



ATHENS
INTERNATIONAL AIRPORT
ELEFThERIOS VENIZELOS

Remuneration & Nomination Committee Charter

Athens International Airport S.A.

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This Charter has been approved by the Board of Directors of the Company by virtue of resolution dated 30.11.2023.

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1. Introduction

The Remuneration and Nomination Committee (hereinafter referred to as the "Committee") of the company "Athens International Airport S.A." constitutes a single Committee of the Board of Directors of the Company, in accordance with article 10 § 2 of Law 4706/2020, with competence in matters of remuneration and nominations of the Members of the Board of Directors. Within this framework, the Committee is responsible for searching, attracting and retaining the right people to staff the Board of Directors, providing them with the necessary incentives and benefits in order to achieve the performance required by the shareholders in line with the Company's strategic objectives. At the same time, the Committee's task is to co-design and monitor the remuneration framework of the persons falling within the scope of the Company's Remuneration Policy, in accordance with article 110 of Law 4548/2018 and the provisions of the Company's Articles of Association.

This Charter of the Committee has been prepared in accordance with the provisions of articles 10, 11 and 12 of Law 4706/2020, Law 4548/2018 and the Circular of the Hellenic Capital Market Commission no 60: "Guidelines on the Suitability Policy of article 3 of Law 4706/2020", as well as the relevant clarifications and guiding principles of the Hellenic Capital Market Commission.

The provisions of this document are supplemented by the provisions of the Hellenic Corporate Governance Code of the Hellenic Corporate Governance Council as of June 2021, which the Company adopts.

2. Purpose

This Charter aims to define the framework within which the Committee functions, including its role, the procedure for fulfilling it, the composition of the Committee and the procedure for convening and holding its meetings. Within this framework, the following are set out:

- the nature, composition and term of office of the Members of the Remuneration and Nomination Committee,
- the duties and responsibilities of the Committee and the procedure for fulfilling its role; and
- the functioning of the Remuneration and Nomination Committee.

3. Definitions - Abbreviations

| Term/ Abbreviation | Definition of Term/ Abbreviation |
|--------------------------|--|
| AoA | Company's Articles of Association |
| Board of Directors / BoD | The Board of Directors of the Company |
| Charter | Remuneration and Nomination Committee Charter |
| Code | Hellenic Corporate Governance Code |
| Company | The Company under the name "ATHENS INTERNATIONAL AIRPORT S.A." and the brand name "ATHENS INTERNATIONAL AIRPORT ELEFTHERIOS VENIZELOS" |
| General Meeting / GM | General Meeting of the Shareholders of the Company |
| HCGC | Hellenic Corporate Governance Council |



4. References

- Circular of the Hellenic Capital Market Commission
- Law 4706/2020
- Law 4548/2018
- Law 4449/2017

5. Composition

According to the Company's Articles of Association, the Committee is composed of three Non-Executive Members of the BoD. At least two of the Members of the Committee are Independent Non-Executive Directors, within the meaning of article 9 of Law 4706/2020. One of the Independent Non-Executive Directors is appointed as the Chairperson of the Committee.

The work of the Committee is supported by the Secretary, who may be the Secretary to the BoD of the Company or another competent person appointed by the Chairperson of the Board of Directors. In the event that, the support provided to the Committee is deemed insufficient, the Chairperson of the Committee may request the Chairperson of the BoD to replace the Secretary.

The participation of a person as a Member of the Committee does not preclude the person from participating in other Committees of the BoD that are not involved in the day-to-day administration and management of corporate affairs.

In the event of resignation, death or the, in any way, loss of the capacity of Member of the Committee, the BoD appoint a new Member from among its existing Members to replace the Member who has resigned, deceased or been dismissed for the period until the expiry of his/her term of office, subject, if applicable, to the provisions of §§ 1 and 2 of article 82 of Law 4548/2018, which apply mutatis mutandis.

The Members of the Committee receive remuneration in accordance with the Remuneration Policy approved by the General Meeting, as in force.

6. Term of Office

The term of office of the Members of the Committee is the same as that of the Members of the Board of Directors, with option to be renewed. In any case, their term of office may not exceed nine (9) years in total.

7. Quorum

The Committee is in quorum when at least two of the three Members are present.

Resolutions are passed by a majority of vote. In the event of a non-unanimous decision, the opinion of the dissenting vote is recorded in the minutes.



8. Basic principles of operation

✓ Agenda

The Secretary, as instructed by the Chairperson of the Committee, circulates invitations to the Members of the Committee at least two (2) business days prior to an upcoming meeting. Without prejudice to the preceding provision, it is desirable that the meeting agendas are provided to the Committee Members at least (5) business days prior to the meeting. The invitation is sent by electronic mail and it includes the items of the agenda and the relevant documents and/or the relevant recommendations of the competent persons. Any items on the agenda circulated to the Members of the Committee in a time period of less than three (3) days prior to the scheduled meeting may be discussed only following a unanimous relevant decision of the Members of the Committee, which is recorded in the minutes.

✓ Annual schedule of meetings

At the beginning of each calendar year, the Committee approves a schedule of meetings/annual calendar and an annual action plan, which is revised in accordance with the developments and the needs of the Committee to ensure the proper, complete and prompt fulfilment of its tasks and responsibilities and to ensure that all matters on which it is empowered to take decisions are considered.

✓ Information obligations

The Committee has unrestricted access to the information required for the performance of its tasks, including in particular:

- i. direct access to all Senior Executives and personnel of the Company in order to obtain the information required, while providing reasons for the nature, scope and timing of such information. The information is provided to the Committee at least one (1) week prior to each meeting of the Committee.
- ii. direct access and communication with the external partners / advisors / evaluators.

✓ Conflict of Interest

The Members of the Committee must adhere to the Company's Code of Business Conduct and comply with the Company's Policy for the Prevention and Management of Conflict of Interest and the values and ethics established by the Company. The Members of the Committee are responsible for disclosing any conflict of interest or occurrence of conflict of interest to the Committee. By decision of the Committee's Chairperson, such Member may be excused from discussion. In the event that the conflict of interest is disclosed by the Committee's Chairperson, then the matter will be referred to the BoD for discussion and relevant decision. Unless specifically specified in this Charter, articles 89-93 of Law 4548/2018, the provisions of the Company's AoA and the Charter of the Board of Directors apply mutatis mutandis to the meetings and decision-making of the Committee.



9. Operation of the Committee

✓ **Responsibilities of the Chairperson of the Committee**

The Chairperson of the Committee:

- coordinates the meetings, decides on the items of the agenda, the frequency and duration of meetings and in general, ensures the effectiveness of the Committee in fulfilling its duties,
- informs the BoD in brief on the work of the Committee after each meeting.

✓ **Meetings**

The Committee meets regularly, at least twice (2) a year, or on an ad hoc basis as circumstances require.

The meetings are held at the Company's seat or at another location, applying mutatis mutandis the provisions of article 90 of Law 4548/2018, as applicable to the Board of Directors, either with the physical presence of the Members or remotely by videoconference, upon the decision of the Chairperson of the Committee.

The Committee may invite to its meetings any person, who in its view, is able to assist it in carrying out its work, provided that the independence and impartiality of its decisions are not in doubt.

The Committee may adopt a written decision instead of holding a meeting, provided that the decision is signed by all its Members.

The Committee may delegate specific tasks and responsibilities to one or more of its individual Members, which fall within the scope of its powers and duties, to the extent permitted by the applicable legislation in general and in the absence of a conflict of interest.

✓ **Minutes of meetings**

The minutes of the meetings are kept by the Secretary of the Committee and are signed by the Members of the Committee present. The Company Secretary is also be the Secretary of the Committee.

The minutes are made available to all Members of the Committee and the Board of Directors.

✓ **Budget**

The Remuneration and Nomination Committee has its own resources as set out by the Board of Directors of the Company. These resources are intended to support the Committee with the necessary tools (methodologies, use of specialised external advisors, etc.) to carry out its work effectively.

The Committee may use any resources it deems appropriate to fulfil its objectives, including the services of external advisors. Within this framework, the Committee is authorized by the Board of Directors to engage independent advisors, to assist it in specialized legal or other matters if necessary, search for Members of the Board of Directors, decide on the remuneration of the Members of the Board of Directors or other matters, at its sole discretion, and approve the fees and terms of engagement. The fees and expenses of external advisors are covered by the Committee's budget and in the event of an overrun must be approved by the Board of Directors of the Company. The Committee's budget is approved by the Board of Directors on annual basis.



10. Duties and responsibilities of the Committee

The responsibilities of the Committee are determined taking into consideration, in addition to the applicable legal framework, the specific circumstances and needs of the Company, such as its size, ownership structure, organisation, nature of operations, sector of activity, complexity of its activities and corporate strategy.

The Committee is responsible for determining and monitoring the implementation of the Company's key policies regarding the recruitment, retention, evaluation and remuneration of the Members of the BoD. Moreover, the Committee is competent to decide about the remuneration of the Managing Director (CEO) and the Manager of the Internal Audit Department. In addition, the Committee is responsible for the evaluation process of the criteria of the Suitability Policy applied by the Company.

In view of the above, the duties and responsibilities of the Committee are as follows:

A. In relation to remuneration matters, the Committee:

- make proposals to the Board of Directors regarding the Remuneration Policy submitted for approval to the General Meeting of Shareholders, in accordance with § 2 of article 110 of Law 4548/2018,
- monitor and evaluate the implementation of the Remuneration Policy and submit proposals for improvements, if required;
- make proposals to the Board of Directors regarding the remuneration of the persons falling within the scope of the Remuneration Policy, pursuant to article 110 of Law 4548/2018, and regarding the remuneration of the Company's Senior Executives (i.e., the key executive officers as defined under IAS 24), including the Head of the Internal Audit Department. In determining the remuneration of the Senior Executives and the Head of the Internal Audit Department, the Committee shall also take into consideration the relevant opinion of the Personnel Committee;
- review the information included in the final draft of the annual remuneration report, providing its opinion to the Board of Directors before submitting the report to the General Meeting, in accordance with article 112 of Law 4548/2018;
- examine, in cooperation with the Personnel Committee and with the support of the Human Resources Department, the remuneration levels within the sector in which the Company operates under, in order to ensure the competitiveness of the Company with regard to the incentives offered to the Members of the Board of Directors;
- make recommendations to the Board of Directors on the compensation/remuneration of the Company Secretary related solely to her/his duties as Company Secretary;
- review potential risk exposure, as well as potential conflicts of interest, with respect to the remuneration of the Executive Member of the Board of Directors and other executives holding key positions in the Company that fall within the scope of the Remuneration Policy.



B. In relation to nomination matters, the Committee:

- contributes to formulating and monitoring the implementation of the Suitability Policy for Members of the Board of Directors, in cooperation with the Internal Audit Department and the organizational units having a related scope (such as the Human Resources Department and/or the Regulatory Compliance, Data Protection & Ethics Department and/or the Department of Legal Affairs and Corporate Governance),
- assesses the suitability criteria in accordance with the Company's approved Suitability Policy,
- submits, in cooperation with the Regulatory Compliance, Data Protection & Ethics Department, recommendations to the BoD for the revision of the Suitability Policy for Members of the BoD, if so required,
- identifies and recommends to the BoD any persons suitable for becoming Members of the Board of Directors, taking into account the factors and criteria of the approved Suitability Policy for Members of the BoD,
- is responsible for the process of nominating candidates for Members of the BoD within the framework of the approved Suitability Policy for Members of the BoD, identifying the selection criteria and assessing the competences, skills, knowledge and experience of the candidate Members,
- maintains a specific file of supporting documents, where all documents submitted by candidates during the procedure for the appointment of new Members of the BoD,
- assess appropriately the succession of existing Members of the BoD, establishing appropriate succession criteria in cooperation with the Human Resources Department, the Department of Legal Affairs and Corporate Governance and the Regulatory Compliance, Data Protection & Ethics Department, if so required (succession planning),
- assesses the existing balance of qualifications, knowledge, opinions, skills, experience relevant to the corporate objectives as well as gender equivalence on the BoD and, based on this assessment, outlines the role and competencies required to fill vacancies,
- evaluates the performance of the BoD on an annual basis and submit proposals for improvement, if deemed necessary, and may delegate the above task to qualified external advisors,
- monitors the fulfilment of the independence criteria with regard to the Independent Non-Executive Members of the Board of Directors and propose changes, if deemed necessary,
- assesses the fulfilment of the criteria under article 44 of Law 4449/2017 for any candidate Member of the Audit Committee and submit a justified proposal to the BoD.

The Committee implements a process of periodic evaluation of the effectiveness of its functioning, which is carried out on an annual basis. This process may be outsourced to qualified external advisors, subject to a decision by the Board of Directors, at least every three (3) years.



11. Submission of reports

Where required, the Committee provides full information to the General Meeting of Shareholders of the Company on its works.

Where required, the Committee submits reports and/or an annual report on its activities to the BoD within the scope of its responsibilities.

12. Related Documents

- Suitability Policy Members of the Board of Directors BOD-010102-PL
- Remuneration Policy BOD-010602-PL
- Policy for the Prevention and Management of Conflict of Interest LGL-010202-PL
- Code of Business Conduct POLICY-CEO002

13. Approval and Review

The Charter is reassessed on an annual basis by the Remuneration and Nomination Committee and shall be amended by virtue of decision of the Committee and the Board of Directors of the Company.

This Charter has been approved by the Board of Directors of the Company by virtue of resolution dated 30.11.2023 and has become effective on 07.02.2024.

This Charter is uploaded onto the official website of the Company <https://www.aia.gr/investors/corporategovernance> publicly accessible to all interested parties.