

# CORPORATE GOVERNANCE

## Good governance

Good corporate governance principles and robust risk management are critical to building effective external relationships and therefore to the Group's success.

### REQUIREMENTS

We meet all governance requirements set by Greek legislation and the UK Corporate Governance Code (September 2012)



### BOARD COMPOSITION

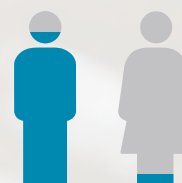
46.7% 53.3%



Executive Non executive

### BOARD DIVERSITY

87% 13%



Male Female

### 2015 Board and Committee meetings - frequency and attendance

Names	Board	Audit Committee	Nomination and Corporate Governance Committee	Remuneration Committee
	Ten meetings	Four meetings	One meeting	Two meetings
<b>Chairman:</b> Andreas Canellopoulos	10/10		1/1	
<b>Vice Chairman:</b> Efstratios Georgios (Takis) Arapoglou	9/10			2/2
<b>Managing Director:</b> Dimitri Papalexopoulos	10/10			
<b>Members</b> (in alphabetical order):				
Nellos Canellopoulos	10/10			
Takis-Panagiotis Canellopoulos	10/10			
Doros Constantinou	10/10	4/4		
Vassilios Fourlis	5/10	4/4		
Domna Mirasyesi-Bernitsa	10/10		1/1	
Alexandra Papalexopoulou- Benopoulou	10/10			
Petros Sabatacakis	3/10			2/2
Ploutarchos Sakellaris	9/10	2/4		
Michail Sigalas	10/10			
Effichios Vasilakis	7/10		1/1	2/2
Effthymios Vidalis	10/10			
Vassilios Zarkalis	7/10			



More information on the role and competences of the Board of Directors and BoD Committees, can be found online, at [integratedreport2015.titan.gr](http://integratedreport2015.titan.gr)

# Managing risks

Effective risk management throughout our value chain is critical to meeting our strategic aims and achieving long-term sustainable development. In this section, we list our principal risks and the activities we have in place to mitigate them.

## Overview of risks

FINANCIAL PERFORMANCE		OPERATING ENVIRONMENT		PEOPLE AND RESOURCES	
Risk	Mitigating activities	Risk	Mitigating activities	Risk	Mitigating activities
<b>Liquidity</b>	<ul style="list-style-type: none"> <li>– Keep sufficient cash and other liquid assets, and extensive credit lines</li> <li>– Make efficient use of international financial markets for financing purposes</li> <li>– Group Treasury controls Group funding and manages liquid assets</li> </ul>	<b>Climate and natural disasters</b>	<ul style="list-style-type: none"> <li>– Use stricter designing standards than stipulated in local legislation</li> <li>– Have emergency plans in place to safeguard our industrial infrastructure and protect the lives of our employees</li> </ul>	<b>Health and safety</b>	<ul style="list-style-type: none"> <li>– Have strict safety systems and processes</li> <li>– Man production units with sufficient safety officers</li> <li>– Conduct systematic training and education of employees</li> <li>– Hold annual Safety Awards</li> </ul>
<b>Foreign currency exchange</b>	<ul style="list-style-type: none"> <li>– Use natural hedges, FX derivatives/swaps and FX forwards</li> <li>– Borrowings usually denominated in the same currency as assets being financed</li> </ul>	<b>Macro-economic factors</b>	<ul style="list-style-type: none"> <li>– Run regular business valuation exercises</li> <li>– Estimate the macroeconomic risk the Group is exposed to in each country to guide decisions when considering new investments and allocating assets in existing markets</li> </ul>	<b>Water</b>	<ul style="list-style-type: none"> <li>– Implement best practices for efficient water management</li> <li>– Install and maintain water management systems (in line with ISO14001)</li> <li>– Recycle and re-use water to minimize our environmental impacts</li> </ul>
<b>Interest rates</b>	<ul style="list-style-type: none"> <li>– Manage the ratio of fixed to floating rates</li> <li>– Use interest rate derivatives to minimize the relevant risk and balance the mix of borrowing rates</li> </ul>	<b>Political climate</b>	<ul style="list-style-type: none"> <li>– Local management teams report issues requiring regional or Group consideration</li> <li>– Protect our people, business partners and communities, and safeguard TITAN's local investments</li> </ul>	<b>Climate change</b>	<ul style="list-style-type: none"> <li>– Remain an active member of the WBCSD/CSI</li> <li>– Aim to achieve a total reduction of 22% in our carbon footprint compared to 1990</li> <li>– Invest in the Best Available Technologies for the protection of the environment</li> </ul>
<b>Credit risk</b>	<ul style="list-style-type: none"> <li>– Pre-set limits on exposure to each individual financial institution</li> <li>– Hold majority of financial assets and derivative financial instruments with investment-grade financial institutions</li> <li>– Constantly monitor customers' financial status</li> </ul>	<b>Ethical conduct</b>	<ul style="list-style-type: none"> <li>– Encourage awareness and transparency</li> <li>– Conduct anti-corruption compliance reviews and training programs</li> <li>– Fight against corruption through the UN Global Compact initiative</li> </ul>		
		<b>Production costs</b>	<ul style="list-style-type: none"> <li>– Lessen our dependence on natural raw materials</li> <li>– Invest in low energy-requirement equipment</li> <li>– Secure access to the required quality and quantity of raw materials</li> <li>– Set quantifiable targets for alternative raw materials use</li> </ul>		

Our risks and mitigating activities are described in detail in our full report online at [integratedreport2015.titan.gr](http://integratedreport2015.titan.gr)