

<i>Autohellas</i>	CORPORATE GOVERNANCE	
	NOMINATION AND REMUNERATION COMMITTEE CHARTER	Date of 1st edition: 14.07.2021

**NOMINATION AND REMUNERATION COMMITTEE CHARTER
«AUTOHELLAS TOURIST AND TRADING SOCIETE ANONYME»**

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ANNEX

1. Subject matter of the Rules.

1.1. These Rules (hereinafter "the **Rules**") set out the procedures regarding the composition, role, responsibilities, the procedure for fulfilling this role, the procedure for convening and holding meetings and other matters relating to the operation of the Nomination and Remuneration Committee (hereinafter referred to as the "**Nomination and Remuneration Committee**" or "**Committee**") of the Company named "AUTOHELLAS TOURIST AND TRADING SOCIETE ANONYME" (hereinafter referred to as the "**Company**") and was prepared in accordance with the provisions of the Law. 4706/2020 on corporate governance, as well as the provisions of the Company's internal regulations.

1.2 The Company's Nominations and Remuneration Committee was appointed by the Board of Directors as a single Committee (under Articles 10-12 of Law 4706/2020) and is responsible for identifying suitable persons for membership of the Board of Directors and for making a proposal to the Board of Directors and for making proposals to the Board of Directors regarding the Company's remuneration policy and the remuneration of the persons falling within the scope of the Company's remuneration policy, in accordance with Article 110 of Law. 4548/2018, as well as the Company's executives, and in particular the Director of the internal audit unit, as long as they do not fall within the scope of application of the remunerations policy.

1.3 The members of the Nomination and Remuneration Committee are appointed by the Board of Directors of the Company, in accordance with the provisions of these Regulations.

2. Approval / Entering into effect / Revision of the Rules.

2.1 These Regulations shall enter into force upon their approval by the Board of Directors of the Company.

2.2 The revision of these Rules shall be reviewed whenever necessary.

3. Composition of the Nomination and Remuneration Committee.

3.1 The Committee is a committee of the Board of Directors of the Company. It shall consist of at least three (3) non-executive members of which at least two (2) shall be independent non-executive members. The independent non-executive directors shall at all times constitute a majority of the members of the Committee.

3.2 Its Chairman is an independent non-executive member of the Board of Directors. Participation in the Nomination and Remuneration Committee does

not exclude the possibility of participation in other committees of the Board of Directors.

3.3 The Nomination and Remuneration Committee may use any resources it deems appropriate for the fulfilment of its objectives, including seeking the services of external consultants if it deems it necessary, and the Company shall provide it with sufficient funds for this purpose.

3.4 In the event of resignation, death or loss of membership of the Committee, the Board of Directors shall appoint a new member from among its existing members to replace the member who has resigned, for the period until the expiry of his/her term of office.

3.5. The term of office of the Nomination and Remuneration Committee shall coincide with the term of office of the Board of Directors, renewable.

4. Duties and responsibilities of the Nomination and Remuneration Committee.

4.1 The Nomination and Remuneration Committee assists the Board of Directors in relation to the nomination of candidates for the members of the Board of Directors and the remuneration of the members of the Board of Directors and the Company's executives and is also responsible for the organization and handling of the evaluation process of the Board of Directors and the Audit Committee.

4.2 In relation to the nomination of candidates, the Committee shall deal with the following:

(a) Determine the Company's requirements regarding the size and composition of the Board of Directors and recommend changes and/or improvements where it deems necessary.

(b) Determine the criteria for the nomination of candidates for the Board of Directors in accordance with the Company's policy on the suitability of the members of the Board of Directors and verify the fulfilment of the criteria for the individual and collective suitability of the members of the Board of Directors.

(c) Ensure that the criteria of diversity and adequate gender representation on the Board of Directors are met and make proposals for a diversity policy if deemed necessary.

(d) Monitor the implementation of the Company's suitability policy for the members of the Board of Directors and make recommendations to the Management if it considers that it needs to be amended.

(e) Identify and carry out the process of nominating candidates for membership and prepare the proposal to the General Assembly for their election.

(f) Check at least twice (2) a year the fulfilment of the independence criteria of the independent members of the Board of Directors and the members of the Audit Committee.

(g) Establish a framework for the filling of positions and succession of the members of the Board of Directors, the CEO and members of senior management, as it deems necessary.

It is noted that with regard to the election of its members, the Board of Directors, with the assistance of the Nomination and Remuneration Committee, which prepares a report in accordance with the standards set out in the Annex to this document, posts on the Company's website twenty (20) days before the General Meeting at the latest, as part of its proposal, information regarding each candidate for membership, on the following:

-The justification of the candidate's proposal.

-The detailed curriculum vitae of the candidate member, including in particular information on his/her present or previous activities, as well as his/her participation in management positions in other companies or participation in other boards and committees of boards of directors of legal entities.

-The determination of the eligibility criteria of the candidates for the Board of Directors, in accordance with the Company's Eligibility Policy and the recommendation of the Nomination and Remuneration Committee.

In the context of the above activities, the Nomination and Remuneration Committee, in case it identifies weaknesses, shortcomings or the need for corrections, either at individual or collective level, of the Board of Directors, may propose corrective actions, including the addition of a new or replacement of an existing member. To this end, it shall carry out a survey of candidates, assessments through documents and/or interviews and/or other sources of information at its discretion, assess the profile of the candidate (gender, professional experience, skills, previous service on Boards, Committees, collective bodies, etc.) and make recommendations regarding candidates to the Board of Directors.

4.3. In relation to remuneration, it deals with the following:

(a) Recommending the formulation, monitoring, possible review and implementation of the remuneration policy of the members of the Board of Directors while at the same time 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 Assembly,

(b) To inform the Board of Directors regarding the elements of the remuneration structure and the practices followed in the Company, which are taken into account in the preparation and review of the remuneration policy, in order to formulate the remuneration structure of the different roles of the members of the Board of Directors and of the senior executives, regardless of whether they are included in the remuneration policy, and to make recommendations to the Board of Directors, which decides on them and/or recommends them to the General Meeting, wherever it is necessary.

(c) Recommend any deviations from the remuneration policy as required and in accordance with the policy itself and the law,

(d) Receive comments from the Company's competent units, including that of Internal Audit, resulting from the audit of the implementation of the Remuneration Policy, from changes in the regulatory framework, as well as from the best practices adopted in the market,

(e) Make recommendations to the Board of Directors regarding the principles governing the management of the Company's human resources, the Company's executives and employees, in accordance with market and economic conditions in general,

(f) Formulate proposals to the Board of Directors regarding the remuneration of persons falling within the scope of the remuneration policy, pursuant to Article 110 of Law No. 4548/2018, and on the remuneration of the Company's executives, in particular the head of the internal audit unit,

(g) Where an external consultant has been engaged for remuneration matters, it shall be reported to the Nominations and Remuneration Committee, which shall be responsible for guiding and monitoring the consultant.

4.4 The Nomination and Remuneration Committee shall initiate, organise and assist in the self-evaluation process based on the Board member evaluation process and the relevant questionnaires provided for therein or any other revised process and/or external evaluation of the Board members and the Audit Committee as it deems appropriate.

It is responsible for organising and conducting the process of annual evaluation of the effectiveness of the Board of Directors, the fulfilment of the duties of the members of the Board of Directors and the Audit Committee, which is chaired by the Chairman of the Board of Directors, while the Committee chairs the process of evaluating the performance of the Chairman and the Chief Executive Officer.

5. Operation of the Nomination and Remuneration Committee.

5.1 The Nominations and Remuneration Committee shall meet at the invitation of its Chairman, at regular intervals, at least four (4) times a year, and on an extraordinary basis when required. Said notice shall be communicated to the members at least 2 days prior to the meeting and shall include the items on the agenda and the date, time and place of the meeting. Minutes shall be taken at meetings of the Nomination and Remuneration Committee.

5.2 The Committee may also meet on its own initiative, provided that no member of the Committee objects to its convening. In this case, no invitation is required.

5.3 The quorum of the Committee shall be at least three (3) members, while participation by proxy is not allowed. Decisions are made by an absolute majority of the members present.

5.4 It is at the discretion of the Committee to invite to its meetings, whenever deemed appropriate, any member of the Board of Directors, officers of the Company or any person it deems appropriate to assist in its work.

5.5. The above meetings may take place in person or by audio-visual means at the Company's headquarters or at any other place decided by the members of the Committee. The drawing up and signing of minutes by all members shall be equivalent to a decision of the Committee, even if no meeting has been held beforehand.

5.6 Minutes of the meetings of the Committee shall be taken by a member of the Committee. The Committee may incorporate into the minutes of its meetings any material brought to its attention which evidences its actions in the performance of its duties.

5.7 In case of postponement of the meeting due to the inability of a member to attend, the Chairman of the Nomination and Remuneration Committee shall set a new date not more than 15 days after the postponed meeting.

ANNEX

Report on the evaluation of candidates or re-evaluation of existing members of the Board of Directors

CHAPTER A - Candidate/existing member

Full Name of Candidate	
Current position on the Board of Directors	
Position for which the report is submitted	
Date of the evaluation report	

CHAPTER B' - Criteria for the suitability of candidates

1. General conclusion of individual suitability:

[•]

Independence - conflict of interest

[•]

Education - training

[•]

Professional experience

[•]

Personal skills

[•]

Reputation, ethics, honesty and integrity

[•]

Allocating sufficient time

[•]

2. Establishment of collective suitability criteria.

[•]

CHAPTER C' - Final recommendation of the Nominations and Remuneration Committee on the suitability of the candidate.

[•]

Place, Date

The Nomination and Remuneration Committee