

**REMUNERATION REPORT  
FOR THE MEMBERS OF THE BOARD OF DIRECTORS OF  
«FRIGOGLASS S.A.I.C.»  
GENERAL COMMERCIAL REGISTRATION NUMBER (G.E.MI.) 001351401000  
FINANCIAL YEAR 01/01/2020 – 31/12/2020  
TO THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS**

Dear Shareholders,

We hereby present you with the remuneration report of the Board of Directors of “FRIGOGLASS SOCIETE ANONYME OF INDUSTRIAL COOLERS” (the “**Company**”) for the fiscal year from 01/01/2020 to 31/12/2020, in accordance with the article 112 of Law 4548/2018, as in force.

**1. Introduction**

For the year ended December 31, 2020, Group sales declined by 30.9% year-on-year to €333.2 million as the pandemic negatively impacted demand in both segments. Commercial Refrigeration sales declined by 31.9% to €250.8 million, driven by the adoption of COVID-19 preventive measures by governments in most of our markets that resulted in lower cooler investment from key customers. Glass business sales decreased by 27.6% to €82.4 million reflecting challenging market conditions in Nigeria primarily due to the pandemic, as well as, Naira’s devaluation. Following the easing of the pandemic related restrictions in Nigeria, our glass containers volumes materially recovered in the fourth quarter, compared to the previous two quarters.

Furthermore, for the year ended 31 December 2020, Group EBITDA declined by 43.1% to €42.2 million primarily due to lower sales, high idle cost and Naira’s devaluation. EBITDA in the Commercial Refrigeration business decreased by 45.7% to €21.2 million following lower volume sold and high idle cost partly balanced by cost-out initiatives, lower discounts and operating expenses control. Glass business EBITDA declined by 40.2% to €21.0 million due to lower sales, fixed cost under absorption and Naira’s devaluation partly balanced by pricing initiatives.

For a detailed financial overview of the year ended December 31, 2020, please refer to the Annual Financial Report 2020, which is published in the Company’s website, [www.frigoglass.com](http://www.frigoglass.com).

The fixed pay of the Members of the Board of Directors for 2020 remained intact during the first quarter compared to the prior year. However, at the beginning of the pandemic and following the challenges caused by COVID-19, the fixed pay of the Non-Executive Directors was reduced by 50%, by virtue of the Board of Directors’ resolution dated April 23, 2020, effective from April 2020 and until the expiration of their service in December 2020. Accordingly, the variable compensation of the Executive Member and CEO, i.e. the remuneration related to the short-term incentive plan (MIP) and the long-term incentive plan (LTIP) declined compared to prior year.

It is noted that – for the purposes of drafting this present - the Board of Directors has taken into consideration the positive votes received by the Company’s shareholders during the prior year’s Annual General Meeting that has approved the content of the Remuneration Report for financial year 2019.

## **2. Remuneration Policy**

The Board Remuneration Policy (the “**Policy**”) has been approved by virtue of the Annual General Meeting’s resolution of the Company shareholders dated June 24, 2019 and is effective for four (4) years from the aforementioned date, unless earlier revised and/or amended by virtue of another General Meeting’s resolution. The Policy has been prepared in accordance with the EU Shareholder Rights Directive as incorporated into Greek legislation with Law 4548/2018.

The Policy applies to the remuneration of all members of the Board of Directors (together the “**Directors**”) and it aims at ensuring that the Company is remunerating its Directors on the basis of the Company’s short and long-term business plan, so as to continue to win, to be different and to create pioneering solutions that foster better lives, through teamwork, responsibility, ethos and excellence.

The Policy considers European best practice for listed entities, whilst reflecting the current Directors’ remuneration arrangements and specific circumstances within the Company. In addition, the Policy takes into consideration the provisions of the Company’s Articles of Association, the Company’s Corporate Governance Code and the Company’s Internal Regulation of Operation.

The level of fixed pay – salary and board fees – for both Executive and Non-Executive Directors is established on the basis of paying fair and reasonable remuneration for the best and most appropriate person for the role, taking into account the level of responsibility, as well as the knowledge and experience required to deliver upon expectations, while ensuring that the Company pays no more than is necessary, always supporting its longer-term interests and sustainability.

The Policy provides for variable compensation arrangements for Executive Director to further align the Executive Director’s interests with those of the Company as the performance conditions used will be based on indicators of the long-term success and sustainability of the Company.

The Policy is available on the Company’s website at the address [www.frigoglass.com](http://www.frigoglass.com).

## **3. Directors’ aggregate remuneration for the financial year 2020**

Table 1a presents in detail the annual gross fixed and variable remuneration, compensation and other benefits for the Executive Director and CEO for the financial year 2020 (compared to 2019), part of which has been paid or granted to be paid in the future:

			Table 1a – Total Remuneration for the Executive Director						
Name	Position	Financial Year	Fixed Remuneration		Pension Plan	Variable Remuneration		Total Remuneration	Proportion of fixed and variable remuneration (xx % / yy %)
			Base Salary	Other Benefits		Short-term incentive scheme (Management Incentive Plan - MIP)	Long-term Incentive Plan - LTIP		
Mamoulis Nikolaos	Executive Director, CEO	2020	500.000 €	49.679 €	90.000 €	-	250.000 €	889.679 €	62% Fixed Remuneration and 38% Variable Remuneration
		2019	500.000 €	51.102 €	90.000 €	650.000 €	375.000 €	1.666.102 €	33% Fixed Remuneration and 67% Variable Remuneration

Table 1b presents in detail the annual gross fixed pay and other benefits for the Non-Executive Directors for the financial year 2020 (compared to 2019), which have been paid in total:

Table 1b – Total Remuneration for Non Executive Directors							
			1	2			3
			Fixed Remuneration	Other Benefits			Total Remuneration
Name	Position	Fiscal Year	Fixed Fee	Company Car	Fuel Expenses	Travel Expenses/Accommodation	
Haralambos David	Non Executive Member, BOD Chairman	2020	25.943 €	32.801 €	364 €	-	59.108 €
		2019	40.000 €	24.436 €	1.352 €	-	65.788 €
Loukas Komis	Non Executive Member	2020	25.943 €	-	-	-	25.943 €
		2019	40.000 €	-	-	-	40.000 €
Evangelos Kalousis	Independent, Non Executive Member	2020	24.057 €	-	-	-	24.057 €
		2019	40.000 €	-	-	3.850 €	43.850 €
George Pavlos Leventis	Non Executive Member, BOD Vice Chairman	2020	25.943 €	-	-	-	25.943 €
		2019	40.000 €	-	-	7.590 €	47.590 €
Jeremy Jensen	Independent, Non Executive Member	2020	24.057 €	-	-	-	24.057 €
		2019	40.000 €	-	-	11.914 €	51.914 €
Stephen Bentley	Independent, Non Executive Member	2020	25.943 €	-	-	-	25.943 €
		2019	40.000 €	-	-	11.509 €	51.509 €
Iordanis Aivazis	Independent, Non Executive Member	2020	25.943 €	-	-	-	25.943 €
		2019	40.000 €	-	-	-	40.000 €
Ioannis Costopoulos	Independent, Non Executive Member	2020	25.943 €	-	-	-	25.943 €
		2019	40.000 €	-	-	3.923 €	43.923 €
Philippe Costeletos*	Independent, Non Executive Member	2019	-	-	-	-	-
		2020	1.885 €	-	-	-	1.885 €
Abiola Zulikat Wuraola*	Independent, Non Executive Member	2019	-	-	-	-	-
		2020	1.885 €	-	-	-	1.885 €

\* Messrs. Philippe Costeletos and Abiola Zulikat Wuraola have been elected as Directors on December 14, 2020; therefore, reference is only made to their proportional fixed remuneration received for the period until the lapse of the reported financial year.

It is noted that none of the above Directors has received remuneration from any entity belonging to the same group of companies, in accordance with the article 32 of Law 4308/2014, with the exception of:

- Mr. Haralambos David, Chairman of the Board of Directors, who has been compensated for his role as Member of the Board of Directors of the affiliate/subsidiary company Beta Glass PLC in Nigeria with € 10.862 for the fiscal year 2020 (and € 12.665 for the fiscal year 2019).
- Ms. Abiola Zulikat Wuraola, Independent, Non-Executive Director, who has been compensated for her role as Member of the Board of Directors of the affiliate/subsidiary company Beta Glass PLC in Nigeria with € 11.941 for the fiscal year 2020 (and €13.451 for the fiscal year 2019).

According to the Policy, the following apply for the fiscal year 2020:

- The **Executive Director** and CEO, Mr. Nikolaos Mamoulis, was compensated with a fixed pay of €500.000, taking into account the nature and responsibilities of his role as well as a pension contribution of 18% of his fixed pay, i.e. €90.000.

By virtue of the Policy's terms, COVID-19's impact on the financial performance of the Company did not allow compensating the short-term incentive plan (MIP) according to the latter's terms during the reported year while according to the long-term incentive plan's (LTIP) terms a payout of 50% of the Executive Director's and CEO's fixed pay, i.e. €250.000 was declared.

It should be noted that payment of the variable remuneration of the long-term incentive plan (LTIP) will be realized at the end of the 4-year period 2018-2021 upon satisfaction of the successful refinancing (accomplished on February 2020), taking into account also the achievement of the ROA (Return on Assets) target, which will be evaluated at the end of the 4-year period, according to the Policy.

- The Executive Director and CEO, Mr. Nikolaos Mamoulis, according to the Policy, has also been compensated during 2020 with other benefits that sum up to the amount of €49.679, and specifically refer to the provision of a company car equal to €17.771, fuel allowance equal to €2.978, life and medical insurance equal to €12.502, food allowance equal to €1.067, annual leave allowance equal to €15.361.
- The **Non- Executive Directors**, according to the Policy, have been compensated for their participation in the Board meetings with a reduced fixed pay during 2020 following COVID-19 challenges, as also referred in the introduction section of this present.

#### 4. Stock Options Rights granted to Directors

Table 2 presents the stock options rights that have been granted to the Directors as well as the main terms for their exercise in the context of the stock options plans being in force:<sup>1</sup>

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<sup>1</sup> The adjustment of the number and exercise price of the respective stock option rights was effected by virtue of the Board of Directors' resolution dated 22.11.2017 and was deemed necessary further to the reverse share split, the rights issue resolved by virtue of the A' Iterative General Meeting of the Company's shareholders' resolution of 27.6.2017 as certified by the Board of Directors' resolution of 19.10.2017 and the

Table 2 - Stock Option Rights								
Holder	GM RESOLUTION FOR THE APPROVAL OF THE STOCK OPTIONS PLAN	BOD DECISION/APPROVAL FOR THE STOCK OPTIONS GRANT	NUMBER OF STOCK OPTIONS BEFORE 27.6.2017	STOCK OPTION EXERCISE PRICE BEFORE 27.6.2017	REVISED NUMBER OF STOCK OPTIONS <sup>1</sup>	REVISED STOCK OPTIONS EXERCISE PRICE	VESTED STOCK OPTIONS	EXPIRATION DATE OF STOCK OPTIONS PLAN
NIKOLAOS MAMOULIS	29/05/2012	27/06/2014	15.000	3,79	5.000	11,37	5.000	31/12/2023
	27/05/2014	12/05/2015	15.000	1,9	5.000	5,70	5.000	31/12/2024
		04/11/2015	20.000	2,21	6.666	6,63	6.666	31/12/2024
		26/07/2016	50.000	0,15	16.666	0,45	16.666	31/12/2025
	16/06/2018	22/03/2019	-	-	1.000.000	0,125	2/3 on 31/12/2020	31/12/2028
Total			100.000		1.033.332			

It should be noted that none of the above stock options rights have been exercised up to date.

## 5. Information in relation to the use of the right to reclaim variable remuneration

Not applicable.

## 6. Annual changes of Directors' remuneration, Company's performance and average remuneration of the employees

The below tables present the annual changes in the Directors' remuneration, indicators and measures related to the financial performance of the Group as well as the average of the gross annual remuneration of the full time employees of the Group, other than Directors, for the fiscal years 2016, 2017, 2018, 2019 and 2020.

The financial figures of the Group presented in the table 3c below are based on the reported financial statements of the respective fiscal years 2016, 2017, 2018, 2019 and 2020, as reviewed by the statutory auditors of the Company.

Table 3a – Average annual remuneration of the full time employees of the Group, other than Directors					
	2016	2017	2018	2019	2020
Average of annual gross remuneration	12.103 €	11.629 €	12.028 €	11.620 €	10.056 €
Number of full time employees, excl. Directors	5.183	5.361	5.147	5.401	4.786

rights issue resolved by virtue of the A' Iterative General Meeting of the Company's shareholders' resolution of 27.6.2017 and certified by the Board of Directors' resolution of 23.10.2017 resulting from the conversion of the convertible bonds issued by the Company.

Table 3b															
Name	Fixed Fee	Other Benefits	Variable remuneration	Fixed Fee	Other Benefits	Variable remuneration	Fixed Fee	Other Benefits	Variable remuneration	Fixed Fee	Other Benefits	Variable remuneration			
	2016			2017			2018			2019			2020		
Haralambos David	29.644 €	15.778 €		22.856 €	15.366 €		40.000 €	16.394 €		40.000 €	25.788 €		25.943 €	33.165 €	
Ioannis Androutsopoulos	22.233 €														
Loukas Komis	22.233 €			31.501 €			40.000 €	575 €		40.000 €			25.943 €		
Doros Constantinou	22.233 €														
Evangelos Kalousis	22.233 €			30.915 €			40.000 €	950 €		40.000 €	3.850 €		24.057 €		
George Pavlos Leventis	22.233 €			18.088 €			40.000 €	340 €		40.000 €	7.590 €		25.943 €		
Vassilios Fourlis	14.822 €														
Ioannis Costopoulos	14.822 €				1.002 €		40.000 €	2.933 €		40.000 €	3.923 €		25.943 €		
Stephen Bentley				4.133 €	2.110 €		40.000 €	4.831 €		40.000 €	11.509 €		25.943 €		
Jeremy Jensen				4.133 €	1.173 €		40.000 €	3.068 €		40.000 €	11.914 €		24.057 €		
Iordanis Aivazis				4.133 €			40.000 €	430 €		40.000 €			25.943 €		
Nikolaos Marmoulis	420.000 €	111.027 €		420.000 €	113.919 €	589.000 €	500.000 €	133.230 €	624.910 €	500.000 €	141.102 €	1.025.000 €	500.000 €	139.679 €	250.000 €
Philippe Costeletos													1.885 €		
Abiola Zulkat Wuraoa													1.885 €		

Table 3c							
Group Financial Results							
€ 000's	2015	2016	2017	2018	2019	2020	
Sales	418.039	382.338	386.049	417.297	482.337	333.238	
EBITDA	50.542	36.940	54.109	56.434	74.054	42.157	
Net Profit	-62.086	-89.230	7.648	-8.708	5.556	-15.798	

## 7. Information in relation to derogations from the Policy

Not applicable.

Kifissia, 30<sup>th</sup> June 2021

The Board of Directors