



**RULES OF PROCEDURE
OF THE REMUNERATION &
NOMINATION COMMITTEE
OF THE SOCIETE ANONYME
"PLAISIO COMPUTERS S.A."**

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1. Introduction

1.1 These Rules of Procedure of the Remuneration & Nomination Committee (hereinafter referred to as the "Rules") of the Societe Anonyme under the company name "PLAISIO COMPUTERS SOCIETE ANONYME - COMMERCIAL AND INDUSTRIAL COMPANY OF COMPUTERS AND STATIONERY" and the distinctive title "PLASIO COMPUTERS S.A." (hereinafter referred to as the "Company"), were prepared in accordance with the provisions of articles 10-12 of Law 4706/2020 (Government Gazette A' 136/17.07.2020), as applicable.

1.2 The Rules set the organization and operation of the Remuneration & Nomination Committee (hereinafter referred to as the "Committee") as well as the duties, tasks and competences of the members of the Committee, which was constituted and operates having as double purpose:

(a) the identification and attraction of suitable persons for the award of membership of the Board of Directors, according to the Company's Suitability Policy,

(b) the drafting and monitoring of the Remuneration Policy and submission of proposals to the Board of Directors in order to ensure the attraction and retention of the appropriate executive member and their remuneration to be linked to the corporate strategy and the creation of long-term value for the Company. the provision of assistance and support to the Board of Directors in the formulation and determination of the remuneration, compensation and other benefits in general of persons falling within the scope of the Policy and its other executives, in order to ensure the objectivity, proportionality, reasonableness and fairness of the remunerations paid and to avoid exposure of the Company to excessive risks, due to the payment of remunerations that are not consistent with the wider financial environment and the Market in which the Company operates.

1.3 The Rules of Procedure of the Remuneration & Nomination Committee and any subsequent revision thereof shall be approved by the Board of Directors.

1.4 These Rules were approved and entered into force by the decision dated 18 June 2021 of the Board of Directors of the Company and were revised by the decision dated 16 December 2021 of the Board of Directors.

1.5 These Rules and any subsequent amendment-revision thereof shall be posted on the company's website www.plaisio.gr.

2. Composition, structure, staffing and term of office of the Remuneration & Nomination Committee

2.1 The Remuneration & Nomination Committee consists of three (3) non-executive members of the Board of Directors, at least two (2) of whom are independent non-executive members.

2.2 The Chairman of the Remuneration & Nomination Committee shall be appointed among its members. The Chairman must be an independent non-executive member of the Committee.

2.3 The term of office of the Remuneration & Nomination Committee shall be proportional to the term of office of the Board of Directors of the Company. In any case, the term of office of the members of the Committee shall not exceed nine (9) years in total. The members of the Committee shall be freely reelected. The participation in the Remuneration & Nomination Committee shall not exclude the possibility to participate in other committees of the Board of Directors as well.

2.4 In the event of resignation, death or loss of membership of the Remuneration & Nomination Committee, the Board of Directors shall appoint from its existing members a new member in place of the deceased member for the period up to the end of his term of office.

2.5 The Remuneration & Nomination Committee shall have the necessary means, the appropriate resources and the necessary logistical infrastructure for the proper and effective fulfilment of its purpose.

2.6 In carrying out its tasks, the Committee may entrust part of its work to external consultants. For its work the Committee shall be provided with the appropriate resources (Article 10 L. 4706/2020). The external consultants shall be chosen by the Committee and hired by the Company. The Committee is responsible for monitoring the services provided and ensures that their work and any relationship with the Company or members of the Board of Directors is reported in the Company's Annual Report.

3. Operation and Meetings of the Remuneration & Nomination Committee

3.1 The Remuneration & Nomination Committee shall meet, after the invitation of its Chairman, at regular intervals and in any case, at least two (2) times a year, and exceptionally when the needs of the Company so require. The meeting of the Remuneration & Nomination Committee may be conducted by teleconference with respect to some or all of its members.

3.2 The invitation shall be sent to the members of the Remuneration & Nomination Committee two (2) at least days before the meeting. The invitation must clearly state the items on the agenda.

3.3 The Remuneration & Nomination Committee shall be in quorum and meet validly when two at least (2) of its members are present or represented therein.

3.4. The Remuneration & Nomination Committee shall invite at its sole discretion, whenever deemed appropriate, other managing executives involved in the Company's governance or/and any Board member to attend certain meetings without the right to vote. When executives or members of the Company's Board of Directors are invited the Committee shall inform the CEO or the Chairman of the Company's Board of Directors accordingly.

3.5 The decisions of the Remuneration & Nomination Committee shall be made by majority of its members. In case of a tie, the Chairman shall have a casting vote

3.6 The discussions and decisions of the Remuneration & Nomination Committee shall be recorded in minutes. The minutes of the Remuneration & Nomination Committee shall be signed by the members attending. If a member refuses to sign, a reference shall be made to the minutes. The signatures of the Remuneration & Nomination Committee members can be replaced by exchanging messages via e-mail. Copies of the Remuneration & Nomination Committee's minutes shall be issued by the Chairman.

3.7 The Committee is supported by a secretary who facilitates its entire operation, records the discussions and draws up draft minutes.

3.8 The Management must provide the members of the Remuneration & Nomination Committee with complete and sufficient information regarding the organization and

operation of its respective Departments, the business model and the strategy of the Company as well as the necessary, for the effective exercise of duties, information and training.

3.9 The Chairman of the Committee shall briefly inform the Board on the Committee's decisions after each meeting. The Board of Directors may request, if it deems necessary, copies of the Minutes of the Committee.

4. Tasks and responsibilities of the Remuneration & Nomination Committee

4.1 As regards the nomination of candidate Board members, the Remuneration & Nomination Committee shall have the following responsibilities:

(a) It shall regularly review the Suitability Policy of the Board and submit suggestions - proposals for any necessary and appropriate changes, taking into account the developments regarding the strategic goals of the Company, the challenges, the risks and the applicable legal and regulatory framework,

(b) it shall set, update and revise the selection criteria of the candidate members of the Board and submit to it the relevant proposals for modifications - changes of these criteria. In the context of implementing this procedure, the Committee shall be responsible, inter alia, for updating the desired composition of the Board, in accordance with the regulative provisions and the desired qualities of its members, as the case may be,

(c) it shall evaluate the structure, composition and size of the Board and make proposals for appropriate changes,

(d) it shall periodically monitor and evaluate the individual and collective performance and effectiveness of the members of the Board,

(e) it shall plan a succession plan of the members of the Board of Directors, the members of the Committees and the senior executives of the Company, in accordance with the needs and business plans of the Company and the requirements of the regulatory framework,

(f) it shall suggest the re-election or not of the existing members of the Board of Directors at the end of their term of office,

(g) it shall identify and nominate suitable candidates to fill vacancies on the Board of Directors,

(h) it shall evaluate the adequacy of knowledge, skills, experience, competencies and guarantees of ethics and reputation of existing and prospective members of the Board of Directors,

(i) it shall verify compliance with the principles of the applicable Suitability Policy and ensure that the candidate members meet the conditions and criteria set, and that the procedures provided are properly implemented,

- (j) it shall plan and coordinate the selection process of the candidate members of the Board of Directors in accordance with the Articles of Association, the Corporate Governance Code and the Suitability Policy. In the context of this process, it shall describe the individual skills and qualifications that, in its judgment, are required to fill the positions of members of the Board of Directors, it shall estimate the time that must be devoted to the respective position and before the election of each member in the Board of Directors and it shall ensure that the candidate can devote sufficient time to his role,
- (k) it shall examine the fulfillment of the criteria and conditions of independence in the person of the independent non-executive members of the Board,
- (l) it shall note the lack of gender representation on the Board of Directors and the observance of the diversity criteria and makes appropriate proposals,
- (m) it shall examine possible cases of conflict of interest between the members of the Board of Directors and the Company,
- (n) it shall prepare and supervise the implementation of the induction program for new members of the Board of Directors, regarding the scope of their duties, responsibilities and obligations,
- (o) it shall submit proposals for the design and implementation of programs for continuous training and development of the relevant skills of the members of the Board of Directors,
- (p) It shall support the Board of Directors in the process of annual evaluation of the effective fulfillment of its duties and committees, as well as in the process of evaluation every three (3) years by an external consultant. Submits proposals to the Board of Directors for measures to address identified weaknesses and shortcomings and to monitor their implementation,
- (q) it shall guide the Board of Directors in the annual performance evaluation of the Managing Director and the Chairman of the Board of Directors,
- (r) it shall take care of the reference of the project and the meetings of the Committee in to the Company's corporate governance statement

4.2 Regarding the Remuneration Policy, which covers the members of the Board of Directors and the Head of the Internal Audit Unit, the Remuneration Committee:

- (a) it shall monitor the implementation and enforcement of the current and approved by the Ordinary General Assembly of Shareholders Remuneration Policy,
- (b) it shall ensure that the Remuneration Policy is consistent with the business strategy, the corporate culture, the corporate principles and values and the long-term interests of the Company and the Company Group. It shall submit recommendations to the Board of Directors regarding its review, at least every four (4) years, so that it is always characterized by efficiency, objectivity and transparency,
- (c) it shall formulate proposals to the Board of Directors regarding the Remuneration Policy submitted for approval to the General Assembly, in accordance with par. 2 of article 110 of L. 4548/2018,

- (d)** it shall submit 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 L. 4548/2018,
- (e)** it shall review on an annual basis the level of remuneration paid (fixed and variable), compensation and other benefits to persons falling within the scope of the Remuneration Policy and propose, if necessary, amendments thereto. The Committee must ensure that the remuneration paid is commensurate with the duties, degree of employment, responsibilities and performance of the persons, and that it is in line with market practices and conditions,
- (f)** it shall submit proposals for performance targets for any variable remuneration of members of the Board of Directors or targets associated with any market or share option schemes.
- (g)** it shall submit proposals to the Board of Directors regarding any programs for granting purchase options or any shares to the members of the Board of Directors and the staff of the Company, as well as the affiliated companies.
- (h)** it shall oversee the evaluation system of the Company's senior management and supports the management and the Human Resources Department in its planning.
- (i)** it shall ensure the annual self-evaluation and the reporting of its work, as well as the number of its meetings, in the annual corporate governance statement of the Company.
- (j)** it shall examine the information included in the final draft of the annual Remuneration Report and provides an opinion to the Board of Directors before its submission to the General Assembly, in accordance with article 112 of L. 4548/2018,
- (k)** it shall ensure the adequacy and accuracy of the information regarding the remuneration policy and practices provided to shareholders and the investing public in general, in accordance with the applicable regulatory framework.

5. Remuneration of members of the Remuneration & Nomination Committee

5.1 The remuneration of the members of the Remuneration & Nomination Committee must reflect the current market conditions, the importance and complexity of these tasks, the breadth of their work, the degree of their responsibility and the real time of dealing with the issues that fall within their responsibilities.

6. Principles of ethics of the Remuneration & Nomination Committee

6.1 The members of the Remuneration & Nomination Committee in the performance of their duties must follow and strictly observe the following principles:

- full compliance with the requirements of the legislative and regulative framework, the Articles of Association and the Internal Rules of Procedure of the Company as well as the decisions of the competent corporate bodies,
- loyalty to the Company and prevention of damage to its interests,
- strict observance of the confidentiality of information and non-exploitation and use of confidential and privileged information,
- prohibition of extra-corporate activities, which may impede independent decision-making and lead to or may lead to a conflict of interests.

7. Amendment-revision of the Rules of Procedure of the Remuneration & Nomination Committee

7.1 The Remuneration & Nomination Committee shall regularly evaluate the adequacy and effectiveness of the Rules of Procedure and shall recommend-propose the changes, revisions and amendments thereof, which it deems necessary in order to ensure effective and essential execution of its tasks and responsibilities.