REMUNERATION POLICY

2nd Edition

Revisions Table

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1st	Board of Directors (BoD)	General Meeting (GM) of Shareholders	27/11/2024
2nd	Regulatory Compliance Unit (RCU)	Nominations & Remuneration Committee (NRC) / Board of Directors (BoD) / General Meeting (GM) of Shareholders	29/06/2026

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1. PURPOSE AND SCOPE

This Remuneration Policy has been drawn up in accordance with Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 on shareholders' rights, as transposed into Greek law by Law

4548/2018, and, in particular, in accordance with Articles 110 and 111 thereof, in conjunction with the relevant provisions of Law 4706/2020 on corporate governance.

The Remuneration Policy applies for a period not exceeding four (4) years from its approval by the General Meeting (GM), unless revised earlier due to a material change in the conditions under which it was drafted or where this is deemed necessary in order to comply with the applicable legal and regulatory framework in force from time to time.

The Remuneration Policy takes into account the best practices applied by listed companies, the provisions of the Company's Articles of Association, the Hellenic Corporate Governance Code (HCGC), June 2021 edition, as well as the size, nature, scale and complexity of the Company's activities.

In particular, the Remuneration Policy concerns the Covered Persons, as defined in the following Chapter of this Policy, and provides for:

- the existing rights of the Covered Persons and the obligations of the Company towards such persons,
- the terms under which remuneration and other benefits will be provided in the future to existing and/or new Covered Persons during its Term of Effect.

The Board of Directors (BoD) is the highest corporate body for determining, implementing and monitoring the Company's strategy on behalf of the shareholders. Within this framework, the establishment of a clear, transparent and proportionate framework for the remuneration and benefits of the Members of the Board of Directors (BoD), taking into account the specific duties and participation in committees, constitutes a critical factor for the achievement of corporate objectives.

The Remuneration Policy reinforces transparency, values and a culture of continuous improvement and development, while contributing to long-term value creation for the Company, its shareholders, its employees and other stakeholders.

The Remuneration Policy is based on the principle of paying fair and reasonable remuneration to the most suitable person for each role, aligning the remuneration of the persons covered by it with the business strategy, the long-term interests, sustainability, corporate social responsibility, size, internal organisation and the business model of the Company.

In drafting the Remuneration Policy, the salary and working conditions of the Company's employees were taken into account. The structure of the remuneration of the Members of the Board of Directors (BoD) necessarily differs from the structure of the remuneration of other employees, due to the responsibilities, the supervisory function, the time devoted and the special nature of the duties associated with their role. Furthermore, available market data and practices of listed companies regarding the remuneration of Members of the Board of Directors (BoD) of companies of comparable size, sector, capitalisation, financial performance and business environment were taken into account.

The Remuneration Policy serves sound and effective risk management and discourages excessive risk-taking, in particular through the clear distinction between Fixed and Variable Remuneration, the non-linkage of the remuneration of Non-Executive and Independent Non-Executive Members to the Company's performance, and the provision of specific rules regarding Material Remuneration or Benefit of the Independent Non-Executive Members.

2. PERSONS COVERED BY THIS POLICY

The scope of application of this Remuneration Policy (hereinafter the "Covered Persons") includes the following persons:

- (a) the Members of the Board of Directors (BoD) of the Company, namely the Executive, Non-Executive and Independent Non-Executive Members,
- (b) the Members of the Committees of the Board of Directors (BoD), including the Third Independent Persons who participate in them, as applicable, and
- (c) the Key Management Personnel of the Company, as defined in the Glossary of Definitions of this Policy.

The remuneration of the Covered Persons is governed by the principles, rules and procedures of this Remuneration Policy, as further specified by category of person in the respective chapters thereof.

3. GLOSSARY OF DEFINITIONS

For the purposes of this Remuneration Policy, 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. This concept includes, in particular, the executives at the highest management level of the Company, such as, indicatively, the Chief Executive Officer, the General Managers, the Deputy General Managers and hierarchically equivalent executives, regardless of whether such persons are at the same time Members of the Board of Directors (BoD). The remuneration of Key Management Personnel is governed, by analogy, by the provisions of this Remuneration Policy applicable to the remuneration of the Executive Members of the Board of Directors (BoD).
Remuneration	Any kind of fees, fixed or variable, as well as benefits in cash or in kind, that may be paid or provided to the persons falling within the scope of this Remuneration Policy.
Term of Effect	The period of validity of the Remuneration Policy, which may not exceed four (4) years from its approval by the General Meeting (GM), unless revised earlier in accordance with the applicable legal and regulatory framework.
General Meeting (GM)	The supreme corporate body of the Company, competent, inter alia, for the approval of the Remuneration Policy of the Members of the Board of

Term	Explanation
	Directors (BoD), as well as any material revision thereof, in accordance with Article 110 of Law 4548/2018.
Board of Directors (BoD)	The Board of Directors of the Company, as the highest collective body for the management and representation of the Company.
Remuneration Report	The annual remuneration report of Article 112 of Law 4548/2018, which provides a comprehensive overview of the remuneration of the persons falling within the scope of the Remuneration Policy.
Company	The société anonyme under the corporate name "ΦΑΙΣ ΣΥΜΜΕΤΟΧΩΝ ΑΝΩΝΥΜΗ ΕΤΑΙΡΕΙΑ" and the distinctive title "FAIS GROUP S.A."
Nominations & Remuneration Committee (NRC)	The competent collective body of the Board of Directors (BoD) which supports, within its remit, the drafting, review and monitoring of the Remuneration Policy and formulates the relevant recommendations to the Board of Directors (BoD).
Variable Remuneration	Additional payments or benefits which depend on predetermined performance criteria or other criteria and aim to reward performance, in alignment with the business strategy, the long-term interests and sustainability of the Company.
Internal Audit Unit (IAU)	The independent organisational unit which assesses, within the scope of its audit work, the adequacy and effectiveness of the implementation of this Remuneration Policy.
Remuneration Policy	This framework of principles, rules and procedures governing the remuneration of the Members of the Board of Directors (BoD) and the other persons that may fall within the scope of Article 110 of Law 4548/2018.
Material Remuneration or Benefit	For the purposes of Article 9 par. 2 (a) of Law 4706/2020, Material Remuneration or Benefit means any remuneration or benefit to an Independent Non-Executive Member, beyond the remuneration for his/her participation in the Board of Directors (BoD) or its committees, which may, as the case may be, affect or appear to affect the independence of his/her judgement. For the assessment of materiality, the following are taken into account in particular: the total amount or economic value of the remuneration or benefit; whether the remuneration or benefit is paid in cash or granted in kind; its regular or extraordinary nature; the duration and frequency of payment or granting; the method of determination or valuation; any link to the financial or non-financial performance of the Company; the responsibilities and required time commitment of the relevant Member; as well as the prevailing market conditions and the remuneration paid in comparable listed companies for corresponding positions or duties.

Term	Explanation
Fixed Remuneration	Payments or benefits which do not depend on performance criteria, are granted on a regular basis and may include salary, annual fee of a Member of the Board of Directors (BoD) and/or fees for participation in its committees.
Third Independent Persons	Natural persons who, without being Members of the Board of Directors (BoD), participate as independent third parties in a Committee of the Board of Directors (BoD), in particular the Audit Committee, under the applicable provisions of corporate and capital markets law, as in force. The remuneration of Third Independent Persons is governed, by analogy, by the provisions of this Remuneration Policy applicable to the remuneration of the Independent Non-Executive Members of the Board of Directors (BoD).

4. APPLICABLE LEGAL AND REGULATORY FRAMEWORK

The applicable legal and regulatory framework of this Remuneration Policy includes, in particular, the following legislative, regulatory and internal sources:

- Law 4548/2018, as in force, and, in particular, Articles 109 to 114 thereof, which regulate the procedure for granting remuneration, the Remuneration Policy, its minimum content, the Remuneration Report and stock option or free share allocation programmes,
- Law 4706/2020, as in force, and, in particular, Articles 9, 11 and 12 thereof, to the extent they concern the Independent Non-Executive Members, the Remuneration Committee and the Nominations Committee,
- the Hellenic Corporate Governance Code (HCGC) applied by the Company,
- the Operating Regulation of the Company, the Operating Regulation of the Nominations & Remuneration Committee (NRC) and the other policies and procedures of the Company relating to corporate governance, the avoidance of Conflict of Interest situations and the approval of related-party transactions.

5. GENERAL PRINCIPLES

The Remuneration Policy is governed by the following principles:

- effective risk management and the provision of a fair and appropriate level of Fixed Remuneration, in order to discourage excessive focus on Variable Remuneration and unjustified excessive risk-taking, while Executive Members of the Board of Directors (BoD) are encouraged to focus on continuous and long-term value creation,
- safeguarding the objectives, values and interests of the Company and its shareholders and encouraging behaviour consistent with the purpose, values and philosophy of the Company,
- clarity and transparency,
- determination of remuneration taking into account market conditions, the conditions of the Greek economy, best practices at domestic and international level, as well as the provisions of the applicable legal and regulatory framework governing the Company, with differentiation of the level

of remuneration depending on the role, responsibilities, time commitment and contribution of each Covered Person,

- reward of performance on a long-term basis,
- attraction, motivation and retention of the most suitable Covered Persons, as applicable,
- gender neutrality,
- avoidance of Conflict of Interest situations, through the implementation of approved policies and procedures for their prevention, identification, assessment and management.

6. GOVERNANCE – COMPETENT BODIES

6.1 General Meeting (GM)

The General Meeting (GM) is the competent corporate body for the approval of the Remuneration Policy, as well as any material revision thereof, in accordance with Article 110 of Law 4548/2018. The vote of the shareholders on the Remuneration Policy is binding.

The approved Remuneration Policy applies for a period not exceeding four (4) years from its approval by the General Meeting (GM), unless revised or amended earlier due to a material change in the conditions under which it was drafted.

In the event that the General Meeting (GM) does not approve a proposed new Remuneration Policy, the Company may continue to pay the remuneration of the Persons covered by the Remuneration Policy in accordance with the previously approved Remuneration Policy and submit a revised Remuneration Policy for approval to the next General Meeting (GM).

6.2 Board of Directors (BoD)

The Board of Directors (BoD) is responsible for submitting the Remuneration Policy for approval to the General Meeting (GM), following a relevant recommendation by the Nominations & Remuneration Committee (NRC). Furthermore, it ensures the implementation of the Remuneration Policy and its alignment with the business strategy, long-term interests, sustainability and corporate governance of the Company.

The Board of Directors (BoD) assesses, as appropriate, the need to review or revise the Remuneration Policy, in particular in the event of a material change in the conditions under which it was drafted or in the event of a change in the applicable legal and regulatory framework.

The Board of Directors (BoD) also ensures that the Remuneration Report is prepared and published in accordance with Article 112 of Law 4548/2018, taking into account the result of the advisory vote of the General Meeting (GM) on the Remuneration Report, as specified in the applicable legislation.

A Member of the Board of Directors (BoD) does not participate in the discussion or decision-making which directly concerns his/her remuneration or benefits.

6.3 Nominations & Remuneration Committee (NRC)

The monitoring, review and recommendation of amendments to the Remuneration Policy are assigned, within its remit, to the Nominations & Remuneration Committee (NRC), which operates in accordance with its Operating Regulation and the provisions of Articles 11 and 12 of Law 4706/2020. The Nominations &

Remuneration Committee (NRC) consists of non-executive Members of the Board of Directors (BoD), the majority of whom are independent, and is chaired by an Independent Non-Executive Member.

The duties of the Nominations & Remuneration Committee (NRC) include the review, reassessment and periodic updating of the procedures and conditions for granting remuneration, so that they are aligned with the business strategy, the long-term interests and the applicable legal and regulatory framework. In particular, the Nominations & Remuneration Committee (NRC):

- formulates 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,
- formulates proposals to the Board of Directors (BoD) regarding the remuneration of, inter alia, the persons falling within the scope of the Remuneration Policy,
- examines 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 report to the General Meeting (GM), in accordance with Article 112 of Law 4548/2018.

The Nominations & Remuneration Committee (NRC) has the necessary resources, as determined by the Board of Directors (BoD) of the Company, to fulfil its purpose, including the ability to obtain services from external advisors.

6.4 Internal Audit Unit (IAU)

The Internal Audit Unit (IAU) assesses, within the scope of its audit work and in accordance with its annual audit plan, the adequacy and effectiveness of the implementation of the Remuneration Policy.

7. REMUNERATION COMPONENTS COVERED BY THE POLICY

The Remuneration Policy covers all types of remuneration, namely Fixed and Variable Remuneration, as well as other benefits that may be paid or provided to the persons falling within its scope. In particular:

7.1 Remuneration Structure of Covered Persons

Remuneration may include a fixed and, as the case may be, a variable component, in order to align it with the operational development, effectiveness, long-term interests and sustainability of the Company.

The following table sets out the main components of remuneration and other benefits by category of Covered Persons:

Capacity	Fixed Remuneration	Variable Remuneration[1]	Other Benefits
Executive Members	Annual fee of a Member of the Board of Directors (BoD) and/or remuneration based on a special relationship, such	May be granted, in accordance with the terms of this Remuneration Policy, provided that they are linked to clear and	May include benefits in cash and/or in kind, in accordance with the policy in force from time to time and the applicable internal

[1]Specifically as regards the free allocation of shares, such shares are allocated to Executive Members of the Board of Directors (BoD) or to Key Management Personnel who are linked to the Company also by a dependent employment contract and therefore perform additional duties beyond attendance at meetings of the Board of Directors, provided that they also meet the conditions for free allocation as determined from time to time.

Capacity	Fixed Remuneration	Variable Remuneration[1]	Other Benefits
	as an employment, service or mandate agreement, in accordance with Articles 99 to 101 and 109 of Law 4548/2018.	predetermined financial or non-financial performance criteria.	procedures of the Company.
Key Management Personnel	Fixed remuneration based on an employment agreement or other special relationship with the Company, according to the role, responsibilities, accountability and time commitment of the relevant executive.	May be granted, in accordance with the terms of this Remuneration Policy, provided that they are linked to clear and predetermined financial or non-financial performance criteria.	May include benefits in cash and/or in kind, in accordance with the policy in force from time to time and the applicable internal procedures of the Company.
Non-Executive Members	Fixed fee for participation in the Board of Directors (BoD) and, where applicable, in its committees, taking into account the time commitment, responsibilities and accountability of the role.	No Variable Remuneration linked to the Company's performance is granted.	Reasonable reimbursement of expenses incurred in the performance of their duties may be paid, in accordance with the Company's internal procedures.
Independent Non-Executive Members	Fixed fee for participation in the Board of Directors (BoD) and its committees, which must not prejudice the independence criteria of Article 9 of Law 4706/2020.	No Variable Remuneration, stock options, free shares or any other benefit linked to the Company's performance are granted.	No Material Remuneration or Benefit within the meaning of this Remuneration Policy is paid. Only reasonable reimbursement of expenses for the performance of duties is allowed, provided the conditions of this Policy are met.
Third Independent Persons	Fixed fee for participation in a Committee of the Board of Directors (BoD), which must not prejudice their independence and which is treated in light of the rules applicable to Independent Non-Executive Members.	No Variable Remuneration, stock options, free shares or any other benefit linked to the Company's performance are granted.	No Material Remuneration or Benefit within the meaning of this Remuneration Policy is paid. Only reasonable reimbursement of expenses for the performance of duties is allowed, provided the

Capacity	Fixed Remuneration	Variable Remuneration[1]	Other Benefits
			conditions of this Policy are met.

7.1.1 Fixed Remuneration

For the remuneration of Members of the Board of Directors (BoD) for services to the Company under a special relationship, such as indicatively an employment, service or mandate agreement, the provisions of Articles 99 to 101 and 109 of Law 4548/2018, as in force, apply.

In accordance with the applicable legal and regulatory framework and the corporate governance rules, the Company operates committees of the Board of Directors (BoD) with specific subject matter and increased time-commitment requirements. The fee for participation in such committees is of fixed nature and may vary according to the role, the position of member or chairperson, the frequency of meetings and the scope of duties, without being linked to the Company's performance.

7.1.2 Variable Remuneration

Variable Remuneration consists of additional payments or benefits depending on clear, comprehensive and differentiated performance criteria or, in certain cases, other criteria, with the aim of rewarding individual or collective performance, in correlation with the organic or extraordinary financial performance of the Company or with non-financial criteria, such as indicatively compliance, corporate governance, sustainability, risk management, human resources, diversity and corporate social responsibility indicators.

The Variable Remuneration which the Company may grant constitutes voluntary benefits, is paid subject to the Company's right to amend or abolish it, subject to any vested rights, and is conditional upon compliance with the specific terms of this Remuneration Policy, the relevant approval decision and the applicable legal and regulatory framework.

Where a stock option or free share allocation programme is provided for, it shall be approved by the General Meeting (GM) or by virtue of another special decision of the competent corporate body, in accordance with Articles 113 and 114 of Law 4548/2018 and the specific terms of the relevant programme. The terms of the programme must clearly describe the performance criteria, the vesting conditions, the deferral or retention periods, where applicable, as well as the possibility of clawback or withholding of remuneration, where so provided in the relevant programme or applicable decision.

The Company may suspend, restrict or claw back Variable Remuneration in the event of material restatement of financial statements, serious breach of the regulatory framework, fraudulent conduct or serious breach of internal policies.

7.1.3 Executive Members

The Executive Members of the Board of Directors (BoD) may receive Fixed Remuneration reflecting the role, responsibilities, accountability and time commitment associated with their position in the Company, as well as Variable Remuneration, provided the conditions of this Remuneration Policy and the applicable legal and regulatory framework are met.

7.1.4 Non-Executive Members

The Non-Executive Members of the Board of Directors (BoD) receive only Fixed Remuneration. Their Fixed Remuneration constitutes a fee for participation in the Board of Directors (BoD) and its committees and is determined based on their position within the Board of Directors (BoD), their role in committees, their frequency of participation and the time required for the exercise of their duties.

7.1.5 Independent Non-Executive Members

The Independent Non-Executive Members of the Board of Directors (BoD) receive only Fixed Remuneration for their participation in the Board of Directors (BoD) and its committees. Such remuneration is not linked to the Company's performance, does not create incentives for risk-taking and must not affect or appear to affect their independence of judgement.

For the purposes of Article 9 par. 2 (a) of Law 4706/2020, the Independent Non-Executive Members may not receive Material Remuneration or Benefit from the Company or from a company affiliated with it, nor participate in a stock option scheme or any other remuneration or benefit scheme linked to performance, beyond the fee for their participation in the Board of Directors (BoD) or its committees and the fixed benefits permitted by the applicable legal and regulatory framework.

Material Remuneration or Benefit shall mean, in particular, any additional remuneration or benefit which, based on the criteria set out in the Glossary of Definitions of this Remuneration Policy and the circumstances of its granting, may create a business or economic relationship capable of affecting the independent and objective judgement of the relevant Member. Reasonable reimbursement of expenses incurred in the performance of the duties of the Member, as well as the fixed fee for participation in the Board of Directors (BoD) or its committees, do not in themselves constitute Material Remuneration or Benefit, provided they are reasonable, transparent, pre-approved and not linked to the Company's performance.

Any special relationship or service agreement between the Company and an Independent Non-Executive Member shall be examined prior to its conclusion or renewal by the Nominations & Remuneration Committee (NRC) and the Board of Directors (BoD), both in the light of Articles 99 to 101 of Law 4548/2018 and in the light of the independence criteria of Article 9 of Law 4706/2020.

8. OTHER CORPORATE BENEFITS

The Executive Members of the Board of Directors (BoD) may receive certain benefits in cash and/or in kind, such as indicatively medical insurance coverage through a group insurance scheme, a company vehicle, transportation benefits or other benefits associated with the position and the needs of performing their duties, in accordance with the applicable internal procedures of the Company.

The above benefits are voluntary and are provided at the Company's discretion, which reserves the right to review or amend them, subject to the provisions of labour, corporate and capital markets legislation, as well as any vested rights.

9. TERMS OF CONTRACTS WITH BOARD MEMBERS

The contracts or other arrangements of the Company with Members of the Board of Directors (BoD) are drawn up in accordance with the provisions of the legislation in force, the Articles of Association and the internal policies of the Company. The relevant contracts or arrangements shall set out, as the case may be, the term, the conditions for dissolution or termination, any notice periods, the terms of compensation due

to termination of the relationship, as well as the basic characteristics of any additional pension or early-retirement benefit, if any such benefit exists or is approved. For contracts with Members of the Board of Directors (BoD) under a special relationship, Articles 99 to 101 and 109 of Law 4548/2018 apply, as the case may be.

10. REMUNERATION REPORT

The Board of Directors (BoD) prepares annually a clear and informative Remuneration Report, in accordance with Article 112 of Law 4548/2018, which provides a comprehensive overview of the total remuneration of the Members of the Board of Directors (BoD) during the previous financial year and is submitted for discussion to the Annual General Meeting (AGM).

Subject to the specific requirements on the protection of personal data of Regulation (EU) 2016/679 (GDPR), the annual Remuneration Report is published and remains available, free of charge, on the official website of the Company for a period of at least ten (10) years.

11. TEMPORARY DEROGATIONS

In exceptional circumstances, a temporary derogation from the approved Remuneration Policy is permitted. Exceptional circumstances may include, indicatively, serious economic or business changes, merger or acquisition transactions, executive retention needs or extraordinary market conditions. Any temporary derogation shall be adequately documented in the Remuneration Report of Article 112 of Law 4548/2018. The application of the temporary derogation requires the cumulative fulfilment of the following:

- a specifically reasoned recommendation by the Nominations & Remuneration Committee (NRC) is submitted for approval to the Board of Directors (BoD), and
- the relevant decision identifies the elements of the Remuneration Policy from which the temporary derogation is permitted, its duration and the specific reasoning justifying it.

12. PUBLICATIONS / DISCLOSURES

The Remuneration Policy, together with the date and results of the vote of the General Meeting (GM), is subject to the publication formalities provided for and remains available, free of charge, on the official website of the Company throughout its Term of Effect.

13. APPROVAL AND REVISION

This Remuneration Policy is approved by the General Meeting (GM) of shareholders of the Company, upon proposal of the Board of Directors (BoD) and recommendation of the Nominations & Remuneration Committee (NRC). The shareholders' vote on the Remuneration Policy is binding. The Remuneration Policy is reviewed annually by the Nominations & Remuneration Committee (NRC), in order to ensure its application, its alignment with the applicable legal and regulatory framework, and its alignment with the conditions of the economy and the market.

The Remuneration Policy may be revised upon proposal of the Nominations & Remuneration Committee (NRC) to the Board of Directors (BoD), taking into account the advisory vote of the General Meeting (GM) on

the Remuneration Report. The Nominations & Remuneration Committee (NRC) submits the new or revised Remuneration Policy for approval to the Board of Directors (BoD) and, following its approval thereby, the Remuneration Policy is submitted for vote to the General Meeting (GM). In the event that the General Meeting (GM) does not approve the proposed new Remuneration Policy, the Company shall continue to pay the remuneration of the Persons covered by the Remuneration Policy in accordance with the last approved Remuneration Policy and shall submit a revised Remuneration Policy for approval to the next General Meeting (GM).