REMUNERATION POLICY

Contents

1. GENERAL INFORMATION DETAILS

1.1 Contribution of the remuneration policy to the Company’s business strategy, long-term interests, and sustainability

The Company is on a path of rapid growth, and the continuation of this trajectory depends, among other things, on recruiting and retaining high-caliber executives in both executive and non-executive positions. Such executives are essential to advancing the Company’s long-term interests and, ultimately, its very viability.

The implementation of the Company’s business strategy and the safeguarding of its long-term interests and sustainable growth require the provision of competitive remuneration to its senior executives within the framework of a prudent, balanced, and transparent remuneration system. This system has been designed to, on the one hand, provide the necessary flexibility to offer appropriate incentives to executives, aligned with the Company’s business strategy and objectives, and, on the other hand, to establish the necessary limits and balancing mechanisms to ensure that such incentives do not lead to an excessive emphasis on short-term performance at the expense of the Company’s long-term, healthy, and sustainable growth.

Finally, transparency regarding the remuneration of the aforementioned executives, as well as the manner and framework under which it is adopted, makes the Company more attractive to investors.

The objective of this Remuneration Policy is to establish a transparent and coherent remuneration framework that enables for the provision of appropriate incentives to individuals in senior management positions. Through this framework, the Company aims to attract and retain high-caliber executives, while ensuring that the remuneration structure does not create distorted or excessive incentives.

By achieving the above, the Remuneration Policy supports the Company's business strategy, safeguard its long-term interests, and promotes its sustainable growth.

The Remuneration Policy achieves the above objective primarily by establishing clear decision making procedures in relation toremuneration, establishing a balanced relationship between fixed and variable remuneration, and providing for

rules for the deferral and, where required, the recovery of variable remuneration.

At the same time, the Policy provides that non-executive members of the Board of Directors receive exclusively fixed monetary remuneration. These arrangements provide a coherent and transparent framework for determining the remuneration of individuals falling within the scope of the Policy.

1.2 Scope of Application

The remuneration policy applies to the members of the Company's Board of Directors, Board of Directors of the Company, the General Manager (if any), and the Deputy General Manager (if any), in accordance with Articles 110 and 111 of Law 4548/2018.

Employees who fall within the scope of this policy are required to agree that this policy constitutes an integral part of their employment contract or service agreement or any other legal relationship they may have with the Company.

This remuneration policy does not affect the Company's existing obligations toward executives who fall within its scope of application, which the Company will honor.

1.3 Approval – Review – Revision – Conflict of Interest – Term

The Company's Board of Directors adopts the remuneration policy for submission to the General Meeting of Shareholders. It is also responsible for its implementation.

Given the size of the Company, the main mechanism for avoiding conflicts of interest is that, when the remuneration of any member of the Board of Directors is discussed or decided (in any capacity whatsoever), , that member does not participate in the discussion or the vote, as stipulated in the Company's Conflict of Interest Prevention Policy.

The General Meeting votes on the remuneration policy. The result of the vote is binding. The approved remuneration policy, along with the date and results of the vote, is filed with the General Commercial Registry (GEMI) and made available on the Company's website (www.papoutsanis.gr) for the entire period during which it remains in force, free of charge.

This remuneration policy is valid for four (4) years from its approval by the Company's General Meeting of Shareholders. The Board of Directors is required, on an annual basis,

assess whether the remuneration policy is achieving its objectives and continues to serve the Company's business strategy, long-term interests, and sustainability. If not, it will revise it, proposing any changes it deems necessary. In any case, the Board of Directors will submit the remuneration policy for approval whenever there is a material change in the circumstances under which it was established.

In the event of a revision of the Remuneration Policy, the Board of Directors, in the relevant draft resolution submitted to the General Meeting, describes and justifies the proposed changes in detail. At the same time, it explains how the votes and opinions of the shareholders were taken into account, both regarding the Remuneration Policy and the Remuneration Reports, as expressed in the most recent relevant vote of the General Meeting and thereafter.

1.4 How the Company's employees' salary and working conditions are taken into account in determining this

The Remuneration Policy is based on the principle that individuals falling within its scope of application, as well as every employee of the Company, should be compensated in a fair and reasonable manner, taking into account the responsibilities of their position, their contribution, and their performance. At the same time, the remuneration framework is designed in such a way that the Company can attract and retain the most suitable executives for each position, in order to serve its long-term interests and sustainable development.

The Board of Directors takes into account information regarding the structure and level of remuneration provided to all Company employees when establishing and revising this Policy. In this way, the aim is, to the extent possible, to maintain consistency in the Company's remuneration practices and structure. At the same time, it is recognized that the remuneration structure for senior executives inevitably differs from that of other employees, due to the increased level of responsibility they bear and the significant impact their decisions and actions may have on the Company's performance and results.

Furthermore, the remuneration of the non-executive members of the Board of Directors, due to the nature of their roles and responsibilities, are not structurally comparable to the remuneration of the executive members of the Board of Directors , nor with those of the Company's other executives and employees.

2 TYPES OF REMUNERATION

2.1 Fixed Remuneration

These are the forms of remuneration whose payment is, in principle, guaranteed; they contribute to attracting and retaining suitable executives and include:

a. Salary or wages in cash.

b. Remuneration in the form of a specified contribution to a pension plan.

c. Remuneration in kind, such as shares or the right to acquire a specified number of shares, when these are provided for as regular remuneration in lieu of other remuneration, and not based on the achievement of a specific goal or the occurrence of a specific event.

2.2 Variable remuneration

These are payments whose disbursement is, in principle, uncertain, contingent upon the achievement of targets or the occurrence of certain events, and include:

a. Cash bonuses; participation of members of the Board of Directors in the Company's profits.

b. Share distribution programs or stock options.

2.3 Other benefits

These are benefits that are, in principle, non-monetary and/or compensatory in nature (such as reimbursement of expenses incurred by executives in the performance of their duties), such as health and/or life insurance plans, travel expenses, fuel costs, per diem allowances, use of a company car, and others, in accordance with market practices.

The following section specifies which executives receive which remuneration, for what reasons, based on what criteria, and the relationship between these factors.

3 REGULATIONS GOVERNING REMUNERATION

3.1 Executive Members of the Board of Directors, General Manager

The provisions set forth below regarding the General Manager apply to him whether or not he is a member of the Board of Directors (Executive Director). Furthermore, they also apply to the Deputy General Manager—Deputy Managing Director, if any.

Provisions regarding the remuneration of persons falling within the scope of this document may be incorporated at the time of execution or subsequently into the employment contract (or independent service or mandate), provided, of course, that

the relevant decision has been taken by the Board of Directors and provided that they are consistent with this policy.

Existing contracts of this nature, provided they are consistent with this policy, do not require re-approval.

3.1.1 Fixed Remuneration

The executive members of the Board of Directors receive fixed remuneration within the framework of an employment relationship (or, as the case may be, provision of independent services) they have with the Company or any share or stock option plan. They do not receive separate fixed remuneration in their capacity as members of the Board of Directors.

Fixed remuneration reflects the scope of their duties and the responsibilities they assume, in light of prevailing market conditions and the Company's need to attract and retain high-caliber executives.

Fixed remuneration is reviewed at least once a year, taking into account the executive's performance and experience, as well as the Company's performance, including key financial figures such as its revenue, pre-tax profits, and total assets; the performance of the economy; inflation rates and growth rates in the broader international market; as well as labor market wage levels. Following the relevant reassessment, it is permissible to adjust fixed remuneration by amending the relevant employment contract (or contract for the provision of independent services) and/or the stock option or share purchase rights program. The goal is to set fixed remuneration at a competitive level, thereby ensuring the ability to attract and retain executives who possess the required competencies, skills, experience, and professional conduct necessary to achieve the Company's strategy. Remuneration higher than the market average may be provided for roles of increased strategic importance or high specialization, as well as in cases of individuals with particularly significant experience and a proven contribution to the Company's performance and growth.

3.1.2 Variable Remuneration

Variable remuneration is paid based on targets set by the Board of Directors and following a recommendation by the Remuneration and Nomination Committee

. These remuneration packages are linked to the individual's performance as well as to the Company's performance, so as to ensure consistency, transparency, and alignment with its strategic objectives in the implementation of the remuneration policy.

The Board of Directors (without the participation, on each occasion, of the executive to whom the decision pertains), taking into account the recommendations of the on Remuneration and Nomination Committee, shall set specific targets for each executive in one or more categories, as well as the type and amount of variable remuneration linked to the achievement of those targets, whether the type and/or amount of variable remuneration vary gradually in relation to the degree to which the targets are achieved, or whether the achievement or non-achievement of the target leads to the receipt or non-receipt of variable remuneration, and any other relevant matter.

The payment of variable remuneration may be linked either to a specific time period or to a specific material event (e.g., a bonus for achieving specific targets), the achievement of which requires a particularly significant positive contribution from the executive, provided that this event substantially and beneficially affects the Company’s profitability and prospects. In cases where the payment of variable remuneration is linked to a specific event, as described above, the amount thereof is determined by a resolution of the Board of Directors.

By way of example, these targets may include:

a. financial, i.e., achieving a certain level of EBITDA, sales, cost reduction, profitability, cash flow, etc.,

b. related to the performance of the stock price,

c. the completion of a project, i.e., a specific transaction or collaboration by the Company, a specific upgrade of its production capacity, the design and/or market launch of a specific new product,

d. other qualitative objectives related to issues such as, for example, market share, the satisfaction of end consumers and/or other customers of the Company, the Company’s environmental footprint, the management of its human resources, the quality of its internal control systems, etc.

Stock distribution programs or stock option plans, to the extent they concern executives covered by this provision and consist of variable remuneration, may have a duration of up to four years, with provision for the exercise of the rights or the receipt of the shares (always subject to the achievement of the targets) at one or more points during their term.

It is not mandatory under such programs to specify a minimum share holding period. Such programs may cover up to the maximum number of shares or rights permitted by applicable law, and at a price for the acquisition of shares or the exercise of such rights up to the minimum permitted by applicable law.

All variable remuneration, or any portion thereof, may consist of shares or stock options.

Determination of whether or not the targets have been met is made by a specific resolution of the Board of Directors. If this resolution includes any kind of qualitative assessment (e.g., improvement in employee or customer satisfaction indicators), as opposed to a simple determination that conditions have been met, which are quantifiably and indisputably established (e.g., a percentage increase in profitability), the executive whose variable remuneration is affected by such targets does not participate in the decision.

The upper limit on annual variable remuneration for the executive chairman, executive vice chairman, and the general manager or managing director is set at up to 300% of the fixed remuneration and, for the other executive members of the board of directors, at a rate of up to 200% of their fixed remuneration.

It is clarified that, in the case of a program for the allocation of stock options or the grant of shares, the value of the grant shall be calculated as of the date of grant (grant) of the rights or the adoption of a binding resolution regarding the number and conditions for the grant of the free shares respectively, and shall be calculated based on the closing price of the share on that day (minus the exercise price in the case of stock options) or by another acceptable method in accordance with accepted principles of financial accounting.

3.1.3 Other Benefits

The Company, as part of its efforts to create a competitive benefits package, may, by resolution of the Board of Directors (in the adoption of which the executive who will receive the benefits does not participate), provide a combination of other benefits, such as a company vehicle, and/or a cell phone and/or coverage of usage fees and/or fuel reimbursement, group and/or individual health insurance (covering spouses and children), a pension plan, and other benefits.

In addition, expenses incurred that are necessary for the performance of staff members' duties are reimbursed.

3.1.4 Recovery and Deferral of Variable Remuneration

This provision does not affect the Company's legally binding obligations that have already been assumed.

Variable remuneration that has been paid shall be recovered in the event that an executive commits a punishable act with intent, which caused damage to the Company, or intentionally caused damage to the Company.

Variable remuneration, the payment of which has already been decided and communicated to the recipient, shall be deferred in the event that:

a. There is, or is being examined whether there is, a reason for their recovery, or

b. their payment would jeopardize the Company's viability, or

c. due to an unforeseen material change in circumstances, their payment becomes excessively burdensome for the Company.

Variable payments are recovered or deferred in any other case where there is a legal obligation to do so.

The existence of the above circumstances, as well as the deferral period and any other related

matters, shall be determined and decided by the Board of Directors without the participation of the executive in question.

3.2 Non-Executive Members of the Board of Directors

Non-executive members of the Board of Directors receive only a fixed monetary stipend to avoid conflicts of interest related to the sector they oversee and/or any other specific matters assigned to them. This remuneration includes any participation in the various committees of the Company's Board of Directors, with the exception of the Audit Committee.

In any case, any remuneration paid may not compromise or influence the criteria for their independence.

Specifically, with regard to participation in the Audit Committee, an additional annual fee may be provided for the Chair and the members thereof, the amount of which is determined by a resolution of the Board of Directors Board.

The foregoing shall be determined by a resolution of the Board of Directors Board, in which the member whose remuneration is being determined shall not participate on any occasion, taking into account the recommendations of the Remuneration and Nomination Committee.

Travel, lodging, or other related expenses associated with Board of Directors meetings are reimbursed at cost.

Remuneration levels and increases are determined after taking into account market remuneration levels, the need to ensure that the Non-Executive Members of the Board of Directors possess the appropriate skills, competencies, diversity, knowledge, and experience, the time required to fulfill this role, as well as any potential increases in the scope or subject matter of their responsibilities.

4 COMPANY AGREEMENTS WITH INDIVIDUALS FALLING WITHIN THE SCOPE OF THE REMUNERATION POLICY

This section examines the contracts of persons falling within the scope of the policy, which concern the provision of labor or services to the Company, or contracts for employment, independent services, or engagement as a member of the Board of Directors. Contracts with other subject matters do not fall within the scope of this document, but are examined in light of any potential conflicts of interest and in accordance with the provisions of Articles 99 et seq. of Law 4548/2018 and the Company's internal regulations.

The Company's contracts for dependent employment, regardless of the services or assignments involving members of the Board of Directors, may be either for a fixed or indefinite term, at the discretion of the Board of Directors (excluding the contracting executive). Contracts may be terminated under the conditions and within the time limits set forth in applicable labor law and, more generally, in the applicable provisions of civil law. Termination shall not entail any payments in excess of those mandatorily provided for by current legislation.

5 DEVIATION FROM THE POLICY ON REMUNERATION

In exceptional circumstances, a deviation from the remuneration policy is possible, either temporarily or for specific cases, provided that such a deviation is either necessary to serve the interests of the Company as a whole or to ensure its viability. Examples of such cases include situations where such a deviation is required for the recruitment or retention of an exceptionally qualified executive. The Board of Directors decides on the exemption by means of a special resolution. The exemption may concern the percentage that variable remuneration represents relative to fixed remuneration, which in this case may amount to up to 400% for the Executive Chairman, Executive Vice President and General Manager or Managing Director, and up to 300% for the other executive members.