



**RULES OF PROCEDURE OF THE REMUNERATION AND HUMAN RESOURCES
COMMITTEE OF MOTODYNAMICS SA (the "Company")
(Remuneration and HR Committee)**

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1. Legal Framework

The Rules of Procedure of the Remuneration and Human Resources Committee (hereinafter referred to as the “Remuneration and HR Committee” or the “Committee”) have been drafted in accordance with the applicable regulatory framework regarding the responsibilities of the Remuneration Committee pursuant to Article 11 of Law 4706/2020 and by extension Articles 109 and 112 of Law 4548/2018 on the framework of the Remuneration Policy, while they are also in accordance with the provisions of the Company’s Rules of Procedure and are in line with the Greek Corporate Governance Code of the Hellenic Corporate Governance Council (HCC) adopted by the Company.

2. Purpose of the Committee

The Remuneration and Human Resources Committee arranges for the design and monitoring of the Remuneration Policy and the Remuneration Report for the Directors, as well as for the submission of proposals to the Board of Directors (hereinafter referred to as the "Board of Directors" or "BoD") regarding the broader remuneration and benefits policy and of the Company's individual HR management and development systems, so as to ensure that the Company attracts and retains appropriate executives and that the remuneration system is linked to the Company's corporate strategy, its objectives and their realization, with the ultimate goal of creating long-term value to the Company.

3. Composition, structure, staffing and term of office

- 3.1. The Remuneration and HR Committee shall consist of at least three non-executive members, the majority of whom, including the Chairperson of the Committee, shall be independent. The Chairperson of the Committee may not be appointed Chairperson of the Nominations and Corporate Governance Committee (hereinafter the "NCGC").
- 3.2. The BoD Chairperson may also be appointed as a member of the Committee but he/she may not (a) participate in the determination of his/her fees; and (b) chair the Committee, since he/she is not independent.
- 3.3. The member of the Committee to be appointed as Chairperson of the Committee should have served in the Committee as a member for at least one year.
- 3.4. The term of office of the Committee's members shall be equal to the length of the BoD's term of office. In any event, their term of office in the Committee shall not exceed nine (9) years in total.

4. Meetings

- 4.1. The Committee shall meet at the invitation of its Chairperson and shall meet two (2) times per year and hold extraordinary sessions whenever deemed appropriate and necessary.
- 4.2. An agenda for the meetings shall be drawn up by the Chairperson of the Committee and shall contain necessary information, in order to ensure that the members of the Committee are prepared and informed.
- 4.3. Members shall be required to attend all meetings. Participation by proxy is not permitted.
- 4.4. Decisions shall be made by the absolute majority of the attending members. In the event of a tied vote, the Chairperson shall have a casting vote.
- 4.5. The CEO or such other company executives as the Committee may deem expedient may be invited to participate in the meetings of the Committee without a voting right.
- 4.6. The Committee shall appoint a Secretary who shall arrange for drawing up its minutes, as the latter are approved by its members prior to the submission of relevant proposals/suggestions to the BoD. The Chairperson of the Committee shall, at his/her discretion, forward the minutes of the meetings to the BoD.
- 4.7. The Committee may use such resources as it may deem expedient for the fulfilment of its purpose, including services provided by external consultants for the provision of which the Committee should be provided with sufficient funds (Article 10, Law 4706/2020). In such case, the Committee shall be responsible for monitoring the provision of the consultants' services and shall ensure that the consultants' work or any relationship between the consultants and the Company or its Directors is reported in the Company's annual report.
- 4.8. The Committee may also meet by means of teleconference, following a decision by its Chairperson.

5. Tasks and responsibilities

The responsibilities of the Remuneration Committee shall include the following:

- It arranges, in compliance with Articles 109 to 112 of Law 4548/2018, for the following:
 - i. formulation of proposals to the BoD regarding the Remuneration Policy submitted to the General Meeting for approval, in accordance with paragraph 2 of Article 110 of Law 4548/2018. Such proposals are related to the Company's

size, its corporate strategy, objectives and the achievement thereof, at individual (executive directors, senior executives) and corporate level and take into account the complexity of the Company's activities, the extent of the responsibilities and the degree of responsibility of the executives;

- ii. formulation of proposals to the BoD on the remuneration of the Directors, taking into account, where appropriate, the proposals of the NCGC, the CEO and persons falling within the scope of the Remuneration Policy, in accordance with Article 110 of Law 4548/2018, and on the remuneration of the Company's management executives and in particular the head of the internal audit department;
 - iii. periodic revision, at least every four (4) years, of the Remuneration Policy in terms of its principles, in order to ensure such Policy is objective and transparent;
 - iv. review of the information included in the final draft of the annual remuneration report, and provision of its opinion to the BoD, prior to the submission of the report to the General Meeting, in accordance with Article 112 of Law 4548/2018.
- Arranges for the review and submission of proposals to the BoD regarding any options or any shares granted to Directors and the Company's staff, as well as its affiliated companies.
 - Arranges for the development and proper implementation of Human Resources Management and Development Systems.
 - Supervises the assessment system for the Company's senior management executives and supports the management and the Human Resources Department in the planning of such system.
 - Arranges for the reporting of its work and the number of its meetings in the Company's annual corporate governance statement.
 - The Chairperson of the Committee shall ensure that the assessment of the Committee's work is organised on an annual basis.
 - Arranges, with the assistance of the Committee Secretary, for the publication of the updated Rules of Procedure on the Company's website.
 - Supports the BoD Chairperson in the introductory briefing of new Directors and their continuous training and information on the effective fulfilment of their role under the Company's Directors training policy.

- Supports and guides the BoD in the annual assessment of the CEO's performance.

6. Validity and review

The Committee shall propose to the Company's Board of Directors the review of these Rules of Procedure whenever it deems necessary and on the basis of changes in the existing institutional framework. In addition, the Committee shall assess the Rules of Procedure as to their adequacy every three (3) years as a minimum.

These Rules of Procedure as well as any amendment thereto shall be posted on the Company's website.