

**BOARD OF DIRECTORS' REMUNERATION REPORT OF**  
**“GRIGORIS SARANTIS INDUSTRIAL AND COMMERCIAL COMPANY OF COSMETICS,**  
**APPAREL, HOUSEHOLD AND PHARAMCEUTICAL PRODUCTS SOCIETE ANONYME”**  
**G.E.M.I. No: 000255201000**  
**REGARDING THE FINANCIAL YEAR 1.1.2019 - 31.12.2019**  
**FOR THE ANNUAL SHAREHOLDERS' ORDINARY GENERAL MEETING**

The existing remuneration report has been conducted in accordance with the provisions of article 112 L. 4548/2018 and contains a comprehensive overview of the total remuneration of the Board of Directors' members of the Company “GRIGORIS SARANTIS INDUSTRIAL AND COMMERCIAL COMPANY OF COSMETICS, APPAREL, HOUSEHOLD AND PHARAMCEUTICAL PRODUCTS SOCIETE ANONYME” (hereafter: the Company), regarding the financial year 1.1.2019 - 31.12.2019, which were given in the context of the Company's Remuneration Policy, approved in June 18<sup>th</sup> 2019, and can be found [here](#).

All remuneration of the members of the Board of Directors comply with the approved Remuneration Policy and the law.

The Company has already established a three-member Remuneration Committee, which consists of non-executive and independent members in their majority.

The duties of the above committee include the control, the review and the update on a regular basis of the procedures and conditions governing the remuneration on both the company and group level, so that these are always aligned with the corporate objectives and the regulatory framework in effect.

The total remuneration of the members of the Board of Directors consists of a 100% fixed remuneration. In line with paragraph ii of the 2.1.1. condition of the Company's Remuneration Policy, currently the Company does not provide any variable remuneration benefits to the members of the Board of Directors and subsequently no motives that could lead in risk taking or conflict of interest are provided.

As for the executive members: they are paid with fixed remuneration, which according to condition 2.1.2. of the Remuneration Policy are usually competitive, so that it is possible to attract and retain people who have the appropriate skills, capabilities, experiences and behavior required by the Company. Maintaining competitiveness is ensured by monitoring the level of remuneration in the Company's activity sectors - on Greek or/and European level- through relevant surveys. Along with the assessment of the importance of the position, the academic background and the previous experience of the beneficiary person is also taken into account, in order to determine the level of the fixed remuneration. It is aimed that this remuneration is aligned with the market average of a comparable sample, as this is reflected in remuneration surveys.

As for non-executive members: they are paid only with fixed remuneration. This reflects their employment time as well as the range of their duties. It does not include bonus, stock options or any other compensation linked to performance. Three of the non-executive members have not received remuneration during the last five financial (5) years.

In addition to the above, the Company, within the framework of the Group's insurance policy, provides the members of the Board of Directors with private insurance for medical and hospital coverage, as well as life insurance. It also provides them with a company car with all the related coverage.

### **1. Total remuneration of the members of the Board of Directors for the financial year 1.1.2019 - 31.12.2019**

Table 1 below includes presents in detail the annual remuneration of any type, given to the members of the Board of Directors during the fiscal year 1.1.2019 - 31.12.2019.

It is clarified that the remuneration declared in Table 1 is in gross terms, while the net remuneration is less than that amount and is determined on the basis of the deductions and contributions applied to each beneficiary.

### **2. Annual change of the remuneration of the Board of Directors' members**

Table 2 below presents, for the fiscal years 2015, 2016, 2017, 2018 and 2019, the annual change of the remuneration of the Board of Directors' members, indicators and figures concerning the performance and financial condition of the Company, as well as the annual change of the gross annual income of full-time employees.

The financial data of the Company, included in Table 2, are based on the financial statements of the published Annual Financial Reports of the respective aforementioned fiscal years both at a Company and at a Group level.

### **3. Additional remuneration from a company belonging to the same Group**

During the financial year of 2019, only Mr. Rozakeas has received remuneration from another company belonging to the Group, and this is included in his remuneration in Table 1.

### **4. Number of shares and stock options that have been granted or offered to the members of the Board of Directors**

During 2019 no shares or stock options have been granted or offered to the members of the Board of Directors.

**5. Exercise of stock options rights of the Board of Directors' members in the context of the Company's stock option programs**

None incurred.

**6. Information on the use of the possibility of revoking variable remuneration**

None incurred.

**7. Information on any deviations from the application of the Remuneration Policy**

The Company fully complies with the Remuneration Policy, as approved by the General Meeting of June 18<sup>th</sup> 2019.

Table 1 below presents in detail the annual remuneration of any type (in euros) of the Chairman, the Vice-Chairman & CEO and the members of the Company's Board of Directors<sup>1</sup>.

**Table 1**

Name and Surname	Membership	Fixed Remuneration	%	Other benefits *	%	Total
Grigoris Sarantis	BoD Chairman	300,000	97.01%	9,233	2.99%	309,233
Kyriakos Sarantis	BoD Vice Chairman & CEO	600,000	95.81%	26,263	4.19%	626,263
Konstantinos Rozakeas**	Executive Member	163,876	96.66%	5,654	3.34%	169,530
Konstantinos Stamatiou	Executive Member	155,842	95.44%	7,451	4.56%	163,293
Katerina Saranti	Non-Executive Member	214,256	92.59%	17,145	7.41%	231,401
<b>Total</b>		<b>1,433,973</b>	<b>95.62%</b>	<b>65,746</b>	<b>4.38%</b>	<b>1,499,720</b>

\* Other benefits include insurance fees and corporate car insurance

\*\* The total amount includes remuneration from other companies of the Group

<sup>1</sup> This table presents the people subject to the Company's Remuneration Policy who have received remuneration for the financial year 1.1.2019-31.12.2019. The other members of the Board of Directors, who are omitted, namely Dimitrios Efstathiou, Nikos Nomikos and Christos Oikonomou have not received remuneration during the years 2015 - 2019.

**Table 2**

<b>Gross Income</b>	<b>Annual change 2016-2015</b>	<b>Annual change 2017-2016</b>	<b>Annual change 2018-2017</b>	<b>Annual change 2019-2018</b>
Total annual gross remuneration of members of the BoD	11%	9%	-66% <sup>2</sup>	123%
Average annual gross income of employees	3%	3.4%	4.1%	5.3%
<b>Annual Financial Data</b>	<b>Annual change 2016-2015</b>	<b>Annual change 2017-2016</b>	<b>Annual change 2018-2017</b>	<b>Annual change 2019-2018</b>
<b>GR. SARANTIS S.A.</b>				
Sales	16.2%	0.1%	3.9%	10.6%
Earnings after tax	86.5%	0.9%	-79.7%	1765.9% <sup>3</sup>
<b>SARANTIS GROUP</b>				
Sales	18.1%	4.3%	14.8%	7.6%
Earnings after tax attributed to the Company's shareholders	23.9%	16.8%	13.6%	16.8%

<sup>2</sup> The reduction of the BoD remuneration in 2018 compared to 2017 is a result of the Chairman's and the Vice-Chairman & CEO's decision to waive their right to remuneration for the financial year 2018.

<sup>3</sup> The 1766% increase in the Company's Earnings after taxes is due to dividends collected from subsidiaries of the company GR SARANTIS CYPRUS, which was absorbed on December 30<sup>th</sup> of 2019 by the parent company.