Directors’ Remuneration Policy

The current version is the 4th Revision of the Directors’ Remuneration Policy of MOTOR OIL (HELLAS) CORINTH REFINERIES S.A. which was approved by the Annual Ordinary General Assembly of the Company shareholders of June 2023. The Assembly was convened with a quorum of 75.70%, while the percentage of votes in favor amounted to 72.85% of the present shareholders.

Preamble

The Directors' Remuneration Policy ("The Policy") has been prepared by the Board of Directors of the Company pursuant to article 110 of the Law 4548/2018. The Board of the Company maintains that the content of the Policy includes all the information required by article 111 of the Law 4548/2018.

The Company has established a decision making process for the approval and finalization of the Policy content and has set the conditions for the review, revision and implementation of Policy modifications with the following participants being involved: the Payroll Section Heads of the Headquarters and of the Refinery, the General Manager of Human Resources or his deputy, the Refinery HR Manager, the Remuneration Committee and ultimately the Board of Directors.

In the context of the afore mentioned process the Remuneration Committee is briefed on a semi-annual basis with regards to the development of the Company's employee aggregate payroll, the Company's personnel grading classification, the Company's average employee salary and its median. Moreover, the General Division of Human Resources of the Company provides an update to the Remuneration Committee with regards to comparable remuneration data in relation to the competition.

The Remuneration Committee takes into account the Company's employee wage conditions as well as their working conditions when submitting proposals forming the aggregate remuneration level of the Company's Board members and executive management in a way that such remuneration aligns the Directors' and executive management interests to those of the shareholders.

If the Remuneration Committee concludes that the Policy needs to be revised or modified the Committee submits the amended Policy to the Board which in its turn approves the Policy and includes it as an agenda item of the next General Assembly of Company shareholders for the final approval.

The Company has laid down the principles and conditions for the avoidance and management of potential conflicts of interests with regards to the Policy as follows:

- The Remuneration Committee and the other participating organizational Company units are actively involved in the process of the preparation and the implementation of the Policy
- The executive Board members and the executive management do not interfere in the discussions concerning the determination of their individual remuneration
- The executive Board members do not cast a vote in the Board meeting held for the finalization of the level of their recommended monetary variable remuneration for approval by the General Assembly of Company shareholders

- The Policy does not provide for a variable remuneration or other performance related type of reward to the non-executive independent members of the Board in order to exclude issues of conflicts of interests during the decision making process and to secure that the non-executive independent members of the Board will exercise constructive and sound business judgement on management's decisions involving risk

The maximum period of the validity of the Policy cannot exceed four (4) years following its approval by the General Assembly. The Company is obliged to submit the Policy for re-approval by the General Assembly each time a material change occurs in the circumstances the preparation of the Policy was based on and in any case four (4) years following its approval by the General Assembly. Following its approval by the General Assembly, the Policy is uploaded on the corporate website along with the voting results of the General Assembly and remains available to the public for as long as it is valid.

The present Policy extends to the members of the Company's Board and the Company's executive management: General Managers, Senior Refinery Managers, General Counsel.

1. The role of the Remuneration Committee in the determination of the DRP

The Company has the duty to ensure that the executive management and the Board members under employment relationship are compensated in a manner consistent with the Company's salary policy, the competition, the regulatory framework in place for labor issues and the interests of the shareholders.

The absolute level of executive management remuneration is determined as a function of a number of parameters such as the level of responsibility, seniority, performance and Company perks. As a general policy the Company strives for the creation of a working environment that encourages long-term staying and provides incentives for business decision making oriented toward the maximization of shareholder value on a timely basis.

The salary increase of those of the executive management team members who are also Board members under employment relationship is determined on the basis of the principles of the general salary policy of the Company a summary of which is available in section 2.1.2. of the present Policy.

The Company does not offer to its employees and the executive management additional bonuses through the payroll on a regular basis. The additional bonuses are approved by the Board of Directors following a relevant recommendation submitted by the Remuneration Committee.

The Remuneration Committee has the duty to secure the transparency with regards to the compensation granted to the Chairman of the Board, the Vice Chairman of the Board, the Managing Director, the members of the Board under employment relationship, the members of the Board under no employment relationship, and the executive management of the Company.

The non-executive independent members of the Board are only entitled to the annual fixed fee as approved by the General Assembly of Company shareholders.

The Remuneration Committee constantly monitors the development of the aggregate amount of personnel salaries and other related benefits in conjunction with the progress of Company operations and makes recommendations to the Board whenever a corrective action is deemed necessary in order to protect the long-term interests of the stakeholders and the viability of the Company.

Moreover, the Remuneration Committee is tasked the duty to constantly monitor the market practices and come up with proposals in order to secure that the overall compensation level of the Chairman of the Board, of the Vice Chairman of the Board, of the Managing Director, of the members of the Board under employment relationship, of the members of the Board with no employment relationship, as well as of the executive management of the Company remains competitive with respect to the average market level for similar offices and positions.

2. The Remuneration components of the Directors of the Company

The total remuneration of the Directors of the Company can be the sum of all or part of the following fixed and / or variable components:

Fixed

- Fixed annual fee received by all Directors (executive and non-executive) due to their capacity as Board members approved by the General Assembly of Company shareholders
- Gross salary (i.e. the aggregate amount received on a regular basis prior to any deductions such as employee pension contribution and personal income tax) received by those Directors under an employment relationship or services contract.
- Fringe Benefits (i.e. company car, private pension scheme, health and life insurance program) provided to all members of the Board apart from the non-executive independent members of the Board

Variable

- Additional compensation (through the Earnings Appropriation account for the fiscal year or through Prior Years' Earnings) granted to all Directors, except the non-executive independent members of the Board, following approval by the General Assembly of Company shareholders.
- Granting of Company shares to the executive Board members free of payment (stock awards), in accordance with article 114 of the Law 4548/2018, based on the terms of the respective program which the Company may implement following its establishment by decision of the General Assembly of the Shareholders and following the relevant authorization of the latter to the Board of Directors for its implementation.

- Granting of shares in the form of stock options to the executive Board members to purchase Company shares, in accordance with article 113 of the Law 4548/2018, based on the terms of the respective program which the Company may implement following its establishment by decision of the General Assembly of the Shareholders and following the relevant authorization of the latter to the Board of Directors for its implementation.

2.1 The Fixed components of the Directors' remuneration: The specifics

2.1.1 Annual Fixed Compensation according to Director Identity

The Board of Directors is the highest administrative body of the Company and may comprise from eight (8) up to twelve (12) members elected by the General Assembly of Company shareholders for a one – year term commencing on the next day following their election by the General Assembly and extended to the deadline the next Ordinary General Assembly has to take place and until the relevant decision is taken. According to article 10 of the Law 4706/2020[1], listed companies must have the following committees: an Audit Committee, a Remuneration Committee and a Nomination Committee.

The Annual Fixed fee granted to the members of the Company's Board following approval by the Annual Ordinary General Assembly is as follows:

Member Identity	Annual Fixed Fee
Executive Members	€ 30,000
Non-Executive Members	
Independent Non-Executive Members	
Members of the Committees of article 10 of the Law 4706/2020	€ 35,000
Chair of the Committees of article 10 of the Law 4706/2020	€ 40,000

The Directors' Annual Fixed fee mentioned above is not related to the number of meetings convened by the Board (or a Committee of which they are members of) during the year. The above-mentioned fees are approved by the Annual General Meeting and pre-approved by it for the next fiscal year.

[1] Corporate Governance of Societe Anonymes, contemporary capital market, incorporation into the Greek legislation of Directive (EE) 2017/828 of the European Parliament and Council, measures for the implementation of Regulation (EU) 2017/1131 and other provisions.

Monetary threshold of "significant reward" (article 9 paragraph 2a of the Law 4706/2020).

The monetary threshold of the aggregate annual compensation granted at Company Group level above which a Board member or a third person member of the Audit Committee is considered as non-Independent is set at Euro 100,000 including the annual fixed fee granted to this member or to the third person under his/her capacity as Director or member of the Audit Committee respectively.

2.1.2 Remuneration of Directors under an employment relationship or services contract

The employment agreements of the Directors under employment relationship or services contract are "typical" indefinite employment contracts normally offered by the Greek private sector and there are no pay-outs in the event of termination of office or termination of the employment agreement apart from those provided by the Greek labour law.

The aggregate level of the gross salary remuneration of the said Directors is determined mainly by the salary policy adopted by the Company while the Remuneration Committee is tasked to constantly monitor the market practices and come up with proposals in order to secure that the overall compensation level of the said Directors as well as of the Chairman, the Vice Chairman, and the Managing Director remain competitive with respect to the average market level for similar offices and positions (please see section "The Variable components of the Directors' remuneration").

In order to ensure that the aggregate level of remuneration of the Company Board Members remains competitive, the Remuneration Committee takes into consideration the employee pension contribution and tax deductions on the gross salary mainly of the Directors with employment relationship[2].

MOTOR OIL (HELLAS) S.A. has adopted a coherent salary policy as follows:

Each employee receives a gross salary (please see definition in page 3) corresponding to his/her experience, the role covered and the scope of the responsibilities assigned to him/her. In addition to the gross salary the employee receives the so called "Christmas Benefit", "Easter Benefit" and "Summer Holiday Benefit"[3] each year.

Therefore, at the beginning of the employment relationship with the Company employees receive an aggregate amount of 14 times the gross salary each year. This initial gross salary is termed "basic salary" and forms 100% of the gross salary. Put simply, upon beginning of the employment

[2] The marginal income tax rate on the portion of a gross annual salary above Euro 42,000 is 44%

[3] Christmas Benefit = one (1) gross salary, Easter Benefit & Summer Holiday Benefit = half (0.5) gross salary each

relationship of an employee with the Company “gross salary” and “basic salary” is the same amount.

As already mentioned, “the Company strives for the creation of a working environment that encourages long-term staying and provides incentives for business decision making oriented toward the maximization of shareholder value on a timely basis” and to this end the salary policy of the Company provides the following:

- Both the “Easter Benefit” and the “Summer Holiday Benefit” increase by 100% after ten (10) years of employment. Therefore, employees end up receiving an aggregate amount of 15 times the gross salary each year.
- Each employee receives automatic increments (allowances) in three (3) year intervals. These increments are applied on the “basic salary” amount. The first increment is 7% and all the rest three (3) year increments are 5%. There is a ceiling regarding the maximum percentage of the three (3) year allowance:
  - 47% in the case of the Company Headquarter employees (27year employment status)
  - 57% in the case of the Company Refinery employees (33year employment status)

The above salary development structure has been established in order to protect the amount received by the employees from possible inflationary pressures particularly during the periods the Company deems that general salary increases should not be granted considering the economic circumstances and the development of Company operations and financial results (based on Remuneration Committee corrective action proposals already mentioned in page 3).

As the years of employment relationship pass by, the “gross salary” of each employee is the sum of the “basic salary” and the “three (3) year allowance aggregate”. The latter ends up forming a significant part of the “gross salary”, while the former is a key determinant of the amount received by the employee through the “Defined Benefit” scheme (please see section “fringe benefits”) offered by the Company to all personnel on retirement.

The salary of the Directors under employment relationship with MOTOR OIL (HELLAS) S.A. which commenced prior to 31.05.2021 is formed based on the provisions of the Company salary Policy stipulated above. For recruitments after 01.06.2021 no automatic increases are provided every three (3) years but the possibility of a pay raise depends on the individual performance of the employees.

In certain fiscal years, following recommendation by the Remuneration Committee (which, as already mentioned, is tasked with the submission of corrective action proposals), the Board, taking into account the progress of the Company operations and the financial results, may at its discretion grant additional monetary reward to all Company personnel through the payroll.

The treatment of the Directors under employment relationship with MOTOR OIL (HELLAS) S.A. is the same as that of Company personnel with regard to ad-hoc bonuses which are considered as Fixed Remuneration Component for the purposes of the Directors' Remuneration Policy.

2.1.3 Fringe Benefits

The Company offers a series of fringe benefits which include: life insurance and hospital care program, a retirement benefit plan and company car.

Except for the company car the fringe benefits mentioned above are offered to all employees of the Company.

The Independent Non-Executive Directors are not entitled to any of the fringe benefits mentioned above.

The rest Directors are allocated fringe benefits as follows:

Directors under employment relationship or services contract

The Directors under employment status are offered the whole array of fringe benefits which are in any case also allocated to the Managers of the Company tasked with key responsibilities (i.e. Finance General Manager, Refinery General Manager, Supply & Trading General Manager, Strategy General Manager, IT General Manager, Human Resources General Manager, Commercial Subsidiaries Finance General Manager, Commercial Subsidiaries General Manager).

The health care program of the Company is offered to all employees and covers hospital treatment expenses up to Euro 40,000 per annum per dependant family member.

The Retirement Benefit Plan of the Company is also offered to all employees and on retirement it grants an aggregate amount equal to the number of years of employment times the amount of the final basic salary (i.e. the final basic salary of the year prior to retirement). The said defined benefit program is provided to employees who were hired until 31.05.2021. For hires after 01.06.2021, the pension scheme provided by the Company concerns defined contributions, the amount of which depends on the job grade and the age profile of the employees.

The said Directors under employment status are treated in the same manner with the rest employees with reference to the terms and conditions of the programs mentioned above. Such programs are ordinarily offered by the large companies in Greece and given that they concern "Group schemes" (i.e. the premium per employee is a small amount) the annual benefit allocated to each Director forms only a small part of his/her aggregate gross pay. To this end, fringe benefits (including lease payments for the company car) are regarded as Fixed Remuneration Component for the purposes of the Directors' Remuneration Policy.

Chairman of the Board

The Chairman of the Board is not under an employment status with the Company. He receives the Annual Fixed fee approved by the General Assembly and additional remuneration through the distribution of part of the net profits of the fiscal year or Prior Years' Earnings (see next section 2.2) following approval by the General Assembly of the Company Shareholders.

Non- Executive Directors without employment relationship

A company car is provided on a case by case basis under the usual terms and conditions similarly to those of the other executives of the Company. Furthermore, the Company may grand reward to these Directors through the distribution of part of the Net Profits of the fiscal year or the net profits of previous fiscal years (see next section 2.2) following approval by the General Assembly of the Company Shareholders.

2.2 The Variable components of the Directors' remuneration: The specifics

As already mentioned, "the Remuneration Committee is tasked the duty to constantly monitor the market practices and come up with proposals in order to secure that the overall compensation level of the Chairman of the Board, of the Vice Chairman of the Board, of the Managing Director, of the members of the Board under employment relationship, of the members of the Board with no employment relationship, as well as of the executive management of the Company remains competitive with respect to the average market level for similar offices and positions".

2.2.1 Additional monetary remuneration from the net profits of the fiscal year or profits of previous fiscal years

The variable component of Directors' remuneration comes from the distribution of part of the net profits of the Company of the fiscal year or from net profits of previous fiscal years following approval by the General Assembly of the Company shareholders and aims to:

- Connect the Chairman's aggregate compensation to his contribution in achieving the corporate objectives given that the said Director does not receive a regular salary for his services.
- Connect the overall remuneration of the Vice-Chairman and Managing Director, the Deputy Managing Directors, the Executive members of the Board under employment relationship as well as the senior managers to their individual performance considering their level in the Company's organisational structure.
- Differentiate the percentage composition constituents of the components that shape the aggregate net pay of the Board Members under employment relationship or services contract as well as of the senior managers, in order to counterbalance and smooth out part of the social security and income tax deductions on their nominal salary.

- Provide satisfactory aggregate remuneration to the Non-Executive members of the Board for their role to monitor and oversee the implementation of the Company's strategy as well as to ensure the effective supervision of the Executive Board Members.

2.2.2. Granting of shares free of Payment (stock awards)

The Company implements a long-term plan for granting shares to the executive Directors free of payment, in accordance with article 114 of the Law 4548/2018, following its establishment and approval by the General Assembly of the shareholders and the relevant authorization of the latter to the Board for the implementation of the plan.

The value of the Company shares to be awarded to the executive Directors corresponds to 15% of their aggregate annual remuneration (i.e. the sum of fixed and variable remuneration) for each fiscal year. The number of shares to be awarded is determined for each year as the result of dividing the 15% of the Directors' total annual remuneration by the Volume Weighted Average Price (VWAP) of the share for the year in question. There is no obligation on behalf of Directors to retain the granted shares for a specific period of time.

The granting of shares which the executive Directors are entitled to for each fiscal year takes place gradually after the lapse of 36 months (30%), 48 months (30%) and 60 months (40%) from the grant date.

The program for granting free of payment Company shares to the executive Directors aims at the retention of the key executive officers in the Company thus securing the continuity of its management for the implementation of the Company's business strategy so that the interests of the Directors are aligned with those of the shareholders.

Given that the value of shares to be awarded to the executive Directors depends on their total annual remuneration, an important part of which is the variable remuneration, the free grant of shares (stock award) is considered for the purposes of the Remuneration Policy as part of the Directors' variable remuneration.

2.2.3 Granting of Shares in the form of stock options

The Company implements a long-term plan for granting shares to the executive Directors, in accordance with the article 113 of the Law 4548/2018, in the form of stock options to acquire shares following the establishment and approval of the plan by the General Assembly and the authorization of the latter to the Board of Directors for the implementation of the plan.

The number of options granted is based on the aggregate remuneration (i.e. the sum of the fixed plus the variable remuneration) of the executive Directors for each fiscal year and the respective Volume Weighted Average Price (VWAP) of the share for the year in question. For the Managing Director, 100% of the total annual remuneration is taken into account, for the Deputy Managing Directors 25% and for the rest executives 15%.

The right to convert the options into shares can be exercised after 24 months from the granting of the options and for a period of three years on specific dates. Once the options are converted to shares, there is no obligation on behalf of the Directors to retain them for a specific period of time.

The scheme of granting options to the executive Directors in order to acquire Company shares aims to provide incentive to them pursuing the maximization of the shareholder value, considering that the options are converted to shares at the grant price, thus securing that the interests of the executive officers are aligned with those of the shareholders.

Given that the number of options to be granted to the executive Directors is dependent on their aggregate annual compensation, a significant part of which comprises the variable remuneration, the scheme of granting options to acquire Company shares is considered a variable component for the purposes of the Remuneration Policy.

The Independent Non-Executive members of the Board do not receive variable remuneration. The granting of shares free of payment (stock awards) and the granting of shares in the form of stock options is provided only to the executive members of the Board.

No specific limit is set per Director as regards the percentage of the variable component of his/her remuneration in relation to his/her aggregate compensation. The reason for this is the fact that the Chairman receives no regular salary for his services. Hence, the fixed remuneration component (i.e. Annual Fixed fee, Fringe Benefits) is extremely low in his case.

In order the Remuneration Committee to propose the level of the variable monetary remuneration per member of the Board and senior manager, it takes into consideration a series of criteria of financial and non-financial performance as well as criteria related to corporate social responsibility.

A condition for the postponement or suspension of the payment of the variable remuneration is the said postponement or suspension to be necessary for the service of the long-term interests and the viability of the Company in general. In such a case, approval is required by the Company Board of Directors after prior approval of the Remuneration Committee following a relevant recommendation by the Finance General Manager.

There is no provision for the recovery of the variable remuneration from the members of the Board and senior managers. In such a case, the provisions of the Law 4548/2018 apply.