

# **Remuneration Policy of the Board of Directors**

## Contents

Introduction.....	3
Policy definition, review and implementation .....	3
Purpose of the Policy .....	3
Determination of Remuneration.....	3
Remuneration policy for Executive Board Members .....	3
1. Fixed Remuneration.....	3
2. Other Benefits .....	4
Remuneration Policy for Non-Executive Board Members .....	5
Contracts and loss of position .....	5
Deviations .....	5

## **Introduction**

The current remuneration policy of the members of the Board of Directors (hereinafter the "Policy"), was drafted in accordance with Law 4548/2018 and was approved by the annual General Meeting of shareholders of the company ELASTRON SA - STEEL SERVICE CENTERS on June 20, 2019. The policy is in effect for four years unless it is revised and / or amended earlier by another decision of the Ordinary or Extraordinary General Meeting of the company's shareholders. The Policy applies to the remuneration of all members of the Board of Directors (hereinafter the "Board") and aims at the long-term and short-term development of the company. The Policy is posted on the company's website, <https://www.elastron.gr/>.

## **Policy definition, review and implementation**

The Committee for the Recruitment - Remuneration of Executive Board Members & Company Executives and for the Promotion of Candidates for Board Members (hereinafter, the "Committee") formulated this Policy, which was proposed to the Board and approved by the Board, based on the latter's, at its Meeting of 24 May 2019.

## **Purpose of the Policy**

The purpose of this Policy is to ensure that the company remunerates the members of the Board based on its approved short-term and long-term business plan in order to achieve the desired future growth.

This Policy contributes to the business strategy and the long-term interests of the company through a fair and appropriately designed level of fixed salaries that aim at the long-term and short-term development of the company and the continuous creation of value.

## **Determination of Remuneration**

The fees of the members of the Board of Directors consist of fixed fees and are approved by the Board following a special recommendation from the present Committee.

The remuneration of the members of the Board concern compensation for the management services they offer to the company as well as for their participation in the meetings of the Board of Directors and its committees. To determine the fixed salaries of the members of the Board of Directors the following factors are taken into account:

- The level of responsibilities
- The knowledge and experience required
- The remuneration levels of the sector in which the company operates.
- The salary levels of the other personnel of the company

## **Remuneration policy for Executive Board Members**

### ***1. Fixed Remuneration***

#### ***A) Contribution***

- Attract appropriate members of the Board of Directors.
- The annual fee covers the time required to perform their duties.

#### *B) Application*

- On an annual basis, the remuneration of the Board members is re-evaluated by the Committee. For the approval of the remuneration of each member by the Board, his/her own vote is not taken into account. The approved fees of the Board are being submitted for final approval to the General Meeting of Shareholders.
- The remuneration of the members of the Board of Directors does not necessarily change every year.
- Remuneration levels are determined by the following factors:
  - a. The time of employment
  - b. The experience
  - c. The role, responsibilities and duties of each member
  - d. The course of the company in each time period
  - e. The salary and working conditions of the market and the company in each time period

#### *C) Connection with the time of employment and maximum salary or fee*

- There is no benefit ceiling.
- On an annual basis along with the examination of the remuneration of the members of the Board, the Other Benefits are also being evaluated in case they are provided to each member.

## **2. Other Benefits**

#### *A) Contribution*

- Facilitation of the performance of the duties of the members of the Board of Directors / company executives.

#### *B) Type*

Examples may include the following:

- Company car
- Mobile phone
- Laptop
- Fuels

#### *C) Link to performance and pay ceiling*

- There is no benefit ceiling
- As mentioned above, on an annual basis along with the examination of the remuneration of the members of the Board, the Other Benefits in case they are provided to each member are also evaluated.

It is emphasized that the General Manager of the company is the only one of the Executive Members of the Board who, in addition to fixed remuneration, also receives a salary. In order to determine the salary level, the above criteria for determining the fixed remuneration of the Executive Members of the Board are taken into account.

### **Remuneration Policy for Non-Executive Board Members**

The remuneration of the Non-Executive Members of the Board consist of fixed fees which are determined by the Committee and are approved by the Board and finally by the General Meeting. In order to determine the amount of these fees, the number of meetings of the various committees in which the Non-Executive Members of the Board participated is taken into account along with the time they devoted to handling company matters. For the Non-Executive Members of the Board of Directors, there is the possibility, after their declaration, to offer their services to the company on an unpaid basis.

### **Contracts and loss of position**

#### *Duration*

The term of office of the Members of the Board is three years according to the provisions of the Company's Articles of Association.

#### *Contract Termination - Notification Deadline*

In case of resignation or termination in any way of the cooperation with the member of the Board of Directors, the notification deadlines and the payment of compensation are carried out as defined by the relevant legislation.

#### *Compensation*

The members of the Board are not entitled to lump sum payments or other compensation from the company for the loss of their position unless they have another capacity within the company and are remunerated based on a salary in addition to their fixed remuneration. In this case the compensation is given in accordance with the relevant legislation.

The company does not provide to the members of the Board supplementary pension or early retirement plan.

### **Deviations**

Only in exceptional cases, based on the judgment and after a decision of the Board of Directors and also following the final approval of the General Meeting of the company, there may be a deviation from this Policy. Any deviation is based on serving the long-term interests of the company and ensuring its sustainable development.