



INTERCONTINENTAL INTERNATIONAL
REAL ESTATE INVESTMENT COMPANY
"THE PANEUROPEAN INVESTOR"

REMUNERATION POLICY

PROCEDURES IMPLEMENTATION AND RISK MANAGEMENT

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Remuneration Policy, Remuneration and Incentives for Members of the Board of Directors and other Officers

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1. Scope – Object of Remuneration Policy

The scope of this Policy is to assist in the business strategy, long-term interests and full transparency regarding the remuneration policy of the members of the Board of Directors (BoD), the General Manager and his alternate (if any), in order to ensure that the remuneration and benefits provided are commensurate with their duties and responsibilities and related to the evaluation of their performance and the Company's exposure to excessive risks is avoided. The present Remuneration Policy does not apply to officers as referred to in par. 1 (a) Article 110 of Law 4548/2018. Notwithstanding the aforementioned, the Company complies herewith also with the provisions of Law 4209/2013 regarding the remuneration of the persons described thereto.

This policy sets out the scope, jurisdiction and competence given to the Remuneration and Nomination Committee (hereinafter referred to as the "Committee") and the Board of Directors of the Company to determine the above fees and benefits, with regard to transparency and avoidance of company's exposure in incompatible roles and excessive risks.

This Remuneration Policy was updated in accordance with the Articles 110 and 111 of Law 4548/2018 (On the Reform of the Law of Societes Anonymes), which incorporated the relevant provisions of Directive (EU) 2017/828 (Directive for the Shareholders' Rights), which amended Directive 2007/36 / EC regarding the encouragement of long-term active participation of Shareholders into the Greek law. This Policy takes into account the best European practices for listed companies and the provisions of the Company's Articles of Association and its Code of Conduct.

The Remuneration and Nomination Committee is responsible for the compliance with the Remuneration Policy, as approved and put into effect by the General Meeting. More specifically, it analyzes:

- The formation of the Company's policy on matters of remuneration and other benefits to the members of the Board, the General Manager and any his alternate (if any), as well as the officers referred to in Article 12 of Law 4209/2013 .
- The regular revision of this policy, as defined by law, with the contribution to the process of the Risk Management and Regulatory Compliance Services, the Internal Audit Service and the Financial Department.
- The submission of proposals to the Board of Directors, regarding the fixed and variable fees to each of its executive members, including the bonus and the remuneration based on incentives, related to the distribution of shares as well as any additional fees related to the performance of the executives.



- The examination and submission of proposals to the Board for programs granting stock market options on share purchase.

2. Scope and Composition of Remuneration and Nomination Committee

The purpose of the Committee is to ensure the smooth implementation and monitoring of the Remuneration Policy in accordance with the applicable regulations.

The Committee is composed of at least two non-executive members of the Board of Directors, one of whom is independent. The Chairman and the Members of the Committee are appointed by the Board of the Company based on their abilities and experience. The chairman of the remuneration and nomination committee must be an independent non-executive member.

The Remuneration and Nomination Committee is formed in a way that allows it to make a thorough and independent judgment on the policies and practices of remuneration and on the incentives created for risk management.

3. Framework for the operation of the Remuneration and Nomination Committee

The Remuneration Policy (hereinafter referred to as the “Policy”) is formed by a decision of the Board of Directors and receives the final approval from the General Meeting of Shareholders following the Committee’s proposal , which bears the final responsibility for its consistent implementation.

The Committee must have, as the total of its members, sufficient knowledge, and experience, at least for the most important activities of the Company. The ultimate goal is to be able to exercise oversight over all performance-related functions, rewarding and managing the remuneration of executives and human resources of the Company which is within the scope of this policy, either directly or through committees created at the operational level of executives (e.g. assessments, management of special situations, etc.) or at its discretion, based on this policy.

The participation of at least one non-executive and independent member in the meetings of the Board of Directors is ensured through the Committee, who is actively involved in defining the Company's Remuneration Policy.

Adequate separation of the responsibilities of the members of the Committee is adopted, including the separation of the responsibilities of the Chairman representing it in the Board of Directors, which is achieved through their capacity.



A key pillar in determining remuneration and benefits are the measurable performance factors, which must be governed by impartiality and must be based on international standards and methodology, in order to ensure the transparency, the accuracy and the impartiality that render them reasonable. Furthermore, the final decisions on the remuneration take into account the performance of the company and the pursuit of its objectives in the current financial year.

4. General Principles of Remuneration Policy (according to article 13 of Law 4209/2013, articles 110 and 111 of Law 4548/2018 and Annex II of Directive 2011/61 /EU)

The company fully complies with the following principles in a manner and to an extent appropriate to its size, internal organization and nature, scope, and complexity of its activities:

- i. Remuneration policy is consistent and promotes good and effective risk management and does not encourage risk-taking that is incompatible with the risk profile, the regulation or the statutory documents that are being followed.
- ii. Remuneration policy is in line with the company's business strategy, goals, values and interests and includes measures to avoid conflicts of interest.
- iii. The company's board of directors in the exercise of its supervisory powers, adopts and periodically assesses the general principles of the remuneration policy and is responsible for its implementation.
- iv. The implementation of the Remuneration Policy is subject, at least once a year, to a central and independent internal reassessment as to its compliance with the remuneration policies and procedures adopted by the Board of Directors under its supervisory authority.
- v. Directors exercising control operations are compensated in connection with the achievement or non-achievement of the objectives associated with their operations, regardless of the performance of the business sectors they control.
- vi. The remuneration of the directors in the risk management and regulatory compliance departments is monitored by the Remuneration and Nomination Committee.
- vii. In case the remunerations are related to the performance, the total amount of remunerations is based on a combination of the assessed performance of the person and the service unit with the overall results of the company. Financial and non-financial criteria are taken into account when assessing individual performance.



- viii. Assessment is part of a framework tailored to the company's lifecycle to ensure that the appraisal process is based on long-term performance and that the actual remuneration for the performance-related part is distributed over a period of time taking into account share redemption policy or shares managed by the company and its respective investment risks.
- ix. Guaranteed variable remunerations are an exception, are granted only in the case of hiring new staff and are limited to the first year of employment.
- x. The fixed and variable components of the overall remuneration are determined by the appropriate proportion, with their fixed share representing a sufficiently high percentage of the overall remuneration, in order to make it possible to implement a fully flexible policy for variable remunerations, including the possibility of no variable remunerations paid at all.
- xi. Payments related to early termination of contract reflect long-term performance and are designed so that failure is not rewarded.
- xii. The performance measurement used to calculate the variable remuneration, or a part of the variable remuneration includes a detailed adjustment mechanism that incorporates all important types of current and future risks.
- xiii. Depending on the annual performance of the company, the variable remunerations of any kind consist of the levels defined by law 4209/2013 either by the owned shares of the company or other financial instruments related to shares or equivalent non-liquid assets.

The means in this case are subject to an appropriate retention policy in order to align the incentives with the interests of the company. This paragraph shall apply both to the part of the variable remunerations, the payment of which shall be suspended in accordance with the following case, and to the part of the variable remunerations which is not subject to suspension.

- xiv. The payment of the part of the variable remunerations pursuant to the applicable legislation governing the Company's form, is suspended for a period which is commensurate with the life cycle and activities of the Company and is in line with the nature of its risks and within the timeline provided for by Law 4209 / 2013.

Any remuneration payable under suspension is secured according to the remaining period until the end of the suspension period. In the case of variable remuneration of a particularly high amount, a percentage of the payment is suspended, in accordance with the levels set by the applicable provisions of



the law.

- xv. Variable remunerations, including their suspended portion, are paid or secured only if it is permitted by the company's financial situation.
- xvi. In addition, the retirement policy is in line with the company's business strategy, goals, values and long-term interests.
- xvii. Management officers must not use personal risk compensation strategies or insurance linked to remunerations or liability in order to circumvent risk-adjusted mechanisms, which are included in payroll regulations.
- xviii. Variable remunerations are not paid through mechanisms or methods that make it easier to avoid the requirements of the law.

5. Remuneration and Allowances of the Members of the Board of Directors

Remunerations and other types of allowances, that the Committee assesses and proposes to the Board of Directors. More specifically:

All kinds of fees paid by the Company to the members of the Board of Directors in accordance with the law and the Remuneration policy of the Company, which are divided into fixed and variable.

Subject to this Policy are:

- Executive and Non-Executive members of the Board of Directors
- General Managers and their alternate (if any))

The above fees and other allowances of the members of the Board of Directors in accordance with the Remuneration Policy as well as the provision of stock market option of share purchase, as well as the number, distribution of options and their exercise price, are determined by a relevant decision of the Board of Directors, following the relevant recommendation of the Remuneration and Nomination Committee, which is later incorporated into the Remuneration Report drawn up by the Board of Directors (see below) and approved as a separate item on the agenda by the Annual General Meeting; the shareholders' vote on the matter is advisory.

The remuneration and allowances of each type to its executive members are determined by a proposal of



the Remuneration and Nomination Committee to the Board of Directors submitted in the form of the Remuneration Report of article 110 of Law 4548/2018, to inform the Shareholders at the Annual General Meeting of the Company .

The remuneration and any other allowances of the non-executive members of the Board of Directors are determined in accordance with the provisions of Law 4548/2018 and Law 3016/2002 and are referred to in a separate category in the appendix of the annual financial statements of the Company.

The total and individual fees are proposed by the Commission and approved by the Board of Directors, in order to be made known to the shareholders with the Remuneration Report at the Annual General Meeting of Shareholders, individually for each member.

Records and resolutions as well as minutes of the Committee shall be duly kept by its Secretary.

Executive officers exercising internal control operations are compensated in connection with the achievement or non-achievement of the objectives associated with their operations, regardless of the performance of the respective business departments they control.

The remuneration of the executive officers in the risk management and regulatory compliance departments is monitored by the Remuneration and Nomination Committee.

Remuneration Criteria & Schemes

1. The remuneration schemes that the Company applies or may apply, separately or in combination to the members of the Board of Directors are:

A. Executive Members:

- Fixed fee for their participation in the Board.
- Monthly salary for those who have a paid employment contract (or other paid relationship) with the Company
- Provision of incentives
- Provision of facilities in the form of non-monetary gain
- Individual Insurance Contracts

B. Non-Executive Members:

- Fixed fee for their participation in the Board

In order to formulate the remuneration of the non-executive members, the time devoted to the meetings of the Board of Directors and the performance of the duties assigned to them shall be taken into



consideration in particular.

In addition to the fixed remunerations, non-executive members may also receive compensation for their participation in Committees of the Board of Directors of the Company.

2. The remuneration and incentive schemes that the company provides or may provide, severally or in combination to the general manager and his deputy (if any) and to the other executive officers described in article 13 of law 4209/2013, are:

- Remuneration as a professional associate without being included in the direct monthly salary (in the form of paid work) of the Company.
- Monthly salary for those who have a contract of employment with the Company
- Provision of incentives and facilities in the form of cash and non-cash remunerations
- Individual Insurance Contracts

The components taken into account for the provision of all types of fixed and variable remunerations of the company, namely have as follows:

A. Fixed Remunerations: as a reward for the agreed provision of their services or the respective paid relationship, are calculated especially assessing the importance of the position, the academic background, previous experience and skills.

Fixed remunerations must be competitive, calculated in proportion to the corresponding levels prevailing in the sector to which the Company belongs, always taking into account the financial data and the general course of the Company, the prevailing market and economic conditions, are paid in cash and represent a reasonable percentage of the total of the annual remunerations.

Non-monetary benefits related to the rank of the position, such as indicatively and not restrictively, the corporate mobile phone, the corporate car, etc. are also considered as fixed remunerations.

B. Variable remunerations: as a reward for the effort of the executive officers and enhancing their efficiency, they are directly related to the performance of the company. Variable remunerations are paid only if they are acceptable on the basis of the overall financial condition of the company and are justified on the basis of its performance and the performance of the person concerned. All types of variable remunerations to be paid in accordance with the standards set by Law 4209/2013, consist either of the company's own shares or of other financial instruments linked to shares or of equivalent non-cash assets.



Performance criteria, which are used to assess the achievement of goals, are both quantitative (financial) as well as qualitative (non-financial) and can be result directly from the objectives.

Indicatively, *quantitative criteria* (financial) that are taken into account are the achievement of specific financial objectives depending on the specific duties and areas of the person's responsibilities, the company's performance which results from the annual financial results, the value of its portfolio, the company's profitability, the budget objectives, the implementation of important projects, the regulatory compliance, the view of the Company by the counterparties - name of the company, as well as the Net (Intrinsic) value of the company (NAV).

Whereas the *qualitative criteria* (non-financial) are, indicatively, the compliance with the company's risk-taking strategy, the investor's satisfaction, compliance with internal and external rules, leadership, team management and human resource utilization, adherence to the risk management policy, achievement of results, promotion of change, introducing best practices within the organization, the spirit of cooperation and more.

Performance incentives are based on **Key Performance Indicators** (KPI's) which cover the specific - approved achievements - goals of the executives.

- *Establishing and Paying Variable Remunerations*

The variable remunerations are granted in accordance with the applicable legal framework always taking into account the financial condition of the company. Variable remunerations are subject to appropriate retention policy in order to align incentives with the company's interest.

The payment of variable remunerations is deferred pursuant to the applicable provisions of the law and for a period, which is appropriate to the life cycle and activities of the Company and is in line with the nature of its risks and within the timeframe provided for by Law 4209 / 2013.

- *Retrieval of variable remunerations*

Any extraordinary or additional remuneration shall be retrieved if, after its payment, is proved that the remunerated performance resulted from unfair actions or inconsistent with the application of this Policy.

Remuneration can take any form, such as, indicatively, and not restrictively cash, shares, stock options etc., financial instruments, non-direct cash benefits, remuneration from the profits of the use of the company subject to the specifics set out in Law 4548/2018 and may be paid in combination.

The remuneration of the members of the Board of Directors and the executive officers is determined



annually following the relevant recommendation of the Remuneration and Nomination Committee, which observes the performance of the members of the Board of Directors in cooperation with the latter and the self-assessment of the executive members regarding their predefined goals. It is, then, submitted to the Shareholders at the Annual General Meeting of the Shareholders for consideration.

3. The members of the Audit Committee offer their services pro bono.
4. The members of the Investment Committee offer their services pro bono.
5. Specifically, the following executive officers / associates are remunerated through a fixed monthly salary or fee notes/invoices provided:
 - Risk Management & Regulatory Compliance Officer – fee notes/invoices
 - Corporate Communications and Shareholder Services officer - fee notes/invoices
 - Internal Audit Director - on Monthly Payroll, determined by the Remuneration and Nomination Committee and the Audit Committee.

6. Remuneration Report

The company is required to draw up a clear and understandable remuneration report, which contains a comprehensive overview of all remunerations for the last financial year. The purpose of the Remuneration Report is to inform the shareholders regarding the implementation of this Policy per corporate year.

1. The report also includes all types of benefits granted or owed to persons during the last financial year, regardless of whether they are newly elected or former members of the Board of Directors.
2. The remuneration report shall contain at least the following information as to the remuneration of each individual member of the Board of Directors: (a) the total remuneration granted or paid, with an analysis of the components thereof, the relative percentages of fixed and variable remunerations and an explanation of how performance criteria apply and how overall remunerations comply with the approved remuneration policy, (b) the annual change of the remuneration of the members of the board of directors, the performance of the company and the average remuneration of the full-time employees of the company, except for the officers, during the last five (5) financial years at least, with joint presentation of these data, in order to facilitate the comparison of the data by the shareholders, (c) any remuneration of any kind from



any company belonging to the same group, (d) the number of shares and stock options available regarding shares granted or offered to the members of the Board of Directors and the main conditions for exercising those rights, including the price and date of exercise, as well as any change thereof, (e) any exercised of stock options by the board of directors in the context of the company's stock distribution programs, (f) information regarding the exercise of the right of the retrieval of variable remunerations, (g) information on any deviations from the implementation of the remuneration policy, with an explanatory note as to the exceptional nature of the circumstances and the indication of the specific elements of the remuneration policy against which the derogation took place.

3. The last year's financial report is submitted for discussion at the Annual General Meeting, as an item of the agenda. The shareholders' vote on the remuneration report is advisory. The Board of Directors must explain in the next remuneration report how the above result of the voting was taken into account during the Annual General Meeting.
4. After the General Meeting, the company makes the report available to the public on their website free of charge, for a period of ten (10) years. Any retention of the remuneration report on the Website for more than a decade is subject to the condition that the remuneration report no longer contains personal data of the members of the board of directors.
5. The company does not include in the remuneration report specific categories of personal data pursuant to the meaning provided for in Article 9 para. 1 of Regulation (EU) 2016/679 of the European Parliament and of the Council (L 119/1) or personal data concerning marital status of the members of the company's board of directors. The company processes the personal data of the members of the board of directors included in the remuneration report for the purpose of increasing the corporate transparency regarding the remuneration of the members of the board of directors, in order to strengthen the accountability of the members and the supervision of shareholders on the remuneration thereof. Subject to any longer period provided for by any special provision, the company does not disclose personal data included in the remuneration report, following the lapse of ten (10) years from the publication of the remuneration report.
6. Board members ensure that the remuneration report is drafted and published. Their responsibility is collective.



7. Duties and Responsibilities of the Members of the Committee Arising from Remuneration Policy

The Company has established this Remuneration Policy with the purpose of strengthening its long-term economic value and protecting the general Company's interest, serving its business strategy in conjunction with risk-taking policies. The ultimate responsibility for its effectiveness lies with the Board of Directors of the Company.

In order to fulfill its duties, the Board of Directors establishes this Committee to implement the above Policy, which binds its members and the general manager and his deputy (if any), in accordance with the law and this Policy.

The executive officers of the Committee engaging with this Policy have the following duties and responsibilities:

- To study, assess and propose the general remuneration policy through its Chairman to the Board of Directors.
- To propose, through its Chairman, to the Board of Directors the personalized remuneration of the Executive Members of the Boards of Directors, the members of the Committees of the Board of Directors and the Management.
- To propose through its Chairman, to the Board of Directors the remuneration of the executive and non-executive members of the Board of Directors as set by the existing laws on corporate governance in Greece (Law 3016/2002, Law 3091/2002, Law 3398/2008) individually.

8. Committee Operation

The Committee meets at regular intervals at least once a year and whenever deemed necessary. The Committee is in quorum when the chairman and one of the other two members are present at the meeting.

The decisions of the Committee shall be adopted by simple majority. In case two of the three members are present and there is no unanimity on an item, then:

- If there is a power of attorney of the absent member to one of those present for a specific item, then the vote of the absent member counts normally and the decision is adopted by majority.



- If there is no authorization of the absent member to one of those present on a particular item, then the item shall be referred to in the next meeting of the Committee.
- Meetings will be held extraordinarily when the circumstances so require, where and when necessary.

The meetings of the Committee may be attended by members of the Board and any other officer or expert, whose presence is required at the discretion of the Committee. All the officers of the Company (if there are also subsidiaries) have the obligation to attend the Committee meetings upon its invitation. In fulfilling its duties, the Committee regularly consults with the Company's Administration.

9. Minimization of Risks Arising from the Implementation of the Policy

The Board of Directors of the Company, through the Committee, has taken all those measures which prohibit its officers from applying remuneration schemes that come into direct conflict with the interest of the Company (conflict of interest). The Board through the Committee, during the process of proposing and approving the remuneration - benefits recognizes the particularity of the responsibilities of the executive officers of the Company dealing with the following functions:

- Executives who are directly involved in the Company's Financial Result
- Executives who manage the company's investment portfolios
- Executives who approve significant transactions
- Executives who exercise control operations

10. Transparency – Confidentiality - Notifications

This Remuneration Policy is in line with the generally accepted principles of transparency. Specifically:

This policy is accessible to all executive officers of the Company who may be informed in advance of the criteria taken into account for the determination of the amount of their remuneration. The assessment process and its relation to the remuneration policy, is sufficiently documented.

In particular, the approved Remuneration Policy, along with the date and results of the voting, is subject to publication formalities and is made available on the company's website free of charge, at least for as long as it is valid.



In addition, and without prejudice to the provisions on confidentiality and protection of sensitive personal data, any information on the members of the Board of Directors and the executives included in the remuneration policy is made public in a clear and understandable manner. This disclosure may have the form of an independent Remuneration report or a separate section in the company's annual financial statements, which are regularly published.

11. Period of Validity and Conditions for the amendment of the Policy

This Remuneration Policy shall remain in force for four (4) years after its approval by the General Meeting of Shareholders. The approved Policy is adopted by the Board of Directors and is valid unless otherwise stipulated by the Committee or by the Board of Directors, replacing any contrary references in the Internal Rules of Procedure or a Directive.

In case of replacement or amendment of the present Policy, a written proposal from a member of the Committee or the Board of Directors with the approval of the Board of Directors is required, at the same time informing all members of the Board thereon. The Board of Directors is required to submit to the General Meeting the Policy of Remuneration for approval whenever there is a substantial change in the conditions under which the approved Remuneration policy was drafted and in any case every four (4) years from its approval at least, pursuant to the provisions of Articles 110-111 of Law 4548/2018, as in force.

Any deviations from the implementation of this Remuneration Policy, under the conditions of the law as described in article 110 par. 6 of Law 4548/2018, which are deemed necessary to serve the long-term interests and viability of the Company, do not constitute a substantial change, as in the case of non-payment of variable remunerations to the executive members of the Board, in the event that the financial results of the company do not allow it, so as to ensure the viability of the company or in the event that they do not serve the long-term interests of the company.

The Remuneration policy is subject to the approval of the General Meeting of Shareholders. The shareholders' vote on the remuneration policy is binding. In the event that the General Meeting does not approve the proposed Remuneration Policy, the previous remuneration policy or scheme shall be applied as it was during the previous financial year to the members of the Board.

Should the remuneration policy be revised, the relevant report of the Board of Directors shall describe and explain all changes effected therein. The respective resolution of the General Meeting of shareholders, has to include the description of the way the votes and view of the shareholders on the



policy and reports were taken into account, starting as of the last voting on the remuneration policy at the General Meeting of shareholders and onwards.
