



REMUNERATION POLICY

of the company "**PAPAPANAGIOTOU Industrial Trading and Representation
Company Anonyme**" (registered office: "**DROMEAS SA**")

No. G.E.M.I.: 114048152000

(Proposed by the Board of Directors for approval at the General Meeting of 23-06-2026)

1. INTRODUCTION – PURPOSE

The present remuneration policy of the Company with the name "PAPAPANAGIOTOU Industrial Trading and Representation Company SA" and the distinctive title "DROMEAS SA" (hereinafter the "Company") has been formulated based on the applicable legislation and in particular the provisions of Law 4548/2018 on Sociétés Anonymes and Law 4706/2020 on Corporate Governance, with the aim of the Company's compliance with the applicable legislation concerning the provision of remuneration, the establishment of basic guidelines for the management and payment of remuneration to the members of the Board of Directors (BoD) of the Company and, if any, for the general manager or his deputy, ensuring reliability and transparency regarding the principles and procedures related to such remuneration, as well as contributing to its business strategy. Company, in its long-term interests and in its overall sustainability and development.

2. SCOPE OF APPLICATION

This Remuneration Policy applies to all members of the Board of Directors of the Company, executive and non-executive, independent or not. The Policy covers all remuneration, fees, compensation and benefits paid due to the capacity and participation of the members in the Board of Directors, as well as any additional remuneration or benefit arising from a special contractual relationship with the Company, in accordance with article 111 par. 1 letter g' of Law 4548/2018.

The Policy also applies to any person who receives remuneration for performing duties as a member of the Board of Directors, regardless of any parallel contractual relationship.

3. GENERAL PRINCIPLES

The Company fully complies with the following principles, in a manner proportionate to its size, nature, complexity and internal organization:

- a) The Remuneration Policy promotes sound and effective risk management and does not encourage the taking of risks that are inconsistent with the profile, strategy and sustainability of the Company.
- b) The Policy is consistent with the Company's strategy, objectives, values and interests and includes measures to avoid conflicts of interest.
- c) The Remuneration and Nominations Committee recommends the general principles of the Policy to the Board of Directors, monitors its implementation and reviews it when necessary.

d) When remuneration is linked to performance, it is based on a combination of financial and non-financial criteria, including ESG indicators, corporate responsibility and compliance.

e) The Company may pay additional fees to members of the Board of Directors who are assigned special responsibilities beyond their normal duties. These fees are approved by the Remuneration and Nomination Committee, notified to the Board of Directors and submitted for approval to the General Meeting.

f) The remuneration of the members of the Board of Directors is proportionate to their duties, responsibilities, length of employment and experience and is not disproportionate in relation to the average salaries of the Company's employees.

g) The Company may apply clawback and malus mechanisms for variable remuneration of executive members, in accordance with best corporate governance practices. The specific terms and conditions of their application are determined by decision of the Board of Directors and are incorporated into the Policy during its next revision.

4. REMUNERATION STRUCTURE

The total remuneration of the members of the Board of Directors consists of fixed and, where permitted, variable remuneration, as well as operating benefits.

(a) Fixed remuneration

They are granted on a regular basis or based on participation in meetings of the Board of Directors or its Committees and constitute the basic income of the members.

(b) Variable remuneration

They are granted exclusively to executive members of the Board, based on predetermined performance criteria, which are approved by the General Meeting. No variable remuneration is granted to non-executive or independent members.

(c) Operating benefits (non-salary)

Operating benefits granted to members of the Board of Directors exclusively to facilitate the performance of their duties **are not considered remuneration** . Indicatively, they include:

- company car for official use,
- company mobile phone and other means of communication,
- electronic equipment,
- coverage of travel, transportation and accommodation expenses for participation in meetings or corporate events.

The functional benefits:

- not counted towards the maximum salary limit,
- do not constitute variable remuneration,

- are not considered "significant remuneration" for independent members,
- do not create a relationship of dependence within the meaning of article 9 of Law 4706/2020.

5. A) MORE SPECIAL RULES

- Not all types of remuneration are necessarily granted to all members, nor at the same level.
- When determining remuneration, the financial position of the Company, its obligations and the salary conditions of the employees are taken into account.
- No remuneration consisting of a participation in the Company's net profits is granted.
- No remuneration in the form of stock options or free distribution of shares is granted to members of the Board of Directors.
- The total remuneration of the members of the Board of Directors may not exceed €110,000 per year, unless otherwise approved by the General Meeting. The limit is periodically reviewed by the Remuneration Committee.
- The Company may determine additional remuneration criteria following amendment of the Policy.

B) Fees from Parallel Contracts with the Company

Remuneration paid to a member of the Board of Directors based on a parallel contractual relationship with the Company — such as, but not limited to, contracts for dependent employment, independent services, work, provision of consulting services, intellectual property rights, etc. — are **not considered remuneration within the meaning of this Remuneration Policy**, as long as they are not related to the person's capacity as a member of the Board of Directors.

These fees:

- not counted towards the maximum salary limit for Board members,
- do not constitute variable remuneration,
- are not considered "significant remuneration" for independence purposes according to article 9 of Law 4706/2020,
- are subject to the provisions of article 99 of Law 4548/2018 on transactions with related parties,
- are approved by the competent corporate bodies in accordance with the law,
- they do not create a conflict of interest or a relationship of dependence, as long as they are drawn up on terms consistent with the market.

These fees, although not constituting remuneration within the meaning of this Policy, are presented in the Annual Remuneration Report in accordance with article 112 of Law 4548/2018, for reasons of transparency and completeness.

6. SIGNIFICANT REMUNERATION OF INDEPENDENT MEMBERS

Independent non-executive members do not receive any remuneration or benefits linked to performance or short-term goals. “Significant remuneration” is considered any remuneration that may affect their independence or exceeds the amount of €55,000 per person per year.

7. BOARD MEMBERS' CONTRACTS

In accordance with paragraph g) of paragraph 1 of article 111 of law 4548/2018, the following information is disclosed herein regarding the Company's contracts with members of the Board of Directors, which exist at the time of this amendment:

a) Agreement with the President Mr. Athanasios Papapanagiotou, Civil Engineer, drawn up on 25/12/2025, through which the above-mentioned granted the exclusive right to exploit his patents and registered designs and models to the Company (drawn up in accordance with the provisions of articles 99 et seq . of Law 4548/2018, with Registration Code Number 5815397/29-12-2025 in the General Government of Greece of the relevant Announcement of the Board of Directors), which has retroactive effect from 1-1-2025, is of a fixed term and lasts until 31-12-2031

b) Contract with the Managing Director and Executive Vice President Mr. Konstantinos Papapanagiotou, Electrical Engineer, which was drawn up on 2-1-2018 and concerns the provision of independent services for the supervision and control of quality production, as well as the good maintenance of the electromechanical installations of the Company's industrial unit (the contract was approved at the Ordinary General Meeting of Shareholders on 5/6/2018) and is of indefinite duration, terminated by unilateral termination by any of the parties, without notice and without penalty for the parties.

c) Employment contract with the subject of Office Employee with the executive member Ms. Ioanna Hatzimanti , who was hired in January 2020 (while she was not a member of the Board of Directors). The above contract is of indefinite duration and is terminated in accordance with the provisions of the applicable labor legislation. The amount that the Company would pay today in the event of termination of the employment contract amounts

to €2,790.67 in the event of compliance with the deadline (warning) and €5,581.33 in the event of failure to comply with the deadline

8. VALIDITY – DURATION – CHANGE OF THE POLICY

This policy constitutes an amendment to the policy drafted and adopted by the Board of Directors of the Company, approved and entered into force by the special resolution of the Ordinary General Meeting of the Company's shareholders dated June 16, 2020 and amended/codified, in compliance with the provisions of Law 4607/2020, by the resolution of the Ordinary General Meeting of the Company's shareholders dated July 12, 2021. This Policy was approved by the General Meeting of 23-6-2026, is valid for four (4) years and is amended in the event of a material change in circumstances. Each amendment is accompanied by a report from the Board of Directors explaining the changes and taking into account the votes and opinions of the shareholders.

The Policy is published on the Company's website for as long as it is in force. An annual Remuneration Report is prepared, which is submitted to the General Assembly for an advisory vote.