

ASBISc Enterprises Plc Remuneration Report 2024 – 2023 financial years

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Introduction

ASBISC Enterprises Plc. (hereinafter referred to – Company, ASBIS) has designed and integrated a Remuneration Policy for Members of Management Board in line with the provisions on remuneration as set out the Public Offer and the Conditions for Introducing Financial Instruments to the Organized Trading System and Public Companies Act which transpose regulations of Directive (EU) 2017/828, dated 17 May 2017.

Following regulations of Directive (EU) 2017/828, the Annual General Meeting of Shareholders of ASBISc Enterprises Plc dated 6 May 2020 approved a new Remuneration Policy for Members of Management Board. On 8 May 2024 the Annual General Meeting of Shareholders approved to maintain the existing Remuneration Policy for Members of the Board of Directors.

The Remuneration Policy for Members of the Management Board describes the principles for payment of remuneration to the members of the Management Board.

This Remuneration Policy is available at the Company's registered office and on its website <u>https://investor.asbis.com/remuneration-policy</u>

The Remuneration Report for each financial year is subject to be assessed by auditors and approved at the Annual General Meeting each year under a separate item on the agenda.

This Remuneration Report provides an overview of the Remuneration Policy for ASBISc Enterprises Plc Management Board and the application thereof in 2024.

Key highlights - 2024 performance

By far the year 2024 was one of the most challenging years for ASBIS.

The key issues we faced during 2024 were the negative impact of the new realities in the Company's leading market - Kazakhstan, the consumer sentiment changes in Ukraine due to the ongoing war, and the increasing escalations in the Middle East. Moreover, ASBIS results have been negatively affected by the inflationary pressures, high interest costs, and an increased effective tax rate.

In 2024 we have continued enforcing the Company's profit-oriented strategy, which includes introducing higher-margin IT solutions to our portfolio of products and services with technologically advanced solutions, including the division related to robotics - ASBIS Robotic Solutions (AROS) and Breezy – second life devices division.

In 2024, ASBIS generated revenues of USD 3,008 billion (down 1.7% compared to 2023). Gross profit margin decreased to 7.98 % in 2024, as compared to 8.24% in 2023. The profit from operations (EBIT) reached USD 65 million USD (up +0.07% compared to 2023) and net profit after taxation increased to USD 54 million, as compared to USD 53 million in 2023.

As of December 31, 2024, ASBIS had USD 155 million in cash and equivalents on its balance sheet, as compared to USD 143.6 million at the end of 2023.

The Management Board has been doing its best to deliver a long-term value creation, by taking important steps towards further execution of ASBIS's growth strategy.

The Management Board is satisfied with the Group's results in 2024 given an extremely demanding market environment.

Summarized overview of ASBIS remuneration policy and application in 2024 / in thousand USD/

Г	/ In thousand USD	
	Policy summary	Application in 2024
Fixed salary	 A fixed salary is paid to Executive Directors in 13 equal monthly instalments and to Non-Executive Directors in 12 equal monthly instalments. The aim of the fixed salary is to attract and retain the best-qualified members Fixed salary is considered on a regular basis considering economic climate, market conditions, Company performance, the individual's role, skills and remit, and increases elsewhere in the Company. 	 Fixed salary was paid as follows: Siarhei Kostevitch – USD 217 Marios Christou – USD 126 Costas Tziamalis – USD 126 Julia Prihodko – USD 58 Hanna Kaplan – USD 84 Constantinos Petrides – USD 32 Tasos Panteli – USD 19 Maria Petridou – USD 19
Incentive pay	 Incentive pay is based on performance criteria, and it is in line with the business strategy, market condition and the specific environment in which the Company operates. Incentive pay is paid only if it is sustainable according to the financial situation of the Company as a whole and justified according to the performance of the business unit, the fund and the individual concerned. At the target level: quarterly financial, non-financial and personal objectives, paid up to around 7% of the Chief Executive Officer's total pay and up to 5% of the Deputy CEO and Chief Finance Officer's total pay, Net profit bonus - calculated as % from achieved NP target. The maximum level is up to 11% of the Deputy CEO and Chief Finance Officer's total pay, Net Profit commissions - calculated as a % from Profit after Tax. The maximum level is up to approximately 44% of the Chief Executive Officer's total pay. 	 Applicable criteria and their weight: financial results: 100% non-financial targets: not quantified personal objectives: not quantified Actual pay-out was as follows: Siarhei Kostevitch – USD 420 Marios Christou – USD 119 Costas Tziamalis – USD 119 Julia Prihodko – USD 37 Hanna Kaplan – USD 41
Provident Fund	 The members of the Management Board are not entitled to any pension contributions however they participate in the Employees' Provident Fund. 	 Provident Fund was paid as follows: Siarhei Kostevitch – USD 7 Marios Christou – USD 4 Costas Tziamalis – USD 4 Julia Prihodko – USD 2 Hanna Kaplan – USD 2

Application of Remuneration Policy in 2024

Fixed salary

The fixed salary for the members of the Management Board is determined by the Remuneration Committee.

The basic salaries for the members of the Management Board in 2024 have changed, as compared to 2023, mainly due to a change in EUR/USD rate.

Annual fixed salary for the management board /in thousands USD/						
	2024	2023				
Siarhei Kostevitch	217	213				
Marios Christou	126	127				
Costas Tziamalis	126	127				
Hanna Kaplan*	84	44				
Julia Prihodko	58	59				
Constantinos Petrides**	32	21				
Tasos Panteli	19	26				
Maria Petridou	19	26				

* Hanna Kaplan was appointed to the BOD as an Executive Director on the 23rd of June 2023

** Constantinos Petrides was appointed to the BOD as a Non-Executive Director on the 23rd of June 2023

In 2024 there were the following changes in the members of the Company's Board of Directors:

- Executive directors:

• on May 8th, 2024, the Company's Annual General Meeting of Shareholders has re-elected Mrs. Hanna Kaplan to the Board of Directors.

- Non-executive directors (NED):

• on May 8th, 2024, the Company's Annual General Meeting of Shareholders has re-elected Mr. Tasos Panteli, Mrs. Maria Petridou and Mr. Constantinos Petrides to the Board of Directors.

Incentive pay

The objective of the Management Board incentive pay is to ensure that its members' priorities define short-term operational objectives, leading to longer-term value creation.

The incentive pay consists of a (potential) cash bonus payment, depending on achievements concerning pre-set targets:

- a) financial ("Net Profit After Tax" and "Cash From Operating Activities") and
- b) non-financial and personal objectives, which are consistent with the Company's strategy and aligned with shareholders' interests for the Chief Executive Officer, Deputy CEO of Asbis Group and Chief Finance Officer.

Incentive pay for the management board, in USD thousand					
	2024	2023			
Siarhei Kostevitch	420	792			
Marios Christou	119	171			
Costas Tziamalis	119	171			
Hanna Kaplan*	41	-			
Julia Prihodko	37	50			

* Hanna Kaplan was appointed to the BOD as an Executive Director effective from the 23rd of June 2023

On an annual basis, the Remuneration Committee selects financial and non-financial targets for the Management Board. In selecting these targets, the Remuneration Committee considers analysts' forecasts, economic conditions and the Committee's expectation of performance over the relevant period.

Incentive pay criteria for 2024

The following table shows the selected criteria, their weight and the performance ranges that applied to the 2024 incentive pay:

Criteria	Performance thresholds	Total weight
Non-financial criteria	Performance and pay-out are assessed by the Remuneration Committee per individual criteria	not quantified

Personal objectives	Performance and pay-out are assessed by the Remuneration Committee per individual criteria	not quantified
Financial results	<i>Net Profit after Tax:</i> Minimum target – USD 60 m Maximum target – USD 64 m	100% (only applies to NPAT)
	Cash From Operating Activities: Generate a positive amount for 2024 from "Cash From Operating Activities".	

The financial results in 2024 did not reach the minimum level, hence, an average of 88% of the total incentive pay was awarded for this component.

In conclusion, the total incentive pay for 2024 granted to the Chief Executive Officer, the Deputy CEO, the Chief Finance Officer, the Chief Human Relations Officer and Hanna Kaplan – Executive Director amounted to an average of 88% of the maximum opportunity. This resulted in a gross cash bonus payment of USD 420 000 to the Chief Executive Officer, USD 119 000 to the Deputy CEO, USD 119 000 to the Chief Finance Officer, USD 37 000 to the Chief Human Relations Officer and USD 41 000 to Hanna Kaplan – Executive Director.

Pensions and other benefits

Benefits

To provide a competitive market remuneration package, a number of work-related benefits are available to the Executive Directors. In addition to the fixed and incentive pay, the Company offers a range of benefits including:

- Car;
- Phone;
- Medical Insurance.

Employees Provident Fund

The Employees' Provident Fund is the main scheme under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952. The scheme is managed under the aegis of the Employees' Provident Fund Organization. Certain members of the Management Board also participate in the Employees' Provident Fund.

A contribution is payable by each employee (the employee has the option to contribute 3%, 5% or 10%). The Company also contributes 3% on employees' fixed salary. The benefits from the Provident Fund can only be paid to any member of such fund or to the legitimate heirs of the member:

- In case of retirement;
- In case the member becomes permanently incapable for work;
- In case of death of the member;
- In case of termination of employment of the member;
- In case of dissolution of the fund.

Pension

The members of the Management Board are not entitled to any pension contributions in addition to the fixed annual remuneration and Provident Fund contributions.

		in 2024			
	1 Description of the performance criteria and	2 Relative weighting of the performance criteria	3 Information on Perf	4 a) Measured performance and	
Name of director, position	type of applicable remuneration		a) Minimum target/threshold performance and b) corresponding award	a) Maximum/target performance and b) corresponding award	b) actual award outcome
	Income Statement: NPAT		a) USD 60 M	a) USD 64 M	a) USD 54 M
	Income Statement: NPAT		b) USD 456 000	b) USD 480 000	b) USD 420 000
Siarhei Kostevitch, Chairman,	Cash Flow: Cash From Operating Activities		a) positive "CFO"	a) not quantified	a) + USD 27 M
Executive (Chief Executive Officer)	("CFO")		b) not applicable	b) not applicable	b) not applicable
(,	Non-finance: compliance with all applicable laws		a) not quantified	a) not quantified	a) not quantified
	and regulations in all the countries we conduct business in (non- measurable)		b) not applicable	b) not applicable	b) not applicable
	Income Statement: NPAT		a) USD 60 M	a) USD 64 M	a) USD 54 M
	Income Statement: NPAT		b) USD 131 000	b) USD 139 000	b) USD 119 000
	Cash Flow: Cash From		a) positive "CFO"	a) not quantified	a) + USD 27 M
Marios Christou, Executive	Operating Activities		b) not applicable	b) not applicable	b) not applicable
(Chief Financial Officer)	Non-finance: compliance with all applicable laws		a) not quantified	a) not quantified	a) not quantified
	and regulations in all the countries we conduct business in (non- measurable)		b) not applicable	b) not applicable	b) not applicable
	Income Statement: NPAT		a) USD 60 M	a) USD 64 M	a) USD 54 M

The table below presents information on performance criteria and its application

Costas Tziamalis, Executive			b) USD 131 000	b) USD 139 000	b) USD 119 000										
(Deputy CEO)	Cash Flow: Cash From		a) positive "CFO"	a) not quantified	a) + USD 27 M										
	Operating Activities		b) not applicable	b) not applicable	b) not applicable										
	Non-finance: compliance with all applicable laws		a) not quantified	a) not quantified	a) not quantified										
	and regulations in all the countries we conduct business in (non- measurable)		b) not applicable	b) not applicable	b) not applicable										
	Income Statement: NPAT		a) USD 60 M	a) USD 64 M	a) USD 54 M										
	Income Statement. NPAT		b) USD 38 000	b) USD 38 000	b) USD 37 000										
Julia Prihodko Executive	Cash Flow: Cash From Operating Activities		a) positive "CFO"	a) not quantified	a) + USD 27 M										
(Chief Human Relations Officer)	Non-finance: compliance with all applicable laws		b) not applicable	b) not applicable	b) not applicable										
Oncer	and regulations in all the countries we conduct business in (non- measurable)		a) not quantified	a) not quantified	a) not quantified										
	Income Statement: NPAT		a) USD 60 M	a) USD 64 M	a) USD 54 M										
	income Statement: NPAT		b) USD 43 000	b) USD 43 000	b) USD 41 000										
	Cash Flow: Cash From		a) positive "CFO"	a) not quantified	a) + USD 27 M										
Hanna Kaplan,	Operating Activities		b) not applicable	b) not applicable	b) not applicable										
Executive	Non-finance: compliance		a) not quantified	a) not quantified	a) not quantified										
	with all applicable laws and regulations in all the countries we conduct business in (non- measurable)	and regulations in all the countries we conduct business in (non-	and regulations in all the countries we conduct business in (non-	and regulations in all the countries we conduct business in (non-	and regulations in all the countries we conduct business in (non-	and regulations in all the countries we conduct business in (non-	and regulations in all the countries we conduct business in (non-	and regulations in all the countries we conduct business in (non-	and regulations in all the countries we conduct business in (non-	and regulations in all the countries we conduct business in (non-	and regulations in all the countries we conduct business in (non-		b) not applicable	b) not applicable	b) not applicable

The table below presents information on performance criteria and its application in 2023

	1 Description of the performance criteria and		performance criteria and criteria		3 Information on Perfo	4 a) Measured performance and
Name of director, position	type of applicable remuneration	a) Minimum target/threshold performance and b) corresponding award	a) Maximum/target performance and b) corresponding award	b) actual award outcome		
	Income Statement: NPAT		a) USD 78 M	a) USD 82 M	a) USD 78 M (without one-offs)	
	income Statement. NFAT		b) USD 799 000	b) USD 839 000	b) USD 792 000	
Siarhei Kostevitch, Chairman,	Cash Flow: Cash From Operating Activities		a) positive "CFO"	a) not quantified	a) + USD 45 M	
Executive (Chief Executive Officer)	("CFO")		b) not applicable	b) not applicable	b) not applicable	
	Non-finance: compliance with all applicable laws		a) not quantified	a) not quantified	a) not quantified	
	and regulations in all the countries we conduct business in (non- measurable)		b) not applicable	b) not applicable	b) not applicable	

	Income Statement: NPAT		a) USD 78 M	a) USD 82 M	a) USD 78 M (without one-offs)
	income Statement. NFAT		b) USD 175 000	b) USD 183 000	b) USD 171 000
	Cash Flow: Cash From		a) positive "CFO"	a) not quantified	a) + USD 45 M
Marios Christou, Executive	Operating Activities		b) not applicable	b) not applicable	b) not applicable
(Chief Financial Officer)	Non-finance: compliance		a) not quantified	a) not quantified	a) not quantified
	with all applicable laws and regulations in all the countries we conduct business in (non- measurable)		b) not applicable	b) not applicable	b) not applicable
			a) USD 78 M	a) USD 82 M	a) USD 78 M (without one-offs)
	Income Statement: NPAT		b) USD 175 000	b) USD 183 000	b) USD 171 000
Costas Tziamalis, Executive	Cash Flow: Cash From		a) positive "CFO"	a) not quantified	a) + USD 45 M
(Deputy CEO)	Operating Activities		b) not applicable	b) not applicable	b) not applicable
	Non-finance: compliance with all applicable laws		a) not quantified	a) not quantified	a) not quantified
	and regulations in all the countries we conduct business in (non- measurable)		b) not applicable	b) not applicable	b) not applicable
	Income Statement: NPAT		a) USD 78 M	a) USD 82 M	a) USD 78 M (without one-offs)
			b) not applicable	b) not applicable	b) USD 50 000
Julia Prihodko Executive	Cash Flow: Cash From Operating Activities		a) positive "CFO"	a) not quantified	a) + USD 45 M
(Chief Human Relations Officer)	Non-finance: compliance with all applicable laws		b) not applicable	b) not applicable	b) not applicable
Oncer	with all applicable laws and regulations in all the countries we conduct business in (non- measurable)		a) not quantified	a) not quantified	a) not quantified
	Income Statement: NPAT		a) USD 78 M	a) USD 82 M	a) USD 78 M (without one-offs)
			b) not applicable	b) not applicable	b) not applicable
	Cash Flow: Cash From		a) positive "CFO"	a) not quantified	a) + USD 45 M
Hanna Kaplan, Executive	Operating Activities		b) not applicable	b) not applicable	b) not applicable
	Non-finance: compliance with all applicable laws		a) not quantified	a) not quantified	a) not quantified
	with all applicable laws and regulations in all the countries we conduct business in (non- measurable)		b) not applicable	b) not applicable	b) not applicable

Total remuneration for directors paid in 2024 and 2023

The following table summarizes the remuneration of ASBIS Management Board members in the financial years 2024 and 2023.

		Fixed	1 remunera	ation		2 emuneration	3 Extraordinary	4 Provident	5 Total	6 Proportion of
Name of the director, Position	Year	Basic	Fees	Fringe benefits	One-year variable	Multi-year variable	items	Fund	remuneration	fixed and variable remuneration
Siarhei Kostevitch, Chairman, Executive	2024	217			410			7	634	34%/66%
(Chief Executive Officer)	2023	213			792			6	1011	21%/79%
Marios Christou, Executive	2024	126			119			4	249	51%/49%
(Chief Financial Officer)	2023	127			171			4	302	42%/58%
Costas Tziamalis, Executive	2024	126			119			4	249	51%/49%
(Deputy CEO)	2023	127			171			4	302	43%/57%
Julia Prihodko Executive	2024	58			37			2	97	60%/40%
(Chief Human Relations Officer)	2023	58			50			2	110	53%/47%
Hanna Kaplan, Executive Director*	2024	84			41			2	127	66%/34%
Executive Director	2023	43			-			1	44	only fixed
Constantinos Petrides,	2024	32							32	only fixed
Non-executive (Non-executive Director) *	2023	21							21	only fixed
Tasos Panteli,	2024	19							19	only fixed
Non-executive (Non-executive Director)	2023	26							26	only fixed
Maria Petridou	2024	19							19	only fixed
Non-executive (Non-executive Director)	2023	26							26	only fixed

*Hanna Kaplan and Constantinos Petrides were appointed to the BOD on the 23rd of June 2023.

Share-based remuneration

Share-based remuneration is not applied by ASBIS.

Comparative information on the change of remuneration and Company performance

The annual change of remuneration of ASBIS's Management Board, the performance of the Company and the average remuneration of ASBIS are presented in the table below in a comparative manner for the last five reported financial years (RFY).

	RFY2020 vs	RFY2021 vs	RFY2022 vs	REV2022 vo	RFY2024 vs
	RFY2019	RFY2021 VS RFY2020	RFY2022 VS RFY2021	RFY2023 vs RFY2022	RFY2024 VS
		Directors remuner	ation	<u> </u>	
Siarhei Kostevitch, Chairman, executive (Chief Executive Officer)	55%	107%	-9%	+3%	-36%
Marios Christou, executive (Chief Financial Officer)	66%	60%	+16%	+3%	-18%
Costas Tziamalis, executive (Deputy CEO)	66%	63%	+14%	+3%	-18%
Yuri Ulasovich, executive (Chief Operating Officer)	49%	-76%	-	-	-
Hanna Kaplan, executive director	-	-	-	+100%	+182%
Julia Prihodko, executive, (Chief Human Relations Officer)	-	100%	+67%	+31%	-13%
Demos Demou, non-executive (Non-executive Director)	40%	-50%	-	-	-
Chris Pavlou, non-executive (Non-executive Director)	-	-	-	-	-
Constantinos Petrides, non- executive (Non-executive Director)	-	-	-	+100%	+52%
Tasos Panteli, non-executive (Non-executive Director)	40%	0%	-7%	+100%	-27%
Maria Petridou, non-executive (Non-executive Director)	-	100%	+18%	+100%	-27%
Total	57%	63%	-3%	+10%	-22%
Finance metric A - Income Statement: Profit for the year	140%	111%	-1%	+1% (without one- offs)	+2%
Finance metric B - Cash Flow: Cash from Operating Activities	43%	-2%	-237%	+180%	-40%
Non-finance metric C - compliance with all applicable laws and regulations in all the countries we conduct business in (non-measurable)					
Employees of the Company	20%	8%	-3%	+14%	+4%
Employees of the Group	6%	17%	+3%	+5%	+5%

Derogations and deviations from the Remuneration Policy and the procedure for its implementation

In 2024, the application of the Remuneration Policy for the Management Board was consistent with the policies included therein. No deviation or derogation took place.

Any use of the right to reclaim

During the reported financial year, the variable remuneration has not been reclaimed.

Information on shareholder vote

The Annual General Meeting of Shareholders of ASBISc Enterprises Plc held on the 8th of May 2024, approved the Remuneration Report of ASBISc Enterprises Plc for the year ended 31 December 2023 with the following voting result:

A number of shares for which valid votes were cast: 25,745,559 which constitutes 46.34% of the share capital.

The following number of votes were cast with respect to the resolution:

- a total number of valid votes: 25,745,559;
- votes "in favor" of the resolution: 25,452,180;
- votes "against" the resolution: 293,379;
- "abstaining" votes: 0.

Signatures:

Siarhei Kostevitch Chairman, Chief Executive Officer Member of the Board of Directors

Marios Christou Chief Financial Officer Member of the Board of Directors

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Constantinos Tziamalis Deputy CEO Member of the Board of Directors

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Julia Prihodko Chief Human Relations Officer Member of the Board of Directors

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Hanna Kaplan Member of the Board of Directors