SUBJECT :	**GOVERNANCE, NOMINATIONS AND SUSTAINABILITY COMMITTEE RULES OF PROCEDURE**
DIVISION :	**CORPORATE**
NUMBER:	**4**

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1. Legal Framework

The Rules of Procedure of the Governance, Nominations and Sustainability Committee (hereinafter the "Governance, Nominations and Sustainability Committee" or the "Committee") have been drawn up in line with the applicable regulatory framework on the Committee's responsibilities, as provided for in Articles 10 and 12 of Law 4706/2020, while at the same time being consistent with the provisions of the Internal Rules of Operation of MOTODYNAMICS S.A. (hereinafter the "Company"), and following the Hellenic Corporate Governance Code of the Hellenic Corporate Governance Council (HCGC), which has been adopted by the Company.

2. Purpose of the Committee

The Committee's purpose is (a) to propose to the Board of Directors (hereinafter the "Board of Directors" or "the Board") persons suitable for acquiring the capacity of Board member and to evaluate the suitability of the existing Board members, on the basis of the Company's Suitability Policy, (b) to support the Chair of the Board in the induction and ongoing training of Board members regarding the performance of their duties, and (c) to support the Board in designing and monitoring the implementation of the Company's key corporate governance and sustainability principles and policies.

3. Composition, Structure, Staffing and Term of Office

The Committee consists of at least three (3) non-executive members, the majority of whom, including the Chair of the Committee (hereinafter the "Chair"), are independent. The term of office of the Committee members is equal to the term of office of the Board. The Chair does not concurrently serve as chair of the remuneration committee. In

any case, the term of office of the independent non-executive members of the Committee may not exceed nine (9) years, in accordance with the provisions of Article 9 of Law 4706/2020.

4. Meetings

1. The Committee convenes upon invitation by the Chair at least annually, or more frequently at the discretion of the Chair or following a proposal by one of its members (at a minimum, before the announcement of the annual financial report and before the General Meeting ("GM") for the nomination of new Board members and, if required, for the amendment/update of the Suitability Policy).
2. For the meetings, an agenda is drawn up, which is sent to its members two (2) days before the meeting, together with the necessary information, so that the Committee members are properly prepared and informed.
3. The members are obliged to attend all meetings. Participation by proxy is not permitted.
4. Decisions are taken by absolute majority of those present. In the event of a tie, the Chair's vote prevails.
5. The Chair of the Board, the Chief Executive Officer or other Company executives or external advisors may be invited to attend and participate in the Committee's meetings, without voting rights, as the Committee deems appropriate.
6. The Chair of the Committee informs the Chair of the Board of the proceedings of each meeting.
7. The Committee appoints a Secretary, who is responsible for drawing up its minutes, which are approved by its members before the submission of relevant proposals/recommendations to the Board.
8. The Committee may use any resources it deems appropriate to fulfil its purpose, including services from external advisors, for the provision of which it must be provided with adequate funds (Article 10 of Law 4706/2020). In this case, the Committee is responsible for monitoring the services provided by the advisors.
9. The Committee may also meet by videoconference, upon decision of its Chair.

5. Duties and Responsibilities

5.1 Responsibilities for Nominating Candidate Board Members and Evaluating the Board

The Committee's duties include the following:

1. The recommendation to the Board, for approval by the GM, of appropriate criteria for the collective and individual suitability of the Board that are required for the exercise of its responsibilities, in accordance with the Company's business model and strategy (including diversity criteria). The criteria are set out in the Company's Suitability Policy and are applied in the process of selecting, replacing and evaluating Board members. The Committee's responsibilities include monitoring the implementation of the Suitability Policy and submitting a recommendation to the Board for its amendment/update.
2. The annual evaluation of the size and composition of the Board, as well as of the existing balance of qualifications, knowledge, views and diversity, on the basis of the Suitability Policy.
3. The provision of support and assistance to the Board in planning the filling of vacancies and the orderly succession of its members.
4. The determination of the detailed desired profile of each Board member position, in compliance with the Suitability Policy and the Company's needs from time to time for filling the Board member position.

5. Ensuring the identification, evaluation and nomination of candidate Board members based on the desired profile of each Board position, by following transparent and effective procedures (as described in section 6 "Procedure for Nominating Candidate Board Members"), and the submission of its documented recommendations to the Board.
6. The evaluation, at least annually, of the independence of the Board members before the publication of the annual financial report, in accordance with Article 9 of Law 4706/2020, as well as the evaluation of the other individual and collective suitability criteria at least once (1) a year and whenever issues or events arise that require their re-evaluation, in accordance with the specific provisions of the Company's Suitability Policy. In any case where the suitability criteria are not met, and where required, the Committee submits proposals to the Board for the removal and replacement of the member (within 3 months).
7. The support of the Board a) in the process of the annual evaluation of the suitability, effectiveness and fulfilment of the duties of the Board and of its members individually, as well as of its Committees, and b) the assistance of the Board in the process of its evaluation every three (3) years by an external advisor.
8. The submission of proposals to the Board, following the evaluation of the Board and its Committees, for addressing any shortcomings, and the monitoring of the implementation of measures to address the weaknesses identified.
9. The support of the Vice Chair of the Board in the annual evaluation of the Chair of the Board, as well as the support of the Chair of the Board in the annual evaluation of the Chief Executive Officer (which evaluations are subsequently approved by the Board without the presence of the Chair and the Chief Executive Officer, respectively).
10. Ensuring that reference is made, in the Company's corporate governance statement, to the work and meetings of the Committee.

5.2. Responsibilities for Briefing and Training Board Members :

The Chair of the Board is responsible for the induction of new Board members, as well as for the ongoing training and briefing of Board members for the effective fulfilment of their duties, and is supported in his/her work by the Committee, on the basis of the Company's Board Member Training Policy.

5.3. Responsibilities Relating to the Chief Executive Officer:

The Committee's duties include the following:

1. The assistance of the Chair of the Board in the annual evaluation of the Chief Executive Officer.
2. The design of the succession plan for the Chief Executive Officer and the coordination of the process for filling the position of Chief Executive Officer, in accordance with the provisions of the Procedure for the Recruitment and Evaluation of Senior Executives.

5.4 Corporate Governance Responsibilities:

The Committee's duties include the following:

1. The support of the Board of Directors in the design and oversight of the implementation of the Company's corporate governance system under provisions 1 to 24 of Law 4706/2020, taking into account the applicable legislation, international best practices and the Corporate Governance Code adopted by the Company.

2. The support of the Board for the periodic evaluation, at least every three (3) financial years, of the implementation and effectiveness of the corporate governance system and the submission of recommendations to the Board noting strengths and proposals for improving its effectiveness.
3. The self-evaluation of the Committee's performance on an annual basis, under the responsibility of its Chair.
4. The review of the Corporate Governance Statement and the submission of a relevant recommendation to the Board.

5.5 Sustainability & ESG Responsibilities:

The Committee's duties include the following:

1. The monitoring of the implementation of the sustainable development strategy approved by the Board and the submission of recommendations to the Board regarding the Company's compliance with the regulatory framework.
2. The monitoring of the implementation of the Sustainable Development Policy and of the work of the Sustainability Department.
3. The oversight of the process for determining material Sustainable Development topics and for assessing double materiality.
4. The review of the Company's annual Sustainability Reports and the submission of a relevant recommendation to the Board.
5. The monitoring of, and briefing on, developments, emerging best practices and regulatory changes related to climate and sustainability issues that affect the Company's business activity and strategy.

6. Procedure for Nominating Candidate Board Members

I. Trigger for Initiating the Process:

The process for nominating candidates suitable for filling Board member positions may be initiated:

- on the basis of the findings of the Board evaluation process (suitability and/or effectiveness),
- due to the expiry of a member's term of office,
- due to the loss of a member's capacity for any reason, including the cases provided for in para. 4 of Article 9 of Law 4706/2020,
- in the context of Board member succession planning.

II. Definition of the Required Profile:

The Committee determines, on the basis of the existing composition of the Board, the Suitability Policy and the Procedure for the Recruitment and Evaluation of Executives, the desired profile of the Board position to be filled.

III. Search for Candidates:

The Committee initiates the candidate search procedures, which may include:

- the evaluation of the readiness of candidates identified in the Company's Board member succession plan with regard to the executive members,
- the seeking of proposals and views from other Board members, shareholders and stakeholders,
- assignment to an external advisor where required,
- any other procedure/action deemed appropriate.

IV. Evaluation of Candidates:

The Committee evaluates each candidate member against the criteria defined in the Suitability Policy followed by the Company and the Board member's Profile, and in particular the following are evaluated:

- the adequacy of knowledge and skills, through examination of the CV and interviews with the candidate,
- integrity and reputation, through relevant background research,
- any potential or actual situation or other relationship that leads to a conflict of interest,
- the independence of his/her judgment,
- the ability to devote sufficient time, based on the disclosures of the member's other obligations,
- eligibility, and in particular the absence of fault for loss-making transactions, as well as the non-inclusion in the category of excluded director, as defined in Law 5122/2024,
- the fulfilment of the independence criteria, based on the criteria of Law 4706/2020 for independent members.

The fulfilment of the criteria of collective suitability and diversity required under the Suitability Policy by the Board as a whole, based on the newly proposed composition, is also evaluated in a documented manner, and in particular:

- the adequate gender representation at a rate of twenty-five percent (25%) of the total number of Board members (pursuant to Law 4706/2020, Article 3, para. 1.b),
- the achievement of an adequate number of independent non-executive Board members (not fewer than 1/3 of the total number of Board members in accordance with Article 5 of Law 4706/2020, where, in the case of a fraction, the number is rounded down to the nearest whole number),
- adequacy of collective knowledge, experience and skills.

V. Recommendation to the Board:

Upon completion of the process of evaluating the above criteria, the Committee prepares its proposal for the recommendation of the candidate member to the Board and of the new composition of the Board. The proposal includes:

- the detailed CV of the member,
- the rationale of the proposal as to the coverage of the required profile of the Board member position to be filled,
- the confirmation of the coverage of the individual criteria of collective and individual suitability based on the Suitability Policy followed by the Company.

In the event that the Board rejects the proposal for the candidate member, the Committee selects from among the remaining candidate members and recommends its proposal to the Board.

VI. Reporting and Publicity Requirements:

The Committee ensures the disclosure of the following:

- posting on the Company's website of the Committee's Rules of Procedure, the Board Member Suitability Policy, as well as the updated detailed CVs of the Board members on a continuous basis,
- briefing of the General Meeting on the detailed CV, the rationale of the proposal and the confirmation of the suitability of each candidate member and of the Board as a whole based on the Suitability Policy, at the latest twenty (20) days before the General Meeting (pursuant to Article 18 of Law 4706/2020),
- informing the Hellenic Capital Market Commission, with the minutes of the Board or GM meeting on the composition or term of office of the Board members, within twenty (20) days of the end of the meeting (pursuant to Article 5 of Law 4706/2020).

7. Entry into Force and Revision of the Rules

The Committee recommends the revision of these Rules to the Board of the Company whenever it deems it necessary and on the basis of changes in the existing institutional framework.

These Rules, as well as any amendment thereto, are posted on the Company's website.