



REGULATION

OF REMUNERATION & NOMINATIONS COMMITTEE

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1. Introduction

The Remuneration and Nominations Committee (hereinafter the "Committee") of the company Nafpaktos Textile Industry SA (hereinafter the "Company") is a single committee established in accordance with the provisions of articles 10, 11 and 12 of Law 4706/2020, which undertakes to identify and propose to the Board of Directors persons suitable for the acquisition of the status of member of the Board of Directors of the Company, based on the procedure provided in this regulation and the Suitability Policy of the Company.

In addition, the Commission ensures the smooth implementation and monitoring of the Policy Remuneration of the Company in accordance with the applicable regulations and its decisions of its corporate bodies.

2. Purpose of the Committee

The Commission intends to assist the Board of Directors in:

- the general principles that govern the management of the Company's human resources, in particular the policy of remuneration, benefits, and incentives for the members of the Board of Directors, the executives, and the employees of the Company, according to the market conditions and the economy in general, and
- ensuring the effective management of the Company by identifying, presenting, and nominating the appropriate candidates to fill the positions of the Board of Directors, in accordance with the applicable policy, as well as approving reasoned suggestions of the CEO for the recruitment or promotion of senior executives.

This text constitutes the rules of procedure of the Nomination Remuneration Committee, which define, inter alia, its role, the process of its fulfillment, as well as the procedure for convening its meetings. The operating regulations are posted on the Company's website.

3. Composition of the Committee

The members of the Committee are appointed by the Board of Directors of the Company. The Committee consists of three (3) non-executive members of the Board of Directors, of which at least two (2) are independent members and are chaired by an independent member.

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

The approved proposals of the Remuneration & Nominations Committee are reflected in detail

- the Company's Remuneration Policy, which contributes to the business strategy, long-term interests and viability of the Company
- in the Suitability Policy in which the factors and the criteria determined by the Company are defined, for the selection of the candidate members of the Board of Directors.

The main responsibilities of the Remuneration & Nomination Committee are:

4. Duties and responsibilities of the Commission

- the Company's Remuneration Policy, which contributes to the business strategy, long-term interests and viability of the Company
- in the Suitability Policy in which the factors and the criteria determined by the Company are defined, for the selection of the candidate members of the Board of Directors.

The main responsibilities of the Remuneration & Nomination Committee are:

4.1 Regarding Remuneration

- The definition of the Company Policy on the issue of remuneration and other benefits received by the members of the Company's Management, in a way that ensures respect for the principles of transparency and Corporate Governance and the submission of proposals to the Board of Directors on this issue. .
- The examination of the annual remuneration report, providing their opinion to the Board of Directors before submitting the report to the General Assembly for approval.
- Ensuring that the executive members of the Company's Management receive remuneration and benefits commensurate with their duties and responsibilities, capable of attracting high-level and efficient executives.
- The submission of proposals to the Board of Directors regarding the remuneration of its members, executives and employees in the Company.
- The examination and submission of proposals to the Board of Directors, regarding the total size of the annual variable (ie excluding basic salaries) remuneration in the Company.

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- Examining and submitting proposals to the Board of Directors - and through it to the General Meeting of Shareholders, when required - regarding programs for the granting of stock options or the granting of shares.
 - The submission of proposed performance targets, regarding the variable remuneration of the executive members of the Board of Directors and the senior executives, or targets related to the granting programs of rights or shares.
 - The evaluation of the performance of the executive members of the Management during the current financial year, always in relation to the objectives of the approved Budget and the market conditions.
 - The regular review of the salary of the executive members of the Board of Directors and other terms of their contracts with the company, including compensation, in case of retirement, and pension arrangements.

4.2 Regarding the nomination of candidates

- The suggestion to the Board of Directors of a person or persons appropriately to succeed the Chairman or the Chief Executive Officer in case of resignation or permanent inability to perform their duties for any reason during their term of office.
- The suggestion to the Board of Directors of a person or persons suitable to replace members of the Board of Directors in case of resignation or permanent inability to perform their duties for any reason during their term of office.
- The suggestion to the Board of Directors of a list of persons suitable to be elected by the General Meeting as members of the Board of Directors of the Company.
- For its suggestions, the Committee considers the factors and criteria set by the Company, in accordance with the Suitability Policy it adopts.
- Submits proposals to the Board of Directors for the recruitment of executives in key management positions (Factory Manager, Commercial Director, Production Manager, Quality Assurance Manager, Security Technician, Legal Service Manager, Finance & Administrative Manager), Chief Financial Officer.

5. Committee's Meetings

The Remuneration & Nominations Committee is in quorum and meets validly on the issues of the agenda, when three (3) members are present, including the alternate members.

The Committee meets at the invitation of the Chairman of the Committee as many times as deemed necessary, but at least once (1) a year. Commission decisions are taken by a majority following an exchange of views.

The Committee may invite to its meetings any member of the Board of Directors, an executive of the Company or the Group or any other person it deems fit to assist in its work, provided that issues of their own benefits are not considered. In addition, it may use the services of external consultants, if necessary. The Commission may meet by teleconference or conference call. Minutes of the meetings are kept without interruption.

The project must be described in the corporate governance statement of the Company of the Remuneration and Nomination Committee and to mention the number of its meetings per year.

6. Term of the Committee

The term of office of the members of the Remuneration & Nominations Committee is valid until the end of the term of the current Board of Directors and in any case until the replacement of its members by the Board of Directors.

In case of resignation of a member, the Board of Directors appoints by decision the replacement of the resigned member.

7. Validity - Amendment of Regulation

This Regulation enters into force as soon as it is approved by the Board. of the Company, is posted on its website and can be modified at any time by decision of the Board.

The Committee regularly evaluates its Rules of Procedure and then submits to the Board of Directors proposals, aimed at improving its services.