INTERBANKING SYSTEMS S.A.

Renumeration & Nomination Committee Charter

Document Information

TITLE	Renumeration & Nomination Committee Charter
VERSION	1.0
CODE	-
AUTHOR	Legal & Compliance Department
APPROVED BY	Board of Directors
DATE OF LAST REVIEW	25-09-2024
NEXT REVIEW	25-09-2027

Change history

VERSION	DATE OF APPROVAL	SUMMARY OF CHANGES
1.0	25-09-2024	Original version of the document

Related documents

Contents

1. Introduction

The Remuneration & Nomination Committee (hereinafter referred to as the "Committee") of the "INTERBANKING SYSTEMS S.A." is a Committee of the Company's Board of Directors, in accordance with Article 10, paragraph 2 of Law 4706/2020 and Article 19 paragraph 8 of the Company's Articles of Association, with responsibilities over remuneration, nominations and evaluation of the Board (as a whole), of the Chief Executive Officerand other Senior Executive Management of the Company. Within this framework, the Committee acts in accordance with the Company's strategic objectives. This Charter of the Committee has been prepared in accordance with the law and the Company's Articles of Association.

2. Objects

The purpose of this Charter is to define the Committee's operational framework, describing, among others, its role, the procedure for its fulfilment, the composition of the Committee, as well as the procedure for convening and holding its meetings. Within this framework, it defines:

- the nature, composition and term of office of the Committee's Members,
- its duties and responsibilities and the procedure for fulfilling its role; and
- the functioning of the Committee.

3. Composition

Based on the Company's Board of Directors constitutive resolution for the establishment of the Committee , the Committee shall consist of three Non-Executive Members of the Board. At least two of the Committee's Members shall be Independent Non-Executive Members, within the meaning of Article 9 of Law 4706/2020, as applicable. One of its Independent Non-Executive Members shall be appointed Chairman of the Committee.

The work of the Committee shall be supported by a Secretary, who may be the Secretary of the Company's Board of Directors or another competent person designated by the Chairman of the Committee.

A person's participation as a Member in the Committee shall not preclude the possibility of their participation in other Board Committees that are not involved in the day-to-day management and administration of the Company's affairs. In the event of resignation or otherwise loss of membership of a Member, the Board shall appoint a new Member from among its existing Members to replace the Member who has retired, for the period until the expiry of their term of office.

4. Term of office

The term of office of the Committee's Members shall be the same as that of the Members of the Board of Directors and shall be renewable. In any case, their term of office may not exceed nine (9) years in total.

5. Quorum

The Committee shall be quorate when all its Members are present. Decisions shall be taken by majority vote. In the event of a non-unanimous decision, the dissenting opinion shall be recorded in the minutes.

6. Basic operational principles

6.1 Agenda

Under the supervision of the Chairman of the Committee, at least three (3) working days before the upcoming meeting of the Committee, the Secretary shall send the respective invitations to the Committee's Members by e-mail. The invitations shall include the items on the agenda, as well as the relevant documents and/or the relevant proposals of the competent people. Agenda items that are sent to the Members of the Committee less than three (3) working days before the scheduled meeting of the Committee may only be discussed following a unanimous decision of the Members of the Committee, which shall be recorded in the minutes.

6.2 Annual schedule of meetings

At the beginning of each calendar year, the Committee shall adopt a calendar of meetings / annual agenda and an annual action plan, which shall be revised in accordance with the developments and needs of the Committee to ensure the proper, complete and timely fulfilment of its duties and responsibilities and to ensure that all matters on which it is empowered to make decisions are considered. For its first year of operation, the Committee's annual calendar and plan may be more flexible.

6.3 Information obligations

The Committee shall have unrestricted access to the information necessary for the performance of its duties, including in particular:

(a) direct access to all the Senior Executive Management and personel of the Company in order to obtain the required information, while giving reasons for the nature, scope and timing of such information requested;

(b) direct access and communication with external partners/consultants/evaluators.

6.4 Conflict of interest

Members of the Committee should respect the Company's Code of Ethics and Conduct and comply with the Company's Conflict of Interest Policy, as well as the values and related policies adopted by the Company. It is the responsibility of the Committee's Members to disclose to the Committee any conflict of interest or occurrence conflict of interest that may exist in their person. By decision of the Chairman of the Committee, the Member to whom the conflict relates may abstain from discussion and decision-making. In the event that the Chairman of the Committee discloses a case of conflict of interests as regards their person, the matter shall be brought to the Board of Directors for discussion and subsequent decision.

Unless specifically stipulated in this Charter, Articles 89-93 of Law 4548/2018, the provisions of the Company's Articles of Association and the Board of Directors' Charter shall apply accordingly to the meetings and the resolutions of the Committee.

7. Operation of the Committee

7.1 Responsibilities of the Chairman of the Committee

The Chairman of the Committee shall:

- coordinate the meetings, decide on the list of agenda items, frequency and duration of meetings and generally ensure the effectiveness of the Committee in fulfilling its duties;
- brief the Board of Directors at least once a year, and in any event whenever they deem it necessary, on the Committee's activities.

7.2 Meetings

The Committee shall meet regularly, at least three (3) times a year (quarterly)or even extraordinarily, whenever circumstances require so.

Meetings shall be held either with the Members being present in-person at the Company's headquarters or remotely by teleconference, following a decision of the Chairman of the Committee and having been convened as indicated above.

The Committee may invite to its meetings any person it considers may assist it in carrying out its work, provided that the independence and impartiality of its decisions are not in question.

The Committee may adopt a written decision in lieu of a meeting, which shall be recorded in minutes, provided that the minutes are signed by all Members of the Committee.

7.3 Minutes of meetings

The minutes of the meetings shall be kept by the Secretary of the Committee and signed by them and the members present at each meeting.

The minutes shall be made available to all Members of the Committee and the Board of Directors at their request.

7.4 Budget

The Remuneration & Nomination Committee shall have its own resources, as determined by the Company’s Board of Directors. These resources are intended to support the Committee with the necessary tools (methodologies, use of specialized external consultants, etc.) to carry out its work effectively.

The Committee may use any resources it deems appropriate to fulfil its objectives, including services by external consultants, but on the basis of a reasoned proposal and a prior communication/notification of the Board of Directors. Within this framework, the Committee shall be authorized by the Board of Directors, where necessary, in particular for matters pertaining to the search for Independent Non-Executive Members of the Board, remuneration of Board Members or for other matters, to seek the specific and necessary assistance of independent consultants on a case-by-case basis. The fees and expenses of external consultants shall be covered by the Committee’s approved budget. If for a specific outsourcing service, the Committee’s budget has been and is known to have been exceeded, the Committee must seek approval from the Board before the said outsourcing is made, giving specific reasons for the need to outsource the study and for the excess of the budgeted expenditure. Before entrusting the case to an external consultant, however, Committee members shall make use of all their expertise and experience in order to ensure that the outsourcing is done in a prudent manner. The Committee’s budget shall be included in the Company’s annual budget which shall be approved by the Board on an annual basis. The procedure for the selection of external consultants as well as the procurement of other external tools shall be carried out in accordance with the Procurement Manual and shall ensure that the procedure followed is transparent and objective.

8. Duties and responsibilities of the Committee

In addition to the applicable legal framework, the powers of the Committee shall be determined taking into account the specific circumstances and needs of the Company, such as its size, ownership structure, organization, nature of operations, industry, complexity of its activities and corporate strategy.

The Committee shall be responsible for the following:

Remuneration

- Making proposals to the Board of Directors on the drawing up and/or revision of the Remuneration Policy for Board Members, which shall be submitted to the General Meeting for approval, in accordance with the applicable laws;
- Making recommendations to the Board on the determination of a remuneration and incentive policy for the Chief Executive Officer;
- Negotiating with the Chief Executive Officer and making relevant recommendations to the Board on any matter relating to the conclusion, amendment or termination of the Chief Executive Officer contract with the Company;
- Reviewing and making proposals to the Board on an annual basis as regards the targets linked to the Chief Executive Officer’s bonus, assessing the Chief Executive Officer’s performance against the targets set and making proposals to the Board on the amount of the annual bonus within the scope of the Chief Executive Officer’s current contract;
- Making recommendations to the Board on the determination of the remuneration policy for the Senior Executive Management. “Senior Management Executives” shall be considered all executives of the Company who are members of the Executive Committee. The Committee’s recommendation shall also include the relevant recommendation of the Chief Executive Officer;
- Overseeing the implementation of the Remuneration Policy for the members of the Board of Directors, the Chief Executive Officer and Senior Executive Management;
- Regularly assessing the extent to which the remuneration of the Board Members, as well as the Chief Executive Officerand Senior Executive Management is sufficient to retain and attract personel. With regard to Senior Executive Management, the Committee’s assessment shall include the recommendation of the Chief Executive Officer;
- Regularly overseeing of equality and non-discrimination, e.g. on the basis of gender, age, with regard to peronel remuneration.

<u>Succession plan</u>

- Maintaining a succession plan to address the filling of the position of Chief Executive Officer in the event of vacancy.
- Making recommendations to the Board, when required, on the selection of the Chief Executive Officer.
- Supporting the Board to ensure the smooth succession of the members of the Board of Directors and Committee Members.
- Maintaining a succession plan to address vacancies on the Board and overseeing the existing succession plan for Senior Executive Management positions.

<u>Nominations</u>

- Assessing and formulating proposals regarding the suitability of candidates for the Board of Directors, taking into consideration of the approved Fit and ProperPolicy.
- Developing and monitoring criteria for the selection of candidates for the Board of Directors and the position of Chief Executive Officer, taking into consideration the balance of skills, experience and knowledge required.

Self-assessment of the Committee

- Periodically evaluating the Committee's performance and identification of areas in need of improvement.
- Evaluating, at least annually, the findings and proposals from the Company's Internal Audit for a potential review of the Committee's work, functioning and composition.

Other Responsibilities

- Supporting the Board of Directors, if required, during the drawing up of the annual Corporate Governance Statement.
- Regularly evaluating the structure, size and composition of the Board of Directors, including the skills, knowledge, experience and diversity of the Board, and making recommendations to the Board for any remedial actions, at a later date than the date on which the Committee was established.
- Assessing of the Board of Directors as a whole in respect to the fulfilment of specific criteria.

The Board of Directors shall be responsible for evaluating the Committee Members.

9. Reporting

Whereas required, the Committee shall provide full information to the General Meeting of Shareholders of the Company on its activities.

In case this is required, the Committee shall submit reports and/or annual activity report to the Board of Directors within its remit.

10. Confidentiality – Protection of Personal Data

Committee Members and any participants in its meetings shall be bound by the obligation to maintain confidentiality and to protect the privacy of any information received in the course of their activity. Where such information constitutes personal data, the Committee shall handle it in accordance with the provisions of the applicable laws and the relevant corporate policies, ensuring that it does not process more information than is necessary for the performance of its duties and, in general, safeguarding its security. In any case where confidential information or personal data is provided to third parties in the context of the Committee's activity, the latter shall ensure that such persons are contractually bound to protect the information/data (e.g. by signing NDAs, DPAs, etc.) and to comply with the terms of the corporate Personal

Data Protection Policy and the relevant legislation regarding the lawful processing of personal data. If necessary, it is possible to consult the Legal Function and/or the Data Protection Officer.

11. Approval and Revision

This Charter shall be reviewed on a triennial basis by the Remuneration & Nomination Committee and shall be amended by a resolution of the Company's Board of Directors following a recommendation from the Committee.

This Charter was approved by a resolution of the Company's Board of Directors dated 25/9/2024 and has been in force ever since.

This Charter is being uploaded on the official website of the Company.

Disclaimer: This is an English translation of the official company text originally drafted in Greek, provided for informational purposes only. In the event of any discrepancy between the Greek and the English versions, the Greek version shall prevail.