



Company's Remuneration Policy

2021

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. The present version is the First Revision of the Remuneration Policy, in accordance with the provisions of Law 4706/2020, which was approved by the Extraordinary General Meeting of the Company's shareholders on November 26, 2021.

2nd edition



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ARTICLE 1: OBJECT

The 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 No 4548/2018 as is in force following its amendment by Law 4587/2018, as well as the provisions of law 4706/2020 on Corporate Governance.

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 necessary, especially due to a substantial change of circumstances, submitting, accordingly, its proposals regarding the amendments proposed. The BoD will decide upon the Commission's proposals and submit to the General Meeting for approval the indicated amendments and the revised version of the Remuneration Policy.

ARTICLE 4: GENERAL INFO

The Remuneration Policy is compatible with the current legislation, the corporate governance practices, the Corporate Governance Code adopted by the Company, the Articles of Association 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 remunerates 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 creates value for its customers, its Shareholders and its employees.



The Policy serves the good and efficient management of the company and in no way creates incentives which lead to excessive risk-taking. In this context, remuneration is by no means linked to the pursuit of excessive targets and profits.

ARTICLE 6: REMUNERATION POLICY FOR THE EXECUTIVE MEMBERS OF THE BOARD

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 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.

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 (e.g. with reports on remuneration and benefits). All these factors are taken into consideration when reviewing the Policy periodically.

The General Manager and his/her potential deputy thereof are regarded with executive members of the Board of Directors.

The remuneration may include stable and variable parts, in the context of harmonization with the business development and output, as well as the market conditions.

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 stable remuneration, aiming to their active and substantial contribution to the meetings of the BoD and the Company's Committees. They may receive additional stable remuneration for extra tasks, e.g. for serving as non-executive Vice-Chairman of the BoD, Chairing at the Commissions of the Company or other duties, delegated by the Board of Directors, always in line with their capacity and the Law.



The non-executive Members of the BoD have no right to participate in incentive programs and no benefits, variable remuneration or extra remuneration (bonus) are provided, in relation to the Company's financial performance, in order to ensure the avoidance of conflict of interests in their decision making and their ability to question the administrative decisions, especially when the latter entail the Company's exposure to extreme risks. In general, the remuneration covers the time they need to carry out the respective duties and capacity of each member.

ARTICLE 8: REMUNERATION LIMITS - SUBSTANTIAL REMUNERATION OR BENEFIT CRITERIA FOR INDEPENDENT NON-EXECUTIVE MEMBERS

8.1. The maximum amount of the annual total remuneration of the members of the Board is approved by the Annual Ordinary General Meeting, following a proposal of the Board of Directors, which has taken into account the recommendation of the Committee. There is no predetermined level of annual fee or its increase.

8.2. Especially with regard to independent non-executive members, "substantial remuneration or benefit" under art. 9 par. 2 (a) of Law 4706/2020, is considered the one that is probable, due to its level and / or its nature, to influence the independent judgment of the member. Based on the principle of proportionality, the special duties that can be undertaken by an independent non-executive member, the size of the Company and its activities, a remuneration or benefit is considered important, when it exceeds annually and per member, the amount of 30,000,00 €. If the member has been assigned special additional duties, such as those of the non-Executive Vice Chairman of the Board or the Chairman of the Committee of the Company, the annual remuneration of the member may be increased up to the amount of 100,000.00 € in the first case and up to the amount of 50,000.00 € in the second, following a decision of the General Meeting or the Board of Directors after authorization, without deeming its independence affected.

In any case, the respective fee is not allowed to create a business or financial relationship of dependence of the Member with the Company, per the meaning of article 9 par. 1 of Law 4706/2020, capable of influencing the decisions, its independent and objective judgment.

ARTICLE 9: GENERAL GUIDELINES - DEVIATIONS FROM THE POLICY

9.1 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. The variable remuneration cannot concern the non-executive members of the Board of Directors.



9.2. The remuneration to the members of the Board of Directors may be paid by the yearly profits or accumulated profits of previous years, by decision of the General Meeting, pursuant to the requirements provided by Law 4548/2018.

9.3. In exceptional cases, temporary deviation from the Policy is allowed, whenever it is deemed to be necessary by the Board of Directors, 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 Board of Directors.

ARTICLE 10

10.1. CONTRACTS OF THE COMPANY WITH MEMBERS OF THE BOARD OF DIRECTORS

Regarding the remuneration of the Board of Directors members for services provided to the Company based on a special contractual relationship, such as (indicatively), an employment contract, service project or mandate, these are paid with the conditions of articles 99 to 101 of Law 4548/2018 and the applicable legislation. The executive members of the Board of Directors, if paid as executives / employees of the Company, are not entitled to any additional remuneration or compensation for their participation in the Board.

10.2. TERM OF OFFICE AND IMPLEMENTATION OF THE POLICY TO THE MEMBERS OF THE BOARD OF DIRECTORS

The term of office of the members of the Board is defined by the Articles of Association and the members are freely re-elected, under the restrictions defined by the Law, based on the capacity of each. Throughout their term of office, members are subject to this Policy.

10.3. TERMINATION OF MEMBERSHIP

For the executive Members of the Board, if they are connected with an employment relationship with the Company, all the provisions of the labor legislation apply, regarding the termination of their employment contract.

For the other executive members, as well as for the non-executive members of the Board of Directors, there is no provision for any compensation or benefit in general, after the termination of their status as members in any way.

10.4. EXISTING LIABILITIES

When approving this policy, the Company reserves the right to uphold any obligations already undertaken by the Company vis-a-vis the existing members of the Board of Directors, before the date of its approval.



10.5. RESPONSIBILITY OF THE REMUNERATION COMMITTEE ON NON-MEMBERS OF THE BOARD

Pursuant to the provision of article 11 par. B) of Law 4706/2020, the Remuneration Committee formulates proposals to the Board of Directors regarding the remuneration of persons falling within the scope of the Remuneration Policy, in accordance with article 110 of Law 4548/2018, and in relation to the remuneration of the Company's executives, in particular to the head of the internal control unit.

REMUNERATION TABLE FOR EXECUTIVE MEMBERS OF THE COMPANY'S BOARD OF DIRECTORS:

| Remuneration | Application | Maximum level and connection with the performance |
|------------------------------|--|--|
| Stable remuneration | The remuneration is reviewed annually, without necessarily being increased. | <p>The increase, in case it is approved, is free and is not expected to exceed the average increase for the total number of employees.</p> <p>The following are taken into consideration:</p> <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 remuneration | The Commission sets the performance criteria and their importance for the short-term incentive program, according to the annual business plan. At year-end, the Commission evaluates the achieved performance. The variable remuneration is always given without prejudice to the possibility of withdrawing | <p>The variable remuneration is the 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. Indicative criteria:</p> <ul style="list-style-type: none">• Achievement of the turnover target• Achievement of the |



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| | them in the future. | profitability target <ul style="list-style-type: none">• Achievement of the market share target |
| Insurance against civil liability | 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. | Maximum compensation is set at a total of 4 million euros. |
| Other benefits | It includes benefits, such as 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. | The maximum level of the benefits that can be granted to an executive Member of the BoD has not been set. |

REVISIONSTABLE

| Edition | Date | Description | Approval |
|----------------|-------------|--|--|
| 1 | 18/12/2019 | 1 st edition of the Remuneration Policy | Extraordinary General Meeting of the Shareholders of the company on 18/12/2019 |
| 2 | 26/11/2021 | 1 st of the Remuneration Policy | Extraordinary General Meeting of the Shareholders of the company on 26/11/2021 |