

# **RULES OF PROCEDURE OF THE REMUNERATION & CANDIDATE NOMINATION COMMITTEE**

## **1. INTRODUCTION**

The present Rules of Procedure of the Remuneration and Nomination Committee (hereinafter “Committee”) (hereinafter “Rules”) of the company “KTINOS HELLAS S.A. GREEK MARBLE INDUSTRY TECHNICAL AND TOURISTIC COMPANY” (hereinafter “Company”) was established in accordance with the provisions of Law 4706/2020 on corporate governance and the Code of Corporate Governance followed by the Company.

The Remuneration and Nomination Committee (hereinafter referred to as the (“Committee”)) is a single committee that oversees the nomination process for the election of members of the Board of Directors and the selection of senior executives and prepares proposals to the Board of Directors regarding the remuneration of its members and key senior executives in accordance with applicable provisions.

The Rules define:

- the composition, formation and operation of the Committee,
- the responsibilities of the Committee,
- the basic principles and rules of the Committee’s internal operation.

## **2. SCOPE OF THESE RULES (VALIDITY/AMENDMENT)**

The Rules enter into force immediately after their approval by the Board of Directors and bind all persons as defined in paragraph 3.

The Rules as well as any amendments thereto shall be notified to the persons referred to in paragraph 3 herein. Following a proposal from the Committee in writing and if there is a reason, the Board of Directors evaluates the appropriateness and effectiveness of the Rules and approves any changes.

The Committee’s Rules of Procedure shall be reviewed on an ad hoc basis as necessary.

## **3. PERSONS BOUND BY THESE RULES**

The members of the Committee are obliged to comply with the Rules of Procedure.

## **4. COMPOSITION AND TERM OF THE COMMITTEE**

The members of the Committee are elected and appointed by the Board of Directors.

The Committee has at least three members and consists of non-executive members of the Board of Directors. At least two (2) are independent non-executive members. Independent non-executive members constitute the majority of the members of the Committee.

An independent non-executive member is appointed as Chairman of the Committee who is appointed by the members of the Committee at its first meeting.

Moreover, the Committee may appoint a secretary to administer the minutes and other procedural matters.

The term of office of the Committee may not exceed the term of office of the Board of Directors which appointed it.

## **5. TASKS AND RESPONSIBILITIES OF THE COMMITTEE**

### **5.1 Selection and evaluation of members of the Board of Directors**

The main tasks of the Committee regarding the selection and evaluation of members of the Board of Directors are the following:

- Defining the selection criteria and appointment procedures of the members of the Board of Directors as reflected in the Suitability Policy of the members of the Board of Directors;
- Submitting proposals for diversity policy including gender balance;
- Completing the selection process of candidates for members of the Board of Directors and submitting the relevant proposals to the Board of Directors;
- Evaluating the size and composition of the Board of Directors (at least on an annual basis) and submitting proposals to the Board for consideration regarding its desired profile;
- Evaluating the existing balance of qualifications, knowledge, views, skills, experience related to the corporate goals, as well as between genders, based on the description of the role and skills required to fill the vacant positions;
- Contributing to the shaping and monitoring of the implementation of the Suitability Policy of the members of the Board of Directors;
- Contributing to the periodic evaluation of the Suitability Policy taking into account the legislative developments, best practices and other findings/proposals of the Departments of Human Resources, Internal Audit, Regulatory Compliance and submitting proposals for its improvement where required;
- Assisting in the evaluation of the effectiveness of the Board of Directors, the performance of the members of the Company's Board of Directors and committees and providing relevant information to the Board of Directors regarding the results of the evaluation, based on a specific procedure;
- Examining the independence of the non-executive members of the Board of Directors and submitting proposals regarding the appropriate changes;
- Recommending to the Board of Directors the re-election or not of the existing members and the committees of the Board of Directors at the end of their term of office.

Regarding the election of its members, it is noted that the Board of Directors with the assistance of the Committee, publishes on the Company's website twenty (20) days before the General Meeting at the latest, information regarding each candidate Member, in the context of its relevant proposal, specifically the following:

- Justification of the proposal about the candidate member;
- Detailed CV of the candidate member, which includes in particular information about his current or previous activity, as well as his participation in positions of management of other companies or his participation in other boards and committees of Boards of directors of legal entities;
- Determination of the suitability criteria of the candidate members of the Board of Directors, in accordance with the Suitability Policy of the Company and the recommendation of the Committee;
- Regarding the process of locating and proposing candidate members of the Board of Directors, the procedure followed initially includes identifying any weaknesses and the need for a new member or replacement of an existing one, assessing the ideal profile of the candidate (gender, experience, skills, etc.), the search for candidates, the evaluation of the candidate through interview, review of

documents and other evaluation methods and the suggestion to the Board of Directors regarding the fulfillment of the criteria of individual and collective suitability.

## **5.2 Remuneration policy and remuneration of Board members**

The main duties of the Committee regarding the remuneration of the members of the Board of Directors are the following:

- Submitting proposals to the Board of Directors regarding the remuneration policy submitted for approval to the general meeting, in accordance with par. 2 of article 110 of law 4548/2018;
- Periodic evaluation of the need to update the Company's remuneration policy taking into account the legislative developments, best practices, as well as the relevant findings/proposals of other operations of the Company;
- Supervising the implementation of the remuneration policy and providing relevant information to the Board of Directors;
- Examining and submitting proposals to the Board of Directors regarding the total amount of the annual variable remuneration;
- Proposing performance targets regarding the variable remuneration of members of the Board of Directors;
- Regular review of the salary of the executive members of the Board of Directors and other terms of their contracts with the Company;
- Submitting proposals to the Board of Directors for any remuneration-related corporate policy;
- Forming proposals to the Board of Directors regarding the remuneration of persons falling within the scope of the remuneration policy, in accordance with article 110 of law 4548/2018, and regarding the remuneration of the Company's executives, especially the head of the internal audit unit;
- Examining the annual remuneration report and submitting it to the Board of Directors;
- Examining the information included in the final draft of the annual remuneration report, providing its opinion to the Board of Directors, before submitting the report to the General Meeting, in accordance with article 112 of law 4548/2018.

## **6. OPERATION OF THE COMMITTEE**

The Committee is convened regularly, usually once a year and on an ad hoc basis, whenever its members deem appropriate and necessary for it to carry out its duties effectively.

The Chairman of the Committee decides on the items on the agenda, the frequency and duration of the meetings and ensures its effectiveness in the performance of its duties.

The Committee is in quorum when at least two members are present, while the presence of a representative is not allowed. The approval of decision-making requires the majority of its members present and in case of a tie, the vote of the Chairman of the Committee prevails. The Committee's decisions are made by an absolute majority of its members.

The Chairman of the Committee convenes its members by invitation which is notified to them at least two (2) business days before the meeting. The invitation states the items on the agenda, the date, time and place of the meeting of the Committee.

The Committee may also meet by teleconference. The preparation and signing of minutes by all members of the Committee equals to a meeting and a decision even if no meeting has taken place.

The Committee may also meet on its own initiative, provided that all its members are present.

In the event that, in the discussion of a particular issue, there is an impairment due to a conflict of interest with any member of the Committee, that member shall not take part in the vote and shall not be counted in for the quorum and the majority. In case of decision by signing the minutes, the member who has a conflict of interest also signs, stating in the minutes that this member does not participate in the decision.

The Corporate Governance Statement of the Company describes the tasks and activities of the Committee and the number of its meetings during the year.

The Committee may invite, whenever appropriate, members of the Management, the Board of Directors, the Head of Internal Audit and members of the Audit Committee to attend specific meetings or specific items on the agenda.

The Committee may at its discretion use the services of the Company's executives as well as request the services of an external consultant in support of its duties and therefore will be provided with sufficient funds for this purpose when required by a decision of the Company's Board of Directors.

The members of the Committee are entitled to a special remuneration, the amount of which is determined by the Board of Directors of the Company and in accordance with the remuneration policy.

## **7. COMMITTEE'S PRINCIPLES OF CONDUCT**

The members of the Committee, in addition to their commitments as members of the Board of Directors of the Company, must ensure compliance with the requirements of legislation, the Articles of Association, the Internal Rules of Procedure of the Company and the decisions of its bodies.

Particular emphasis is placed on preventing harm to the Company's interests, avoiding situations of conflict of interest that could impede independent judgment and decision-making, maintaining the confidentiality of information and non-exploitation and use of confidential information.

The Committee's obligations should also be respected by the Secretary of the Committee, who has knowledge of all its activities.

## **8. PUBLICATION OF THE COMMITTEE'S RULES OF PROCEDURE**

The Rules of Procedure of the Committee are published on the Company's website.