

Last, payments under both the short-term and long-term incentive schemes will be subject to recovery for a period of at least 3 years from payment in the event of certain specified events including inaccurate financial statements of previous years or otherwise erroneous financial data used to calculate such short-term incentive scheme payouts and misconduct.

#### **Provision 40. Design of remuneration 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. Shareholder voting guidelines on Executive Directors' remuneration and best practice were taken into consideration as part of the process in formulating the Board Remuneration Policy.

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. Also the General Manager of Human Resources is invited to attend all or part of any meeting of the Committee to provide input on employment trends.

#### **Provision 41. Reporting on the remuneration committee**

The Remuneration and Nomination Committee held four (4) meetings. All members of the Committee attended all the meetings.

The Remuneration and Nomination Committee, worked with an independent remuneration consultant (Korn Ferry), to prepare for the second Remuneration Report of the members of the Board of Directors in accordance with the current legislation and the SRD II, which was transposed into Greek law by Law 4548/2018 [[https://www.mytilineos.gr/media/uhre5plr/item\\_3-mytilineos\\_rem\\_report\\_2020\\_en.pdf](https://www.mytilineos.gr/media/uhre5plr/item_3-mytilineos_rem_report_2020_en.pdf)]. The drafting of the Remuneration Report of the Board of Directors 2020 took into account the consultation of the European Commission, of 1 March 2019, regarding the guidelines for the standard presentation of the Remuneration Report under Community Directive 2007/36/EC, as amended by EU Directive 2017/828 regarding the encouragement of long-term active participation of shareholders (SRD II). The external auditors prepared a report on the pre-agreed procedures [[https://www.mytilineos.gr/media/kvqlhkha/item-3-gt\\_remuneration\\_report\\_%CE%BC%CF%85%CF%84eng.pdf](https://www.mytilineos.gr/media/kvqlhkha/item-3-gt_remuneration_report_%CE%BC%CF%85%CF%84eng.pdf)].

The Report describes how the Remuneration Policy 2019 was implemented, taking into account the basic remuneration principles, remuneration design planning, as well as the actual performance achieved at Company and executive level, during the year 2020. The Report describes how the views of key institutional shareholders of the Company, were taken into account following the shareholder engagement that took place during the first CG Roadshow. Furthermore, the Remuneration and Nomination Committee approved the project "Benchmarking Remuneration 2021" concerning the remuneration of the executive and non-executive members of the Board of Directors for which the Committee worked with an independent remuneration consultant (Korn Ferry).

The Remuneration and Nomination Committee has ensured that the remuneration of the Executive Members of the Board of Directors is in line with and the operational strategy of MYTILINEOS and that they support it. This alignment is achieved as strategic business objectives are taken as the basis for setting the financial and strategic individual objectives of the Executive Board members.

The Report was submitted to the Board for approval and to the 2021 AGM for an advisory vote and received positive votes at a rate of 99.45% [[https://www.mytilineos.gr/media/3xeb5cpk/voting\\_results-31st\\_annual\\_general\\_meeting\\_15-06-2021\\_eng.pdf](https://www.mytilineos.gr/media/3xeb5cpk/voting_results-31st_annual_general_meeting_15-06-2021_eng.pdf)].

During 2021, the Remuneration and Nomination Committee discussed and approved the LTIP and the STIP for the executive members of the Board and submitted it to the Board for approval.

Furthermore, the Remuneration and Nomination Committee discussed and approved amendments to the Remuneration Policy 2019 and submitted them for approval to the Board. The amendments were finally approved by virtue of the AGM's resolution of the shareholders dated June 15, 2021. The main amendment put into effect the Long-Term Incentive Plan so to further support the long-term focus of the remuneration practices of the Company. The Policy shall be effective for four [4] years from the date it was originally approved, i.e. until June 2023.

## **2. Composition and functioning of the board of directors**

### **2.1. Role and responsibilities of the board**

**2.1.1.** Acting collectively, the Board of Directors is entrusted with the governance, i.e. management and representation, of the Company and has authority to decide on all matters relevant to the administration of the Company, management of the Company's property and the pursuit of the object of the Company, except for those matters which under the law or under the Articles of Association fall within the exclusive authority of the General Meeting, with the aim of strengthening the Company's economic value and profitability, of promoting its long-term sustainable success and of safeguarding the Company's interests. The Board is furthermore entrusted with the full and effective control of the Company business and acts in conformance with the provisions of law and the Articles of Association.

The Board of Directors holds a meeting whenever the law, the Articles of Association or the needs of the Company so dictate. It is the Company's practice that the Board of Directors meets regularly at least once per month, and several times on an extraordinary basis whenever important issues arise or there is a need for immediate decision-making. The regular meetings of the Board of Directors are usually attended by all Board members. Thus far, the Board of Directors has never postponed making a decision because of lack of quorum.

According to the Articles of Association and the Company's Internal Regulation, the main responsibilities of the Board of Directors include, indicatively, the following:

- Setting the strategic directions, including the sale or other disposal of the Company's shares, the acquisition of any enterprise or the proposal for the merging of the Company with another enterprise, which are submitted for final approval by the General Meeting of the Company's shareholders.

- Adopting and implementing the general policy on the basis of the recommendations and suggestions made by the General Managers and Directors heading the Company's Business Units and Central Functions.

- Managing and disposing of the Company's assets as well as representing the Company judicially or extra-judicially.

- Drafting the Company's annual budget and business plan, defining and meeting its efficiency objectives, monitoring the Company's progress and controlling major capital expenditure.

- Performing a full and effective internal audit of all the Company's activities.

- Monitoring the effectiveness of the Corporate Governance principles, based on which the Company operates, and making the necessary changes when needed.

- Defining the strategy and the risk management policy of the Company.

- Selecting, managing and developing the Company's senior executives and defining the policy for their remuneration.

- Appointing an internal auditor and defining his/her remuneration.

- Making a brief presentation of the proceedings to the General Meeting of the Company's shareholders.

- Preparing annual reports which state in detail all the transactions between the Company and its associated companies in accordance with the applicable laws.

- Formulating, promoting, and implementing the core values and principles of the Company, which govern its relations with all parties whose interests are linked to those of the Company.

### 2.1.2. Role of the Chairman

The Chairman of the Board of Directors coordinates and directs the Board's meetings and overall functioning. He heads the Board of Directors and is responsible for convening meetings, determining the agenda and ensuring the proper organisation of the Board's activities and the efficient conduct of its meetings. The Chairman is also responsible for ensuring the provision of timely and accurate information to the Board members, as well as for effective communications with all shareholders, seeking to guarantee the fair and equitable treatment of the interests of all shareholders. In the event that the Chairman is absent or prevented from attending, he is replaced in all his responsibilities and powers by the Vice-Chairman A', who is in turn replaced, when absent or prevented from attending, by the Vice-Chairman B'.

### 2.1.3. Role of the CEO

The CEO follows up on and checks the implementation of the Company's strategic goals, monitors its day-to-day management and sets out the guidelines for the Company's Business Units and Central Functions. He supervises and ensures the smooth, orderly and effective operation of the Company in accordance with the strategic goals, the business plans and the action plan, as these are specified by the resolutions of the Board of Directors and of the General Meeting of the Company's Shareholders. The CEO sits on and reports to the Board of Directors and implements the Company's strategic choices and key decisions.

### 2.1.4. Role of the Non-Executive Vice-Chairman A'

The Board's Vice-Chairman A' replaces the Chairman of the Board in all of the latter's responsibilities and powers, in the event that the latter is

absent or prevented from attending. The Vice-Chairman A' also chairs the procedure concerning the evaluation of the Board of Directors. Finally, he follows up on and ensures the smooth and effective collaboration and communication between the Board Committees and the Board of Directors.

### 2.1.5. Role of the Lead Independent Director

The Lead Independent Director is charged with coordinating the Board's Executive and Non-Executive Members and ensuring effective communication between them. He also chairs the procedure concerning the evaluation of the Chairman by the Board Members, as well as the meetings of the Board's Non-Executive Members. Finally, he is available and attends the General Meetings of the Company's shareholders, in order to discuss matters pertaining to corporate governance, as and when the need arises.

### 2.1.6. Role of the Company Secretary

The Board of Directors appoints a Company Secretary. The Company Secretary is responsible for ensuring compliance with Board procedures, advising the Board and its committees on all corporate governance matters, supporting the Chairman of the Board and assisting the Board and its committees in their effective functioning.

Under the direction of the Chairman of the Board, the responsibilities of the Company Secretary include: ensuring the effective flow of information between the Board and its committees and between Senior Management and the Board; planning the induction training programme for newly-elected Board members immediately after their election and facilitating the ongoing training of Board members; maintaining the minutes of Board and Board committee meetings; ensuring that Board members are provided with information and training on a continuous basis on matters relating to the Company; and ensuring the effective communication on governance issues among the shareholder and the Board of Directors, with a view to ensuring the Board's compliance with the applicable legal and regulatory requirements.

The Company Secretary assists the Chairman of the Board in establishing the policies and procedures necessary for the Board to operate in accordance with applicable legislation and the Corporate Governance Code that the Company implements. The Chairman of the Board and the Company Secretary should periodically review whether the Board's and the Company's corporate governance procedures are appropriate for the purpose they serve and consider any improvements or initiatives that could enhance corporate governance.

## 2.1.7. Other professional commitments of Board Members

Board Member	Board Role	Non-Executive responsibilities in other Listed Company	Executive responsibilities in Unlisted Company	Non-Executive responsibilities in Unlisted Company
Evangelos Mytilineos	Chairman & CEO	-	-	<u>Hellenic Federation of Enterprises (SEV)</u> ✓ Vice-Chair
Spyridon Kaldas	Vice-Chairman A'- Non-Executive Member	-	-	-
Evangelos Chrisafis	Vice-Chairman B'- Executive Member	-	-	«GOLDEN SOLAR S.A.» ✓ Board Member  <u>GOLDEN YACHTING MARI-TIME COMPANY OF PLEASURE YACHTS</u> ✓ Vice-Chair
Ioannis Petrides	Lead Independent Director	-	-	<u>PUIG S.A.</u> ✓ Board Member ✓ Audit Committee Chair  <u>Triton Partners Equity Frankfurt</u> ✓ Senior Industry Adviser (*)  <u>CyPet Ltd</u> ✓ Board Member
Panagiota Antonakou	Independent Non-Executive Member	-	<u>Google S.E. Europe</u> ✓ General Manager	-
Anthony Bartzokas	Independent Non-Executive Member	-	-	<u>National and Kapodistrian University of Athens</u> ✓ Associate Professor - Department of Economics  <u>London School of Economics and Political Science</u> ✓ Visiting Professor in Practice
Emmanouil Kakaras	Independent Non-Executive Member	-	<u>NEXT Energy Business, Mitsubishi Heavy Industries EMEA Ltd</u> ✓ Vice-President	<u>EU Turbines Association</u> ✓ Board Member  <u>CERTH / CPERI (Centre for Research and Technology Hellas / Chemical Process and Energy Resources Institute)</u> ✓ Academic Staff  <u>National and Technical University of Athens, Mechanical Engineering School</u> ✓ Professor
Konstantina Mavraki	Independent Non-Executive Member	-	<u>INGENIOS LTD, UK</u> ✓ Executive Director	"Hellenic Hope" Charity ✓ Trustee
Natalia Nicolaidis	Independent Non-Executive Member	<u>AEGEAN AIRLINES S.A.</u> ✓ Board Member (*)	-	<u>Dynamic Counsel Ltd</u> ✓ Board Member (*)
Dimitrios Papadopoulos	Executive Member	-	<u>MYTILINEOS Group</u> ✓ Board Member – MNG Trading S.A. ✓ Administrator - "Agios Nikolaos" Sole Proprietorship IKE  <u>SO &amp; PEN Private Company</u> ✓ Administrator (*)  <u>Mountain and Winter Getaways</u> ✓ Board Member	<u>Council for Sustainable Development - SEV</u> ✓ Board Member
Alexios Pilavios	Independent Non-Executive Member	<u>Athens Exchange Group</u> ✓ Vice-Chair – Athens Exchange S.A.  <u>PLAISIO</u> ✓ Board Member (*) ✓ Audit Committee Chair (*)	-	<u>Alpha Bank Group</u> ✓ Chair - Alpha Asset Management S.A. ✓ Vice-Chair - ABC Factors S.A.  <u>Athens Exchange Group</u> ✓ Board Member - ATHENS EXCHANGE CLEARING HOUSE S.A. ✓ Board Member - Greek Central Securities Depository S.A. (*)  <u>Trade Estates R.E.I.C</u> ✓ Board Member (*) ✓ Audit Committee Chair (*)

(\*) Acquisition of status after the election to the Board of MYTILINEOS

(\*\*) None of the Board members, hold executive roles in listed companies other than MYTILINEOS

## 2.1.8. Board members and executive management shareholdings (31/12/2021)\*

Last Name	Name	Title	Position 31/12/2021
MYTILINEOS	EVANGELOS	Chairman and CEO	37,919,549
KASDAS	SPYRIDON	Vice-Chairman of the BoD, Non-Executive Member	15,300
CHRISAFIS	EVANGELOS	Vice-Chairman of the BoD and Executive Director for Regulatory and Corporate Strategic Issues related to Energy Sector	33,000
PAPADOPOULOS	DIMITRIOS	Executive member of the BoD and General Manager Corporate Governance & Sustainable Development	11,000
PETRIDES	IOANNIS	Independent Non-Executive Member of the BoD, Lead Independent Director	7,000
PILAVIOS	ALEXIOS	Independent Non-Executive Member of the BoD	10,000
SPYRAKOS	FOTIOS	Chief of Staff	30,000
GARDELINOS	PANAGIOTIS	General Manager Sustainable Engineering Solutions (SES) Business Unit	16,150
STEFANIDIS	DIMITRIOS	General Manager Metallurgy Business Unit	22,000
BENROUBI	DINOS	General Manager Power & Gas Business Unit	20,000
KANELLOPOULOS	PANAGIOTIS	Deputy General Manager Power & Gas Business Unit	12,000
PAPAPETROU	NIKOLAOS	General Manager Renewables & Storage Development (RSD) Business Unit	902,314
SELEKOS	PETROS	General Manager Legal & Regulatory Affairs	12,000
KALAFATAS	IOANNIS	Chief Financial Officer	25,000
KARAINDROS	ELENOS	General Manager Strategy & M&A	22,000
GAVALAS	CHRISTOS	General Manager Treasury	28,839
BOUZALI	PARASKEVI	General Manager Communication & Marketing Strategy	18,000
			<b>39,104,152</b>
<b>Notes:</b>			
MYTILINEOS	EVANGELOS		
FREZIA LTD			19,201,219
KILTEO LTD			18,718,330
			<b>37,919,549</b>
PAPAPETROU	NIKOLAOS		
GIORALEX HOLDING LTD			890,314
PAPAPETROU	NIKOLAOS		12,000
			<b>902,314</b>

\* Includes Indirect shareholdings

## 2.2. Board profile matrix

Name	Status	Committees	Age	Gender	Tenure in office (as at 31.12.2021)	Business Leadership	Finance	BoD membership experience	International Exposure	Specialisation	Academic experience	International Capital Markets
Evangelos Mytilineos	Chairman & CEO	-	67	M	29 years and 9 months	✓	✓	✓	✓	Metallurgy, Electric Power & Natural Gas, EPC		
Spyridon Kasdas	Vice-Chairman A' - Non-Executive Member	Sustainability Committee	75	M	3 years and 7 months	✓		✓	✓	Metallurgy, Mines		
Evangelos Chrisafis	Vice-Chairman B' - Executive Member	-	58	M	3 years and 7 months			✓		Legal & Regulatory Affairs, Energy		
Ioannis Petrides	Lead Independent Director	Rem Nom Committee Chair	63	M	3 years and 7 months	✓	✓	✓	✓	Consumer Products, Audit, Remuneration		✓
Panagiota Antonakou	Independent Non-Executive Member	Sustainability Committee	47	F	3 years and 7 months	✓			✓	IT, Marketing		
Anthony Bartzokas	Independent Non-Executive Member	Audit Committee	60	M	7 months	✓	✓	✓	✓	Capital Markets, Audit, Compliance, Banking	✓	✓
Emmanouil Kakaras	Independent Non-Executive Member	Rem Nom Committee, Sustainability Committee	59	M	3 years and 7 months			✓	✓	Energy	✓	
Konstantina Mavraki	Independent Non-Executive Member	Rem Nom Committee, Audit Committee	45	F	3 years and 7 months	✓	✓		✓	Finance, Audit, Risk, Commodities		✓
Natalia Nicolaidis	Independent Non-Executive Member	Sustainability Committee	56	F	11 months		✓	✓	✓	Legal, Risk, Governance		✓
Dimitrios Papadopoulos	Executive Member	Sustainability Committee	60	M	3 years and 7 months	✓	✓	✓		Banking, Investments		✓
Alexios Pilavios	Independent Non-Executive Member	Audit Committee Chair	68	M	3 years and 7 months		✓	✓		Asset Management, Capital Market Supervision, Banks		✓
<b>Secretariat</b>												
Leda Condoyanni	Company Secretariat	Remuneration & Nomination Committee	60	F	3 years and 7 months	✓	✓	✓	✓	Corporate Governance, Asset Management, Corporate Affairs	✓	
Vasiliki Prantzou	Audit Committee Secretary	Audit Committee	40	F	8 years					Legal		
Panagiotis Psarreas	Deputy Company Secretary	Rem & Nomination Committee	41	M	9 years					Communications		
Georgios Galanis	Sustainability Committee Secretary	Sustainability Committee	57	M	11 months					Sustainable Development		
Polytimi Boudali	Deputy Sustainability Committee Secretary	Sustainability Committee	47	F	3 years and 7 months					Sustainable Development		

## 2.3. Conflicts of interest

The Company adopted and implements a Policy and Procedures on Conflicts of Interest, which has been approved by the Board of Directors by its resolution dated 15.06.2021.

This Policy identifies the circumstances that constitute or may lead to a conflict of interest, while setting out the procedures to be followed and the measures to be taken to mitigate, manage and resolve any such conflict in case they arise. This Policy essentially provides directions to the Board of Directors, the Executive Management Team, the management and all employees of the Company regarding the identification and management of conflicts of interest.

The Company strives to avoid conflicts of interest to ensure that it continues to operate in accordance with its purpose. In any case, it takes all necessary measures to prevent conflicts of interest and, if such conflicts nevertheless arise, acts immediately for their management and limitation, providing mitigation and resolution measures and applying the necessary controls, pursuant to the provisions of the aforementioned Policy.

Each member of the Board of Directors, and any third party the Board has delegated the exercise of powers vested in it, has a duty of loyalty to the Company and they are expected not to pursue interests of their own that run contrary to the interests of the Company. Board members act with integrity and in the Company's interests and safeguard the confidentiality of information that is not publicly available. They must not have a relationship of competition with the Company and should avoid any position or activity that creates or appears to create a conflict between their personal interests and those of the Company, including holding positions on the board of directors or the management of competitor companies, without permission from the General Meeting of the Company's shareholders. Board members must contribute their experience and devote to their duties the necessary time and attention.

Prior to their appointment, they should notify the Board of Directors of their other professional commitments, including significant non-executive commitments, to companies and non-profit institutions, and should report to the Board any changes in such commitments, as soon as these arise. Furthermore, they should timely and adequately disclose to the Company's Compliance Division and the other members of the Board of Directors their own interests which may arise from any company transactions and/or activities of the Company falling within their scope of duties, as well as any other conflict of interest they may have with those of the Company or an affiliated company. The members of the Board of Directors and of the Executive Management Team of the Company are required to submit to the Compliance Division of the Company a "Conflict of Interest Declaration", as detailed in the aforementioned Policy and in the form attached thereto, at the time of onboarding into the Company, as well as on an annual basis and should also update it in the course of the year, if required. No member of the Company's Board of Directors is allowed to vote on issues for which a conflict of interest exists between him/her (or one of his/her "relatives" under the meaning of the aforementioned Policy) and the Company's interest. In such a case, resolutions are passed by the other members of the Board of Directors.

The Compliance Division of the Company considers and assesses all conflicts of interest disclosed to it and decides on the measures that may need to be taken to appropriately resolve, mitigate or manage the identified conflicts, informing the person concerned accordingly. The Compliance Division keeps record of all cases of conflicts of interest that have been disclosed to it and the decisions it has taken to address them, and, at least annually, it informs the Company's Audit Committee, of all the above incidents that have occurred and the decisions taken during the year, by way of submitting a relevant report to it.

## 2.4. Meetings of the board of directors

During 2021, the Board of Directors of the Company held 63 meetings. The table below shows the Board members' attendance of the meetings of the Board of Directors and of the Board Committees:

### Meetings of the Board of Directors during 2021

<i>Composition of the Board of Directors</i>	<i>Status</i>	<i>Meetings during 2021 (Total number of 63)</i>	<i>Attendance rate of meetings</i>
Evangelos Mytilineos	Chairman & CEO	63	100%
Spyridon Kasdas	Vice-Chairman A' – Non-Executive Member	63	100%
Evangelos Chrisafis	Vice-Chairman B' – Executive Member	63	100%
Christos Zerefos (left 15.06.2021)	Non-Executive Member	27	100%
Panagiota Antonakou	Independent Non-Executive Member	63	100%
Emmanouil Kakaras	Independent Non-Executive Member	63	100%
Konstantina Mavraki	Independent Non-Executive Member	63	100%
Dimitrios Papadopoulos	Executive Member	63	100%
Ioannis Petrides	Independent Non-Executive Member, Lead Independent Director	63	100%
Alexios Pilavios	Independent Non-Executive Member	63	100%
Natalia Nikolaidi (joined 02.02.2021)	Independent Non-Executive Member	60	100%
Anthony Bartzokas (joined 15.06.2021)	Independent Non-Executive Member	36	100%

Concerning the number of Board meetings, we note that pursuant to Greek Law, the Articles of Association of the Company and the relevant resolutions of the General Meetings of the shareholders regarding the delegation of authorities within the Board of Directors, collective action by the Board is required for a number of matters, such as for providing a corporate guarantee in favour of any third party, including companies associated with the Company. Also taking into consideration the Company's extensive activities in Greece and abroad via its, Metallurgy, Power and Gas, Sustainable Engineering Solutions, and Renewable & Storage Development Business Units the Board of Directors often must act collectively, in the sense that there is a requirement for a relevant resolution which must be reflected in the minutes of the respective Board's meeting.

However, it should be noted that no administrative or other costs incur for the Company as a result of these resolutions. The relevant minutes of the Board's resolutions are drafted and are signed by circulation by all members of the Board, without a prior meeting of the Board taking place, pursuant to art. 94 of L. 4548/2018. More specifically, out of the total number of 63 minutes of the Board's meetings during 2021, 57 of them were drafted and were signed by all members of the Board without a prior meeting of the Board taking place.

## 2.5. Meetings of non-executive members of the board

During 2021, the non-executive members of the Board held five (5) meetings without the presence of the executive members of the Board, to discuss the following issues:

Date of meeting	Agenda
26.03.2021	<ol style="list-style-type: none"> <li>1. New Legislation on Corporate Governance - Greece and EU: Impact on the Board of Directors and the Company</li> <li>2. Shareholder engagement with stewardship teams (Corporate Governance Roadshow)</li> <li>3. EU legislation (Sustainable Corporate Governance and Due Diligence of Directors, EU Taxonomy)</li> <li>4. Gap analysis for the compliance of the Board with the corporate governance provisions (Law 4706/2020)</li> <li>5. Assessment of the Internal Control System</li> </ol>
01.04.2021	<ol style="list-style-type: none"> <li>1. Strategy of the Power &amp; Gas (BU)</li> <li>2. Strategy of the Metallurgy (BU)</li> <li>3. D&amp;O Insurance</li> </ol>
09.06.2021	<ol style="list-style-type: none"> <li>1. Strategy of Sustainable Engineering Solutions (BU)</li> <li>2. Strategy of Sustainable Development (CF)</li> </ol>
13.10.2021	Strategy of the Renewables & Storage Development (BU)
08.12.2021	<ol style="list-style-type: none"> <li>1. Strategy of the Treasury (CF)</li> <li>2. Capital Allocation Committee</li> </ol>

## 2.6. Policy for the suitability assessment of the board members

The Company has adopted and implements a Policy for the Suitability Assessment of the Members of the Board of Directors (Suitability Policy), which has been approved by decision of the General Meeting of 15.06.2021, following the approval of the Board of Directors by its resolution dated 12.05.2021, and constitutes the set of principles and criteria that apply when selecting, replacing, and re-appointing Board members, in terms of assessing their suitability on an individual and collective level. This Policy aims to ensure the quality of recruitment to the Board, its effective functioning and fulfilment of its role, based on the Company's general strategy and medium and long-term business goals for promoting its corporate interest.

The Policy for the Suitability Assessment of the Members of the Board of directors is posted on the Company's website at the following address: [https://www.mytilineos.gr/media/xtjc3lwx/suitability\\_policy\\_en\\_26072021.pdf](https://www.mytilineos.gr/media/xtjc3lwx/suitability_policy_en_26072021.pdf).

The general principles governing the aforementioned Policy include the following:

- The Company's Board of Directors should consist of persons of moral standing and good reputation, and it should have an adequate number of members and an appropriate composition, which should reflect the knowledge, skills and experience necessary to fulfil its responsibilities, according to the Company's business model and strategy. The Board members should also commit sufficient time to carry out their duties.

- The Company promotes and ensures diversity and adequate representation of gender in its Board, in accordance with the Diversity Policy and, in general, ensures equal treatment and equal opportunities, as well as that its Board Members wield a broad spectrum of qualifications and competencies.

- Through the induction training program of the Board members, the Company ensures, inter alia, that each member perceives and understands clearly the Company's corporate governance arrangements, their respective role and responsibilities, as well as the Company's values, its general strategy and structure.

- A suitability assessment on an individual and collective level shall be conducted when selecting, re-appointing or replacing a Member.

The suitability of the Board members is assessed both on an individual and a collective level.

Individual suitability means that a person is considered to have - as a Board member - sufficient knowledge, skills, experience, independence of mind, good reputation and moral standing for the performance of their duties as a member of the Company's Board, for which performance of duties he/she shall also

commit sufficient time, pursuant to the said Policy, which establishes specific criteria for the assessment of all above factors.

Collective suitability means that the Board collectively should be suitable for carrying out its responsibilities and should be composed in such manner as to contribute to the effective management of the Company and to balanced decision-making. Board members should collectively be able:

(i) to take appropriate decisions considering the business model, risk appetite, strategy and the markets in which the Company operates;

(ii) to evaluate corporate performance properly;

(iii) to support the Company's Management and provide directions and guidance where and when required; as well as

(iv) to monitor and challenge the implementation of the Board's decisions by the Company's Management.

The Suitability Policy sets out clear criteria for assessing the collective suitability of the Board as well. For instance, the composition of the Board should reflect the knowledge, skills and experience necessary to fulfil its responsibilities and the Board members should collectively have the skills necessary to present their views. In general, all the sectors in which the Company operates (Power & Gas sector, Metallurgy sector, Renewables & Storage Development sector and Sustainable Development/Sustainable Engineering Solutions), as well as any other related subject (indicatively, finance and capital markets) should be covered by the Board collectively, with sufficient expertise among its members.

The Company bears the primary responsibility for identifying shortcomings in both the individual and the collective suitability of Board members and to this end the Board conducts a self-assessment annually. This suitability assessment is part of the annual assessment of the Company's Board, which is conducted by the Remuneration and Nomination Committee. The findings of this assessment are processed and presented to the Board by its Chair, acting in collaboration with the Lead Independent Director.

In the context of the Board's assessment, the Board may, at its discretion and upon recommendation of the Remuneration and Nomination Committee, decide to have its assessment conducted also by third party consultants, either on a regular or ad hoc basis.

Apart from the aforementioned regular assessment of the Board members' suitability, their individual or collective suitability shall also be assessed in exceptional circumstances, especially in the cases mentioned in the Suitability Policy.

In the event that any Board member no longer meets one or more of the suitability criteria, as described in the said Policy, and that this affects the Board's individual or collective suitability, the possibility shall be examined of taking corrective measures to address the weakness identified.

The Remuneration and Nomination Committee shall keep a record of the results of the suitability assessment, particularly any weaknesses/shortcomings between the expected and the actual individual and collective suitability, also of any measures taken to address those deficiencies.

In case that one or more of the suitability criteria ceased to exist in the person of a member of the Board for reasons that this member could not prevent, even with extreme diligence, the Board shall arrange for their dismissal and replacement within three (3) months.

## 2.7. Induction programme for new board members

The Company has adopted and applies a Training Policy for the members of its Board of Directors, according to which the Company's Lead Independent Director, assisted by the Corporate Secretary, shall ensure:

- on the one hand, that upon taking up their duties all Board members are provided with a full induction programme, tailored to their capacity (executive, non-executive, or independent non-executive member) and the tasks assigned to them; and

- on the other hand, that all Board members update their skills and knowledge on an ongoing basis, in order to effectively fulfil their duties as members of the Board and its committees, subject to continuous training by the Company for this purpose, in accordance with the detailed provisions of the Training Policy.

No later than one month following their appointment, new Board members attend an induction programme, whose purpose is to provide them with information that will be useful in the effective performance of their duties. In particular with regard to Board members who are members of Board Committees, the induction also includes information on the scope of these Committees. The training may be provided by any appropriate means and, in particular, in person or remotely, using synchronous or asynchronous teaching methods, individually or in groups, during or outside working hours, at the Company's headquarters or elsewhere. Indicatively, online seminars, programmes with physical presence, lectures may be organised.

Specifically, for the members of the Company's Board of Directors whose appointment to the Board or its Committees took place during 2021, an induction programme specifically developed for them was implemented, which took place immediately after each new Board member took up their duties, within the aforementioned period of one month following their appointment, and included, informative meetings, presentations and discussions with key members of the Management, with the aim to help new members to understand the purpose and nature of the Company's business activities, the corporate governance arrangements, values, overall strategy and structure of the Company, the sectors in which it operates, as well as the respective roles and responsibilities of the new Board member. The programme also relied on support provided by the Board's executive members, as well as by previous Board members, so as to ensure the fullest possible briefing and swift integration of the new Board members.