



Clarifications on the items on the Agenda
of the EGM of Shareholders of PPC S.A. to be held on 17.3.2022

Item 1

Amendment of the articles 9 and 17 of the Articles of Incorporation and the Codification thereof.

Item 2

Amendment of the articles 19 and 20 of the Suitability Policy (fit & proper) for the members of the Board of Directors (BoD) of PPC S.A.

In order to fully and correctly implement the requirements of the legislation on Corporate Governance regarding the procedure for the election of the Members of the Board of Directors (BoD), the BoD of the Company recommends to the General Meeting the following amendments to articles of its applicable Articles of Incorporation on the one hand and of the applicable Suitability Policy approved by the Extraordinary General Meeting (EGM) on 4.6.2021 and applied by the Company on the other hand.

In particular, it is proposed to remove any exception in assessing the fulfilment of the suitability criteria for the members of the Board of Directors.

Under the proposed new wording, all Board Members shall be deemed eligible for election in accordance with Articles 3 and 18 of Law 4706/2020, including the Members representing the Company's employees.

As regards the procedure for suitability assessment, the same procedure shall apply to all Members of the BoD, that is to say the evaluation shall be carried out by the Nomination Remuneration and Recruitment Committee (NRRC) and finally submitted to the General Meeting for decision.

Consequently, the existing paragraph 1(b) of Article 9 of the applicable Articles of Incorporation should be amended.

Furthermore, in order to remove any doubt regarding the role and function of the Employee Representative - Member of the BoD and his/her, in fact and not just in form, independent presence and function, in the context of operation of the BoD, it is proposed to amend Article 9, paragraph 1(c) of the applicable Articles of Incorporation and also align the Non-Executive Members with the Independent Members, since this concerns the implementation of the applicable provision of the Articles of

Incorporation on the maximum time limits of the terms of office and years of service on the BoD of the Company.

Finally, it is considered appropriate to amend paragraph 2 of the said article 9, also with regard to the number of Members of the BoD - Employee Representatives, limiting them to one (1) Member instead of two (2) as currently in force.

It is noted in this regard that the number of Board Members representing the employees in the other two (2) companies that emerged from demerger from PPC S.A., namely IPTO S.A. and HEDNO S.A., is one (1) as well.

The choice of the procedure for the submission of candidates for Board Members - Employee Representatives in order to be evaluated by the NRRC is left to the discretion of the most representative trade union of the Company, namely GENOP.

This choice will enable and contribute to simplifying and speeding up the process, which shall result in the submission of a list of candidates for election to the Board of Directors, under the care and diligence of the most representative trade union of the Company.

In addition, it is proposed to amend Article 9, paragraph 5 and Article 17, paragraph 2 of the applicable Articles of Incorporation in order that the correct name of the Committee referred to in these articles is also reflected in the Articles of Incorporation as well, namely the Nominations, Remuneration and Recruitment Committee.

In this regard, due to the proposed amendments to the applicable Articles of Incorporation, the corresponding amendments to Article 19, paragraph 2 and Article 20, paragraph 1 of the Suitability Policy for the Members of the Board of Directors of PPC S.A. are also proposed.

The existing and the proposed wording of the Articles of Incorporation and the Suitability Policy, respectively, are set out in a table below.

AMENDMENT TO ARTICLES OF THE ARTICLES OF INCORPORATION

Article currently in force	Proposed Article
<p>Article 9</p> <p>Composition and Term of Office of the Board of Directors</p> <p>1. a) <i>The Board of Directors (or "BoD") shall consist of eleven (11) members divided into executive and non-executive members and elected for a three-year term of office, at least five (5) of whom shall be independent non-executive members. In order to ensure continuity in the administration of the corporate affairs and the representation of the company, the term of office of each member may be extended ipso jure until the first Ordinary General Meeting to be held after the expiration of its term.</i></p> <p>b) <i>The members of the Board of Directors may in any case be re-elected and may at any time be revoked by the General Meeting of the Shareholders. [Especially, with regard to the members of the Board who are elected according to the procedure of par. 2 item b) herein, a reasoned decision by the Board of Directors, for reasons pertaining to the fulfilment of their duties as members of the Board, is required for their revocation.]</i></p> <p>c) <i>The participation of independent non-executive members to the Board of Directors shall not exceed three consecutive terms, namely nine (9) years in total.</i></p> <p>d) <i>The number of the non-executive members of the Board linked by any type of employment relation to the company or to any of its associated companies cannot exceed three (3) out of the total number of its members.</i></p> <p>2. <i>The Board of Directors shall consist of:</i></p> <p>a) [1] Nine (9) members, including the Chief Executive Officer, elected by the General Meeting of the Shareholders of the Company, based on the Suitability Policy of the company, as in force and posted on the company's website, which includes the Conflict of Interest Policy and the rules for safeguarding diversity on the Board of Directors in terms of gender, age, representation of shareholders, and educational and professional background. The Board of Directors shall elect from among the said members its Chairman and Vice Chairman, pursuant to article 14 hereof.</p>	<p>Article 9</p> <p>Composition and Term of Office of the Board of Directors</p> <p>1.a) [Remains in force]</p> <p>b) The members of the Board of Directors may in any case be re-elected and may at any time be revoked by the General Meeting of the Shareholders.</p> <p>c) The participation of independent or/and non-executive members to the Board of Directors shall not exceed three consecutive terms, namely nine (9) years in total.</p> <p>d) [Remains in force]</p> <p>2. The Board of Directors shall consist of eleven (11) members, including the Chief Executive Officer, elected by the General Meeting of the Shareholders of the Company, based on the Suitability Policy of the company, as in force and posted on the company's website, which includes the Conflict of Interest Policy and the rules for safeguarding diversity on the Board of Directors in terms of gender, age, representation of shareholders, and educational and professional background. The Board of Directors shall elect from among the said members its Chairman and Vice Chairman, pursuant to article 14 hereof. Of the above members, one (1) Non-Executive Member of the Board of Directors</p>

<p>b) <i>[1] Two (2) members representing the employees of the company. These members shall be elected by direct, general ballot and by means of the proportional representation system within a time period of two (2) months from the relevant notification to the most representative trade union (ASOP). The election of the representatives of the employees to the Board of Directors shall be conducted by an election committee appointed by the most representative trade union of the company, in which (committee) at least one representative from the remaining trade unions of the company shall participate. The procedure of the said election, the appointment of the local election committees, the time and the details of the polling, as well as the counting of the votes and the announcement of the results thereof, shall be the duty of the said committee, which shall be presided over by a judicial functionary pursuant to the provision of article 11 of L.1264/1982 concerning "Democratization of the Trade-union Movement - The Rights of the Unions" (Official Gazette, volume A, issue no. 79). The same procedure shall also apply to the appointment of the substitute members in replacement of the members of the Board elected in accordance with the procedure set forth in the paragraph herein. In case the substitute member resigns or leaves his office vacant, for any reason whatsoever, his position shall be occupied by the substitute member who follows next in order.</i></p> <p><i>[1] Subparagraphs (a) and (b) are merged into a single paragraph.</i></p> <p><i>[2] The passage in bold is deleted and replaced by the third and fourth sections of par. 2 of the proposed provision.</i></p> <p>3. <i>In the event of non-election or non-prompt filling of any vacancy or non-substitution of the members of the Board, for any reason whatsoever, this shall not impede the constitution and functioning of the Board of Directors without these members, provided that the remaining members are not less than six (6).</i></p> <p>4. a) <i>In the event that for any reason whatsoever there is a vacancy in the office of the Chief Executive Officer or the latter is absent or unable temporarily to perform his/her duties, the Chairman of the Board of Directors shall temporarily act as Chief</i></p>	<p>shall represent the employees of the company. This member shall be elected by the General Meeting of Shareholders, from a list of proposed candidates submitted to the Nomination, Remuneration and Recruitment Committee by the most representative trade union of the company, at least two (2) months before the expiry of the term of the previous member in any way whatsoever, in order to be evaluated and elected by the General Meeting of Shareholders as per the above. [1]</p> <p>[1] The third and the fourth sections in bold are added.</p> <p>3. [Remains in force]</p> <p>4. [Remains in force]</p>
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Executive Officer; unless otherwise specified by the Board of Directors.

b) In the event that for any reason whatsoever there is a vacancy in the office of the Chairman of the Board of Directors or the latter is absent or temporarily unable to perform his/her duties, the Vice Chairman of the Board, appointed pursuant to article 14 par. 1 hereof, shall temporarily act as Chairman. If the posts of Chairman of the Board of Directors and of Chief Executive Officer coincide to the same person and for any reason whatsoever there is a vacancy in the office, or he/she is absent or temporarily unable to perform his/her duties, an executive member from among the members of the Board of Directors, to be appointed or already appointed by the Board of Directors, shall temporarily act as Chief Executive Officer. In such cases, the Board of Directors shall convene the General Meeting of the shareholders as soon as possible to elect the new Chief Executive Officer.

5. For the selection of the nominations for membership on the Board of Directors, upon decision of the Board of Directors, the company has established a **Nominations Committee** consisting of at least three (3) Board members, independent in their majority. The **Nominations Committee** on the one hand identifies and proposes to the Board of Directors, and through it to the General Meeting, persons suitable for membership to the Board of Directors, based on the procedure provided for in the company's Internal Rules of Operation and pursuant to the Suitability Policy adopted by the company, and on the other hand examines any impediments and incompatibilities, as well as the criteria of independence of candidates for membership on the Board of Directors (especially in the case of appointment of independent members), pursuant to L.4706/2020 and L.4548/2018, as in force, for candidates proposed by the Committee itself or by the shareholders.

The Board of Directors shall post on the company's website twenty (20) days prior to the convocation date of the General Meeting called for their election, the nominations for membership on the Board of Directors, along

5. For the selection of the nominations for membership on the Board of Directors, upon decision of the Board of Directors, the company has established a **Nomination Remuneration and Recruitment Committee [1]** consisting of at least three (3) Board members, independent in their majority. The **Nomination Remuneration and Recruitment Committee [1]** on the one hand identifies and proposes to the Board of Directors, and through it to the General Meeting, persons suitable for membership to the Board of Directors, based on the procedure provided for in the company's Internal Rules of Operation and pursuant to the Suitability Policy adopted by the company, and on the other hand examines any impediments and incompatibilities, as well as the criteria of independence of candidates for membership on the Board of Directors (especially in the case of appointment of independent members), pursuant to L.4706/2020 and L.4548/2018, as in force, for candidates proposed by the Committee itself or by the shareholders.

The Board of Directors shall post on the company's website twenty (20) days prior to the convocation date of the General Meeting called for their election, the nominations for membership on the Board of Directors, along with the detailed curriculum vitae of the

<p><i>with the detailed curriculum vitae of the candidates and the justification of its proposal for each candidate.</i></p>	<p>candidates and the justification of its proposal for each candidate.</p> <p>[1] The title of the Committee, as currently in force, is amended following the relevant decisions of the Board of Directors.</p>
<p style="text-align: center;">Article 17</p> <p style="text-align: center;">Remuneration and Compensation of Members –</p> <p style="text-align: center;">Remuneration and Recruitment Committee</p> <p>1. <i>The company shall establish a remuneration policy and shall draw up a remuneration report, pursuant to articles 110 to 112 of L. 4548/2018, article 11 of L.4706/2020, as well as to articles 4. par. 1 and 2 and 5 of L. 4643/2019 as in force, for the members of the Board of Directors, the Deputy Chief Executive Officers, the Chief Officers, the Directors and the Assistant Directors/Head of Units of the company, following relevant recommendation of the Remuneration and Recruitment Committee to the Board of Directors of the company to be approved by the General Meeting.</i></p> <p>2. <i>The Remuneration and Recruitment Committee of the company shall have the competences and functioning specified in article 5 of L. 4643/2019, and in article 11 of L.4706/2020 and shall consist of three (3) non-executive Board Members of the company, independent within the meaning of L.4706/2020, as in force. The term of office of the members shall be three (3) years and may renew only once; it may be automatically extended pursuant to article 85. par. 1 item (c) of L. 4548/2018 until relevant decision taking by the first Ordinary General Meeting to be held after its expiration and shall be terminated when losing the capacity as Board Member in any way whatsoever.</i></p>	<p style="text-align: center;">Article 17</p> <p style="text-align: center;">Remuneration and Compensation of Members –</p> <p style="text-align: center;">Remuneration and Recruitment Committee</p> <p style="text-align: center;">[1]</p> <p>1. [Remains in force]</p> <p>2. The Nomination Remuneration and Recruitment Committee [1] of the company shall have the competences and functioning specified in article 5 of L. 4643/2019, and in articles 10, 11 and 12 [2] of L.4706/2020 and shall consist of three (3) non-executive Board Members of the company, independent within the meaning of L.4706/2020, as in force. The term of office of the members shall be three (3) years and may renew only once; it may be automatically extended pursuant to article 85. par. 1 item (c) of L. 4548/2018 until relevant decision taking by the first Ordinary General Meeting to be held after its expiration and shall be terminated when losing the capacity as Board Member in any way whatsoever.</p> <p>[1] The title of the Committee, as currently in force, is amended following the relevant decisions of the Board of Directors.</p> <p>[2] The relevant provisions of Law no. 4706/2020 concerning the single Committee are added.</p>

AMENDEMENT TO ARTICLES OF THE SUITABILITY POLICY

Article in effect	Proposed Article
<p align="center">Article 19 par. 2</p> <p align="center">Election, appointment and re-election of BoD Members</p> <p>Without prejudice to BoD members representing Company employees who are elected by such employees and [1] the (general) right of the Company's GM of Shareholders concerning the appointment of BoD members, the Competent Units contribute actively to the choice of candidates for vacancies when BoD members are appointed, in accordance with the stipulations below in this article.</p> <p>[1] The passage in bold is deleted given the proposed amendment to par. 2 of Article 9 of the Articles of Incorporation.</p>	<p align="center">Article 19 par. 2</p> <p align="center">Election, appointment and re-election of BoD Members</p> <p>Without prejudice to the (general) right of the Company's GM of Shareholders concerning the election [1] of BoD members, the Competent Units contribute actively to the selection of candidates for vacancies when BoD members are appointed, in accordance with the stipulations below in this article.</p> <p>[1] The word "appointment" is replaced in order to reflect more properly the way in which the members are elected, according to Law No. 4548/2018 on public limited companies.</p>
<p align="center">Article 20 par. 1</p> <p align="center">Revocation and resignation of BoD members</p> <p>All BoD members can be re-appointed at any time and freely revoked by the Company's GM. In particular, the revocation of BoD members representing Company employees requires a reasoned decision by the BoD on grounds pertaining to the fulfillment of their obligations as members [1]. BoD members who have served as BoD members of the Company or an affiliated Company for longer than nine (9) financial years in the aggregate cannot be considered as independent.</p> <p>[1] The passage in bold is deleted given the proposed amendment to par. 2 of Article 9 of the Articles of Incorporation.</p>	<p align="center">Article 20 par. 1</p> <p align="center">Revocation and resignation of BoD members</p> <p>All BoD members can be re-appointed at any time and freely revoked by the Company's GM. BoD members who have served as BoD members of the Company or an affiliated Company for longer than nine (9) financial years in the aggregate cannot be considered as independent.</p>