

MINUTES BOOK  
OF THE NOMINATION, REMUNERATION AND RECRUITMENT COMMITTEE

MEETING 10/9.12.2022

**MINUTES OF THE 10th MEETING  
OF THE NOMINATION, REMUNERATION AND RECRUITMENT COMMITTEE (NRRC) OF  
PPC S.A. DATED 9.12.2022**

The Nomination, Remuneration and Recruitment Committee (NRRC) of PPC S.A. held a meeting, today, **Friday, December 9, 2022**, at **13:30**, remotely, in real time, via teleconference, due to extraordinary circumstances and in the context of measures adopted for the containment of COVID-19 pandemic.

**Attended by:** Messrs.                      PYRROS PAPADIMITRIOU, Vice Chairman of the BoD –  
Chairman of the  
NRRC  
DESPOINA DOXAKI, BoD Member – Member of the NRRC  
STEFANOS KARDAMAKIS, BoD Member – Member of the NRRC

**Also attended by:** Messrs.              ANARG. OIKONOMOU,              General Counsel of PPC S.A. and  
Chief Legal & Governance Officer

KON. TSOKANAS,                      Secretary of the NRRC

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Since a quorum is reached, the Nomination, Remuneration and Recruitment Committee starts the discussion on the item on the Agenda.

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<h2>AGENDA</h2>
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**Proposals**

1. Evaluation of nominations for the election of a new Member to the Audit Committee of PPC S.A.

**ITEM 1:** Evaluation of nominations for the election of a new Member to the Audit Committee of PPC S.A.

The Chairman of the Nomination, Remuneration and Recruitment Committee (NRRC) Mr. Pyrros Papadimitriou informs the Members of the NRRC that the current, in accordance with the legislation in force, Audit Committee of the Company consists of five (5) members elected for a three-year term and falls within the type/structure, under article 44, par. 1 case a, subcase ab of Law 4449/2017, as in force, of independent "mixed" committees, consisting of members and non-members of the Board of Directors.

He also reminds that the Board of Directors, in view of comments made by the Company's shareholders regarding the appropriateness of strengthening the role of the Audit Committee, in line with the expansion of the scope of PPC Group business activities, decided at its meeting on 22-11-2022 to recommend to the Extraordinary General Meeting of the Company's shareholders to be held on 14-12-2022 to redefine the type/structure of the independent "mixed" Audit Committee of the Company, consisting of members and non-members of the Board of Directors and to elect one (1) more member with a three-year term of office.

In view of the above, the Board of Directors of the Company leaves the initiative with the Company's shareholders to make relevant proposals no later than seven (7) days before the date of the General Meeting of the Company's shareholders, in order to verify whether the nominees have the attributes and characteristics required by law in order to be eligible for election.

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Subsequently, he stresses that two Shareholders of the Company submitted their proposals within the above deadline, accompanied by the necessary information in order to examine as thoroughly as possible and verify that the criteria and conditions provided for by the legal framework are met and that two nominations were submitted, which in alphabetical order are as follows:

1. Mr. Christos-Stergios Glavanis and
2. Mr. Fotios Mandanas

He also points out that in the document with Reg. No 428/21.02.2022 *Questions and Answers regarding the provisions of articles 1-24 of Law 4706/2020*, of the Capital Market Commission, it is stated that:

*"In addition, the Company's Nomination Committee must verify that all candidates for the Audit Committee meet the conditions and suitability criteria (article 44 of Law 4449/2017). Similarly, the Nomination Committee must also verify in the event that the internal rules of operation and/or the Suitability Policy adopted by the Company include provisions regarding the suitability of the members of the Audit Committee, in addition to the provisions of Article 44 of Law 4449/2017",*

and proposes, as the most suitable, the nomination of Mr. Christos-Stergios Glavanis, for his election to the Audit Committee of the Company, since it was verified that he meets the criteria and conditions of suitability under Law 4449/2017, as applicable, and given his previous term of office as Chairman of the Audit Committee of the Hellenic Financial Stability Fund, of the Audit Committee of the company "Korres S.A.", of the Audit Committee of Attica Bank Greece, and as member of the Audit Committee of Eurobank.

Following the above, the Nomination, Remuneration and Recruitment Committee (NRRC), after an interactive discussion, unanimously adopts Decision No 10, which is as follows:

**ITEM:** Evaluation of nominations for the election of a new member to the Audit Committee of PPC S.A.

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The Nomination, Remuneration and Recruitment Committee after having considered:

- a. the criteria of article 44 of Law 4449/2017, as applicable,
- b. Law 4706/2020,
- c. the document issued by the Hellenic Capital Market Commission with Reg. No 428/21.2.2022,
- d. the information brought to its attention for each candidate member of the Audit Committee,
- e. the verification of the fulfilment of the independence criteria under article 9, paragraph 1 and 2 of Law 4706/2020,
- f. the discussion held during this meeting,

**Decides**

1. To propose to the Board of Directors for approval by the Extraordinary General Meeting of the Company's shareholders to be held on 14-12-2022, the election of Mr. Christos-Stergios Glavanis as member of the Audit Committee of PPC S.A., whose curriculum vitae is set out below.

CURRICULUM VITAE

<b>Name</b>	Christos-Stergios Glavanis
<b>Born</b>	16 June 1953, Cairo Egypt
<b>Nationality</b>	Greek
<b>Status</b>	Married

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**Current Professional Status**

- Chair Audit Committee of Attica Bank
- Non-Executive Board Member of WS Karoulias S.A. one of the largest distributors of alcoholic beverages in Greece
- Non-Executive Board Member of BuyaPowa LTD a UK start up
- Trustee of Phase Worldwide a UK charitable
- Director of UK based Effergy Limited

**Previous Professional Status**

2010 – 2016 Created and led a Family Office.

2012 - 2014 Non-Executive Board Member of Pharmathen S.A.

2011- 2018 Non-Executive Board Member of Korres S.A. and Chair of the Audit Committee.

2010-2012 Chair of the Audit Committee of the Hellenic Financial Stability Fund (HFSF). Subsequently, represented HFSF on the Board of Eurobank and a member of the Audit Committee.

2008 – 2010 Chairman and Managing Partner of Ernst and Young Central and South East Europe (19 countries)

1996- 2008 Chairman and Managing Partner of Ernst and Young South East Europe (10 countries)

1987 – 1996 Chairman and Managing Partner of Ernst and Young Greece

**Education-Professional Qualifications**

Schooling in the UK

Economics degree -BSc Eco (Hon) Hull University

Fellow of the Institute of Chartered Accountants of England Wales

Member of Institute of Certified Public Accountants of Greece

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At this point the meeting is adjourned (at 14:00')

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THE NOMINATION, REMUNERATION AND RECRUITMENT COMMITTEE

Pyrros Papadimitriou, Chairman of the NRRC

Despoina Doxaki, Member of the NRRC

Stefanos Theodoridis, Member of the NRRC

Konstantinos Tsokanas, Secretary of the NRRC