



NOMINATIONS AND REMUNERATION COMMITTEE

Regulation of Operation

July 2021

1. PURPOSE.

The Nominations and Remuneration Committee (hereinafter the "Committee") of the Board of Directors of the company with the name "**EPSILON NET Information Technology, Education and High Technology Products Societe Anonyme**" and the distinctive title "**EPSILON NET S.A.**" (hereinafter referred to as the "Company") examines and processes items of: (a) remuneration of the members of the Board of Directors and its executives and (b) suitability of the current and prospective members of the Board of Directors.

The Committee acts in an advisory capacity to the Board of Directors of the Company in accordance with the powers granted to it by the latter and within the framework of the existing institutional framework and in particular:

- Laws 4548/2018 and 4706/2020,
- the relevant regulatory decisions of the Securities and Exchange Commission; and
- the recommendations of the Hellenic Corporate Governance Code.

2. COMPOSITION AND TERM OF OFFICE.

The Nominations and Remuneration Committee consists of three (3) non-executive members of the Board of Directors, of which at least two (2) are independent (non-executive members) who meet the independence requirements of article 4 of Law 3016/2002, as well as article 9 of Law 4706/2020. The members of the Nominations and Remuneration Committee are appointed by the Board of Directors. An independent non-executive member is appointed as the Chairman of the Committee.

The term of office of the members of the Nominations and Remuneration Committee shall be the same as the term of office of the members of the Board of Directors of the Company, unless otherwise decided by the Board of Directors.

3. COMMITTEE MEETINGS.

The Committee meets with the physical presence of its members at the Company's offices or by teleconference at regular intervals, at least three (3) times a year and on an extraordinary basis, whenever required.

The Chairman shall set the agenda for each meeting of the Committee. Agenda items and supporting material shall be sent to the members of the Committee at least (2) working days before the scheduled meeting date.

The Committee shall approve the minutes of each meeting and then the Chairman and members shall sign them. The approval of decisions may be effected by circulation of the relevant documents and approval of the minutes of the meeting recording such decisions.

Only the members of the Committee participate in the meetings of the Committee, but at its discretion, the Committee may invite other executives of the Company involved in Corporate

Governance or in personnel and remuneration matters, who may participate in individual meetings or in individual agenda items.

The Committee shall use any internal and external resources it deems necessary to fulfil its purpose. The Committee may also engage external consultants to provide advisory or support services in order to carry out its tasks more effectively. The scope of the work and the remuneration of the external consultants is determined and approved by a decision of the Board of Directors of the Company, following a proposal of the Committee.

4. DECISION-MAKING PROCEDURE.

A quorum for meetings of the Committee shall be constituted by the presence of all its members and the affirmative vote of a majority of those present shall be required for any decision to be taken by the Committee. Where decisions are not taken unanimously, the opinions of the minority must be recorded in the minutes of the meeting. Non-unanimous decisions must be reported as such to the Board of Directors.

In the event of resignation, death or any other loss of membership of the Committee, the Board of Directors of the Company shall appoint, by its decision, the substitute/new member who will complete the Committee, taking into account the respective selection criteria for the suitability of the new member.

5. RESPONSIBILITIES.

The responsibilities of the Nominations and Remuneration Committee, in accordance with the provisions of article 10 of Law 4706/2020 have been delegated by the Board of Directors of the Company to a joint committee.

The main responsibilities of the Nominations and Remuneration Committee of the Company with regard to remuneration are as follows:

- the review of the Company's general remuneration policy, based on the guidelines received from the Board of Directors, which also takes the final decisions.
- submitting proposals to the Board of Directors regarding the content of the Remuneration Policy, in accordance with the provisions of article 110 of Law 4548/2018, which is submitted for approval to the General Meeting of Shareholders. In this context, the Committee periodically assesses the need to update the Company's Remuneration Policy taking into account market conditions, best practices, corporate strategy and the applicable employment framework.
- submitting proposals to the Board of Directors regarding the level of the total remuneration and compensation of the persons falling within the scope of the Remuneration Policy pursuant to article 110 of Law 4548/2018, as well as of the Company's executives, in particular the Head of the Internal Audit Unit, so that they are remunerated in a manner consistent with the Company's remuneration policy, the size of the Company, the complexity of the Company's business sector, the corporate strategy, the competition and the applicable institutional employment framework.

- the review of the total compensation of the non-executive members of the Board of Directors of the Company, in order for their remuneration to reflect the time they have been employed and the scope of their responsibilities. Additional remuneration for members of the Board of Directors of the Company who participate in committees, for reasons of transparency and information, is shown separately in the Remuneration Report of article 112 of Law 4548/2018. Similarly, the following are shown in the Remuneration Report of article 112 of Law 4548/2018 separately and the regular and extraordinary remuneration linked to the performance for the executive members of the Board of Directors.
- examining the information included in the Annual Remuneration Report in accordance with article 112 of Law 4548/2018, providing its opinion to the Board of Directors of the Company before submitting the Report to the Annual General Meeting of Shareholders for discussion.

The Nominations and Remuneration Committee of the Company has primary responsibility for the nomination of candidates for election to the Board of Directors by the General Meeting:

- to identify and recommend to the Board of Directors of the Company candidates suitable to become Directors, as well as to recommend candidates to fill vacancies on the Board of Directors or its Committees or the Audit Committee, as the case may be. In selecting candidates, the Committee takes into account the factors and criteria of individual and collective suitability established by the Company, in accordance with the approved Suitability Policy adopted by the Company.
- to periodically review the size and composition of the Company's Board of Directors and its Committees and to make recommendations to the Board of Directors.
- to review the Company's Suitability Policy.
- to periodically review the fulfilment of the independence requirements in accordance with Article 9 of Law 4706/2020 of the independent non-executive members of the Board of Directors, as well as in the event of the election of a new member to replace a resigned or deceased independent member, as well as on an extraordinary basis, whenever required, and submit proposals to the Board of Directors as to the appropriate actions to be taken.

6. INFORMATION

The members of the Board of Directors, the executives, as well as the Company's staff cooperate with the Committee and provide it with any information requested.

The Chairman of the Committee shall report at least annually to the Board of Directors of the Company on the work of the Committee on all matters falling within its competence and the manner in which it has performed its duties and shall report thereon in accordance with the Code.

The Management of the Company has the obligation to ensure that the Committee is kept informed in a timely and adequate manner regarding decisions of the Company that are within its competence, as well as to ensure that the required information is provided to the Committee.

7. IMPLEMENTATION AND AMENDMENT OF THE REGULATION OF OPERATION

The members of the Commission shall be responsible for the observance of the Regulation. The Regulation is prepared by the Committee, enters into force immediately after its approval by the Board of Directors of the Company and is posted on the Company's website.

The Regulation is revised whenever this is deemed necessary and in any case when the Regulatory and Institutional Framework requires it.

THE CHAIRMAN OF THE COMMITTEE

SPYRIDON AVDIMIOTIS

THE MEMBERS OF THE COMMITTEE

ELEFThERIOS KARAMPINAS AIKATERINI DASKALOPOULOU