



# **Internal Regulation of Operation -Terms of Reference for the Human Resources, Remuneration and Nomination Committee**

**APPENDIX III**

**1. Membership**

1.1 The Human Resources, Remuneration and Nomination Committee (henceforth the “Committee”) shall be appointed by the Board of Directors, consists of non-executive members of the Board of Directors of the Company and shall consist of not less than three (3) members at least two (2) of which are independent non-executive members. The independent non-executive members constitute the majority of the members of the Committee. The term of the members of the Committee coincides with the term of the Board of Directors with the possibility of renewal. In any case, the term of the members of the Committee does not exceed nine (9) years in total.

1.2 The Chairman of the Committee shall be appointed by the members of the Committee and must be an independent non - executive member of the Board of Directors.

**2. Attendance at Meetings**

2.1 The Chief Executive Officer and Group HR Director shall normally attend meetings except when discussions are conducted concerning matters affecting them personally.

2.2 The members of the Committee may participate by teleconference or video conference. In this case the member is deemed to be present in person and shall be counted in the quorum.

**3. Secretary**

The Group HR Director acts as the Secretary of the Committee.

**4. Quorum**

The quorum necessary for the transaction of business shall be two members, one of which must be the Chairman, who is an independent and non-executive member of the Board of Directors. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

**5. Frequency of Meetings**

Meetings are held as deemed necessary, but no less than two (2) times in a year.

**6. Minutes of Meetings**

6.1. The Secretary shall keep a record of the actions and resolutions of all Committee meetings, including the names of those present and in attendance.

6.2. Minutes of Committee meetings shall be circulated to all members of the Committee and to the Chairman of the Board of Directors and made available to other members of the Board of Directors upon request.

## **7. Duties**

The Committee shall:

- 7.1 Submit proposals to the Board of Directors regarding the remuneration package (salary and benefits) of the Chief Executive Officer of the Company.
- 7.2 Review and submit proposals to the Board of Directors (and through the Board of Directors to the General Meeting of Shareholders, where applicable), regarding the granting of stock option programs.
- 7.3 Review and submit proposals to the Board of Directors regarding the total amount of the annual remuneration and benefits of persons falling within the scope of the Remuneration Policy and the executives of the Company, in particular the Head of the Internal Audit Unit.
- 7.4 Regularly review the salary of the executive members of the Board of Directors and other terms of their contracts with the Company, including the compensation in case of departure and the pension arrangements.
- 7.5 Submit proposals to the Board of Directors regarding the Remuneration Policy that is submitted for approval to the General Meeting as well as any business policy in relation to remuneration.
- 7.6 Review the information contained in the final draft of the annual remuneration report, providing its opinion to the Board of Directors, before submitting the report to the General Meeting.
- 7.7 Establish the principles of the human resources policy of the Company, which shall guide the decisions and actions of the management.
- 7.8 Review and process matters which are relevant to the human resources.
- 7.9 Provide its assent for the recruitment or the replacement of the members of the Senior Management of the Company, which assist the Chief Executive Officer of the Company.

- 7.10 Establish the principles of the social corporate responsibility policies of the Company.
- 7.11 Identify and propose to the Board of Directors persons suitable for the acquisition of the status of the member of the Board of Directors taking into account the adequate representation by gender, as defined in the diversity policy adopted by the Company.
- 7.12 Take into account the factors and criteria determined by the Company in accordance with the Suitability Policy, for the selection of candidate members of the Board of Directors.
- 7.13 Prepare a whole plan of succession of the CEO, taking care to identify the quality characteristics that the CEO should have, to monitor and identify potential internal and external candidates as well as for the dialogue with the CEO regarding the evaluation of candidates for his position but also for other positions of the senior management.
- 7.14 Prepare a plan for filling positions and succession for the members of the Board of Directors as well as other senior executives of the Company.
- 7.15 Review periodically and consistently the renewal needs of the Board of Directors in order to achieve the required changes in the composition or the skills and to maximize the efficiency and the collective suitability of the Board of Directors.
- 7.16 Provide an effective contribution in preparing and monitoring the implementation of the Company's Suitability Policy and make relevant recommendations to the Company for the review of its design and implementation.
- 7.17 Be in charge of the annual assessment process of the Board of Directors as well as the evaluation of its Chairman but also assist in finding an external consultant for the evaluation process as above at least every three years.
- 7.18 Guide the Board of Directors regarding the annual assessment of the performance of the CEO of the Company.
- 7.19 Announce the results of the assessment of the members of the Board of Directors to the latter collectively for further discussion.

## **8. Authority**

The Committee is authorized by the Board of Directors to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience if it considers this necessary. Any external partners report to the Committee which is



responsible for guiding and monitoring them. The external partners refer to the annual report of the Company together with a statement for any possible relationship between them and the Company or with members of the Board of Directors individually.

**9. Terms available**

The Committee shall make available these terms upon request and shall publish them on the Company's website, thereby explaining its role and the authority delegated to it by the Board of Directors.