OPERATING REGULATION OF THE NOMINATIONS & REMUNERATION COMMITTEE

2nd Edition

03/06/2026

Table of Contents

1. PURPOSE AND SCOPE 2
2. GLOSSARY OF DEFINITIONS 2
3. COMPOSITION 4
4. TERM OF OFFICE 4
5. QUORUM 4
6. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE 5
   6.1 Remuneration Matters 5
   6.2 Nomination Matters 6
7. OPERATION OF THE COMMITTEE 7
   7.1 Agenda 7
   7.2 Annual Meetings Plan 7
   7.3 Information Obligations 7
   7.4 Responsibilities of the Chairperson of the Committee 8
   7.5 Meetings 8
   7.6 Minutes of Meetings 8
   7.7 Budget 8
8. TRANSPARENCY 9
9. PERSONAL DATA 9
10. REPORTING 9
11. ASSESSMENT OF THE COMMITTEE 9
12. APPROVAL AND REVISION 9

DOCUMENT REVISIONS TABLE

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1. PURPOSE AND SCOPE

The Nominations & Remuneration Committee (NRC) (hereinafter the "Committee") of the société anonyme under the corporate name "ΦΑΙΣ ΣΥΜΜΕΤΟΧΩΝ ΑΝΩΝΥΜΗ ΕΤΑΙΡΕΙΑ" and the distinctive title "FAIS GROUP S.A." (hereinafter the "Company") is established in accordance with Article 10 par. 2 of Law 4706/2020, as a

unified committee with competence over matters of remuneration of the Persons covered by the Remuneration Policy and over matters of nominations of the Members of the Board of Directors (BoD) of the Company.

Consequently, the Committee ensures the search, attraction, assessment and retention of suitable persons for the staffing of the Board of Directors (BoD), taking into account the approved Suitability Policy of the Company and its strategic objectives. At the same time, the Committee's work is to jointly shape, monitor and review the remuneration framework for the Persons covered by the Remuneration Policy, in accordance with Articles 110 to 112 of Law 4548/2018, Article 11 of Law 4706/2020 and the provisions of the Company's Articles of Association (hereinafter the "Articles of Association").

This Operating Regulation of the Committee (hereinafter the "Regulation") has been drafted in accordance with Articles 10, 11 and 12 of Law 4706/2020, Law 4548/2018, as in force, Circular No. 60/29.04.2025 of the Hellenic Capital Market Commission (HCMC), entitled "Guidelines for the Suitability Policy of Article 3 of Law 4706/2020, as amended by Law 5178/2025 and in force", as well as the other guidelines and clarifications of the Hellenic Capital Market Commission (HCMC). The provisions hereof are supplemented by the Hellenic Corporate Governance Code (HCGC), June 2021 edition, applied by the Company.

This Regulation aims at determining the operating framework of the Committee, describing, inter alia, its role, the procedure for fulfilling such role, the composition and operation of the Committee, as well as the procedure for convening and conducting its meetings. Within this framework, the following are defined:

- the type, composition and term of office of the Members of the Committee,
- its duties and responsibilities and the procedure for fulfilling its role, and
- the operation of the Committee.

2. GLOSSARY OF DEFINITIONS

For the purposes of the Regulation, the following definitions apply:

Term	Explanation
Independent Non-Executive Member	A non-executive Member of the Board of Directors (BoD) who meets the independence criteria of Article 9 of Law 4706/2020 and is not in a relationship of dependency with the Company or with persons affiliated with it, under the applicable legal and regulatory framework.
Key Management Personnel	The natural persons who have the authority and responsibility for the planning, directing and controlling of the activities of the Company, directly or indirectly, within the meaning of International Accounting Standard 24 (IAS 24) on related-party disclosures. For the purposes of this Regulation, the remuneration of Key Management Personnel is examined by the Committee within its remit and in connection with the provisions of the Remuneration Policy applicable to the Executive Members of the Board of Directors (BoD).
General Meeting (GM)	The General Meeting of the shareholders of the Company.

Term	Explanation
General Data Protection Regulation (GDPR)	Regulation (EU) 2016/679 on the protection of natural persons with regard to the processing of personal data.
Board of Directors (BoD)	The Board of Directors of the Company.
Hellenic Corporate Governance Code (HCGC)	The Hellenic Corporate Governance Code, June 2021 edition, applied by the Company.
Nominations & Remuneration Committee (NRC) or Committee	The unified Nominations & Remuneration Committee of the Company, which operates in accordance with Articles 10, 11 and 12 of Law 4706/2020 and this Regulation.
Company	The société anonyme under the corporate name "ΦΑΙΣ ΣΥΜΜΕΤΟΧΩΝ ΑΝΩΝΥΜΗ ΕΤΑΙΡΕΙΑ" and the distinctive title "FAIS GROUP S.A."
Persons covered by the Remuneration Policy	The persons falling within the scope of the Company's Remuneration Policy, namely the Members of the Board of Directors (BoD), the Members of the Committees of the Board of Directors (BoD), including the Third Independent Persons who participate in them as applicable, and the Key Management Personnel of the Company.
Regulation	This Operating Regulation of the Nominations & Remuneration Committee (NRC).
Articles of Association	The Articles of Association of the Company.
Remuneration Policy	The remuneration policy of the Company, as in force from time to time, which is drafted and approved in accordance with Articles 110 and 111 of Law 4548/2018 and regulates the remuneration of the Persons covered thereby.
Suitability Policy	The suitability policy of the Members of the Board of Directors (BoD) of the Company, as in force from time to time, in accordance with Article 3 of Law 4706/2020.
Material Remuneration or Benefit	The remuneration or benefit which is assessed in accordance with the criteria of the Remuneration Policy in force from time to time, in particular in light of Article 9 par. 2 (a) of Law 4706/2020, and may, as the case may be, affect or appear to affect the independence of judgement of an Independent Non-Executive Member or of a Third Independent Person participating in a committee of the Board of Directors (BoD).
Third Independent Persons	The natural persons who are not Members of the Board of Directors (BoD) and participate, as the case may be, in committees of the Board of Directors (BoD), in accordance with the applicable legal and regulatory framework, the Articles of Association, the Operating Regulation of the Company and the respective operating regulations. For the purposes of this Regulation and the Remuneration Policy, the remuneration of Third Independent Persons is examined, to the extent suitable to their position and duties, in light of the

Term	Explanation
	provisions applicable to the Independent Non-Executive Members of the Board of Directors (BoD).

3. COMPOSITION

The Committee consists of three (3) non-executive Members of the Board of Directors (BoD), at least two (2) of whom are independent non-executive Members meeting the independence conditions of Article 9 of Law 4706/2020. The Members of the Committee are appointed by the Board of Directors (BoD), while the position of Chairperson of the Committee is held only by an independent non-executive Member.

Potential participation of a person as a Member of the Committee does not exclude the possibility of his/her participation in any other committees of the Board of Directors (BoD), which, however, are not involved in the daily management and administration of corporate affairs. If the capacity of Member is lost in any way, the Board of Directors (BoD) proceeds with the replacement of the departed Member by one of its already existing Members, until the end of his/her term of office, in compliance, where applicable, with paragraphs 1 and 2 of Article 82 of Law 4548/2018, which apply by analogy. The Members of the Committee receive remuneration in accordance with the Remuneration Policy approved by the General Meeting (GM) and in force, as specifically provided for Non-Executive or, as the case may be, Independent Non-Executive Members of the Board of Directors (BoD).

4. TERM OF OFFICE

The term of office of the Members of the Committee lasts as long as the term of office of the Members of the Board of Directors (BoD), unless otherwise decided by the Board of Directors (BoD).

5. QUORUM

The Committee has a quorum when all three (3) of its Members are present. Decisions are taken by majority and, in case of a non-unanimous decision, the minority opinion is recorded in the minutes.

6. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

In addition to the legal framework in force, the determination of the duties and responsibilities of the Committee is carried out taking into account the specific characteristics, conditions and needs of the Company, in particular as to its size, ownership structure, internal organisation, nature of operations, sector of activity, complexity of activities and corporate strategy.

The Committee is, inter alia, responsible for monitoring the implementation of the Company's key policies relating to the identification, selection, assessment and retention of the Members of the Board of Directors (BoD), as well as with the remuneration framework of the Persons covered by the Remuneration Policy.

In light of the above, the duties and responsibilities of the Committee are formulated as follows:

6.1 Remuneration Matters

The Committee is responsible for:

- formulating proposals to the Board of Directors (BoD) regarding the Remuneration Policy submitted for approval to the General Meeting (GM), in accordance with Article 110 par. 2 of Law 4548/2018. In this context, the Committee assesses, on a periodic basis, the need to update the Remuneration Policy, taking into account market conditions, practices of comparable listed companies, the business strategy, long-term interests, sustainability of the Company and the applicable legal and regulatory framework,
- formulating and submitting proposals to the Board of Directors (BoD) regarding the remuneration of the Persons covered by the Remuneration Policy who fall within its scope, including the Members of the Board of Directors (BoD), the Members of the committees of the Board of Directors (BoD), the Third Independent Persons and the Key Management Personnel, in accordance with Article 110 of Law 4548/2018 and the approved Remuneration Policy,
- examining the information contained in the final draft of the annual Remuneration Report, providing its opinion to the Board of Directors (BoD) before the submission of the Remuneration Report to the General Meeting (GM) for discussion, in accordance with Article 112 of Law 4548/2018,
- examining, with the support of the competent human resources department and/or external advisors, the remuneration levels in the sector in which the Company operates and the remuneration paid in comparable listed companies for corresponding positions or duties, so that the reasonableness, proportionality and competitiveness of the remuneration framework for the Persons covered by the Remuneration Policy is documented,
- examining the potential exposure of the Company to risk and potential Conflict of Interest situations in relation to the remuneration of the Executive Members, the Key Management Personnel and the other Persons covered by the Remuneration Policy, in particular where the remuneration or benefits may affect the independence of judgement of an Independent Non-Executive Member or of a Third Independent Person,
- examining, prior to the granting or renewal of any additional remuneration or benefit to an Independent Non-Executive Member or a Third Independent Person, whether such remuneration or benefit constitutes Material Remuneration or Benefit within the meaning of the Remuneration Policy and whether it may affect or appear to affect the independence of judgement of the relevant person,
- formulating a specifically reasoned recommendation to the Board of Directors (BoD) in the event of a temporary derogation from the approved Remuneration Policy, identifying the elements of the Remuneration Policy from which the temporary derogation is permitted, its duration and the specific reasoning justifying it, in accordance with the Remuneration Policy, and
- ensuring that the structure of the remuneration of the Key Management Personnel and the Third Independent Persons is aligned, respectively, with the corresponding provisions of the Remuneration Policy applicable to the Executive Members and to the Independent Non-Executive Members of the Board of Directors (BoD).

6.2 Nomination Matters

The Committee is responsible for:

- contributing to the formulation and monitoring of the implementation of the Suitability Policy, in cooperation with the competent human resources department and, where required, the Regulatory Compliance Unit (RCU), making recommendations to the Board of Directors (BoD) for the necessary revisions thereof, in particular in the event of a change in the applicable legal and regulatory framework,
- assessing the suitability criteria in accordance with the approved Suitability Policy,
- identifying and proposing to the Board of Directors (BoD) persons suitable for acquiring the capacity of Member of the Board of Directors (BoD), taking into account the factors and criteria of the approved Suitability Policy,
- being responsible for the procedure for nominating candidate Members of the Board of Directors (BoD) within the framework of the approved Suitability Policy, determining the selection criteria prior to the commencement of the selection procedure and assessing the capabilities, skills, knowledge and experience of the candidate Members,
- maintaining a special file of supporting documents in accordance with the General Data Protection Regulation (GDPR), in which all documents submitted by the candidates during the procedure for the nomination of new Members of the Board of Directors (BoD) are kept,
- assessing matters related to the succession of the existing Members of the Board of Directors (BoD), establishing the appropriate succession criteria in cooperation with the competent human resources department, where required,
- assessing the existing balance of qualifications, knowledge, views, capabilities and experience in relation to the corporate objectives, as well as the balanced representation of genders among the Members of the Board of Directors (BoD), and, based on such assessment, describes the role and capabilities required to fill vacancies, in accordance with Articles 3A and 3B of Law 4706/2020,
- assessing annually the performance of the Board of Directors (BoD), submitting proposals for improvement, where required, and may assign the above task to specialised external advisors,
- verifying the fulfilment of the independence criteria with respect to the Independent Non-Executive Members of the Board of Directors (BoD) and proposing corresponding changes, where required, taking into account, where applicable, the criteria for Material Remuneration or Benefit of the Remuneration Policy, and
- assessing the fulfilment of the criteria of Article 44 of Law 4449/2017 for any candidate Member of the Audit Committee and submits a reasoned proposal to the Board of Directors (BoD).

7. OPERATION OF THE COMMITTEE

7.1 Agenda

With the care of the Chairperson of the Committee, the secretary sends at least two (2) working days prior to each upcoming meeting of the Committee the corresponding invitations to its Members. The invitations are sent by electronic correspondence, including the items of the agenda, as well as the relevant documents and/or the relevant recommendations of the competent persons.

Items of the agenda sent to the Members of the Committee in a deadline shorter than two (2) days from the scheduled meeting may be discussed following a unanimous decision of the Members of the Committee.

7.2 Annual Meetings Plan

At the beginning of each calendar year, the Committee prepares and approves a calendar of meetings and an annual action plan, which is revised based on the Committee's needs, with a view to ensuring the proper, effective and timely fulfilment of its duties and responsibilities, as well as the examination of all matters on which it is competent to express an opinion, recommendation or proposal to the Board of Directors (BoD).

7.3 Information Obligations

In order to diligently fulfil its duties, the Committee has unrestricted access to the information necessary to achieve the above purpose, including in particular:

- (i) direct access to all of the Company's personnel, in order to facilitate the ability to receive all critical information, while justifying their nature, scope and timing,
- (ii) direct access to and communication with external collaborators / advisors / assessors.

7.4 Responsibilities of the Chairperson of the Committee

The Chairperson of the Committee is responsible for:

- coordinating its meetings, deciding on the items of the agenda, the frequency and duration of meetings and ensuring, in general, the effectiveness of the Committee in fulfilling its duties,
- briefing the Board of Directors (BoD) in summary form on the work of the Committee after each of its meetings.

7.5 Meetings

The Committee meets regularly, at least two (2) times per year or also extraordinarily, whenever required by the circumstances.

Meetings are held at the seat of the Company or in another place by analogy with the rules applicable to the Board of Directors (BoD) under Article 90 of Law 4548/2018, either with the physical presence of the Members or remotely by teleconference. The Committee may invite to its meetings any person deemed capable of assisting it in the performance of its work, provided that the independence and impartiality of its decisions is not called into question. Any third party present is required to maintain absolute confidentiality with regard to confidential matters of the Company of which he/she becomes aware. The Committee may, instead of meeting, adopt a written decision, provided that it is signed by all of its Members. The Committee may assign specific duties and responsibilities to one or more of its individual Members, which fall within the scope of its responsibilities and duties, to the extent permitted by the legislation in force and provided that no Conflict of Interest situation exists.

A meeting which is not held (e.g. due to lack of quorum) is cancelled and repeated, at the discretion of its chairperson, within a set deadline.

7.6 Minutes of Meetings

The minutes of meetings are kept by the secretary of the Committee and signed by the Members present. The minutes are made available to all Members of the Committee and of the Board of Directors (BoD).

7.7 Budget

The Committee has its own resources, as determined by the Board of Directors (BoD), through which, with a view to the effective performance of its work, it is supported with all necessary tools, including methodologies and services of specialised external advisors.

The Committee may utilise any resources it deems appropriate for the fulfilment of its purposes, including services from external advisors. Therefore, in the context of the more effective performance of its duties, the Committee is authorised by the Board of Directors (BoD) to engage and retain independent advisors who will assist it on specialised legal or other matters, where deemed necessary, at its discretion, and to approve the fees and terms of engagement. The fees and expenses of the external advisors are covered by the budget of the Committee and, in case of overrun, are approved by the Board of Directors (BoD). The budget of the Committee is approved by the Board of Directors (BoD) on an annual basis.

8. TRANSPARENCY

The Committee maintains in full the necessary documentation, including minutes of its meetings, which reflect its actions and the results thereof, with respect to the implementation of its work. To this end, the Committee may incorporate in the minutes reports, presentations, as well as any other material brought to its attention and which was the subject of discussion among its Members.

9. PERSONAL DATA

The Committee does not include in the Remuneration Report special categories of personal data within the meaning of Article 9 par. 1 of the General Data Protection Regulation (GDPR) or personal data concerning the family status of the persons included in the Remuneration Report. The Committee processes personal data of the Persons covered by the Remuneration Policy, to the extent required for the exercise of its responsibilities, in the context of the Company's compliance with its obligations under Article 112 of Law 4548/2018 and the Remuneration Policy.

10. REPORTING

Where required, the Committee provides full information to the General Meeting (GM) of the Company's shareholders regarding its work. The Committee submits reports and/or an annual report of activities to the Board of Directors (BoD), within the scope of its responsibilities.

11. ASSESSMENT OF THE COMMITTEE

The Nominations & Remuneration Committee (NRC) carries out annually a self-assessment of its work, operation, the performance of its Chairperson and the contribution of its Members. Based on the results of the self-assessment, the Committee takes the measures required to improve its effectiveness.

12. APPROVAL AND REVISION

This Regulation enters into force upon its approval by the Board of Directors (BoD), is reassessed on an annual basis and is amended by decision of the Board of Directors (BoD), upon relevant recommendation by the Committee, in particular in the event of a change in the applicable legal and regulatory framework or material revision of the Remuneration Policy or the Suitability Policy.

The Regulatory Compliance Unit (RCU) examines annually the content of this Regulation, with a view to assessing the need for its update in connection with the applicable legal and regulatory framework, the Remuneration Policy, the Suitability Policy and the organisational structure of the Company.

If, during the above examination or at any time during the period of validity of this Regulation, points for update are identified, the Regulatory Compliance Unit (RCU) prepares a proposed updated draft of the Regulation and submits it for examination and approval to the Nominations & Remuneration Committee (NRC). Following approval of the draft by the Nominations & Remuneration Committee (NRC), the draft is submitted to the Board of Directors (BoD) for final approval.

Upon approval of the updated version of this Regulation by the Board of Directors (BoD), the Company ensures its posting on the official website of the Company.