



REMUNERATION POLICY
FOR THE MEMBERS OF THE BOARD OF DIRECTORS
OF THE COMPANY

Resolution of the Extraordinary General Assembly of the Shareholders dated [•]

Human Resources & Organisation General Division
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REMUNERATION POLICY FOR THE MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY

1. Introduction

This Remuneration Policy (hereinafter "Policy") defines the operating framework of the company under the name "PUBLIC POWER CORPORATION S.A." (hereinafter "Company") regarding the remuneration of the Members of its Board of Directors (hereinafter "Board of Directors"). The Nominations, Remuneration and Recruitment Committee made a recommendation to the Board of Directors for the preparation of the Policy, the Policy was pre-approved by the Board of Directors and was approved by the __/__/2022 General Assembly of the Company's shareholders and is valid for four (4) years from its approval, unless it is revised and/or amended earlier by virtue of another Resolution of the General Assembly due to a material change of circumstances on the basis of which it was drawn up.

This Policy supplements the arrangements of the Remuneration Policy, as it has been formulated by virtue of the relevant Resolution of the Company's General Meeting of June 4th, 2021 and takes into account the relevant best practices for listed companies, law 4548/2018 for the reform of the law of societies anonymes, Law 4706/2020 for Corporate Governance, the provisions of the Company's Articles of Association and the Corporate Governance Code that the Company has chosen to follow.

Authorization is granted to the Board of Directors for defining the individual terms of the Remuneration Policy in question, where this is provided and/or required, as well as any necessary details of its implementation.

The Policy is available on the Company's website www.dei.gr

2. Scope

This Policy applies to the remuneration of the company's Members of the Board of Directors, executive and non-executive.

In addition to the above, the provisions of PPC Staff Regulations (SR/ PPC), which have the force of law, as well as the terms of the Company-level Collective Agreements are valid and applied by PPC S.A.

Purpose

The purpose of the present Policy is to contribute to the implementation of the

Company's business strategy, to the service of its long-term interests, as well as to contribute to its sustainability by establishing a remuneration framework that a) favors their alignment with short-term and long-term corporate targets, b) supports team spirit and performance, c) recognizes their efforts and the level of their contribution to its results, so that the Company keeps creating added value for the customers, shareholders, employees and the Greek economy.

The Policy has been designed in such a way as to be fair regarding the salary and working conditions that define all employees' remuneration, as well as to align the remuneration of the members of the Board of Directors with the interests of the shareholders.

The Company has taken the following measures to avoid and manage conflicts of interest:

- The executive members of the Board of Directors do not participate in the discussion and decision-making of the Board of Directors regarding their individual's remuneration (fixed and variable)
- The executive members of the Board of Directors abstain from voting at the meeting of the Board of Directors to finalize the amount of their proposed variable remuneration for approval by the General Meeting.
- The Policy does not provide for variable remuneration or other performance-related compensation for the independent non-executive members of the Board of Directors in order not to have a conflict of interest when making their decisions and to have the opportunity to exercise constructive and objective criticism of management decisions that involve risk.

The Remuneration Policy is approved by the General Assembly of Shareholders upon recommendation by the Board of Directors. The Nominations Remuneration and Recruitment Committee is legally competent to make recommendations to the Board of Directors of the Remuneration Policy for the members of the Board of Directors. The Human Resources and Organisation Division recommends to the Nominations Remuneration and Recruitment Committee the Remuneration Policy based on the Company's strategic priorities and market data.

Regarding the remuneration of the Members of the Board of Directors of the Company, the following are provided for:

3. Remuneration and Benefits of Members of the Board of Directors

3.1. Remuneration and Benefits of Non-Executive Board Members

3.1.1. Salary and benefits package

The forms of remuneration and benefits that may be paid by virtue of the Policy approved by the General Meeting to the non-executive members of the Board of Directors of the Company are summarized below:

- Gross amount of EURO 600 per meeting of the Board of Directors.
- Additional benefit: To cover the travel expenses incurred by the Members of the Board of Directors outside the Regional Unit of the place of their permanent residence in order to attend the meetings of the Board of Directors or its Committees, travel, accommodation and meal expenses shall be paid, according to the applicable provisions of the Company.

For any non-executive members coming from the regular staff of the Company,

- The fixed remuneration of the position from which they come from,
- The ancillary benefits of regular staff.

In addition, to the Members of the Committees of the Board of Directors, the Company pays:

(a) a yearly gross amount of EURO 13,000 for the Chairman of the Committee and EURO 11,000 for the Members and (b) a gross amount of EURO 400 per meeting of the Committee.

The overall amount of the above payments for the participation to Committees of the Board of Directors shall not exceed, for the Chairman and each Member of the Committee, the gross amount of EURO 23,000 per year.

3.1.2. Importance of remuneration for independent non-executive members of the Board of Directors

In accordance with the provisions of paragraph 2, item a, of article 9 of Law 4706/2020 on corporate governance, in order to declare a non-executive member of the Board of Directors as independent, both during his/her appointment as well as during his/her term, he/she must not directly or indirectly hold a percentage of voting rights greater than zero point five percent (0.5%) of the Company's share capital and, at the same time, be free from financial, business, family or other relationships of dependence, including receiving any significant remuneration or benefit from the Company or an affiliated company.

For this purpose, the Company has set a framework which ensures that the remuneration and benefits received by independent non-executive members are consistent with their independence. Therefore, the criteria taken into account by the Company in order to evaluate the importance of the remuneration or benefit received by each independent non-executive member of the Board of Directors, taking into account the total amount and its periodicity, are summarized below:

- The size, internal structure, organisation and complexity of the Company's activities.
- The skills, diversity, knowledge and experience of the member.
- The requirements of the role of the member of the Board of Directors.
- The place of residence of the member of the Board of Directors.
- The remuneration levels of independent non-executive members in similar companies of the Greek and European market (monitoring of annual reports).

PPC SA fully meets the requirements of the Law regarding independent non-executive members, whose remuneration based on the above is not of such an amount as to call into question their nature as independent.

3.2 Remuneration and Benefits of Executives Members of Board of Directors

3.2.1 Remuneration and Benefits package

The forms of remuneration and benefits that may be paid by virtue of this Policy to the executive members of the Board of Directors of the Company are summarized below:

- Fixed remuneration: The amount of fixed remuneration is defined in this Policy, is precisely determined by the Board of Directors, and is included in the annual remuneration report which is submitted to the General Assembly. The Board of Directors reviews the basic salaries of its executive members and decides whether the conditions justify adjustments, following the recommendation of the Nominations, Remuneration and Recruitment Committee. During the examination of the increases in the basic salary, inflation, market salary levels, the need to retain executives, their individual performance and the average increases in the wider staff of the Company are used as criteria. The amount of the annual gross remuneration is determined through the Executives' Fixed Remuneration System (EFRS), according to the attached Annex I.
- Annual variable remuneration (bonus): The amount in question is determined by the Executives Variable Remuneration System (EVRS), according to the attached Annex II.
- Reward incentive: For the period 2020-2025, an additional reward incentive is provided to PPC and PPCR executives for their contribution to the achievement of the Group's medium-term targets, in the form of four (4) rolling cycles of the Stock Awards Program, in accordance with the attached as Annex III, Stock Awards Program. The Board of Directors is authorized to determine any implementation details of this Program, as well as the activation condition of each cycle of the Program, in accordance with its provisions.
- Provision of a company car, with related costs coverage.
- Private medical insurance and life insurance programs with parallel insurance coverage against third parties for any acts and/or omissions that may be attributed to them during the performance of their duties.
- Additional benefit: To cover the travel expenses incurred by the Members of the Board of Directors outside the Region of the place of their permanent residence, in order to attend the meetings of the Board of Directors or its Committees, travel, accommodation and meal expenses shall be paid, according to the applicable provisions of the Company.
- Fee for participation in the Board of Directors: gross amount of EURO 600 per Board meeting.

In addition, the Company pays to the Executive Members of the Committees of the Board of Directors:

- a. a gross amount of EURO 13,000 for the Chairman of the Committee and EURO 11,000 for the Members per year and
- b. a gross amount of EURO 400 per meeting of the Committee.

The overall amount of the above payments for the participation to Committees of



the Board of Directors shall not exceed, for the Chairman and each Member of the Committee, the gross amount of EURO 23,000 per year.

Malus and clawback cases

Regarding the variable remuneration provided for in this Remuneration Policy, in accordance with the above mentioned, it is pointed out that there is no provision for postponement of the payment of the remuneration in question nor for their recovery by the Company.

4.3 Employment contracts of executive members of the Board of Directors

The employment contracts of the executive members of the Board of Directors are fixed-term contracts of three-year duration, with conditions harmonized with the applicable labor legislation.



Annexes (constitute an integral part of the present Remuneration Policy):

- Annex I : PPC Executives' Fixed Remuneration System (PPC EFRS)
- Annex II: PPC Executives' Variable Remuneration System (PPC EVRS)
- Annex III: PPC Stock Grants Program (Stock Awards)



ANNEX I - PPC EXECUTIVES' FIXED REMUNERATION SYSTEM (PPC EFRS)

Preamble

The Fixed Remuneration System ("System") has been designed to be simple and understandable, to meet the staffing needs of the Company, ensuring competitiveness with the market as well as the fair reward and recognition of each employee, based on the duties of the position of responsibility as well as the added value brought by it to the company.

A. SYSTEM CHARACTERISTICS

Based on the Fixed Remuneration System of PPC executives, for the determination of the basic salary, the following criteria are taken into account:

- the level of the position in the Company's grading system,
- the salary average range of the corresponding positions in Companies of similar size and scope in the Greek and European Labor Market,
- the relevant experience and the required abilities / skills of the employee the position is assigned to,
- the executive's individual performance based on the requirements of his position.

B. SYSTEM PURPOSE

The primary purpose of the System is to attract, retain and reward valuable employees, as well as to create motivation, a sense of justice and employee satisfaction, so as to engage them into the Company's effort to fulfill its mid-/long-term targets, in a continuous changing and highly competitive environment, both in the labor market and in the wider Energy market.

C. CATEGORISATION

The System is based on the categorization of positions by hierarchy level and position weight, in order on the one hand to clearly express the grading of positions within the Company, and on the other hand to be modern, comparable and competitive with Companies of the similar size and scope in the Greek and European labor market. ("target market").

In this way, the System supports the Company in strategically investing in roles / skills that are decisive for the development of its activities and which may be in shortage or very high demand in the labor market, and it makes the Company attractive to prospective market executives.

D. POSITIONING & TARGET-MARKET

The target market is determined by companies of similar size and scope in the Greek labor market, with which the Company competes for high-level talents, who will be assigned, immediately or in the future, critical positions for the achievement of its targets.

The Company's remuneration strategy dictates that the remuneration of the executives of each grading level fluctuate in the average range of the corresponding level of the target market, based on the current market details/data.

E. SALARY DEVELOPMENT / MOBILITY

The salary development of the executives can be attributed either to taking on a position at a higher level (promotion) or to a salary change within the range of the current level (increase).

The first refers to a transfer through promotion to a position of greater responsibility and weight and is inextricably linked to the skills and experience required to assume such a position at a higher Level.

The second refers to progress within the salary range of each Level and depends on factors such as the evaluation of the performance of each executive, according to performance and development indicators, as well as the competitiveness of the remuneration of his/her position with the target market, following a comparative evaluation of the position with respective market levels. Also, non-promotion related salary change may be due to indexation following respective conditions and is collectively applied.



ANNEX II- PPC EXECUTIVES VARIABLE REMUNERATION SYSTEM (PPC EVRS)

Preamble

This System of Variable Remuneration specifies matters relating to the manner and conditions of granting an additional incentive in the form of variable gross remuneration linked to short-term targets (bonus), which is provided to executives and senior executives of the Company, which are not governed by the PPC Staff Regulations.

The purpose of establishing this System is to align the executives towards achieving the Company's goals, better understanding by the executives of their role, developing a corporate culture that supports teamwork and efficiency and, finally, the recognition by the Company of the efforts of the executives and the level of their contribution to its results.

A. SYSTEM CHARACTERISTICS

1. General

- i. Variable Remuneration concerns a period of one calendar year (365 days) and is not included in the fixed pay.
- ii. It is awarded in proportion to the number of days of actual performance of duties of each executive entitled to it, during the reference year and under the condition of the actual performance of his/her duties for at least 90 calendar days whether with physical presence or remotely, including annual leave days.
- iii. It is awarded to executives employed by the Company on 31.12 of the reference year.

As days of actual performance of duties, following the establishment of the right to receive variable remuneration as set forth above, are also understood the sick days up to three (3) months and innocent absenteeism up to one (1) month.

2. Beneficiaries

Variable Remuneration is paid to the Chief Executive Officer, the Deputy CEOs, the Chief Officers and the Directors of Departments of PPC SA, the Assistant Directors/Heads of Unit as well as to the respective executives of PPC subsidiary companies, subject to the adoption of a similar Policy and Variable Remuneration System by the latter, upon relevant resolution of the General Meeting.

3. Amount of Variable Remuneration

The target Amount of Variable Remuneration per beneficiary executive shall be defined in the approved Remuneration Policy of PPC. Currently it has been set as a percentage of the annual gross fixed salaries of the beneficiaries, namely 50% of them for the Chief Executive Officer, the Deputy CEOs and the Chief Officers, and at 30% of them for the Directors of Departments. For the Assistant Directors / Head of

Unit outside of the PPC Staff Regulations (SR), the target amount of variable remuneration is set at 20% of their annual gross fixed remuneration.

The present Policy determines the possibility of increasing the above Maximum Amount of Variable Remuneration up to 50% in case of overachievement of the targets set under the terms and conditions of chapters B to H hereof.

4. Time of payment of variable remuneration

The variable remuneration shall be paid to the beneficiaries in the year following the reference year and within three (3) months after the approval of the consolidated Financial Results of the Group for the reference year.

B. FRAMEWORK FOR GRANTING VARIABLE REMUNERATION

The targets that will be included in the system of variable remuneration are related to the achievement of results at the level of Group and Company-Business Unit, and if possible also at the level of Division/Business Unit and Department and reflect the performance of managers per level.

1. Categories - characteristics of targets

Three (3) categories of targets are adopted, focused on the financial strength of the Group, the achievement of its strategic and operational priorities and the adoption of good practices regarding issues of environmental protection and sustainable development (ESG).

These targets are clearly described in Chapter C below and are defined in such a way in order to be defined in terms of time and achievable, and they have different contribution rates as follows:

Target Categories	Percentage contribution to Annual Variable Remuneration (%)
Financial (C1)	50%
Strategic / Operational (C2)	40%
Environment and sustainable development (C3)	10%

The above percentage contribution of each target category to the final outcome may be adjusted by Decision of the Board of Directors, upon recommendation of the Nominations Remuneration & Recruitment Committee within a variation range of $\pm 30\%$ of the above values per target category, based on the strategic priorities of the Company. The sum of the weight of all targets per category must be equal to 100%

while the rating scale for measuring the level of achievement of the measurable targets ranges from 1 to 100.

For the measurement of the level of achievement of the measurable targets "Key Performance Indicators" (KPIs) and/or performance indicators of the Company will be used as measurement indicators.

The contribution of the indicators is in general decisive for (a) the strategic planning and the alignment of the targets of the Business Units with the targets of the Company, (b) the optimization of the efficiency of the Company and (c) the identification of areas of change.

The above targets are set each year by the Board of Directors at Group level and constitute the targets of the Chief Executive Officer, while the targets of the first two categories (C1 & C2) are further broken down to Department level, where possible, according to Chapter F hereof.

2. Target allocation

By way of example and without any limitation, regarding target allocation to the beneficiary executives below CEO level, the following apply:

- The targets of the Group must be allocated in a manner compatible with the business plan and/or the individual strategic priorities, initially at company level (PPC-PPC Renewables) and then at the level of executives within each company of the Group, so as to ensure directly or indirectly the achievement of the targets of each company and ultimately of the Group.
- The individual allocated targets may be quantitative/ measurable and/or qualitative and/or related to projects for improving the operation of the Unit. Each individual target participates with a different percentage in the final result of its category depending on the strategic priorities of each year and of each Business Unit. The sum of the weight of all individual targets of each category, per Unit/Executive, must be equal to 100% and the rating scale for measuring the level of achievement of the overall measurable targets ranges from 1 to 100. Each individual target must be clearly described.
- Key Performance Indicators (KPIs) of measurable targets can vary depending on the target category. In each case the measurable targets will be linked to measurement indicators and will be assessed through them.
- In cases where it is not possible to allocate a target to a lower-level Unit/Executive, then the target of that Unit/Executive is identical to the target of the immediately higher-level Unit/Executive, and so on up to Group level. In such a case, executives of all levels with a common target are called upon to jointly contribute to its achievement.



C. TARGET CATEGORIES

C1. Financial targets

Financial target at Group level are set by the Board of Directors of PPC SA and allocated by the Chief Executive Officer to the Group companies, the Business Units, the Group Divisions and the Departments reporting to the CEO. Then, where possible, these targets are allocated and assigned by the Heads of PPC Renewables, the Business Units and the Group Divisions to the units reporting to them, etc., otherwise independent individual targets however affecting indirectly the corresponding target of the higher-level unit are assigned to the lower-level units. If it is not possible to set an individual target that directly or indirectly affects the target of the higher-level unit, then the targets of the higher and the lower-level units are identical. The percentage contribution of each financial target, after being allocated as per the above, to the level of target achievement per level of executive and activity area is shown in the following Table I.

TABLE I

ALLOCATION OF FINANCIAL TARGETS ACHIEVEMENT PER LEVEL & OPERATION					
	Beneficiary executives	GROUP PERFORMANCE (1)	BUSINESS UNIT&ACTIVITY PERFORMANCE (2)	DIVISION PERFORMANCE (3), (4)	DEPARTMENT PERFORMANCE (5),(6),(7),(8)
		A	B	C	D
1	PPC S.A. CEO	100%			
2	Head of Business Unit (CEO of PPC Renewables) Deputy CEO/PO Deputy CEO/CO) & Deputy CEO/DT	50%	50%		
3	Group Chief Officers (CFO, CHRO, CSOO, CSTO, CLACGO) & CEMTO	50%		50%	
4	Chief Officers reporting to a Business Unit & the Deputy CEO/DT	20%	30%	50%	
5	Directors of Departments reporting to PPC S.A. CEO	50%			50%
6	Directors of Departments reporting to Group Chief Officers & to the CEMTO	20%		30%	50%
7	Directors of Departments reporting to Heads of Business Units & to the Deputy CEO/DT	20%	30%		50%
8	Directors of Departments reporting to Chief Officers of Business Units & to the CDSDO & the Ce-MO	20%	10%	20%	50%
9	Assistant Directors/ Head of Unit	20%	10%	20%	50%

By way of example and without limitation, EBITDA, EBIT, cash flow from operating activities, net debt, CAPEX Budget achievement, etc. can be defined as financial targets for which there are widely accepted performance indicators.

C2. Strategic/Operational targets

The strategic / operational targets at Group level shall be set by the Board of Directors and shall be allocated by the Chief Executive Officer to the Group companies, the Business Units, the Group Divisions and to the Departments directly reporting to him. Then, where possible, these targets shall be allocated and aligned by the Heads of PPC Renewables, Business Units and Group Divisions of the Group to units reporting to them etc., otherwise separate individual strategic/operational targets shall be set to the lower-level units which, however, indirectly affect the corresponding target of the higher-level unit. If it is not possible to set an individual target that directly or indirectly affects the target of the higher-level unit, then the targets of the higher and lower-level units shall be identical.

These targets must be wide-ranging so as to be allocated, either directly or indirectly, to the lower-level units. The percentage contribution of each strategic/operational target in the total contribution of this category (C2) in the variable remuneration, shall be determined for each executive by his/her higher-level hierarchy.

These targets shall not be more than three, one of them shall be set only at Group level, shall not be assigned, and each executive shall have the individual target to achieve the said target as a whole; its percentage contribution to Category C2 shall be common to all executives and shall be determined by the Board when setting the target.

As Strategic/Operational targets may be, including but not limited to, the implementation of the decommissioning program and/or withdrawal of environmentally unfriendly units, the progress of engineering, licensing & construction procedures for installing new Electricity Production Units, the increase of RES installed capacity, the progress of engineering, licensing & construction procedures for installing new RES capacity, the reduction of CO2 emissions from power generation, the reduction of Thermal Power Plants' generation cost, the reduction of overdue receivables, the increase in customer satisfaction rate, the increase of market share in profitable market segments, the expansion in new markets, the implementation of e-mobility infrastructure, etc.

C3. Targets related to the environment, sustainability and sustainable development

The targets which are related to the environment, sustainability and sustainable development at Group level shall be determined by the Board of Directors and set only at Group level, shall not be further assigned and each executive shall have as individual targets the achievement of these targets as a whole.

As targets related to the environment, sustainability and sustainable development can be defined indicatively and not limited to, the investments in new activities in the decarbonization areas, the number of facilities with certified Environmental Management Systems, the participation of employees in corporate responsibility initiatives, the number of awards for initiatives related to the Environment.

D. EVALUATION OF TARGETS

The evaluation of target achievement in all categories shall be carried out by measuring the level of achievement of the quantitative targets and/or by examining the completeness of implementation of the qualitative targets (targets on/off) and shall determine the amount of variable remuneration to be granted.

E. CALCULATION OF THE TOTAL ENTITLED AMOUNT IN CONJUNCTION WITH THE PERCENTAGE OF TARGET ACHIEVEMENT

The total percentage of target achievement, per beneficiary executive, shall be calculated as the sum of the products of the contribution percentages of each target category to the variable remuneration multiplied by the total percentage of achievement of this target category for the said executive. The above are depicted as follows:

Total % of target achievement = [50% x (total % of achievement of financial targets)] + [40% x (total % of achievement of strategic/operational targets)] + [10% x (total % of achievement of environmental targets)].

Variable remuneration shall be granted under the condition that the above percentage exceeds 70%. Moreover, there is a gradual granting of the total amount of variable remuneration with linear relationship, according to the following Table II:

TABLE II
RATING SCALE FOR GRANTING VARIABLE REMUNERATION
(IN RELATION TO THE TARGET ACHIEVEMENT LEVEL (%))

OVERALL PERCENTAGE OF TARGET ACHIEVEMENT (%)	PERCENTAGE OF VARIABLE REMUNERATION TO BE GRANTED (%)
<70	0
70-100	30 - 100 (in linear relationship with the overall percentage of target achievement)
100-120	100-150 (in linear relationship with the overall percentage of target achievement)

Based on the above, the total entitled amount of the annual variable remuneration is equal to the product of the percentage of variable remuneration to be granted, pursuant to the second section of par. A3 hereof.

F. TARGET SETTING AND EVALUATION PROCEDURE

1. Definition and Allocation of Business Targets

- 1.1. Upon the approval of the annual regular budget and based on the strategic priorities and/or the Business Plan of the Company, the Board of Directors shall define the targets of the Group in the context of the present System (according to the above three (3) categories). These targets constitute the targets of the CEO.
- 1.2. Then, the Chief Executive Officer shall allocate these targets to PPC Renewables, without prejudice to paragraph A.2, to the Business Units (Action Areas supervised by a Deputy Chief Executive Officer), to the Divisions (BEM), and to the Divisions of the Group which report directly to the CEO, as well as to the Departments reporting to the CEO.
- 1.3. Subsequently, following a similar procedure:
 - The targets of the Business Units are set and allocated to their Divisions, as well as to the Departments reporting directly to these Divisions.
 - The targets of the Divisions are set and allocated to their Departments, as well as to the Directors of their supervision.
 - The targets of the Directors are allocated to their Assistant Directors / Head of Unit
 - At the end of this process, which must have been completed no later than the first (four) 4 months of each year, a target allocation table is prepared, sharing the targets of each executive.

2. Evaluation of Target Achievement Level

At the end of each reference year and following the announcement of the Group's Financial Results, the level of achievement of the Group's targets of all categories (C1, C2 and C3) is determined.

- 2.1 The evaluation process for the entire Company shall commence from the evaluation of the achievement of the targets of the Chief Executive Officer, through which the level of achievement of the Group's targets shall be verified, followed by the evaluation of the executives coming under him, successively and in descending order, based on the targets allocated to them, down to the level of Assistant Director / Head of Unit.
To this end, a report shall be prepared on the CEO target achievement level, based on the definition of paragraph 2.1, which is submitted for approval to the Board of Directors through the Nominations Remuneration and

Recruitment Committee. This approval shall constitute the final certification of the level of achievement of the Group's targets.

- 2.2 Subsequently, for each beneficiary executive: (a) the level of achievement of his/her individual targets shall be evaluated, as depicted in his/her individual target table, based on the indicators set or the examination of the completeness of their implementation, and (b) a report on the level of target achievement shall be duly prepared and approved.
- 2.3 The reports for all executives shall be forwarded to the Finance Division of Financial Services (F/Di FS), which shall calculate the amount of the variable remuneration entitled for each executive, based on the second item of paragraph 3 of Chapter A and according to the overall level of target achievement, under Table II.
- 2.4 A relevant table of the corresponding amounts shall then be compiled and forwarded to the Human Resources & Organisation Division (HRO/Di) for the payment of the amounts to the beneficiaries.

G. SPECIAL ARRANGEMENTS FOR GRANTING THE VARIABLE REMUNERATION

1. Termination of the Contract without any renewal or termination of the Contract on grounds not related to the executive's fault or resignation (provided that there was good performance and compliance with corporate procedures): the amount of bonus of the previous year shall be paid, if not already paid, as well as the corresponding percentage of the bonus of the year of termination of the Contract, under the terms and conditions of par. A.1.
2. Termination of the contract due to the fault of the executive: The Scheme shall cease to be valid for the specific executive and no bonus shall be paid.
3. Death: the amount of the bonus of the previous year shall be paid to the heirs, if this has not been already paid, as well as the corresponding percentage of the bonus of the year of termination of the Contract.

H. TRANSITIONAL PROVISIONS

The Board of Directors shall be authorized to specify and define the individual terms, the relevant procedure and the competent persons/units for the allocation of business targets, the evaluation of the level of achievement of these targets, as well as the necessary details of implementation of the present Executives' Variable Remuneration System



ANNEX III- PPC STOCK GRANTS PROGRAM **(STOCK AWARDS)**

Preamble

The establishment of a Stock Awards Program to the senior executives and executives of PPC S.A. and PPCR is included in the broader framework of long-term incentives, forming part of a comprehensive package of remuneration and benefits.

1. PROGRAM TARGETS

The main objective of the Program is to reward executives for their contribution to the achievement of the Group's medium-term targets and to strengthen their commitment and dedication.

Indicatively, the objectives include the following:

- The focus of the executives on achieving medium/long-term targets rather than short-term results and thus increasing the value of the Group and its listed Company.
- Commitment and identification of executives with the Company, through the creation of a culture of "executives - shareholders".
- Improvement of the image of PPC S.A. in the investor community, since the holding of a significant number of shares by executives is considered as a positive element, as it contributes to their long-term commitment to the Company.
- Improvement of the Company's financial results.

2. CHARACTERISTICS OF THE PROGRAM & ITS VALIDITY PERIOD

2.1 This Program is governed by the provisions of Article 114 of Law 4548/2018 in conjunction with Article 49 of the same Law and will be implemented through the Company's own shares.

2.2 The period of calculation of the Key Performance Indicator (KPI) as specified in paragraph 4 herein, is the period 2020-2024.

2.3 The Program is recurring annually and comprises four (4) cycles as follows: 1st cycle 1/1/2020 to 31/12/2021, with distribution of corresponding shares in 2022, 2nd cycle 1/1/2021 to 31/12/22 with distribution of corresponding shares in 2023, 3rd cycle 1/1/2022 to 31/12/23 with distribution of corresponding shares in 2024, and finally 4th cycle 1/1/23 to 31/12/2024, with distribution of the corresponding shares on the 31st December 2025, the date of the conclusion of the Program.

The time of completion of each cycle shall be deemed to be the period for which the total shareholder return is calculated after which the respective shares are distributed.

2.4 The company will implement the Program in question through the distribution of its own shares. These will be acquired according to the provisions of the Article 49 of Law 4548/2018, subject to the following terms and conditions:

- i. The maximum number of shares that may be acquired, for this Program, shall not exceed in total 0.8% of the shares already issued at the date of the Resolution of the General Meeting.
- ii. The maximum and minimum acquisition value of these shares shall be seventeen (17) € and five (5) € per share respectively.

The approval to acquire the shares as mentioned above, remains in force for a period of twenty-four (24) months from the date of the Resolution of the General Meeting.

2.5 This Program is provided by the Company on a voluntary basis that may be amended or unilaterally revoked at any time by the Company.

3. BENEFICIARIES

Participants in the program are the CEO, the Deputy CEOs, the Chief Officers and the Directors of Departments at PPC and PPCR.

4. ACTIVATION OF THE PROGRAM-PERFORMANCE INDICATOR

The Key Performance Indicator (KPI) for activation and calculation of the performance, for the purposes of this Program, is the Company's Total Shareholder Return, as this indicator is directly linked to the total performance of the listed Company.

The Company's Total Shareholder Return (TSR) is calculated as follows:

$$\text{TSR} = [(P_1 - P_0) + \mu] / P_0 \text{ where,}$$

- P_0 : the closing price of the share on 31 December of the previous year from the start of a reference cycle (year n-1);
- P_1 : the closing price of the share on 31 December of the second year (maturity year) of the reference cycle (year n+1);
- μ : the sum of any dividends distributed over the years of the reference cycle (years n & n+1)

The target that activates the Program for each cycle shall be determined, without prejudice to paragraph 9, by a Decision of the Board of Directors, which shall be authorized to determine those targets and the targets of overachievement, taking into account:

- a. the Total Shareholder Return (TSR) for the distribution of a number of shares equal to 0.1% of the total number of shares (targets achievement at 100%) and in addition
- b. a sustainability and sustainable development clause for the distribution of a number of shares exceeding 0.1% of the total number of shares (targets achievement higher than 100%).

Finally, the Board of Directors of the Company is authorized, upon recommendation from the Nominations Remuneration and Recruitment Committee, to determine by its Decision different and/or additional Key Performance Indicators (KPI's).

5. RATING SCALE OF THE TARGETS

- Before the start of each cycle of the Program, the targets of the cycle shall be set and the distribution of shares shall take place once the specific targets have been achieved on December 31 of the second year (maturity year) of that cycle.
- The total number of shares offered in each cycle is chosen to constitute 0.1% of the total number of the Company's shares on 4.6.2021, when the previous Remuneration policy had been approved by the EGM, i.e. 232,000 shares (232,000,000 x 0.1%).
- The distribution of a higher number of shares is also envisaged in the event of overachievement of the targets, up to a maximum of 0.2% per cycle, using the following rating scale:

Total % targets achievement	% of total number of shares	Number of shares to be offered
100%	0.10%	232,000
>100%-110% (overachievement)	0.13%	301,600
>110%-120% (overachievement)	0.20%	464,000

6. ALLOCATION OF SHARES BY HIERARCHICAL LEVEL & BY ROLE

The program rewards teamwork and overall contribution of the executives to the result and for this reason the equal distribution of shares between executives of the same level is adopted.

The allocation is presented in the following table and applies to the executives holding the following positions of responsibility at the beginning of the Program, while the percentage of shares attributable to each class of beneficiaries does not change in the event of an overachievement:

Beneficiary Classes	% of the shares to be offered
1 CEO of PPC S.A.	6%
2 CEO of PPCR, Deputy CEOs of PPC, Chief Officers	50%
3 Directors of Departments (PPC & PPCR)	44%

In case one of the above beneficiaries assumes a position of responsibility during a cycle of the Program and not at the beginning of it, then, depending on the time of his/her inclusion to it, the beneficiary will receive a proportion of the total number of shares he/she is entitled to. (Share Ratio (SR) = number of days / 730).

The last inclusion in a specific cycle of the Program is the 30th of June of the second maturity year of this cycle.

The calculation of the distributed shares of each class of beneficiaries of a cycle shall be carried out sequentially as follows:

- i. Calculation of the number of entitled shares for the CEO of PPC S.A. If the CEO is not entitled to all the shares of the cycle, due to his/her participation in a part of it, the number of shares attributable to him/her shall be calculated, by numerical

rounding, as follows: $(S = SR \times \text{number of entitled shares})$. Any remaining shares are transferred to Class 3.

- ii. Divide the number of Class 2 (A) of the shares to be distributed by the total number of beneficiaries (X) and the initial number of shares per beneficiary (a) is obtained.
- iii. For the part of the beneficiaries (Y) who receive a percentage of the above result, due to their participation in a part of the cycle, the number of shares attributable to them, by numerical rounding, shall be calculated as follows: $(S1... Y = AS1... Y \times a)$.
- iv. The sum of the shares in the previous case $(B = \sum S1... Y)$ is deducted from A resulting to the total number of shares offered $(C=A-B)$ to the beneficiaries of Class 2 with full participation in the program cycle, identified as follows $(Z = X - Y)$.
- v. The number C shall be divided by the number of beneficiaries of Class 2 with full participation in the program cycle (Z) and the number of shares attributable to them shall be calculated, without rounding. Any remaining shares are transferred to Class 3.
- vi. The steps from ii. to v. regarding Class 3 are repeated. Any remaining shares in this Class are not distributed but are used as a reserve for the next cycle of the program, etc.

7. TERMS & PROCEDURE FOR THE ALLOCATION OF SHARES

- Each cycle of the program shall be completed at the end of the second year of the cycle and, provided that the targets set have been achieved, the shares shall be granted within the following year of that cycle.
- The shares granted to the respective Beneficiaries will be common registered shares with voting rights, will belong to the same class as the existing shares of the Company and will incorporate all the rights provided for in Law 4548/2018 and in the Company's Articles of Association (dividend right, preemptive right, voting right, etc.).
- Beneficiaries shall be prohibited from transferring the aforementioned shares, that have been acquired, for a period of at least six (6) months from the date of their acquisition.

8. SPECIAL GRANTING REGULATIONS

- Termination of a contract without renewal or termination of a Contract for reasons not related to the fault of the executive (provided that there was good performance, compliance with company procedures): once the period of a particular cycle has finished, the beneficiary shall receive all the shares that were scheduled to be granted to him/her for that cycle, and in addition, the

corresponding percentage of shares of the following cycle, regardless of the time of participation in it.

- Termination of a contract related to the fault of the executive: The Program ceases to apply to that executive and no shares are granted.
- Resignation (provided that there was a good performance, compliance with company procedures): once the period of completion of the specific cycle has finished, the beneficiary receives all the shares that were scheduled to be granted to him/her for that cycle, while no subsequent cycle shares are granted.
- Death: for beneficiaries for whom the period of a specific cycle had elapsed before death, the rightful heirs shall receive all the shares which were scheduled to be granted to him/her for that cycle, and in addition, the proportion shares percentage of the following cycle, up to the day before the day of death, irrespective of the time of participation in that cycle.

9. TRANSITIONAL PROVISIONS

- i. The targets of the Program, for the cycles already started on 01/01/2020 and 01/01/2021, shall be determined by a Decision of the Board of Directors according to paragraph 4 herein.
- ii. The allocation of a number of shares exceeding 0.1% of the total number of shares (targets achievement greater than 100%), will be applicable from the cycle of the program that started on 01.01.2021, for which targets with a sustainability and sustainable development clause will also be set by the Board of Directors until 31/07/2021.

The Board of Directors shall be authorized to determine relevant procedural issues, the respective circumstances for the activation of each cycle of the Program, any modalities for its implementation and the individual terms thereof.