Following the Nomination and Remuneration Committee recommendation, the Board of Directors by virtue of its resolution dated 14.06.2019 submits this Policy for approval by the 2019 Annual General Meeting of the shareholders, pursuant to articles 110 and 111 of Law 4548/2018.

ELLAKTOR Board Remuneration Policy

1. Introduction

This Board Remuneration Policy (the "Policy") has been approved by virtue of the Annual General Meeting's resolution of ELLAKTOR's shareholders dated [●], and shall be effective for four (4) years from that date (the "Term") 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[1] as incorporated into Greek legislation with Law 4548/2018.

2. Policy overview

The Policy applies to the remuneration of all members of the Board of Directors and it aims at ensuring that ELLAKTOR (the "Company") is remunerating its Board Directors on the basis of the Company's short and long-term business plan, so as to place the Group among the leading groups in construction, infrastructure, concessions, renewable energy sources and waste management.

The Policy sets out details of both (i) the current rights and obligations and (ii) the terms under which future remuneration may be offered to current and / or new Board Directors during the Term.

The Policy considers European best practice for listed entities, whilst reflecting the current Executive Board Directors' remuneration arrangements. In addition, the Policy takes into consideration the provisions of the Company's articles, the Company's Corporate Governance Code and the Company's Internal Regulation of Operation.

The Policy is available on the Company's website at the address www.ellaktor.com/[●].

3. Determination, review and implementation of the Policy

The Nomination and Remuneration Committee (the "Committee") has worked with all relevant units of the Company, as deemed necessary, as well as independent remuneration advisers to arrive at this Policy, which has been recommended to and approved by the Board of Directors by virtue of a resolution dated [●].

During the Term, the Committee shall liaise with and invite any of the directors and/or officers and/or whole units and central functions of the Company to attend meetings as deemed necessary. In addition, the Committee shall ensure that no individual is present when their own remuneration is discussed.

The Committee submits the Policy for approval to the Board of Directors. No member of the Board of Directors makes decisions or is responsible for their own remuneration. Once agreed by the Board of Directors, the Policy is submitted for approval at the Company's Annual General Meeting of Shareholders.

The Committee will consider annually whether the Policy continues to be aligned to the Company's business strategy or whether amendments should be recommended to the Board of Directors. Every four (4) years (or earlier on a substantive change) on the recommendation of the Committee, the Board of Directors will seek approval of the Policy at the Company's Annual General Meeting of Shareholders with any amendments it deems appropriate at that time.

Pursuant to article 112 of Law 4548/2018, as of 2020, the Board of Directors submits to the Annual General Meeting of the Company's shareholders the Remuneration Report, which includes the salaries, board fees as well as any allowances and benefits for each member of the Company's Board of Directors, disbursed by either the Company or any other affiliated company according to article 99, par. 2(a) of Law 4548/2018.

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[1] DIRECTIVE (EU) 2017/828 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL OF 17 MAY 2017

4. How the Policy contributes to the Company's business strategy and long-term interests and sustainability

The aim of this Policy is to ensure the Company is remunerating its Board of Directors members on the basis of the Company's short and long-term business plan, so as to place the Group among the leading groups in construction, infrastructure, concessions, renewable energy sources and waste management, focusing on key operations of the Group, gradually divesting from non-strategic positions, thus freeing up funds for investments in key operations, continuously creating value from supplementary and correlated activities and continuously diversifying investment and operational risk.

The level of fixed pay – salary and board fees – for both Executive and Non-Executive Board 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 Board Directors to further align the Executive Board Directors' 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 remuneration policy for the Executive Board Directors contributes to the Company's business strategy and long-term interests and sustainability:

- By providing a fair and appropriate level of fixed remuneration that does not result in over reliance on variable pay and undue risk taking, thereby encouraging the executive to focus on sustained long-term value creation.
- By providing a balance of short and long-term incentives to ensure there is focus on short term objectives that will over time build to create long-term value, as well as long-term goals.
- By including long-term incentives where the reward is delivered in shares and short-term incentives where the reward is deferred, which aligns executives to shareholder interests and value, as well as the performance of the Company over the longer term.
- By expecting executives to acquire and retain shares in the Company thereby being aligned to the long-term performance and sustainability of the Company and its shareholders.
- By requiring performance measures in any long-term incentive to be measured over the longer-term.

The Policy does not include any variable compensation for Non-Executive Board Directors to ensure that there is no conflict of interest in the decision making of the Non-Executive Board Directors and their ability to challenge management's risk-taking decisions.

5. How the pay and employment conditions of employees of the Company were taken into account when establishing the Policy

The remuneration policy for the Executive Board Directors, as for all employees, is based on the principle of paying fair and reasonable remuneration for the best and most appropriate person for the role while ensuring that the Company pays fairly and competitively and in the longer-term interests and sustainability of the Company.

The Committee and Board of Directors receive periodic updates on the wider employee remuneration structure and practices within the Company, which are considered when establishing the Policy. This is to ensure that remuneration practices and structure are as consistent as possible across the Company, while acknowledging that the structure of remuneration for Executive Board Directors is necessarily different to that of less senior employees as a result of their role and ability to impact the performance of the business.

In addition, the Committee and Board of Directors are provided with information on remuneration trends across the Company including average pay increases along with any relevant economic data, such as the rate of inflation to take into account when operating the Policy.

The remuneration of Non-Executive Board Directors is not comparable to the structure of remuneration for the employees and Executive Board Directors of the Company.

6. The remuneration policy for Executive Board Directors

The table below sets out the remuneration policy for the Executive Directors of the Board:

Element and how it contributes to business strategy, long-term interests and sustainability of the Company	**How it operates**	**Maximum and how it links to performance**
Fixed Pay		
To assist in the recruitment and retention of appropriate talent. To provide a fair fixed level of pay commensurate with the scope and responsibilities of the role.	Salaries and Board Fees are normally reviewed, but not necessarily increased, annually. Salaries for the Executive Board Directors are defined based on a specific agreement according to articles 99 et seq. of Law 4548/2018. Board Fees structure for the Executive Board Directors is in line with the structure for the Non-Executive Board Directors. The Company's policy is to set levels taking into account levels of pay at other companies of a similar size for roles of similar scope and responsibility. Decisions are influenced by: – The performance and experience of the individual – The performance of the Company – The individual's role and responsibilities – Pay and employment conditions elsewhere in the Company – Rates of inflation and market-wide increases – The geographic location of the executive.	Whilst there is no prescribed maximum level of salary, increases are expected to be set in alignment with the relevant compensation market. Larger increases may be awarded in certain circumstances including where the individual's role has an increase in responsibility or experience. Levels will be reviewed taking into account the performance of the individual and the Company.
Retirement allowance		
To provide market competitive retirement benefits for recruitment and retention purposes.	The Company's policy provides for a defined contribution pension plan in which the Executive Board Directors may participate.	The maximum contribution from the Company for Executive Board Directors is set at a level of up to 10% of Fixed Pay.
Liability Insurance		
To protect the members of the Board against any personal liability that might potentially arise, acting in their capacity as Directors of the Board.	The Company provides liability insurance to all Directors of the Board	The maximum indemnity is set at a level of up to €30 mil per any single claim.
Other benefits		
To provide a competitive benefit package for recruitment and retention purposes and to ensure the well-being of the Executive Directors.	Benefits include, but are not limited to: • private health insurance, • life insurance, • car/ car allowance and fuel allowance. Other benefits may be provided from time to time if considered reasonable and appropriate by the Committee and in line with market practice.	There is no maximum level of benefits provided to an Executive Board Director.

Element and how it contributes to business strategy, long-term interests and sustainability of the Company	How it operates	Maximum and how it links to performance
Short-Term incentive scheme		
To provide focus on the short-term performance of the Company and to provide a reward for achieving short-term personal, strategic and financial Company performance.	At the start of each financial year, the Committee determines the performance measures and their weighting for the short-term incentive scheme to reflect the Company's business strategic initiatives for the year. The Committee sets demanding targets for the short-term incentives in the context of the Company's growth plan, and market forecasts. Any non-financial goals will be clear and well defined. At the end of the financial year, the Committee assesses the performance against these targets. Any amounts earned are paid in cash by 70%. The remaining 30% is deferred for two years and delivered into cash or company shares which are eligible for dividend equivalents to the date of its vesting. Details of the performance targets set for the year under review and performance against them will be provided each financial year in the implementation of policy section of the Remuneration Report unless there is commercial sensitivity preventing disclosure. Payments under the short-term incentive scheme will be subject to recovery for a period of at least 3 years from payment in the event of certain specified events including misstated financial statements of previous years or otherwise erroneous financial data used to calculate such short-term incentive scheme payouts and misconduct.	The performance measures for awarding the short-term incentive scheme reflect the Company's business strategic initiatives for the year and it they include both financial and non-financial measures, as well as personal performance. Financial and non-financial measures account for 80%, with financial measures such as Profit Before Tax, or/and Operating Cash flow or/and ROA, accounting for the majority. 20% of the bonus is based on personal performance. The maximum short-term incentive potential is up to 150% of Annual Base Salary. Target opportunity will not be more than 50% of the maximum opportunity. Threshold opportunity will not be more than 25% of maximum. Unless a threshold performance is achieved, the award is 0%. The Committee retains full discretion to adjust the performance measures/targets/weightings on an annual basis for future years. The Committee also has the discretion to adjust the short-term incentive outcomes, if there are events such as a material deterioration in safety performance, events impacting the reputation of the Company, or failure to achieve a minimum level of financial performance impacting the scope for payout under corporate objectives. The measures used and the respective performance will be clearly set out in the implementation of policy section of the Remuneration Report.
Long-term incentive plan (LTIP)		
To incentivise and reward execution of the longer-term business strategy. To provide alignment to shareholders and the longer-term performance of the Company and to recognise and reward value creation over the longer term through the use of long-term performance targets and awards of shares. To focus on delivering sustainable performance for the company over the long term.	This long-term incentive plan is a rolling Performance Share Plan (PSP). Each plan has a performance period of at least three years with a subsequent mandatory two-year holding period making it a five-year plan. The performance measures and targets are determined at the start of each performance period in line with the Company's financial and strategic objectives. The Committee may amend performance measures and weightings for future awards to reflect the prevailing strategic objectives of the Company. Material changes will be subject to prior consultation with shareholders. Payments under the LTIP will be subject to recovery for three (3) years from the date of vesting in the event of certain specified circumstances including misstated financial statements of previous years or otherwise erroneous financial data used to calculate such incentives and misconduct.	Vesting of PSP awards is subject to performance against relevant share price and/or financial performance measures as determined by the Committee. For the 2019 plan, the PSP awards are based on: – Adjusted Earnings per Share (EPS) with a weighting of 50%; – Return on Capital Employed (ROCE) with a weighting of 50%. The maximum annual award limit in each financial year is 150% of base salary. In exceptional circumstances, which are limited to recruitment or retention, the Committee may make awards of up to 200% of base salary. For threshold performance, 25% of the award will vest. For maximum performance, 100% will vest. The level of vesting may be adjusted if the outcome is considered to not reflect the underlying performance of the Company.

Element and how it contributes to business strategy, long-term interests and sustainability of the Company	How it operates	Maximum and how it links to performance
Shareholding guidelines		
To increase alignment between Executive Board Directors and Shareholders and the longer-term performance of the Company.	Requirement for the Executive Board Directors to retain some or all of the shares acquired from annual bonus payments and vesting under the LTIP (net of tax) until the shareholding requirement is achieved.	Executive Board Directors are required to build up and maintain a share holding of a value equivalent to at least 200% of Fixed Pay over a 2-year period.

Discretions and derogations from the Policy

Temporary derogations from the Policy may be allowed in exceptional circumstances where it is considered by the Board of Directors necessary to serve the long-term interests and sustainability of the Company as a whole, or to assure its viability. Any derogation is required to be considered and approved by the Board of Directors.

The elements of the Policy from which a derogation is possible are those which determine short and long-term incentives. The Board of Directors may determine under its power of derogation whether a higher annual incentive maximum opportunity or long-term incentive plan award level is necessary, for example in circumstances of recruitment or retention or any other reason provided it is considered necessary as set out above. However, the annual incentive maximum opportunity and long-term incentive plan award level combined cannot exceed 500% of Fixed Pay for an Executive Board Director in a financial year.

Executive Board Directors' service contracts and payments for loss of office

Executive Board Directors' contracts are for an indefinite term with one year's notice. The maximum payment for loss of office is one annual base salary plus pension and benefits for the unexpired portion of the notice period.

Treatment of variable pay awards
Annual Incentive Scheme awards and Long-Term Incentive Plan awards are non-contractual and are dealt with in accordance with the rules of the relevant plans. When considering payments for loss of office, the Committee reviews all potential variable pay outcomes to ensure they are fair to both shareholders and Executives.
In the event of cessation, the Committee will typically consider:

- Whether any element of the short-term incentive scheme should be paid for the financial year. Any variable pay awarded, will be limited to the period served during the financial year in which the separation occurs.
- The default position is that a deferred bonus awarded in prior years will be preserved in full, unless the Committee, in its discretion, chooses to apply malus or clawback.
- Whether any awards under the Performance Share Plan should be preserved either in full or in part
- The default treatment for share based awards will be that any unvested award will lapse on termination of employment. However, in certain prescribed circumstances, such as injury, ill-health, disability, death, retirement with the Company's agreement, redundancy, leaving the Company because the employer company or business leaves the Company the treatment is the following: deferred bonus share awards vest in full. To the extent that performance conditions are met, performance share plan awards are pro-rated for service during the performance period and released at the normal vesting date.

The Committee maintains a discretionary approach to the treatment of leavers, on the basis that the facts and circumstances of each case are unique, allowing differentiation between 'good' and 'bad' leavers and avoiding 'payment for failure'. In an exit situation, the Committee will consider: the individual circumstances; any mitigating factors that might be relevant; the appropriate statutory and contractual position; the position under the relevant plan documentation; and the requirements of the business for speed of change.

Change of control
In the event of a change of control, the Committee will determine the appropriate treatment of unvested performance share plan awards, taking into account all relevant factors at the time, including performance achieved up to the change of control date and the period of time elapsed since the grant of the award. Deferred shares earned under the short-term incentive scheme would vest in full.

Approach to recruitment and promotions

The recruitment package for a new Executive Board Director would be set, in accordance with the terms of the Company's approved Remuneration Policy.

On recruitment, Fixed Pay may be set below the normal market rate, with phased increases as the Executive Board Director gains experience.

Annual incentive scheme opportunity will reflect the period of service for the year.

The normal annual LTIP award limit is 150% of Fixed Pay face value in a financial year (face value being the market value of the shares subject to an award at the time it is awarded). A higher limit of 200% of Fixed Pay (face value) is included in the recruitment policy for use in exceptional circumstances for the Company to be able to attract and secure the right candidate if required.

On an internal appointment, any variable pay element awarded in respect of the Executive Board Director's prior role will normally be allowed to continue according to its terms.

The Policy enables the Committee and the Board of Directors to include any benefits they deem appropriate for an Executive Board Director in accordance with the criteria set in the Policy. This may include benefits such as relocation, housing or schooling expenses. In arriving at a benefits package the Company's prevailing consideration will be to pay only what is considered necessary and appropriate taking into account the importance of securing the right candidate for the job and acting in the best interests of the Company's shareholders and limiting certain benefits to a specified period where possible.

On recruitment, the Company may compensate for incentive pay (or benefit arrangements) foregone from a previous employer. The new awards would take account of the structure of awards being forfeited (cash or shares), quantum foregone, the extent to which performance conditions apply, the likelihood of meeting any existing performance conditions and the time left to vesting. These new awards are in addition to the normal (and exceptional) award limits set out in the Policy table.

7. The remuneration policy for Non-Executive Board Directors

When setting the Board fee levels for Non-Executive Board Directors, consideration is given to market practice for companies of similar size and complexity. The Chairman receives an all-inclusive fee for the prescribed duties. Non-executive Board Directors receive a basic fee and additional fees are payable for chairing or participating in a committee. Non-executive Board Directors are not eligible to participate in any incentive plans.

The table below sets out the remuneration policy for the Non-Executive Board Directors including the Non-Executive Chairman of the Board:

Structure and payment of remuneration	Setting the level of remuneration
Fees The Non-Executive Board Directors are paid a basic Board Fee which is fixed and covers for the time required to perform their duties. These fixed fees cover for the time to attend up to eight (8) Board meetings and includes travelling and preparation time. Supplemental fees are paid to the Non-Executive Board Directors for additional Board meetings, the maximum number to be remunerated being five (5), including travelling and preparation time. Non-executive Board Directors receive an additional fee for participating in or chairing a committee. The Non-Executive Chairman is provided a temporary allowance as well as benefits, either based on a specific agreement according to articles 99 et seq. of Law 4548/2018 or as an additional extra Board Fee, given that he is more active than one would expect from a Non-Executive Chairman and is helping the CEO in the Company's positioning, with duties relating to: a. Major roadshows b. Relationships with Banks c. Relationships with European Institutions, such as EBRD, EIB and IFC This allowance is temporary and will seize to exist upon completion of the Non-Executive Chairman's current duties. There is no performance-based variable pay or pension provided to the Non-Executive Chairman or Non-Executive Board Directors. **Liability Insurance** The Company provides liability insurance to protect the members of the Board against any personal liability that might potentially arise, acting in their capacity as Directors of the Board. The maximum indemnity is set at a level of up to €30 mil per any single claim.	The maximum amount per annum of Board Fees will be determined by the Board of Directors on the recommendation of the Committee and be subject to the approval of the Annual General Meeting. There is no prescribed level of annual fee or fee increase and no prescribed maximum. The Board of Directors is guided by the general fee level and increases in the Non-Executive market. The Non-Executive Board Directors' market for reference in setting and increasing Non-Executive Board Director fees will usually be companies of a similar size in terms of market capitalisation, revenue, profit, complexity and internationality of the business and any other factors considered relevant by the Board of Directors including fee levels in countries from which Non-Executive Board Directors may be recruited. Fee levels and increases will be determined taking into account: • Market rates; • The need to ensure that Non-Executive Board Directors can be recruited with the relevant skills, diversity, knowledge and experience for the Board;

Structure and payment of remuneration	Setting the level of remuneration
Expenses Reasonable business expenses incurred by the Non-Executive Board Directors in carrying out their duties may be reimbursed by the Company. Reasonable business expenses may include but are not limited to: travel expenses and accommodation for attending Board meetings and other Company business to be reimbursed in line with the Company's expenses policy from time to time; Attending any professional courses, purchasing reading material to ensure they are up to date on any relevant matters, taking into account any internal policy that is applicable. **Payment process and review** All Board Fees and expenses may be payable on a monthly basis or at such other longer regular intervals within each relevant financial year that the Board of Directors may determine on the recommendation of the Committee. If fees are paid at the request of the Non-Executive Board Director in a foreign currency, they shall be exchanged at the rate applicable at the time of payment or on any other basis that the Company determines as reasonable. Fees are reviewed, but not necessarily increased, annually.	• The time commitment for the role; • Any increase in the scale, scope or responsibility of the role • Any need to recruit a Non-Executive Board Director with specific skills and experience. The Board of Directors may also introduce fee levels for new roles or new supplemental fees for certain aspects of existing roles that are established within the Company. Where these are introduced, they will be fully disclosed in the Remuneration Report.

Appointment and cessation of Non-Executive Board Directors of the Company

According to the Company's Articles of Association, Non-Executive Directors are appointed for a fixed period of five (5) years.

On appointment of a new Non-Executive Board Director, the fee arrangement will be set in accordance with the Company's remuneration policy in force at that time. No remuneration is payable on cessation except for those fees being payable to the date of cessation.

8. Policy on external appointments for Executive and Non-Executive Board Directors

Subject to Board of Directors' consent, Executive and Non-Executive Board Directors may accept external Non-Executive Board Director positions and retain the fees payable for such appointments.

Account of and compliance with, where appropriate, should be taken of any guidance or regulation on time commitment and number of non-executive director roles to be held in any applicable Corporate Governance Code, Institutional Investor or Proxy Voting Agency guidelines or regulation.

9. Policy on appointments for Executive, Non-Executive and Independent Board Directors on the Board of other ELLAKTOR's Group companies

Independent Board Directors, are not allowed to receive any fees or allowances or benefits due to their appointment as Directors of the Board of any other ELLAKTOR's Group company.

Subject to the Committee's approval on a yearly basis, Non-Independent Board Directors may receive fees or allowances or benefits due to their appointment as Directors of the Board of any other ELLAKTOR's Group company.

10. Legacy arrangements

In approving this Policy, authority is given to the Company to honour any commitments already entered into with Board Directors, prior to the effective date of this Policy. Details of any such payments will be set out in the Remuneration Report (pursuant to article 112 of Law 4548/2018) as they arise.