



Company’s Remuneration Policy, in accordance with Law 4548/2018”

The Extraordinary General Meeting of the Company's shareholders, on December 18, 2019, approved the Company's Remuneration Policy in accordance with articles 110 and 111 of Law 4548/2018.

Article 1

Object

This Remuneration Policy (hereinafter “Policy”) concerns the Members of the Board of Directors of the company under the name “AS Commercial and Industrial Computer and Toy Company S.A.” and was drafted in accordance with the EU Directive regarding the Shareholders’ Rights (EU Directive 2017/828 of the European Parliament and the European Council of 17 May 2017), as it was incorporated into the Greek legislation with Law N° 4548/2018.

Article 2

Whom it concerns

The Policy concerns the Members of the Board of Directors for the time they have such status. It also applies to the General Manager and his/her deputy, if any.

Article 3

Validity and Duration

This Policy is approved by the General Meeting of the Shareholders and shall be valid for four (4) years after its approval, unless it is amended by a newer decision of the General Meeting. In any case, the Policy shall be submitted for approval to the General Meeting every four (4) years. The Commission of Candidatures and Remunerations (hereinafter “the Commission”) shall examine annually and propose to the BoD the amendment of the Policy, if it is necessary due to a substantial change of circumstances, submitting, accordingly, its proposals regarding the amendments required. If so, the BoD will examine the Commission’s proposals and submit to the General Meeting the indicated amendments and the revised version of the Remuneration Policy for approval.

Article 4

General Info

The Remuneration Policy is compatible with the current legislation, the corporate governance practices, the Hellenic Corporate Governance Code, the Statute and the Company's Internal Rules of Procedure. The Policy shall be published on the Company's website: www.ascompany.gr

Article 5

How the Policy contributes to the business strategy, the long-term interests and the viability of the Company

The Company pays both the executive and the non-executive Members of the Board, taking into consideration the principle of fair and reasonable remuneration as well as the responsibilities, the knowledge, the experience and the authorities of each Member. The Policy ensures, simultaneously, the Company's short and long-term business plan, so that it continues to create value for its costumers, its Shareholders and its employees. The Remuneration Policy of the executive Members of the Board contributes to the business strategy, the long-term interests and the viability of the Company by:

- Providing a fair and reasonable level of stable remuneration, which enables the executive Members to focus their efforts on creating sustainable long-term value.
- Finding a balance between short-term and long-term remuneration, in order to ensure the focus on short-term objectives that will lead long-term to the creation of value.
- Offering long-term variable remuneration based on performance criteria, which aligns the interests of the executive Members with those of the Shareholders.
- Including long-term variable remuneration in the form of securities with long-term performance criteria, which contribute to the creation of value.

The Policy serves the good and efficient management of the company and in no way leads to excessive risk-taking. In this context, remuneration is not linked to the pursuit of excessive profits.

Article 6

Remuneration Policy for the executive Members of the Board

The remuneration Policy for the executive Members of the Board is based on the principle of competitive, reasonable and fair remuneration of the best-qualified individual for the specific role, taking into consideration his/her level of responsibility. In addition, important factors for setting the remuneration are the knowledge and experience required for the achievement of the Company's business objectives and plans. The Commission and the BoD are periodically informed about the remuneration structure and practices followed within the Company, as well as on the market trends on this specific subject (annual reports on remuneration and benefits). All these factors are taken into consideration when reviewing the Policy periodically.

Article 7

Remuneration Policy for the non-executive Members of the BoD

When determining the level of remuneration for the non-executive Members of the BoD, the company shall take into consideration the market practices concerning the companies of comparable size on the basis of their stock market value, their revenue, their profits, their complexity, their structure and their international dimension. The non-executive Members of the BoD receive a basic remuneration and an additional remuneration for the tasks of chairing at the Commissions of the Company, if any. The non-executive Members of the BoD have no right to participate in any incentive program. The Policy does not provide for any variable remuneration for the non-executive Members of the BoD, in order to ensure that there is not a conflict of interests in their decision making and their ability to question the administrative decisions, when the latter entail the Company's exposure to risks. The non-executive Members of the BoD receive a stable remuneration that covers the time they need to carry out their tasks. The said stable remuneration covers the time that corresponds to their representation for up to twelve (12) Meetings of the BoD and up to six (6) Meetings of the Commissions per year, including the transportation and preparation time. The maximum total basic remuneration per year is set by the BoD after the Commission's suggestion and is subject to the approval of the Annual Ordinary General Meeting of the Shareholders.

There is not a predetermined level of annual remuneration or a predetermined increase of the remuneration, nor a predetermined level of maximum remuneration.

Article 8

General Guidelines - Deviations from the policy

In principle, the Company does not pay any variable remuneration. However, such remuneration can be decided, on the basis of predetermined measurable qualitative and quantitative criteria, short term or long term, related to the personal performance of the beneficiary and the positive economic growth of the Company and the Group. The decision of granting variable remuneration shall contain, among others, its duration, the conditions under which the payment can be postponed as well as the conditions for their recovery.

In exceptional cases, temporary deviation from the Policy is allowed, whenever it is deemed to be necessary by the BoD, in order to facilitate the Company's long-term interests in total and to ensure its viability. Any deviation must be justified and approved by the BoD.

Article 9

Employment contract

The remuneration of the Members of the BoD for any service to the Company based on a special relationship, such as an employment contract, a work contract or an order, shall be in accordance with the conditions set in articles 99 to 101 of Law 4548/2018 and the applicable legislation, which shall remain in force for the duration of this Policy.

Duration

The tenure of the executive Members of the BoD is set by the Statute. Members are eligible for re-election without restrictions. Therefore, there is not a maximum term of tenure.

Remuneration

The executive Members of the BoD are not entitled to any other extra remuneration or any other compensation for their participation in the BoD, except from the remuneration they receive as Company's executives.

Recruitment and promotion

The total remuneration for the recruitment of a new executive Member of the BoD shall be set according to the provisions of the approved Policy. The General Manager and his/her deputy, if any, are treated as executive Members of the BoD.

Conditions for the termination of the contract

All the provisions of the Labor Law are applied to the executive Members of the BoD for the rest of their responsibilities, if any, when it comes to the termination of their employment contract.

Existing Liabilities

During the approval of this Policy, the Company retains the right to fulfill the obligations that have already been assumed towards the already existing Members of the BoD, before the date of the Policy's approval.

Table of the Remuneration of the executive Members of the Company's BoD

Remuneration	Application	Maximum level and connection with the performance
Stable remuneration	The remuneration is reviewed annually, without necessarily being increased.	The increase, in case it is approved, is free and is not expected to exceed the average increase for the total number of employees. The following are taken into consideration: <ul style="list-style-type: none">• The Company's performance• The Member's performance• The remuneration of corresponding jobs in the market• The Member's role and responsibilities• The inflation rates
Variable	The Commission sets the	The variable remuneration is the

<p>remuneration</p>	<p>performance criteria and their importance for the short-term incentive program, according to the annual business plan.</p> <p>At year-end, the Commission evaluates the achieved performance. The variable remuneration is always given without prejudice to the possibility of withdrawing them in the future.</p>	<p>part of the executive Members' of the BoD remuneration that the Company can pay, in conjunction with the extent to which the objectives are met and the Company's results.</p> <p>Indicative criteria:</p> <ul style="list-style-type: none"> • Achievement of the turnover target • Achievement of the profitability target • Achievement of the market share target
<p>Insurance against civil liability</p>	<p>The Company provides insurance against civil liability to all the Members of the BoD for their protection against any liability that may occur when they act under their capacity as Members of the BoD.</p>	<p>Maximum compensation is set at a total of 4 million euros.</p>
<p>Other benefits</p>	<p>It includes benefits, such as the private health insurance, life insurance, corporate car/car allowance and fuel card. It is obvious that the coverage by the company of any expenses incurred during the performance of the tasks of the Members of BoD does not constitute any form of remuneration.</p>	<p>The maximum level of the benefits that can be granted to an executive Member of the BoD has not been set.</p>