

The Nomination and Remuneration Committee, on the occasion of the resignation of Mr. George Kostianis, executive Member of the Board of Directors of Gr. Sarantis S.A., on April 14<sup>th</sup> 2022, evaluated the proposed replacement, Mr. Siarlis Evangelos, Group Human Resources Director, as Executive Member Board of Directors.

Moreover, on the occasion of the proposal made regarding the election of the independent members who will form the Audit Committee into body after the Ordinary General Meeting of May 2022, it evaluated the proposed independent members.

The evaluation was based on the Suitability Policy, which is posted on the corporate website and you can find it in the following link: <https://sarantisgroup.com/media/1czjwk4r/suitability-policy.pdf>

#### **In particular regarding the candidacy of Mr. Siarlis**

Mr. Siarlis joined Gr. Sarantis S.A. in November 2016, as the Group Human Resources Director. His responsibilities include, inter alia, his contribution to strategic planning and decision-making at the highest executive level, ensuring that the Group's human resources strategy is in line with other business strategies. Mr. Siarlis is responsible to ensure the development and evolution of human resources and the smooth operation of its utilization and management, in collaboration with the other functions of the organization. His professional course demonstrates honesty, responsibility, ethics, integrity, elements that compose the required reliability for his participation in the Board of Directors of the company.

Briefly, the professional career of Mr. Siarlis is summarized as follows:

11/2016-today: Sarantis Group Human Resources Director

01/2015-10/2016: Minerva S.A Edible Oils & Food Enterprises Head of Human Resources

09/2014-12/2014: Minerva S.A Edible Oils & Food Enterprises HR Supply Chain Business Partner

01/2011-09/2014: Minerva S.A Edible Oils & Food Enterprises Compensation & Benefits Manager

06/2008-12/2010: Minerva S.A Edible Oils & Food Enterprises Reward Supervisor

04/2006-05/2008: Minerva S.A Edible Oils & Food Enterprises Factory HR Officer

Academically, Mr. Siarlis holds an MSc in Strategic Human Resources Management from Alba, an MSc in Business Administration from Alba and a BSc in Economics from the Aristotle University of Thessaloniki.

We estimate that Mr. Siarlis has the professional qualifications, knowledge and skills, independence of judgment and experience to effectively assist in the operation of the Board of Directors, and has sufficient guarantees, ethics, reputation and integrity, as evidenced by his professional course within the company. Mr. Siarlis's specialization in human resources issues in combination with the deep knowledge of the organization, is expected to contribute substantially to the formation of the expertise of the Board of Directors as a collective body.

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**In particular regarding the candidacy of the independent members as well as the candidacy of the independent third person in the Audit Committee**

The independent and non-executive members of the Board of Directors proposed for their participation in the Audit Committee are Mr. Christos Oikonomou and Mrs. Irini Nikiforaki.

Mr. Economou is an independent non-executive member of the Board of Directors, within the meaning of article 9 of Law 4706/2020, for five consecutive years while his current term began with his election by the Ordinary General Meeting of May 20<sup>th</sup>, 2021 and ends on May 19<sup>th</sup>, 2026. He has many years of experience in the field of construction, through the companies of Parnon S.A. and Vistonis S.A. and provides its experience especially during the control of projects and capital expenditures of the Group.

Mrs. Nikiforaki is an independent non-executive member of the Board of Directors within the meaning of article 9 of Law 4706/2020, for one year, her term began with her election by the Ordinary General Meeting of May 20<sup>th</sup> 2021 and ends on May 19<sup>th</sup> 2026. She is a Lawyer at the Supreme Court, appointed to the Athens Court of First Instance. She specializes in Competition Law as well as Regulatory Law, with an emphasis on Telecommunications, Information and Communication Technologies, Commercial Law, Intellectual Property Law, Corporate Law and Acquisitions. She is a founding member of the law firm 'Nikiforaki & Fereti Law'. At the same time, she teaches Electronic Communications Law as a visiting lecturer in the Postgraduate Program of the Law School of EKPA, as well as in the Postgraduate Program of the University of Piraeus.

Mr. Ioannis Arkoulis, Certified Public Accountant, partner and CEO of IG Audit, is proposed as an independent third party within the meaning of Article 9 of Law 4706/2020. Mr. Arkoulis is elected annually as a member of the Audit Committee and has been its Chairman since February 2020. His term expires in May 2022. He has extensive experience, among others, in regular audits of financial reports (based on IFRS), due diligence and special audits, management and tax audits of companies operating in the field of fast moving consumer goods, as well as companies operating in the pharmacy channel, in matters of risk assessment and management, corporate governance and compliance with the legislative and regulatory framework.

We consider that all the above members proposed for the composition of the Audit Committee, have professional qualifications, knowledge and skills, independence of judgment and significant experience, which in combination with adequate guarantees of ethics, reputation and integrity, as well as their knowledge of the operational activity of the organization, are sufficient to carry out the Committee's mission successfully and to contribute substantially to the support of the Board of Directors in its work.

The CVs of the members of the Audit Committee, as well as of Mr. Arkoulis are posted on the corporate website and you can be found in the following link: <https://sarantisgroup.com/investor-relations/corporate-governance/nominations-and-remuneration-committee/%20>

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