audit-accounting institution in Greece. He has served as President of the Fédération des Experts Comptables Méditerranéens, President of the Hellenic Institute of Economic Management (IOD), a member of Committees of the Ministry of Economy and Finance for the implementation of IFRS in Greece, the simplification of the Code of Books and Records, and the incorporation of the new 8th Directive, and is a member of the Corporate Governance Committee of the Hellenic-American Chamber of Commerce. He has also served as Chairman of the Company's Audit Committee.

Consequently, it is confirmed that the above candidate meets the suitability criteria according to the current Suitability Policy, as:

(a) due to his theoretical background, extensive professional experience, and his role as Chairman of the previous Audit Committee of the Company, he has acquired substantial knowledge of the Company's organization, management, and operations, its business activities, strategy, corporate culture, and values, (b) he possesses the guarantees of integrity, honesty, and good reputation, as no objective and proven reasons or events have emerged or come to the Committee's and the Company's

knowledge that suggest otherwise, (c) he is not in a state of conflict of interest with the Company, (d) he has independent and objective judgment for the execution of his duties, the ability to provide substantial evaluation of the positions of other Audit Committee members, and avoids uncritical adoption of third-party opinions, assessments, and proposals, (e) he can allocate the required time for the execution of his role as a member of the Company's Audit Committee, as his long-term experience provides him with sufficient knowledge and clarity of the requirements and obligations of his position, and he has sufficient time to address them effectively, while other personal commitments are not capable of affecting the proper execution of his duties, as throughout his tenure as Chairman of the Audit Committee, he actively participated in all its meetings and demonstrated interest in the substantial and effective fulfillment of its responsibilities.

II. Regarding the fulfillment of the conditions of Article 44 of Law 4449/2017, as currently in force

(a) Fulfillment of the independence criteria of Article 9(1) and (2) of Law 4706/2020, as currently in force

The conditions and criteria of independence set by the current regulatory framework are met by all proposed members of the Audit Committee, as these individuals:

(i) do not hold directly or indirectly more than 0.5% of the voting rights of the Company's share capital, and (ii) are free from any economic, business, family, or other dependent relationships that could affect their decisions and independent and objective judgment.

(b) Fulfillment of the requirement for sufficient knowledge of the sector in which the Company operates, i.e., the sector of raw materials and metal constructions

The requirement for sufficient knowledge of the sector in which the Company operates is met by all members of the Audit Committee, as these individuals, within the broader context of their professional involvement and experience, have a satisfactory understanding of the conditions, operations, and requirements of the sector in which the Company develops its activities, as they were all members of the Audit Committee under its previous composition.

(c) Fulfillment of the requirement for sufficient knowledge and experience in auditing or accounting by at least one member of the Audit Committee who is independent from the audited entity

The requirement for sufficient knowledge and experience in auditing or accounting by at least one member of the Audit Committee, who is independent from the Company, is demonstrably met by all proposed members, specifically:

A) **Georgios Samothrakis**, who is a retired Certified Public Accountant and has actively contributed to the development of the audit-accounting institution in Greece. He has served as President of the Fédération des Experts Comptables Méditerranéens, President of the Hellenic Institute of Economic Management (IOD), a member of Committees of the Ministry of Economy and Finance for the implementation of IFRS in Greece, the simplification of the Code of Books and Records, and the

incorporation of the new 8th Directive, and is a member of the Corporate Governance Committee of the Hellenic-American Chamber of Commerce.

B) **Sophia Manesi**, who has twenty years of experience in Internal Audit, having held senior positions at PwC, the former General Bank, BNP Paribas Greece, and the Hellenic Financial Stability Fund as Director of Internal Audit. She holds a degree and a master's degree in Business Administration and a degree in Psychology. She is a Certified Internal Auditor (CIA), Certified Fraud Examiner (CFE), COSO Internal Control Certificate holder, and a certified evaluator of internal audit units.

C) **Konstantinos Kotsilinis**, who holds a Bachelor of Commerce degree. From 1978 to 2003, he was head of the audit department at Coopers & Lybrand/PwC Greece. He has served on various European Committees, including the Supervisory Board of the European Financial Reporting Advisory Group (EFRAG) (2002-2004) and the Accounting Harmonization Committee of UNICE (2002-2005). From 2009 to 2014, he was Vice President of the Accounting Standardization and Auditing Committee of Greece (ELTE) and Chairman of the Quality Control Council (SPE). He is a former member of the Institute of Certified Public Accountants of Greece and the Institute of Chartered Accountants of New Zealand.

(d) Fulfillment of the requirement for a basic understanding of the financial substance of the Company's financial statements, according to item 16 of the document with protocol number 427/21.02.2022 of the Hellenic Capital Market Commission titled "Questions and answers regarding the provisions of Article 44 of Law 4449/2017 for the Audit Committee (AC)"

The requirement for a basic understanding of the financial substance of the financial statements published by the Company is met by all members of the Audit Committee, as Mr. Georgios Samothrakis is a retired Certified Public Accountant, Ms. Sophia Manesi has twenty years of experience in Internal Audit, having held senior positions at PwC, the former General Bank, BNP Paribas Greece, and the Hellenic Financial Stability Fund, and Mr. Konstantinos Kotsilinis holds a Bachelor of Commerce degree and has served on various European Committees, including the Supervisory Board of the European Financial Reporting Advisory Group (EFRAG) (2002-2004) and the Accounting Harmonization Committee of UNICE (2002-2005). From 2009 to 2014, he was Vice President of the Accounting Standardization and Auditing Committee of Greece (ELTE) and Chairman of the Quality Control Council (SPE), and has worked extensively in the audit field.

From the above, it is evident that all members of the Audit Committee have sufficient knowledge and experience in matters related to the proper preparation and full and accurate understanding and analysis of the financial statements published by the Company and are capable of understanding the results, performance, and financial position and condition of the Company in general.

(e) Fulfillment of the requirement for the member of the Audit Committee with sufficient knowledge in auditing or accounting to have this knowledge related to International Standards

According to the above detailed information, the requirement for knowledge of International Standards by the member of the Audit Committee with sufficient knowledge and experience in

auditing or accounting is met by all members, as they have actively engaged in the audit field, particularly Mr. Georgios Samothrakis, who, as a member of Committees of the Ministry of Economy and Finance for the implementation of IFRS in Greece, has extensive knowledge and experience regarding the application of International Accounting Standards (IAS) and International Financial Reporting Standards (IFRS).

After the preparation of the above proposal and following a thorough discussion among all Committee members, during which the accuracy, adequacy, correctness, and completeness of the proposal were confirmed, the Committee unanimously approves the proposal in its entirety and decides to submit it to the Company's Board of Directors, which will, in turn, submit it to the General Meeting of the Company's shareholders, the only corporate body legally competent to decide on the election of a new Board of Directors and the appointment of a new Audit Committee.

Following this, and with no other matters to discuss, the teleconference m

**The members of the Remuneration &
Nominations Committee**

Myrto Papathanou,	Theodoros Kitsos	Eleni Providi
Chair of the Committee	Member of the Committee	Member of the Committee