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MYTILINEOS

**POLICY FOR THE SUITABILITY ASSESSMENT OF THE MEMBERS
OF THE BOARD OF DIRECTORS**

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1. PURPOSE

1.1 MYTILINEOS (the “**Company**”) is adopting the present Policy (the “**Policy**”) for the Suitability Assessment of the members (the “**Members**”) of the board of directors (the “**Board**”), which constitutes the set of principles and criteria that apply when selecting, replacing, and re-appointing Members, in terms of assessing their suitability on an individual and collective level.

1.2 This Policy aims to ensure the quality of recruitment to the Board, its effective functioning and fulfilment of its role, based on the Company’s general strategy and medium and long -term business goals for promoting its corporate interest.

2. GENERAL PRINCIPLES

The following general principles govern this Policy:

2.1 The Company’s Board should consist of persons of moral standing and good repute, and it should have an adequate number of Members and an appropriate composition, which should reflect the knowledge, skills and experience necessary to fulfil its responsibilities, according to the Company’s business model and strategy. The Members should also commit sufficient time to carry out their duties.

2.2 The Company promotes and ensures diversity and adequate representation of gender in its Board, in accordance with the Diversity Policy it has adopted, and, in general, it ensures equal treatment and equal opportunities, as well as ensuring that its Members wield a broad spectrum of qualifications and competencies.

2.3 Through the induction training program of the Members, the Company ensures, *inter alia*, that each member perceives and understands clearly the Company’s corporate governance arrangements - as they arise from the legislation, the Corporate Governance Code and the Code of Business Conduct it is implementing; their respective role and responsibilities; the Company’s values, its general strategy and structure.

2.4 A suitability assessment on an individual and collective level shall be conducted when selecting, re-appointing or replacing a Member.

2.5 This Policy complies with the provisions of the Company’s By Laws , the Corporate Governance Code and the general corporate governance framework the Company is implementing.

2.6 This Policy takes into account the specific description of each Member’s responsibilities, their membership in the Board’s Committees, the nature of their duties (executive or non-executive member), their designation as independent or non-independent member, as well as any incompatibilities or other specific characteristics, as described in the Board’s Terms of Reference, or any contractual engagements related to the nature of the Company’s business and the Corporate Governance Code it is implementing.

2.7 This Policy takes into account the size, internal organisation, corporate culture, risk appetite, nature, scale and complexity of the Company’s activities as well as the specific regulatory framework governing the Company’s operation.

3. LEGISLATIVE & REGULATORY FRAMEWORK

In drafting this Policy, the following in particular have been taken into consideration:

1. the provisions of articles 3 and 18 of Law 4706/2020 entitled “*On corporate governance of sociétés anonymes, the contemporary capital market, transposition in the Greek legislation of Directive (EU) 2017/828 of the European Parliament and of the Council,*

measures implementing Regulation (EU) 2017/1131 and other provisions” (Government Gazette Volume 1 Issue 136/17.7.2020);

2. the Circular No. 60 of the Hellenic Capital Market Commission entitled “*Guidelines on the Suitability Policy of article 3 of Law 4706/2020*” (18.09.2020); and
3. the UK Corporate Governance Code the Company adopted on 1.1.2019.

4. DEFINITIONS

4.1 “**Independence**” means the absence of any circumstance that would impede a Member from performing their duties impartially.

4.2 “**Objectivity**” means the impartial attitude and mentality, which allows a Member to perform their duties according to their personal beliefs, without accepting compromises in terms of the quality of their work.

4.3. “**Individual suitability**” (or “suitability on an individual level”) means the degree at which a person is considered to have - as a Member - sufficient knowledge, skills, experience, independence of mind, good repute and moral standing for the performance of their duties as a member of the Company’s Board, pursuant to this Policy.

4.4 “**Collective suitability**” (or “suitability on a collective level”) means the suitability of the Members as a whole.

5. GOVERNANCE

5.1. APPROVAL OF THE POLICY

5.1.1 The Remuneration & Nomination Committee shall submit the Policy to the Board; following which the Board shall submit it to the Company’s General Meeting of Shareholders for approval.

5.1.2 The Remuneration & Nomination Committee shall submit to the Board for approval any amendments to the Policy; and, should they be of an essential nature, in the sense that they derogate or significantly alter the content of the Policy, particularly as to its applicable general principles and suitability criteria, the Board shall submit it to the Company’s General Meeting of Shareholders for approval.

5.1.3 The Board is competent to decide whether amendments to the Policy proposed by the Remuneration & Nomination Committee are of an essential nature or not.

5.2. COMPETENT DIVISIONS

The Remuneration & Nomination Committee may be assisted:

a) in drafting the Policy, by several Divisions of the Company, each within the scope of their responsibilities, such as the Corporate Governance Division, the General Division of Human Resources, the General Division of Legal and Regulatory Matters; and

b) in monitoring the implementation of the Policy, by the Company’s Internal Audit, within the scope of its remit.

6. INDIVIDUAL SUITABILITY

6.1. GENERAL

Unless otherwise provided in the Policy, the individual suitability of the Members shall be assessed in particular on the basis of the following criteria, which apply to all Members, regardless of their capacity as executive, non-executive or independent non-executive member:

6.2. ADEQUACY OF KNOWLEDGE AND SKILLS

6.2.1 To be suitable, a Member should:

- (a) possess the required knowledge, skills and experience to perform their duties, in view of their role, position, and skills required by the Company, as defined by the Remuneration & Nomination Committee for each specific position, and in accordance with the Board's Terms of Reference; and
- (b) identify possible conflicts of interest.

6.2.2 In particular, depending on their role (i.e., as Chair or Lead Independent Director or member of a committee), their capacity (i.e., as executive, non-executive, or independent non-executive member) and the specific responsibilities that may be assigned to them, a Member should have:

- (a) sufficient professional experience; and/or
- (b) sufficient theoretical knowledge, taking into consideration the level and type of education (field of study and specialization) and any professional certifications they may have acquired.

6.2.3 Indicatively, the following may be considered in assessing the adequacy of a Member's professional experience:

- (a) any previous and/or current positions the Member held/holds in management bodies of other entities (taking into account the role, capacity and any specific responsibilities assigned to them as a member of the respective bodies in such entities) or any other occupation the Member held/holds in other entities, as well as the specific duties the Member performed/performs at such entities;
- (b) the duration of their tenure/term of office in the respective position; and/or
- (c) the size, the scale and complexity of the business activity, as well as the nature of activities of the respective entity the Member was/is employed by, pursuant to the above.

6.2.4 Indicatively, the following may be considered when assessing the Member's sufficient knowledge and skills:

- (a) the role and duties of their position in the Company and the skills required for that position; or/and
- (b) the knowledge and skills attained by the Member through education and training, as well as the professional experience they acquired, as demonstrated indicatively by the Member's academic or other degrees, and their professional development.

6.3. MORAL STANDING AND GOOD REPUTE

6.3.1 All Members should be persons of moral standing and good repute, particularly evidencing their honesty and integrity.

6.3.2 A Member is presumed to be of a good repute, possessed of honesty and integrity, provided there is no objective and proven evidence to suggest otherwise. To assess the repute, honesty and integrity of a proposed or appointed Member, the Company may conduct an investigation, and, without prejudice to the legislation on data protection, may request data and relevant supporting documents for any final judicial judgment or administrative decision/penalty issued against this Member, in particular for infringements and offences related to their capacity of Member, or for financial crime in general, or for crimes that would constitute a reason for excluding the Company from public procurement procedures pursuant to EU and/or national legislation.

Without prejudice to the provisions on specific incompatibilities or barring (see 6.4 here-below), this assessment may consider in particular:

- (a) the relevance of the offence or action to the Member's role, the seriousness of the offence or of the action;
- (b) the surrounding circumstances, including mitigating factors;
- (c) the role of the individual involved;
- (d) the penalty imposed;
- (e) the phase of the judicial process reached and any rehabilitation measures that have taken effect;
- (f) the time elapsed since the offence and the Member's conduct since the infringement or offence; as well as
- (g) any decision issued by any relevant competent authority disqualifying the proposed Member from acting as a Member.

6.4. CONFLICTS OF INTEREST – SPECIAL IMPEDIMENTS / INCOMPATIBILITIES

6.4.1 In addition to the suitability criteria, as defined in this Policy, the Company adopts and implements a “*Policy and Procedures on Conflicts of Interest*”, as in force, which, *inter alia*, includes procedures for preventing conflicts of interest that may arise for Members, measures for disclosing, managing and resolving such conflicts, as well as cases and conditions, under which exceptionally it would be acceptable for a Member to have conflicting interests, provided that the interests of the Member in question are severely restricted or properly managed.

6.4.2 All actual and potential conflicts of interest at Board level are subject to adequate disclosure, discussion, documentation, decision-making and proper management (i.e. the necessary measures for mitigating and resolving such conflicts are taken), in accordance with the Company's “*Policy and Procedures on Conflicts of Interest*”.

6.4.3 A prerequisite for the election/appointment or maintenance of a person's capacity as Member on the Company's Board is the absence of any final judicial ruling, issued within one year before or after the Member's election/appointment, respectively, declaring the Member liable for concluding damaging transactions of a company, either listed or not (in the meaning of Law 4548/2018), with related parties. Each proposed Member shall submit to the Company a solemn declaration stating that no such impediment exists, while each Member shall notify the Company without delay of the issuance of any relevant final judicial ruling.

6.5. INDEPENDENCE OF MIND

6.5.1 All Members (executive, non-executive, independent non-executive) shall act with independence of mind when participating in the discussions and the decision-making processes of the Board. The lack of any conflict of interest shall not necessarily mean that the Member is acting with independence of mind.

6.5.2 In particular, every Member should participate actively in Board meetings and make their own sound, objective and independent decisions when performing their duties, with discernment, confidence and insight.

6.5.3 When assessing a Member's independence of mind, it should be considered whether the respective Member has the necessary behavioural skills, including:

- (a) courage, conviction and strength to be able effectively to assess and challenge the proposals or opinions expressed by other Members;
- (b) the ability to pose constructive questions to Members, especially to executive members, with a view to reaching better decisions; and

- (c) the ability to resist 'group-think'.

6.6. SUFFICIENT TIME COMMITMENT

6.6.1 Every Member must commit sufficient time to performing their duties. The following shall be considered particularly in assessing the sufficient time that every Member shall dedicate to their duties:

- (a) the Member's role (i.e. as Chair or Lead Independent Director or member of a committee), and capacity (i.e. as executive, non-executive or independent non-executive member), the number of Board Committees on which the Member may sit, all duties related to their responsibilities, as well as any other specific responsibilities that may be assigned to them, pursuant to the Board's Terms of Reference and each Board Committee's Terms of Reference;
- (b) the number of directorships the Member holds in other boards; and
- (c) the roles and capacities the Member is holding concurrently, as well as other professional or personal commitments and circumstances.

6.6.2 The Company shall make every proposed Member aware of the time they shall be expected to devote to performing their duties, participating in Board meetings or sitting in any committees in which they shall sit either as a member or Chair.

6.6.3 Company Members are advised not to hold more than one of the following combinations of directorships concurrently:

- (a) one executive directorship and three non-executive directorships;
- (b) six non-executive directorships.

In any case, Members should not sit in the boards of more than five (5) companies whose shares are traded in regulated markets.

Executive or non-executive directorships held within the same group shall count as a single directorship. Moreover, directorships held in entities which do not pursue predominantly commercial objectives shall not be taken into account for the purposes of this paragraph.

6.6.4 Before acquiring any additional position in boards of other entities, every Member must take the above into account and in particular, must consider the necessary time they should devote for discharging their duties as a Member properly, which (time) should in no case be impaired. In this regard, after obtaining any position in boards of other entities, the Member should without delay inform the Company accordingly.

7. COLLECTIVE SUITABILITY

7.1. GENERAL

7.1.1 The Board collectively should be suitable for carrying out its responsibilities and should be composed in such manner as to contribute to the effective management of the Company and to balanced decision-making.

7.1.2 Members collectively should be able:

- (a) to take appropriate decisions considering the business model, risk appetite, strategy and the markets in which the Company operates;
- (b) to evaluate corporate performance properly;
- (c) to support the Company's Management and provide directions and guidance where and when required; as well as

- (d) to monitor and challenge the implementation of the Board's decisions by the Company's Management.

7.2. KNOWLEDGE, SKILLS AND EXPERIENCE

7.2.1 The composition of the Board should reflect the knowledge, skills and experience necessary to fulfil its responsibilities and the Members collectively should have the skills necessary to present their views. In general, all the sectors in which the Company operates (Power & Gas sector, Metallurgy sector, Renewables & Storage Development sector and Sustainable Development/Sustainable Engineering Solutions), as well as any other related subject (indicatively, finance and capital markets) should be covered by the Board collectively, with sufficient expertise among the Members.

7.2.2 Specifically, there should be a sufficient number of Members with knowledge in the areas required for the Company's activities to allow a discussion to take place during the decision-making process. In this context, the Board collectively must have an appropriate understanding of those areas for which the Members collectively are accountable, and it must have the skills to manage and oversee the Company effectively, including the following aspects:

- (a) the main activities of the Company and the main risks related to them;
- (b) the strategic planning of the Company, including sustainable development;
- (c) financial reporting;
- (d) understanding the Board's *modus operandi*;
- (e) compliance with the legislative and regulatory framework;
- (f) understanding corporate governance issues;
- (g) familiarity with the matters assigned to each Board Committee (e.g. remuneration issues, regulatory compliance, etc.)
- (h) the ability to identify and manage risks;
- (i) the impact of technology on its activity;
- (j) understanding of matters related to marketing, leadership and international know-how;
- (k) diversity;
- (l) accounting and/or auditing.

8. SUITABILITY ASSESSMENT

8.1 The Company bears the primary responsibility for identifying shortcomings in both the individual and the collective suitability of Members and to this end the Board conducts a self-assessment annually. This suitability assessment is part of the annual assessment of the Company's Board, which is conducted by the Remuneration & Nomination committee. The findings of this assessment are processed and presented to the Board by its Chair, acting in collaboration with the Lead Independent Director.

8.2 To this end, every proposed or appointed Member must inform the Company about meeting the suitability criteria, as described in this Policy, as well as about any change thereto, and must submit any required documentation or other supporting documents. Respectively, at regular intervals, the Remuneration & Nomination Committee may gather the relevant required documentation both from the proposed and the appointed Members.

8.3 In the context of the Board's assessment, at its discretion and upon recommendation of the Remuneration & Nomination Committee, the Board may decide also to have its assessment conducted by third party consultants, either on a regular or *ad hoc* basis.

8.4 The Remuneration & Nomination Committee shall monitor the suitability of the Members, especially in order to identify, in light of any relevant new fact disclosed to it, situations where a re-assessment of their suitability should be conducted; informing the Board in this regard.

8.5 Apart from the aforementioned regular assessment of the Members' suitability, their individual or collective suitability also shall be assessed in exceptional circumstances, especially, in the following cases:

- (a) when concerns arise regarding the individual suitability of the Members or the suitability of the Board's composition;
- (b) in the event of a material impact on the reputation of a Member; and
- (c) in any event that can otherwise materially affect the suitability of the Member, including cases where Members are not complying with the Company's "*Policy and Procedures on Conflicts of Interest*".

8.6 In the event that any Member no longer meets one or more of the suitability criteria, as described in this Policy, and that this affects the Board's individual or collective suitability, the possibility shall be examined of taking corrective measures to address the weakness identified. Such corrective measures may include, for example, providing additional training on specific topics to the respective Member(s), or adjusting Members' remits.

8.7 The Remuneration & Nomination Committee shall keep a record of the results of the suitability assessment, particularly any weaknesses/shortcomings between the expected and the actual individual and collective suitability, also of any measures taken to address those deficiencies.

8.8 In case that one or more of the suitability criteria, according to this Policy, ceased to exist in the person of a Member for reasons that this Member could not prevent, even with extreme diligence, the Board shall arrange for their dismissal and replacement within three (3) months.

8.9 The Board shall ensure that the Company adopts an appropriate succession plan, pursuant to the relevant policy of the Company, to safeguard that the management of the Company's affairs and the decision-making continue smoothly after Members' departure, especially Executive Members and Members sitting on committees.

9. MONITORING THE EFFICIENCY OF THE POLICY

9.1 The Company shall monitor the efficiency of the Policy and shall evaluate it periodically, at regular intervals or whenever significant events or changes take place.

9.2 The Company shall amend the Policy and shall review its planning and implementation, where appropriate, taking into account, *inter alia*, the proposals/recommendations made by the Remuneration & Nomination Committee, the Corporate Governance Division and the Internal Audit Division.

10. FINAL PROVISIONS

10.1 The current Policy shall be posted on the Company's website.

10.2 The Policy and any material amendments thereto shall enter into force once approved by the General Meeting of Shareholders. Any amendment to the Policy which is not material shall enter into force once it is approved by the Board.