

**REGULATION FOR THE OPERATION OF THE
REMUNERATION AND NOMINATION COMMITTEE**

Introduction

This Regulation of the Remuneration and Nomination Committee (hereinafter the Regulation) of the Company with the corporate name INTRACOM HOLDINGS S.A., trading as INTRACOM HOLDINGS (hereinafter the Company) were drawn up in accordance with the applicable regulatory framework and the provisions of:

- a) L. 4706/2020 on Corporate Governance (articles 10, 11, 12,) and
- b) Articles 109 to 112 of L. 4548/2018 on the framework on remuneration for members of the Board of Directors.

The content of the Corporate Governance Code of the Hellenic Corporate Governance Council which the Company follows has also been taken into account.

Article 10 of L. 4706/2020 states that the competences of the Remuneration Committee and the Nomination Committee have been assigned to a joint committee (hereinafter the Committee).

The Committee's main mission is to assist the Board of Directors (hereinafter the Board) in making proposals to the Board about the remuneration policy in accordance with article 110 of L. 4548/2018, the pay report in accordance with article 112 of L. 4548/2018, and about the pay of senior executives of the Company in accordance with article 11(b) of L. 4706/2020, and the procedure for identifying and appointing suitable potential Members of the Board of Directors to ensure the problem-free continuation of its operations as a collective management and representation body for the Company and its committees, in line with the Company's current Suitability policy.

Purpose of the Regulation

This Regulation outlines the competences, duties and obligations of the Remuneration and Nomination Committee in this context.

The Regulation states that:

- The type, composition and term in office of the Committee Members
- The duties and competences of the Committee
- Its internal operating rules

Parties obliged to comply with the Regulation

1. Members of the Committee are obliged to comply with this Regulation and all parties involved are obliged to comply with the provisions hereof to the extent that they relate to them and to the extent that they are involved in the work of the Committee.
2. The Committee ensures that the interests of shareholders are duly protected in relation to the selection and nomination of Board Members as well as remuneration, however the Board of Directors retains full responsibility for acting individually and collectively in the interests of the Company and defending it.

Type, composition and term in office of the Remuneration and Nomination Committee

1. The Committee is comprised of at least 3 members appointed by the Board of Directors and consists of either Non-Executive Members and the majority of them Independent of the Company within the meaning of the provisions of L. 4706/2020 or Independent Non-Executive Members only.
2. The term in office of Members of the Committee is that of Members of the Board of Directors Members of the Committee may be re-elected. In all events the term in office of members may not exceed 9 years.
3. The Chairman of the Committee is elected by its Members at the meeting when it is officially established and is independent of the Company within the meaning of the provisions of article 9 of L. 4706/2020.
4. Where a member resigns, the Board of Directors issues a decision appointing a replacement for the member who resigned.

Operation of the Remuneration and Nomination Committee

1. The Committee meets at the Company's seat or, by applying the provisions of article 90 of L. 4548/2018 mutatis mutandis, meets regularly, at least 2 times a year, and on an extraordinary basis when required.
2. The Committee is convened by means of invitation sent to Members at least 5 working days before the meeting. The invitation sets out the items on the agenda, the date, time and place of the Committee meeting. The relevant documents may also be sent by email. An invitation is not required if all members are present and no objections are raised on the date of the meeting.
However, the Committee has the discretion to invite any executive or other person (the Company's employee, associate) who considers that it can assist in carrying out its work, whenever that is considered necessary.
3. All Members of the Committee should seek to participate in Committee meetings. In all events the Committee has a quorum where at least two of its Members are present. The Committee may also meet by video conference or by phone connection between some or all of its Members. By applying article 94 (par.1) of L. 4548/2018, as in force, mutatis mutandis, the drafting and signing of minutes by all Members of the Committee shall be equivalent to a decision of the Committee even if no meeting has taken place beforehand.
4. Where at least 2 Members are not present at the meeting, the meeting shall be cancelled and repeated without a new invitation being issued within 7 days at the latest from the date on which it was cancelled (where the necessary quorum is still required).

5. Decisions shall be taken by majority of the Members present and where there is tie, the Chairman shall have the casting vote.
6. The Committee may appoint a secretary to keep minutes of its meetings and to support its work in general. Discussions and decisions of the Committee are recorded in Minutes signed by the Members present in accordance with article 93 of L. 4548/2018, as in force, which shall be available to all Members and the Board of Directors.
7. The Committee has full, uninterrupted access to the information it needs to perform its duties. Moreover, it may use the services of external consultants and consequently it must be provided with adequate funds for this purpose.
8. Members of the Committee receive a fee in accordance with the Company's Remuneration Policy approved by the General Meeting.

Duties and competences of the Committee

The Committee's main duties are listed below:

1. In the context of complying with the provisions of article 11 of L. 4706/2020 and articles 109 to 112 of L. 4548/2018, the Committee:
 - formulates proposals to the Board about the Company's remuneration policy in accordance with the provisions of article 110 of L. 4548/2018,
 - submits proposals to the Board about the annual pay of persons falling within the scope of the approved Remuneration Policy,
 - periodically evaluates the need to update the Company's Remuneration Policy taking into account legislative developments and best practices,
 - examines and submits proposals to the BoD concerning stock option schemes for Members of the BoD and company staff,
 - submits the proposed performance targets for Board Member variable pay or targets tied into pre-emptive rights or stock options,
 - puts in place and monitors the process of assessing the extent to which the performance criteria for persons falling within the scope of the approved remuneration policy in accordance with article 111 of L. 4548/2018 are met,
 - makes proposals about the pay of Company senior executives and in particular the head of the internal audit unit,
 - submits proposals to the Board about any business policy related to pay,
 - reviews the draft annual remuneration report for Board Members and provides its opinion to the Board of Directors before submitting the report to the General Meeting in accordance with article 112 of L. 4548/2018.
2. In the context of complying with article 12 of L. 4706/2020, the Committee's duties include:

- ensuring, with the support of the company secretary, that an updated CV is posted on the Company's website and maintained for each member of the Board during his term in office,
- evaluating each year the size, line-up, independence criteria, balance of knowledge and skills of the existing Board of Directors in line with the Company's Suitability Policy,
- submitting proposals on the content of the Suitability Policy, the training policy for Board members and executives and the procedures for recruitment and evaluation of company executives,
- submitting proposals to the Board of Directors to appoint candidate members in the context of the approved Suitability Policy,
- carrying out the procedure for identifying and selecting candidate Board members in the context of the approved Suitability Policy,
- submitting proposals to the Board of Directors to revise the Suitability Policy, if necessary,
- periodically evaluating the size and line-up of the Board of Directors and submitting proposals for examination about how to optimise its line-up,
- informing the Board of Directors about the results of implementing the Suitability Policy for Board Members and about any measures taken in the case of deviations,
- regularly examining the independence of the Independent Non-Executive Members of the Company's Board of Directors and submitting proposals on the appropriate actions in accordance with the provisions of article 9 of L. 4706/2020,
- ensuring that candidates are evaluated based on the Suitability Policy and recommendations to the Board of Directors of candidate Board members,
- coordinating the process of periodic self-assessment of the Board, its Committees, Members of the Board (collectively), the Chairman of the Board and the CEO (individually),
- informing the BoD in good time and making recommendations on the succession plan for Board members,
- assigning and monitoring the work of external consultants it may appoint to achieve its objectives,
- ensuring that the training course for Board Members is prepared at the start and during their term in office, in line with the Board Members Training Policy followed by the Company.

Procedure for nominating Board Member

Launch of process

The procedure to appoint persons suitable for becoming members of the Board of Directors may commence:

- after the need to appoint a new member has been identified after the Board's evaluation procedure (suitability and/or effectiveness) is completed,
- due to the end of the member's term in office or due to loss of membership for any reason, including the cases specified in article 9(par.4) of L. 4706/2020 relating to loss of independent Board member status.

Determining required profile

The first stage of the procedure is to determine the preferred profile of the Board member based on the Board member Suitability Policy and the procedure for recruitment and evaluation of senior executives followed by the Company.

Search for candidates

Various methods can be used to search for a prospective member such as:

- recommendation by another Board member, member of senior management or shareholder,
- assignment to a suitable external consultant and/or
- other procedure/action considered necessary.

Candidate Evaluation

After the prospective candidate is identified, the Committee evaluates his/her suitability based on the criteria (individual, collective suitability and diversity) laid down in the Suitability Policy followed by the Company and the Senior Executive Profile (in the case of an executive Board Member). The following indicative things are evaluated:

- Adequacy of knowledge and skills,
- ethos and reputation,
- any potential or actual situation or other relationship which leads to a conflict of interests, based on the framework laid down in the Company's existing Conflict of Interest Policy,
- confirmation of non-existence of a final court judgement for prejudicial transactions,
- the independence of his judgement,
- the ability to devote adequate time,
- adequate representation for each gender (accounting for at 25% of all Board members) in accordance with the provisions of article 3 of L. 4706/2020,
- non-exclusion of a candidate on grounds of sex, race, colour, ethnic or social origin, religion or belief, asset status, birth, disability, age or sexual orientation,

- Adequate number of independent non-executive members of the Board of Directors so that they do not fall below 1/3 of the total number of Board members in accordance with article 5 of L. 4706/2020. In the case of fractions, the number is rounded to the nearest whole number.

Recommendation to the Board

1. Upon completion of the procedure for evaluating whether these criteria are met, the Committee prepares its proposal on recommending the candidate member to the Board.
2. Note that in order to elect its members, the Board of Directors, with the support of the Committee, will post on the Company's website 20 days at the latest before the General Meeting in the context of the recommendation, an update about the detailed CV, the reasoning behind the proposal and the suitability of each prospective member of the Board of Directors based on the Suitability Policy followed by the Company.

Implementation of the Regulation (effectiveness / amendment)

The Regulation is prepared by the Committee and applies from the date on which it is approved by the Board of Directors. It is revised when necessary following a recommendation from the Committee and approval from the Board of Directors.

The Committee may immediately adopt and implement provisions of new legislation which regulate different issues regulated by these Regulations before amending these Regulations. The Committee Regulation is posted on the Company's website (www.intracom.com).