



REMUNERATION POLICY

("Policy")

Table of Contents

I. DOCUMENT DATA	3
II. INTRODUCTION	4
III. GENERAL PRINCIPLES	5
IV. COVERED PERSONS	Error! Bookmark not defined.
V. TYPES OF REMUNERATION	6
VI. REMUNERATION OF BOD MEMBERS	9
VII. SPECIAL PROVISIONS	9
VIII. PUBLICITY	10
IX. REVIEW OF THE POLICY	10

I. DOCUMENT DATA

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Approval Date:	
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Duration:	The Remuneration Policy’s duration may not exceed four (4) years from the date of approval by the General Assembly

Version	Date	Author(s)	Change Description
V.1	30.07.2020	RemCo	

II. INTRODUCTION

- (1) This Remuneration Policy (the “**Policy**”) has been approved by virtue of the Annual General Meeting’s resolution of the shareholders of TRASTOR REIC (the “**Company**”) dated 30.07.2020, and shall be effective for four (4) years from that date unless earlier revised and/or amended by virtue of another General Meeting’s resolution. The Policy has been prepared in accordance with Law 4209/2013, which incorporated into Greek legislation the Directive 2011/61/EU on alternative investment fund managers and Law 4548/2018, which incorporated into Greek legislation, among others, the Directive 2007/36/EC on certain shareholders rights in listed companies, as amended by the Directive (EU) 2017/828 as regards the encouragement of long-term shareholder engagement.
- (2) The Policy applies to the members of the Board of Directors (“**BoD**”) of the Company, members of Committees, and all of the Company’s personnel, and it contains specific provisions for those categories of staff whose professional activities have a material impact on the risk profile of the Company, as defined below under section IV.
- (3) The Policy considers European best practices and guidelines for listed entities and alternative investment fund managers with which the real estate investment companies incorporated in Greece are included according to the relevant Greek law, as well as the nature of the Company, whilst reflecting the current Covered Persons’ as defined below in Section IV remuneration arrangements. In addition, the Policy takes into consideration the provisions of the Company’s Articles of Association, the Company’s Corporate Governance Code and the Company’s Internal Regulation Code.
- (4) The Policy is available on the Company’s website.

III. COVERED PERSONS

The Policy applies to all the Members of the Company’s Board of Directors and the Committees and all the Company’s personnel, and it contains specific provisions for those categories of staff whose professional activities have a material impact on the risk profile of the Company, including the BoD and members of Committees , management, risk takers, control functions, and any employees receiving total remuneration that takes them into the same remuneration bracket as the management and risk takers, such as the following positions:

- (1) Members of the Board of Directors
- (2) Chief Executive Officer
- (3) Chief Financial Officer
- (4) Investment Manager
- (5) Asset and Portfolio Manager
- (6) Head of Legal

- (7) Internal Auditor
- (8) Risk Officer
- (9) Compliance Officer

(the “**Covered Persons**”)

Section V par (6)-(20) on variable remuneration, Section VI and provisions expressly referring to Covered Persons, apply only to Covered Persons. Employees of the Company that are not defined as Covered Persons are explicitly excluded from the application of said provisions.

IV. GENERAL PRINCIPLES

The Company aims to attract and retain high-performing and talented directors, managers, and employees, who will ensure its business objectives are achieved, strengthen its market position, maximize shareholder returns, and create value for all stakeholders. To this effect the Policy adopts the following principles:

- (1) Consistency with and promotion of sound and effective risk management without providing incentives for taking excessive risk which is inconsistent with the risk profile, the risk appetite of the group, the Internal Regulation Code and policies and/or the Articles of Association of the Company.
- (2) Implementation of different remuneration schemes for its directors, managers, and employees, including fixed or fixed and variable components, depending on their role and always in accordance with the applicable legal framework. The remuneration schemes take into consideration the Company’s business strategy, objectives, values and interests, financial position and performance, as well as the market conditions in which the Company operates.
- (3) The said schemes’ fixed components relate to the monthly or annual salary paid pursuant to each employee’s employment contract or the General Meeting resolution as is the case for the BoD members remuneration and may be amended from time to time by resolution of the competent corporate body. The level of fixed pay is established on the basis of paying fair, reasonable, and competitive remuneration to attract and retain the best and most appropriate person for the role, taking into account the person’s prior professional experience, qualifications, the level of responsibility and the contractual obligations and duties the latter undertakes within the Company.
- (4) Any variable remuneration provided by the Company may be either agreed as part of the respective employment contract of the said person or granted voluntarily by the Company. Any such variable remuneration arrangements are made to further align the person’s interests with those of the Company and the criteria to be used for the assessment of variable remuneration awards will be related to the long-term success of the Company.

- (5) The BoD may, at its absolute discretion, upon a recommendation by the Company's Remuneration & Nominations Committee ("RemCo"), which is established and operates according to the Company's Internal Regulation Code, resolve on the granting of additional, freely revocable, voluntary benefits to its personnel, individually or collectively.
- (6) The Company may also adopt short-term and long-term incentive plans payable in cash and/or financial instruments for its personnel, individually or collectively, as the BoD determines, with a view to ensuring there is focus on objectives that will over time accumulate to create long-term value. Such plans will be based on specific measurable targets stipulated by the competent corporate bodies' resolutions, and will be drawn up in a transparent manner, in accordance with the principles of proportionality and equality amongst their participants and shall comply with any conditions and limitations set by the applicable legislation, in terms of the level, proportion, and return of such plans.
- (7) Any payments relating to the early termination of a contract (in addition to the compensation for termination provided by law), if made, should always reflect the employee's performance over time, and shall be designed in a way so as to avoid rewarding poor performance.
- (8) The terms of payment of variable remuneration are adjustable should it become necessary due to the financial condition of the Company.
- (9) Staff engaged in control functions are compensated in accordance with the achievement of their objectives, independent of the performance of the business areas they oversee.
- (10) The remuneration of the officers in the Internal Audit, Risk Management and Compliance functions is directly overseen by the RemCo and the Audit Committee.
- (11) The remuneration of non-executive BoD members, whether independent or not, should they be paid will not include any variable remuneration or be directly linked to the Company's performance to ensure that their remuneration does not give rise to a conflict of interest in their decision making and their ability to challenge management's risk-taking decisions.
- (12) BoD and Committee members' fees are always subject to the approval of the General Meeting of the Company's Shareholders, as per the provisions of the existing legislation and specifically those of Law 4548/2018.

V. TYPES OF REMUNERATION

- (1) Total remuneration has a fixed component and may also have a variable component. Such total remuneration consists of cash (including participation in the Company's profits, subject to specific provisions of Law 4548/2018) and may include other items of monetary value, such as stocks, options.
- (2) Fixed and variable remuneration components are appropriately balanced depending on the risk profile of the person's position and responsibilities.
- (3) Reimbursement of professional expenses incurred with the performance of their duties which are not related to any risk-taking activity are not considered part of total remuneration as

well as for example participation in training programs and professional certification fees, petrol, parking, tolls, accommodation, seminars and mobile phone

FIXED REMUNERATION

- (4) Fixed remuneration is the guaranteed, non-revocable, permanent amount that cannot be unilaterally reduced, suspended, or cancelled by the Company. Fixed remuneration must be competitive to attract and retain the required caliber of employees and aligned with market conditions and comparable entities. Such remuneration is not related to Company or individual performance and includes the following:
 - (a) the level of responsibility and position of the person;
 - (b) the operational requirements of the position;
 - (c) strategy of the Company;
 - (d) relevant professional experience, expertise and skills;
 - (e) the level of education of the person;
 - (f) the relevant business sector and region;
- (5) Benefits such as corporate car, participation in a health and insurance plan, participation in a pension scheme and vouchers are considered fixed remuneration.

VARIABLE REMUNERATION

- (6) Variable remuneration concerns additional payments that depend on the performance of the person and/or the Company and reflect short-term and/or long-term performance.
- (7) The variable remuneration may consist of cash and/or shares of the Company or equivalent ownership interests, as part of long or short term incentive plans adopted by the Company always in compliance with the ESMA guidelines and the applicable legislation.
- (8) The determination of the amount of variable remuneration is based on quantitative and qualitative criteria including the following:
 - (a) the Company's long-term interests;
 - (b) the Company's financial and operating objectives;
 - (c) the Company's investment portfolio;
 - (d) combination of the assessment of the performance of the individual and of the business unit concerned and of the overall results of the Company;
 - (e) the input/suggestions of superiors or colleagues, if applicable;
 - (f) appropriate application of the legal framework and compliance with regulatory requirements and rules of professional ethics;

- (g) team work;
 - (h) compliance with the Company's internal regulations, including indicatively, but not limited to, policies to avoid conflicts of interest, anti-money laundering and counter-terrorist financing, compliance policy, and other applicable rules of conduct for staff);
 - (i) counterparty satisfaction;
 - (j) promotion/expansion of the Company's activities;
 - (k) promoting the Company's reputation;
 - (l) any complaints/investigations/inquiries;
- (9) Variable remuneration for Covered Persons engaged in control functions is determined in accordance with the achievement of their objectives, independent of the performance of the business areas they oversee.
- (10) The assessment of performance for the determination of the amount of variable remuneration to be awarded shall take into consideration the current and future risks and the financial position of the Company.
- (11) A substantial portion, and in any event at least 40% of the variable remuneration component of the Company's CEO, is deferred over a period which is appropriate for the Company and is aligned with the nature of the Company's risk profile and the Company's activities, its long-term business strategy and the size of the Company.
- (12) Taking into account the size, activity, nature and internal organization of the Company, any variable remuneration arrangements of other Covered Persons, excluding the Company's CEO, may not be subject to deferral provided such variable remuneration does not exceed 50% of the annual fixed remuneration per person.
- (13) In the event that variable remuneration includes a combination of cash and financial instruments, the cash and financial instruments ratio shall apply both to the part paid promptly and to the part which is deferred. Such proportion of cash and financial instruments shall apply each year in which deferred variable remuneration is paid.
- (14) Any deferred variable remuneration is paid over a period of up to three (3) years.
- (15) Post-vesting clawback and malus (reduction pre-vesting), as provided in any short-term and/or long-term schemes of the Company, shall be applicable only if the audited accounts are found to be materially different from the draft accounts used to set the variable remuneration in the first place or in cases involving gross negligence, willful misconduct or malice of the person concerned.
- (16) Vesting, payment, retention, clawback and malus provisions relating to variable remuneration, may be set on a case by case basis, taking account of the person's position and the applicable legislation.

- (17) Subject to the applicable labor legislation, the Company may withhold bonuses where its situation deteriorates significantly, in particular where it can no longer be presumed that it can or will continue to be able to carry out its business as a going concern.
- (18) Guaranteed variable remuneration, if any, is exceptional, occurs only in the context of hiring new staff and is limited to the first year.
- (19) The assessment of current and potential risks includes in particular the identification and prevention of conflicts of interest.
- (20) The Company ensures that variable remuneration is not paid through vehicles or methods which aim at or effectively lead to artificially avoiding the applicable legislation.

VI. REMUNERATION OF BOD MEMBERS

- (1) The Company shall pay to the non-executive BoD members only fixed remuneration in order to avoid any conflict of interests. Such remuneration includes preparation and attendance at BoD and/or BoD committees' meetings.
- (2) Fees may be payable to individuals who are members of the Company's committees but who are not directors of the Company. Determination of such fees will consider the time and experience of the individual and any other factors deemed to be relevant.
- (3) Reasonable business expenses incurred by the non-executive BoD members in carrying out their duties may be reimbursed by the Company and may include, but are not limited to, travel expenses and accommodation for attending BoD and/or BoD committees' meetings.
- (4) The remuneration paid to the executive BoD members may include fixed and variable components and will be at a level of pay commensurate with the scope and responsibilities of the role and in accordance with this Policy.

VII. SPECIAL PROVISIONS

- (1) Any pension scheme shall be in line with the business strategy, objectives, values and long-term interests of the Company, as well as the applicable legislation.
- (2) No personal hedging strategies or remuneration- and liability-related insurance shall be used to undermine the risk alignment effects embedded in the remuneration arrangements.
- (3) Any employment or agency contracts, independent services agreements or similar contracts between a Covered Person and the Company, the terms of such contracts, the termination notice and the compensation amounts shall be determined by the BoD or the competent Company committee (the contracting Covered Person not participating) in accordance with the applicable legislation and the Company's Internal Regulation Code.
- (4) In special circumstances the BoD may temporarily allow specific exception from the Policy. These payments will be only entered into under the condition that the BoD, following respective recommendation by the RemCo, is convinced they are in the best long-term interest of the Company as a whole as well as in the best interest of its shareholders. Indicatively such specific exception may be the provision of a special bonus based on

exceptional exceedance of targets related to profitability and/or other business results. All exceptional remuneration shall be approved by the BoD according to the related legal framework, following recommendation of the RemCo and will be disclosed in the annual Remuneration Report that will be submitted to the General Assembly.

VIII. PUBLICITY

- (1) The Remuneration Policy shall be communicated to the persons it applies to.
- (2) The approved Remuneration Policy will be publicized in accordance with the applicable provisions and shall remain available on the Company's website, free of charge, at least for as long as it is applicable.
- (3) Any publicity regarding the Remuneration Policy is without prejudice to the provisions on the protection of personal data and market abuse, as well as the safeguarding of the Company's trade secrets and interests.

IX. REVIEW OF THE POLICY

- (1) The BoD adopts and periodically reviews the general principles of the Policy and is responsible for its implementation. In particular the BoD has the primary responsibility for ensuring that the ultimate goal of having sound and prudent remuneration policies and structures is not improperly circumvented.
- (2) Without prejudice to the foregoing, the Policy shall be subject to internal review, according to the applicable legislation, by the RemCo in cooperation with control functions. The RemCo shall report on the outcome of this review to the BoD in its supervisory function.
- (3) The structure of the Policy may be updated over time to ensure that it evolves to meet the changing situation of the Company and market conditions.
- (4) The RemCo and the BoD shall receive periodic updates on market practices and the employee remuneration structure and practices within the Company, which will be taken into account when revising the Policy. This is to ensure that the remuneration practices and structure are as consistent as possible while acknowledging that the structure of remuneration for executive BoD members is necessarily different to that of less senior employees as a result of their role and ability to impact the performance of the business.
- (5) Every four years, or earlier in the event of a substantive change, the Board of Directors will seek approval of the Remuneration Policy at the Company's Annual Meeting of Shareholders with any amendments it deems appropriate at that time.