

# PREMIA

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**REMUNERATION & NOMINATION COMMITTEE**

**TERMS OF REFERENCE**

July 2021

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### DOCUMENT REVIEW TABLE

#	Drafting / Review Date	Brief amendment description
Version 1	21.12.2020	Terms of Reference Approval
Version 2	07.07.2021	Amendment & updating per Law 4706/2020

## **1. Introduction**

The Remuneration and Nomination Committee is an undivided Committee (articles 10-12 of Law 4706/2020), responsible for identifying and suggesting to the Board suitable persons for the role of Board Director and for formulating proposals to the Board regarding the Company's remuneration policy and overall, any remuneration matter of persons falling under the Company's Remuneration Policy.

The Company's Board of Directors appoints the members of the Remuneration and Nomination Committee.

The Terms of Reference of the Remuneration and Nomination Committee define the Committee's purpose, composition and membership, its duties and responsibilities, its rules of internal operation, the process by which it is convened and meets, and the manner of evaluating its competency.

These Terms of Reference enter into force on 07.07.2021, following their approval by the Company's Board of Directors.

They shall be reviewed whenever deemed necessary, and the revised Rules shall be published on the Company's website.

## **2. Purpose**

The Nominations and Remuneration Committee aims to assist the Board regarding the Remuneration Policy and ensure the Company's effective management by identifying and indicating the appropriate prospective Board members.

## **3. Composition**

The Committee comprises not less than three non-executive board members, two of whom must be independent. Independent and non-executive directors shall form the majority of the Committee's members. It is chaired by an independent non-executive director. Participation in the Remuneration and Nomination Committee does not exclude the possibility of participation in other Board committees.

## **4. Duties and responsibilities**

The Remuneration and Nomination Committee's duties and responsibilities are the following:

Regarding nomination:

- To define the Company's requirements regarding the Board's size and composition and submit proposals for changes and improvements if deemed necessary.
- To regularly evaluate the Board's competency and suggest improvements.
- To regularly review fulfilment of the independence criteria regarding the independent non-executive members of the Board and propose changes where necessary.
- Under the approved Suitability Policy, to propose suitable persons to the Board members for staffing or replacing Board members during the process of their nomination. To achieve this, the Committee determines the criteria for their nomination and formulates the responsibilities and skills required for each position on the Board.
- To realise the process of nominating prospective members and proposing them to the General Assembly for their appointment.
- To submit a proposal to the Board of Directors relating to the Audit Committee members' evaluation.
- Jointly with other corporate organisational units (e.g. Regulatory Compliance) to contribute to the formulation of the Suitability Policy and monitoring of its implementation, and submit recommendations to the Board for its review, if necessary.

#### Regarding remuneration

- To submit proposals to the Board regarding the Remuneration Policy submitted for approval to the General Assembly and the remuneration of persons who fall within the scope of the remuneration policy (articles 110 & 111 of Law 4548/2018).
- To monitor Remuneration Policy adoption.
- To annually evaluate the existing Remuneration Policy following best practices applied by similar companies and, if necessary, to submit proposals for improvements so that the latter become part of the Remuneration Policy in the future.
- To examine the information contained in the annual remuneration report and offer an opinion to the Board before the latter submits this report to the General Assembly per Article 112 of Law 4548/2018.
- To limit potential exposure to risk or conflicts of interest regarding the remuneration of senior executives and other executives who hold significant positions in the Company and fall within the scope of the Remuneration Policy.

## **5. Meetings**

The Remuneration and Nomination Committee meets at least once a year and whenever deemed necessary.

The quorum necessary for the Committee's meeting is not less than two members; members may not be represented. An absolute majority of the members present is needed for a decision; in case of a tie, the vote of the Chair of the Committee shall prevail. Meetings are minuted.

It is at the discretion of the Committee to invite to its meetings any Board member, company executive or person it deems fit to assist in its work.

The Committee may also meet remotely by video conference or conference call.

## **6. Term of office**

Appointments of members to the Remuneration and Nomination Committee are in effect until revoked by the Board of Directors. In case a member resigns, the Board of Directors appoints by decision the replacement of the resigned member.

In case of a director's resignation, death or termination of board member's status in any way, the Board appoints a new member from its existing directors to replace the ceased for a period until the end of its term, without prejudice, if pertinent, to paragraphs 1 and 2, Article 82, Law 4548/2018, which applies mutatis mutandis.

## **7. Rules of operation**

The Chair of the Committee decides on the agenda items, the frequency and duration of meetings.

The Committee's Secretary informs its members of the date, place and time of the meeting.

The work of the Remuneration and Nomination Committee and the number of its meetings per year must be included in the Company's corporate governance statement.

The Committee may request and employ any resources it deems appropriate, including external consultants' services, and should therefore be provided with sufficient funds for this purpose.

The Committee implements a procedure for periodically evaluating its operation's effectiveness, which can be carried out annually either with own resources and means

or assigned to specialised consultants, as defined in the relevant process of Board effectiveness evaluation.

Lastly, should necessary, the Committee submits reports to the Board of Directors within its responsibilities.

The Committee operates under these Terms of Reference, which have been approved and revised by the Board of Directors and posted on the Company's website.