

**REMUNERATION REPORT
FOR THE MEMBERS OF THE BOARD OF DIRECTORS OF
«FRIGOGLASS S.A.I.C.»
GENERAL COMMERCIAL REGISTRATION NUMBER (G.E.MI.) 001351401000
FINANCIAL YEAR 01/01/2021 – 31/12/2021
TO THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS**

Dear Shareholders,

We hereby present you with the remuneration report of the Board of Directors of “FRIGOGLASS SOCIETE ANONYME OF INDUSTRIAL COOLERS” (the “**Company**”) for the fiscal year from 01/01/2021 to 31/12/2021, in accordance with the article 112 of Law 4548/2018, as in force.

1. Introduction

For the year ended December 31, 2021, Group sales increased by 15.3% to €384.3 million. The increased sales reflect demand recovery in most of our markets as beverage consumption gradually improved during the year following the easing of restrictions in the on-trade channels. Sales in Commercial Refrigeration segment increased by 11.0% to €278.5 million, mainly reflecting higher demand from Coca-Cola bottlers in East Europe and distributors in West Europe, market share gains in India and South Africa as well as pricing initiatives. Frigoserve’s successful expansion in Switzerland and South Africa also supported sales growth in the year. These factors were partly offset by lower year-on-year cooler placements from breweries in East Europe and Coca-Cola bottlers in East Africa as well as a less favorable product mix. Glass segment’s sales increased by 28.3% to €105.8 million, reflecting strong volume growth and pricing initiatives across all operations.

Furthermore, for the year ended 31 December 2021, Group EBITDA increased by 16.8% to €49.2 million. EBITDA in the Commercial Refrigeration segment declined by 3.4% to €20.5 million following increased raw material and logistic costs, less favorable sales mix and higher operating expenses. These factors outpaced the benefits from volume growth, lower idle cost, price increases and Frigoserve’s improved performance following operational efficiencies and expansion in Switzerland and South Africa. Glass segment EBITDA increased by 37.2% to €28.8 million, driven by volume growth and pricing across all operations. These factors were partly offset by higher production and transportation costs as well as Naira’s devaluation.

For a detailed financial overview of the year ended December 31, 2021, please refer to the Annual Financial Report 2021, which is published in the Company’s website, www.frigoglass.com.

The fixed pay of the Members of the Board of Directors for 2021 returned to 2019 levels following a reduction in 2020 due to the challenges caused by COVID-19. The fixed pay of the Executive Member and CEO has been slightly increased compared to prior year, according to the Remuneration Policy and in order to commensurate with the scope and responsibilities of the role. Accordingly, the Company’s EBITDA and EBIT over achievements allowed for the grant of short-term incentive (MIP) this year and higher long-term incentive (LTIP) payments respectively for the Executive Member and CEO, compared to prior year.

It is noted that – for the purposes of drafting this present - the Board of Directors has taken into consideration the positive votes received by the Company’s shareholders during the prior year’s Annual General Meeting that has approved the content of the Remuneration Report for financial year 2020.

2. Remuneration Policy

The Board Remuneration Policy (the “**Policy**”) has been first approved by virtue of the Annual General Meeting’s resolution of the Company shareholders dated June 24, 2019 and subsequently amended by virtue of the Extraordinary General Meeting’s resolution of the Company shareholders dated December 14, 2021 and is effective for four (4) years from the last aforementioned date, unless earlier revised and/or amended by virtue of another General Meeting’s resolution. The Policy has been prepared in accordance with the EU Shareholder Rights Directive as incorporated into Greek legislation with Law 4548/2018, Law 4706/2020 on corporate governance, the Hellenic Corporate Governance Code (June 2021) adopted by the Company as well as the guidelines issued by the Hellenic Capital Market Commission.

The Policy applies to the remuneration of all members of the Board of Directors (together the “**Directors**”) and it aims at ensuring that the Company is remunerating its Directors on the basis of the Company’s short and long-term business plan, so as to continue to win, to be different and to create pioneering solutions that foster better lives, through teamwork, responsibility, ethos and excellence.

The Policy considers European best practice for listed entities, whilst reflecting the current Directors’ remuneration arrangements and specific circumstances within the Company. In addition, the Policy takes into consideration the provisions of the Company’s Articles of Association, the Hellenic Corporate Governance Code (June 2021) and the Company’s Internal Regulation of Operation.

The level of fixed pay – salary and board fees – for both Executive and Non-Executive Directors is established on the basis of paying fair and reasonable remuneration for the best and most appropriate person for the role, taking into account the level of responsibility, as well as the knowledge and experience required to deliver upon expectations, while ensuring that the Company pays no more than is necessary, always supporting its longer-term interests and sustainability.

The Policy provides for variable compensation arrangements for Executive Director to further align the Executive Director’s interests with those of the Company as the performance conditions used will be based on indicators of the long-term success and sustainability of the Company.

The Policy is available on the Company’s website at the address www.frigoglass.com.

3. Directors’ aggregate remuneration for the financial year 2021

Table 1a presents in detail the annual gross fixed and variable remuneration, compensation and other benefits for the Executive Director and CEO for the financial year 2021 (compared to 2020), part of which has been paid or granted to be paid in the future:

			Table 1a – Total Remuneration for the Executive Director						
Name	Position	Financial Year	Fixed Remuneration		Pension Plan	Variable Remuneration		Total Remuneration	Proportion of fixed and variable remuneration (xx % / yy %)
			Base Salary	Other Benefits		Short-term incentive scheme (Management Incentive Plan - MIP)	Long-term Incentive Plan - LTIP		
Mamoulis Nikolaos	Executive Director, CEO	2021	520.000 €	58.072 €	130.000 €	300.300 €	312.000 €	1.320.372 €	44% Fixed Remuneration and 56% Variable Remuneration
		2020	500.000 €	49.679 €	90.000 €	-	250.000 €	889.679 €	62% Fixed Remuneration and 38% Variable Remuneration

Table 1b presents in detail the annual gross fixed pay and other benefits for the Non-Executive Directors for the financial year 2021 (compared to 2020), which have been paid in total:

Table 1b – Total Remuneration for Non Executive Directors							
			1	2			3
			Fixed Remuneration	Other Benefits			Total Remuneration
Name	Position	Fiscal Year	Fixed Fee	Company Car	Fuel Expenses	Travel Expenses/ Accomodation	
Haralambos David	Non Executive Member, BOD Chairman	2021	40.000 €	20.076 €	2.904 €	-	62.980 €
		2020	25.943 €	32.801 €	364 €	-	59.108 €
Loukas Komis*	N/A	2021	-	-	-	-	-
	Non Executive Member	2020	25.943 €	-	-	-	25.943 €
Evangelos Kalousis**	N/A	2021	-	-	-	-	-
	Independent, Non Executive Member	2020	24.057 €	-	-	-	24.057 €
George Pavlos Leventis	Non Executive Member, BOD Vice Chairman	2021	40.000 €	-	-	144 €	40.144 €
		2020	25.943 €	-	-	-	25.943 €
Jeremy Jensen**	N/A	2021	-	-	-	-	-
	Independent, Non Executive Member	2020	24.057 €	-	-	-	24.057 €
Stephen Bentley	Independent, Non Executive Member	2021	40.000 €	-	-	465 €	40.465 €
		2020	25.943 €	-	-	-	25.943 €
Iordanis Aivazis	Independent, Non Executive Member	2021	40.000 €	-	-	-	40.000 €
		2020	25.943 €	-	-	-	25.943 €
John Costopoulos	Independent Non Executive Member, Senior Independent Director	2021	40.000 €	-	-	-	40.000 €
		2020	25.943 €	-	-	-	25.943 €
Philippe Costeletos	Independent, Non Executive Member	2021	40.000 €	-	-	638 €	40.638 €
		2020	1.885 €	-	-	-	1.885 €
Abiola Zulikat Wuraola	Independent, Non Executive Member	2021	40.000 €	-	-	9.317 €	49.317 €
		2020	1.885 €	-	-	-	1.885 €
Kathleen Verelst***	Independent, Non Executive Member	2021	35.067 €	-	-	933 €	35.999 €
		2020	-	-	-	-	-

** Mr. Loukas Komis resigned from the position of Director on 12.2.2021 and – according to his wish – he did not receive any remuneration from the Company for the period from 1.1.2021 until 12.2.2021.*

*** Messrs. Evangelos Kalousis and Jeremy Jensen ended their term as Directors on 14.12.2020; therefore, reference is only made to their remuneration for 2020 for comparison purposes.*

**** Mrs. Kathleen Verelst has been elected as Director on February 12, 2021; therefore, reference is only made to her proportional fixed remuneration received for the period until the lapse of the reported financial year.*

It is noted that none of the above Directors has received remuneration from any entity belonging to the Group, in accordance with the article 32 of Law 4308/2014, with the exception of:

- Mr. Haralambos David, Chairman of the Board of Directors, who has been compensated for his role as Member of the Board of Directors of the subsidiary company Beta Glass PLC in Nigeria with € 11.651 for the fiscal year 2021 (compared to € 10.862 for the fiscal year 2020).
- Ms. Abiola Zulikat Wuraola, Independent, Non-Executive Director, who has been compensated for her role as Member of the Board of Directors and Chairman of the Governance & Remuneration Committee of the subsidiary company Beta Glass PLC in Nigeria with € 14.286 for the fiscal year 2021 (compared to €11.941 for the fiscal year 2020).

The following details apply for the fiscal year 2021:

- The **Executive Director** and CEO, Mr. Nikolaos Mamoulis, was compensated, in accordance with the Policy, with a base salary of €520.000, taking into account the nature and responsibilities of his role, a pension contribution of 25% of his base salary, i.e. €130.000, while he was granted variable remuneration that corresponds to a) short-term incentive plan (MIP) amounting to €300.300 and b) long-term incentive plan (LTIP) amounting to €312.000.

More specifically, according to the Policy, the variable remuneration concerning the short-term incentive plan (MIP) is set at 55% of the base salary and depends on the achievement of EBITDA target, which is considered the sole measure for the specific plan. The over achievement of the target resulted in a payout of 105%, namely the aggregate amount of €300.300 for FY2021.

Respectively, according to the Policy, the variable remuneration concerning the long-term incentive plan (LTIP) is set at 50% of the base salary and depends on the achievement of EBIT target. The over achievement of the target resulted in a payout of 120%, namely the aggregate amount of €312.000 for FY2021. Since the four-year performance period (2018 – 2021) of the long-term incentive plan (LTIP) lapsed, the total amount of the long-term incentive scheme, considering also the 100% achievement of the ROA (Return on Assets) target, sums to €1.237.000 (2018: €300.000, 2019: €375.000, 2020: €250.000 and 2021: €312.000).

The payment of the aforementioned variable remuneration for the short-term incentive plan (MIP) and the long-term incentive plan (LTIP) is planned to be realized within the year.

- The Executive Director and CEO, Mr. Nikolaos Mamoulis, according to the Policy, has also been compensated during 2021 with other benefits that sum up to the amount of €58.072, and specifically refer to the provision of a company car equal to €17.771, fuel allowance equal to €3.321, life and medical insurance equal to €16.453, food allowance equal to €1.067, annual leave allowance equal to €19.460.
- The **Non- Executive Directors**, according to the Policy, have been compensated for their participation in the Board meetings with a fixed pay during 2021. The Company also reimbursed the travel and accommodation expenses related to their participation in the Board meeting as well as other supplemental fees.

4. Stock Options Rights granted to Directors

Table 2 presents the stock options rights that have been granted to the Directors as well as the main terms for their exercise in the context of the stock options plans being in force:¹

Table 2 - Stock Option Rights								
Holder	GM RESOLUTION FOR THE APPROVAL OF THE STOCK OPTIONS PLAN	BOD DECISION/APPROVAL FOR THE STOCK OPTIONS GRANT	NUMBER OF STOCK OPTIONS BEFORE 27.6.2017	STOCK OPTION EXERCISE PRICE BEFORE 27.6.2017	REVISED NUMBER OF STOCK OPTIONS ¹	REVISED STOCK OPTIONS EXERCISE PRICE	VESTED STOCK OPTIONS	EXPIRATION DATE OF STOCK OPTIONS PLAN
NIKOLAOS MAMOULIS	29/05/2012	27/06/2014	15.000	3,79	5.000	11,37	5.000	31/12/2023
	27/05/2014	12/05/2015	15.000	1,9	5.000	5,70	5.000	31/12/2024
		04/11/2015	20.000	2,21	6.666	6,63	6.666	31/12/2024
		26/07/2016	50.000	0,15	16.666	0,45	16.666	31/12/2025
	16/06/2018	22/03/2019	-	-	1.000.000	0,125	1.000.000	31/12/2028
Total			100.000		1.033.332			

It should be noted that none of the above stock options rights have been exercised up to date.

5. Information in relation to the use of the right to reclaim variable remuneration

Not applicable.

6. Annual changes of Directors' remuneration, Company's performance and average remuneration of the employees

The below tables present the annual changes in the Directors' remuneration, indicators and measures related to the financial performance of the Group as well as the average of the

¹ The adjustment of the number and exercise price of the respective stock option rights was effected by virtue of the Board of Directors' resolution dated 22.11.2017 and was deemed necessary further to the reverse share split, the rights issue resolved by virtue of the A' Iterative General Meeting of the Company's shareholders' resolution of 27.6.2017 as certified by the Board of Directors' resolution of 19.10.2017 and the rights issue resolved by virtue of the A' Iterative General Meeting of the Company's shareholders' resolution of 27.6.2017 and certified by the Board of Directors' resolution of 23.10.2017 resulting from the conversion of the convertible bonds issued by the Company.

gross annual remuneration of the full time employees of the Group, other than Directors, for the fiscal years 2017, 2018, 2019, 2020 and 2021.

The financial figures of the Group presented in the table 3c below are based on the reported financial statements of the respective fiscal years 2017, 2018, 2019, 2020 and 2021, as reviewed by the statutory auditors of the Company.

Table 3a – Average annual remuneration of the full time employees of the Group, other than Directors					
	2017	2018	2019	2020	2021
Average of annual gross remuneration	11.629 €	12.028 €	11.620 €	10.056 €	11.288 €
Number of full time employees, excl. Directors	5.361	5.147	5.401	4.786	4.838

Table 3b															
Name	Fixed Fee	Other Benefits	Variable remuneration	Fixed Fee	Other Benefits	Variable remuneration	Fixed Fee	Other Benefits	Variable remuneration	Fixed Fee	Other Benefits	Variable remuneration	Fixed Fee	Other Benefits	Variable remuneration
	2017			2018			2019			2020			2021		
Haralambos David	22.856 €	15.366 €		40.000 €	16.394 €		40.000 €	25.788 €		25.943 €	33.165 €		40.000 €	22.980 €	
Loukas Komis	31.501 €			40.000 €	575 €		40.000 €			25.943 €					
Evangelos Kalousis	30.915 €			40.000 €	950 €		40.000 €	3.850 €		24.057 €					
George Pavlos Leventis	18.088 €			40.000 €	340 €		40.000 €	7.590 €		25.943 €			40.000 €	144 €	
John Costopoulos		1.002 €		40.000 €	2.933 €		40.000 €	3.923 €		25.943 €			40.000 €		
Stephen Bentley	4.133 €	2.110 €		40.000 €	4.831 €		40.000 €	11.509 €		25.943 €			40.000 €	465 €	
Jeremy Jensen	4.133 €	1.173 €		40.000 €	3.068 €		40.000 €	11.914 €		24.057 €					
Iordanis Alivazis	4.133 €			40.000 €	430 €		40.000 €			25.943 €			40.000 €		
Nikolaos Mamoulis	420.000 €	113.919 €	589.000 €	500.000 €	133.230 €	624.910 €	500.000 €	141.102 €	1.025.000 €	500.000 €	139.679 €	250.000 €	520.000 €	188.072 €	612.300 €
Phillippe Costeletos										1.885 €			40.000 €	638 €	
Abiola Zulikat Wuraola										1.885 €			40.000 €	9.317 €	
Kathleen Verelst													35.067 €	933 €	

Table 3c					
Group Financial Results					
€ 000's	2017	2018	2019	2020	2021
Sales	386,049	417,297	482,337	333,238	384,268
EBITDA	54,109	56,434	74,054	42,157	49,238
Net Profit attributable to shareholders	7,648	-8,708	5,566	-15,947	-5,675

7. Information in relation to derogations from the Policy

Not applicable.

Kifissia, 4 August 2022

The Board of Directors