METKA S.A. GROUP OF COMPANIES

Board Remuneration Policy

Introduction

This Board Remuneration Policy (the "Policy") has been approved by virtue of the Extraordinary General Meeting's resolution of the shareholders of METKA S.A. Group of Companies, with the distinctive title METKA GROUP (the "Company") dated November 16th, 2026, and shall be effective for four (4) years from that date (the "Term") unless earlier revised and/or amended by virtue of another General Meeting's resolution. The Policy has been prepared in accordance with the EU Shareholder Rights Directive 2017/828 as incorporated into Greek legislation by virtue of Law 4548/2018, as currently in force.

The Policy applies to the remuneration of all Company's members of the Board of Directors.

The Policy sets out details of both (i) the current rights and obligations; and (ii) the terms under which future remuneration may be offered to current and / or new Directors during the Term.

The Policy considers European best practices for listed entities, whilst reflecting the current Executive Directors' remuneration arrangements. In addition, the Policy takes into consideration the provisions of the Company's articles of association, the Company's corporate governance code and the Company's Internal Regulation Code.

The Policy is available on the Company's website.

Determination, review and implementation of the Policy

The Remuneration and Nomination Committee of the Company (the "Committee") has worked with all relevant units of the Company, to arrive at this Policy, which has

been recommended to and approved by the Board of Directors by virtue of the resolutions dated November 16th, 2026.

The process for the approval of the Policy (and any amendments thereto) is determined by the Company's articles of association and Law 4548/2018.

The Committee submits the Policy for approval to the Board of Directors. No member of the Board of Directors is present when their own remuneration is discussed. Once agreed by the Board of Directors, the Policy is submitted to the Company's shareholders for approval.

The Committee will consider regularly whether the Policy continues to be aligned to the Company's business strategy or whether amendments should be recommended to the Board of Directors. Every four years (or earlier on a need for change) on the recommendation of the Committee, the Board of Directors will seek the Shareholders' approval of any new Policy.

How the Board Remuneration policy contributes to the Company's business strategy and long-term interests and sustainability

The aim of this Policy is to ensure the Company is remunerating its Directors on the basis of the Company's short and long-term business plan, so as to continue creating value for customers, shareholders, employees and the Greek economy.

The policy presents the remuneration of Executive and Non-Executive Board members, ensuring transparency and clarity in informing the company's stakeholders.

The level of fixed remuneration – salary and Board fees for Executive Directors, and Board fees for Non-Executive Directors – is established on the basis of paying fair and reasonable remuneration for the best and most appropriate person for the role, taking into account the level of responsibility, as well as the knowledge and experience required to deliver upon expectations, while ensuring that the Company pays no more than is necessary, always supporting its longer-term interests and sustainability.

The Policy provides for variable compensation arrangements for Executive Directors to further align the Executive Directors' interests with those of the Company as the performance conditions used will be based on indicators of the long-term success and sustainability of the Company.

The main elements of the Board Remuneration Policy for Executive Directors are as follows:

- Provision of a fair and appropriate level of fixed remuneration that does not result in over reliance on variable pay and undue risk taking, thereby encouraging the Executive Director to focus on sustained long-term value creation.
- Differentiation of remuneration, both fixed and variable, according to the size of the role and its contribution on the Company results.
- Balancing of short and long-term incentives to ensure focus on short term objectives, which will over time create long-term value, as well as long-term goals.
- Safeguarding the long term performance and sustainability of the Company and alignment to the interests of shareholders by rewarding Executive Directors through shares
- Encouraging behaviours that align with the Company's mission, values and philosophy.
- Setting compensation based on the principle of equal pay for work of equal value (EU 2019/878).

The Policy does not include any variable compensation for Non-Executive Directors to ensure that there is no conflict of interest in the decision making of the Non-Executive Directors and their ability to challenge management's risk-taking decisions.

How the views of shareholders of the company were taken into account when establishing the remuneration policy

In developing this Policy, consideration was given, among other factors, to the policies of institutional investor-shareholders, as well as best practices relating to Executive Directors' remuneration.

How the pay and employment conditions of employees of the Company were taken into account when establishing the Policy

The remuneration policy for the Executive Directors, as for all employees, is based on the principle of paying fair and reasonable remuneration for the best and most appropriate person for the role while ensuring that the Company pays fairly and competitively and in the longer-term interests and sustainability of the Company.

The Committee and Board of Directors receive periodic updates on the wider employee remuneration structure and practices within the Company, which are considered when establishing and revisiting the Policy. This is to ensure that remuneration practices and structure are as consistent as possible across the Company, while acknowledging that the structure of remuneration for Executive Directors is necessarily different to that of less senior employees as a result of their role and ability to impact the performance of the business.

In addition, the Committee and Board of Directors are provided with information on remuneration trends across the Company including average pay increases along with any relevant economic data, such as the rate of inflation to take into account when operating the Policy.

The remuneration of Non-Executive Directors is not comparable to the structure of remuneration for the employees and Executive Directors of the Company.

The remuneration policy for Executive Directors

The table below sets out the remuneration policy for the Executive Directors:

Element and how it contributes to business strategy, long-term interests and sustainability of the Company	How it operates	Maximum and how it links to performance
Fixed Pay (Salary and Annual Board Fee) To assist in the recruitment and retention of appropriate talent. The Fixed Pay paid to the Executive Directors is a fair fixed level of pay commensurate with the scope and responsibilities of the role. The Annual Board Fee covers the time required for Executive Directors to perform their duties.	Salaries and Board Fees are normally reviewed, but not necessarily increased, annually. The Company's policy is to set levels taking into account levels of pay at other companies of a similar size for roles of similar scope and responsibility. Decisions are influenced by: - The performance and experience of the individual; - The performance of the Company; - The individual's role and responsibilities; - Pay and employment conditions elsewhere in the Company; - Rates of inflation and market-wide increases across international locations; and - The geographic location of the executive.	Whilst there is no prescribed maximum level of salary, increases are normally not expected to exceed average increases for the wider workforce considering relevant geography. Larger increases may be awarded in certain circumstances including where the individual's role has an increase in responsibility or experience. Levels will be reviewed taking into account the performance of the individual and the Company..
Retirement allowance To provide market competitive retirement benefits for recruitment and retention purposes.	The Company may operate a defined contribution pension plan in which the Executive Directors may participate.	The maximum employer contribution to the defined contribution pension plan for Executive Directors will be determined by the Company, taking into account its remuneration strategy, market conditions and the overall remuneration framework

		applicable to the beneficiaries, and will be approved by the competent corporate bodies.
Other Benefits To provide a competitive benefits package for the purpose of attracting and retaining suitable executives.	Benefits provided currently include, but not limited to private health insurance, life insurance, car / car allowance and fuel card / allowance. Additional benefits may be provided from time to time if they are considered appropriate and in line with market practice.	There is no maximum level of benefits provided to an Executive Director. Benefits are provided in accordance with the Company's policies applicable to executives and employees.
Short-Term Incentive Scheme To provide focus on the short-term performance of the Company and to provide a reward for achieving short-term personal, strategic and financial Company performance.	The Company, in cooperation with the Committee, will develop the Short-Term Incentive Plan (STIP), defining its framework, performance criteria, the relative weighting of each criterion, the evaluation methodology and the terms governing the payment of variable remuneration. The design of the Plan will take into account the Company's business strategy, annual operational and financial objectives, the business environment and market outlook. Performance criteria may include financial and non-financial indicators, as well as individual performance measures, with the relevant objectives and evaluation methodology being clearly defined and documented. The Plan, including eligibility criteria, performance	The level of annual variable remuneration in relation to the annual Fixed Remuneration of the Executive Directors will vary, as appropriate, taking into account the scope and requirements of their roles, as well as their contribution to the Company's results. The maximum annual variable remuneration opportunity under the Short-Term Incentive Plan, as well as the payout levels corresponding to the achievement of performance targets and minimum acceptable performance, will be determined by the Company as part of the Plan's design, in cooperation with the Committee, and submitted for approval to the AGM 2027.

	achievement levels, the weighting of criteria, payment terms and any mechanisms for the deferral or recovery of remuneration already paid, will be developed in cooperation with the Committee and submitted for approval to the first Annual General Meeting of the Company's shareholders, which is expected to take place in 2027 (the "AGM 2027"). Following its approval, the Plan will be implemented in accordance with the terms and procedures approved by the competent corporate bodies. Performance against the established objectives and the relevant disclosures will be assessed and reported in accordance with the applicable legal and regulatory framework, including the disclosure requirements of the annual Remuneration Report, subject to any restrictions arising from the protection of commercially sensitive information.	
Long-term incentive plan (LTIP) To incentivise and reward execution of the longer-term business strategy.	The Company, in cooperation with the Committee, will develop the Long-Term Incentive Plan (LTIP), defining its structure and duration, performance criteria, assessment and vesting methodology, payment terms,	The level of awards under the Long-Term Incentive Plan in relation to the annual Fixed Remuneration of the Executive Directors will vary, as appropriate, taking into account the scope and requirements of their roles, as well as their

To provide alignment to shareholders and the longer-term performance of the company and to recognise and reward value creation over the longer term through the use of long-term performance targets and awards of shares. To focus on delivering sustainable performance for the company over the long term.	and any other parameters required for its implementation. The design of the Plan will take into account the Company's long-term strategic initiatives and provide for appropriate mechanisms linking awards to the achievement of predetermined performance objectives. The performance criteria may include financial and non-financial indicators, as well as individual performance measures, where considered appropriate as part of the Plan's design. The performance criteria will be reviewed periodically and adjusted, where necessary, to ensure that they remain appropriate in light of the Company's business strategy, the evolving business environment and shareholders' interests. The Plan, including its structure, performance criteria, assessment and vesting periods, payment terms and any mechanisms for the deferral or recovery of awards, will be developed in cooperation with the Committee and submitted for consideration and approval to the first Annual General Meeting of the Company's shareholders, which is expected to take place in 2027 (the “AGM 2027”).	contribution to the Company's results. The maximum level of awards under the Plan, as well as the assessment and vesting periods and the payment terms, will be determined by the Company, in cooperation with the Committee, as part of the Plan's design, and submitted for consideration and approval to the AGM 2027.

	Following its approval, the Plan will be implemented in accordance with the terms and procedures approved by the competent corporate bodies. Performance assessment and the relevant disclosures will be carried out in accordance with the applicable legal and regulatory framework, including the disclosure requirements of the annual Remuneration Report.	

Discretions and derogations from the Policy

Temporary derogations from the Policy may be allowed in exceptional circumstances where it is considered by the Board of Directors necessary to serve the long-term interests and sustainability of the Company as a whole, or to assure its viability. Any derogation is required to be considered and approved by the Board of Directors.

The Board of Directors may determine under its power of derogation whether a higher annual incentive maximum opportunity or long-term incentive plan award level is necessary, for example in circumstances of recruitment or retention or any other reason provided it is considered necessary as set out above. However, the annual incentive maximum opportunity and long-term incentive plan award level combined cannot exceed 350% of Fixed Pay for an Executive Director in a financial year.

Executive Directors' service contracts and payments for loss of office

Service contracts and loss of office

Term

The term of contractual arrangements with Executive Directors, in their capacity as such, cannot exceed four years. Further to a recommendation of the Committee, the Company's Board of Directors may approve arrangements of an indefinite term.

Termination terms - Notice Periods & Termination Payment

In case of termination of contractual arrangements with Executive Directors at the initiative of the Company, notice periods and termination payments shall be as provided by the applicable law provisions each time.

Severance Payments

The Company's Executive Directors of the Board, in their capacity as such, are not entitled to severance payments or other compensation by the Company, for loss of office or otherwise howsoever arising.

Approach to recruitment and promotions of Executive Directors

The recruitment package for a new Executive Director would be set, in accordance with the terms of the Company's approved remuneration policy.

On recruitment, Fixed Pay may be set below the normal market rate, with phased increases as the Executive Director gains experience.

In the event of a promotion, any variable remuneration element awarded to the Executive Director in respect of their previous role will normally continue to apply in accordance with its existing terms.

The Policy enables the Committee and the Board of Directors to include any benefits they deem appropriate for the recruitment and/or retention of an Executive Director, in accordance with the criteria set in the Policy. This may include benefits such as relocation, housing or schooling expenses. In arriving at a benefits package the Company's prevailing consideration will be to pay only what is considered necessary and appropriate taking into account the importance of securing the right candidate for the job and acting in the best interests of the Company's shareholders and limiting certain benefits to a specified period where possible.

Particularly in cases of attraction, the Company may, exceptionally and only in such case, compensate the Executive Director for the variable compensation (or compensation in-kind) that his/her previous employer would provide, through a sign-on bonus. The sign-on bonus is determined considering the structure of the variable compensation that the Member will forfeit (cash or shares), other foregone amounts, the extent that performance criteria apply, and the probability of their achievement, as well as the remaining time for their vesting.

The remuneration policy for Non-Executive Directors

The table below sets out the remuneration policy for the Non-Executive Directors including the Non-Executive Chairman of the Board:

Structure and payment of remuneration	**Setting the level of remuneration**
Fees The Non-Executive Directors are paid a basic board fee which is fixed and covers for the time required to perform their duties. This fixed fee covers for the time to attend in Board meetings and includes travelling and preparation time. Supplemental fees may be paid to the Non-Executive Directors for additional responsibilities and activities, which exceed the scope of the duties assigned including but not limited to, attending site visits, and meetings with management. The Non-Executive Chairman's fee would normally be inclusive of all of his responsibilities, but additional fees	There is no prescribed level of annual fee or fee increase and no prescribed maximum. The Board of Directors is guided by the general fee level and increases in the Non-Executive market. For the purpose of determining and reviewing the fees of Non-Executive Directors, reference will normally be made to companies of a similar size in terms of market capitalisation, revenue, profit, complexity and internationality of the business and any other factors considered relevant by the Board of Directors including fee levels in the countries in which the Non-Executive Directors operate. Fee levels and increases will be determined taking into account:

may be payable in specific circumstances depending on the time commitment for his role. There is no performance-based variable pay or pension or other benefits provided to the non- executive Chairman or Non-Executive Directors. There are no fees payable to independent Non-Executive Directors for any reason, other than for their participation to the Board and/or its committees. **Expenses** Reasonable business expenses incurred by the Non-Executive Directors in carrying out their duties may be reimbursed by the Company. Reasonable business expenses may include but are not limited to: travel expenses and accommodation for attending Board meetings and other Company business to be reimbursed in line with the Company's expenses policy from time to time; Attending any professional courses, purchasing reading material to ensure they are up to date on any relevant matters, taking into account any internal policy that is applicable.	• Market rates; • The need to ensure that Non-Executive Directors possess the appropriate skills, competencies, diversity, knowledge and experience for their Board roles; • The time commitment for the role; • Any increase in the scale, scope or responsibility of the role; • Any need to recruit a Non-Executive Director with specific skills and experience. The Board of Directors may also introduce fee levels for new roles or new supplemental fees for certain aspects of existing roles that are established within the Company. Where these are introduced, they will be fully disclosed in the Remuneration Report.

Payment process and review A cash fee is provided and normally paid on a monthly basis. If fees are paid at the request of the non-executive Director in a foreign currency, they shall be exchanged at the rate applicable at the time of payment or on any other basis that the Company determines as reasonable. Fees are reviewed, but not necessarily increased, annually.	

Appointment and cessation of Non-Executive Directors of the Company

According to the Company's Articles of Association, Non-Executive Directors are appointed for a fixed period of four (4) years and may be reappointed.

On appointment of a new Non-Executive Director, the fee arrangement will be set in accordance with the Company's remuneration policy in force at that time. Upon cessation, no additional compensation shall be payable other than fees being payable up to the date of cessation.

Policy on external appointments

Subject to Board of Directors' approval, Executive Directors may accept external Non-Executive Director positions and retain the fees payable for such appointments.

In relation to such appointments, consideration shall be given to the applicable legal provisions, the Corporate Governance Code adopted by the Company, and the policies of institutional investor-shareholders regarding the time commitment of

Directors and the number of external Non-Executive Director positions that each Director may hold.

Legacy arrangements

In approving this Policy, the Company retains the right to honour any contractual obligations already entered into with members of the Board of Directors, prior to the effective date of this Policy and prior to the effective date of any amendments thereto. Details of any such payments will be disclosed in the remuneration report as they arise.