

ARTICLES OF ASSOCIATION  «ADMIE (IPTO) HOLDING S.A.»  General Trade Registry  No. 141287501000	Changes 25.07.2023
SECTION A  ESTABLISHMENT - NAME - CORPORATE SEAT- DURATION AND BUSINESS SCOPE OF THE COMPANY	
ARTICLE 1 NAME  A Greek Society Anonyme is hereby established under the name "HOLDING Company ADMIE (IPTO) S.A." and thedistinctive title "ADMIE (IPTO) HOLDING S.A.".In its international relations, the name HOLDING Company ADMIE (IPTO) S.A." and the distinctive title "ADMIE (IPTO) HOLDING S.A." will be used.	As it is
ARTICLE 2 CORPORATE SEAT  1. The corporate seat is the Municipality of Athens.	
<ol> <li>The Company may transfer its corporate seat to another municipality of the country following a decision of the General Meeting amending this provision of the Articles of Association in accordance with the provisions inforce</li> <li>The Company shall be sued at its registered</li> </ol>	As it is
office for any dispute, unless otherwise provided by Law.	



# ARTICLE 3 BUSINESS SCOPE

1. The purpose of ADMIE Holding is to promote IPTO S.A.'s activities through its participation in the appointment of its higher management personnel, its cooperation with the Strategic investor, and its communication of the activity of the affiliate to the shareholders and the wider investment community

As it is

In the above context, the Company's purpose includes, among others:

- a. The exercise of the rights resulting from the above participation and the participation in the operation of legal entities.
- b. The development and pursuit of any other investment activity in the country or abroad.
- c. Any other act, action or activity is relevant or promotes the above purpose.
- 2. For the promotion of its goals, the Company may in particular:
- a) establish branches in Greece or abroad, subsidiaries or companies and to form joint ventures with the same, identical, or similar purpose in Greece and abroad,
- b) participate in any company or enterprise of any kind, newly established, operating or not, for a similar purpose in the homeland and abroad
- c) cooperate in any way and conclude any kindof agreement with any individual or legal entity or organization,
- d) guarantee and cause the issuance of lettersof guarantee in favor of the Company under the restrictions of Law 4548/2018 and
- e) participate in public or private sector tenders
- f) provide consulting, research or other activities to affiliates or other companies.



ARTICLE 4 DURATION  1. The duration of the company is set at thirty (30) years and starts from the registration of the establishment of the Company and the approval of its Articles of Association by the Official Company Registry  2. The duration of the Company may be extended by decision of the General Meeting of Shareholders.	As it is
SECTION B SHARE CAPITAL - SHARES	
ARTICLE 5 SHARE CAPITAL  The share capital of the Company was set at four hundred and ninety-one million eight hundred and forty thousand (491.840.000) euros and is divided into two hundred thirty- two million (232.000.000) registered shares of a nominal value of two euros and twelve cents(2.12) each.  The initial share capital of the Company was fully contracted by the Public Power Corporation SA, that is, an amount of four hundred and ninety one million seven hundred seventy thousand (491.770.000) euro, corresponding to the equivalent valuation of 51% of the share capital of IPTO SA, which has been signed by the auditing company "Deloitte" and has been published in accordance with article 9 par. 4 and 6 in combination with article 7b of Codified Law 2190/1920. 2190/1920, which was a contribution in kind by PPC SA to the Companyand a sum of seventy thousand euros in cash,divided into two hundred and thirty-two million (232,000,000) registered shares of a nominal value of two euros and twelve cents (2.12) each.	As it is



# ARTICLE 6 SHARES

- The Company's shares are registered, indivisible, listed on the Athens StockExchange and intangible and are kept through book entries as provided by the applicable provisions.
- 2. The Company's book of shareholders shall be kept electronically and may be maintained by a central repository, credit institution or investment firm entitled to hold financial instruments. Shareholder of the Company is deemed to be the registered shareholder, or the person identified as such through the registered intermediaries, in accordance with the applicable provisions.
- 3. The rights and obligations of each share follow the legal owner thereof.
- 4. Ownership of the share automatically implies the acceptance of the Company's Statute and the legal decisions of its members, by each shareholder. Shareholders or their successors, whether universal or special, and shareholder creditors or holders because of a legitimate cause of the Company's shares, such as custodians, receivers, pledges and other creditors, may not in any event cause confiscation or seizure of corporate property or seizure Company's books or its entrusted mobile assets or seek the liquidation or distribution of the company's property or to engage in the management of the Company exercising rights more than those recognized to shareholders in this Statute and the legislation in force.
- 5. The Shareholders have the right of ownership in the Company's property, in case of liquidation, and participation in its net profits, according to the shares held

As it is



and exercise these rights as defined by the Law, this Statute, and the legal decisions of the Company's bodies.  6. Shareholders are liable up to the nominal value of their shares and not more than that.	
SECTION C GENERAL MEETING	
ARTICLE 7 RESPONSIBILITIES OF THE GENERAL MEETING OF SHAREHOLDERS  1. The General Meeting of the Company's shareholders is the highest authority and decides for every case which concernsthe Company, unless if it is defined differently in the present Articles of Association, however, is the only responsible to decide for the issuespresented in the article 117 of the Law. 4548/2018, as it standsfor.  2. The General Meeting approves the Fit and Proper Policy of the members of the Board of Directors (BoD), as well for every material amendment.	As it is
ARTICLE 8 CONVOCATION OF THE GENERAL MEETING  1) The General Meeting of Shareholders meets at the registered office of the Company,or in the region of another municipality within the region of the Company's corporate seat, or other municipality adjacent to its corporate seat, or in the district of the municipality where the corporate seat of the Athens Stock Exchange is located, at least once every financial year, within the time limit laid down by the applicable provisions.  2) The invitation to the General Meeting includes at least the information specified in Law 4548/2018 and is legally published.	Affix  1. The General Meeting of shareholders is held at the Company's headquarters, or in the region of another Municipality within the region of the registered office or of another Municipality adjacent to the headquarters, or in the region of the Municipality where the headquarters of the Athens Exchange is located, at least once each fiscal year, within the deadline set by the applicable provisions. The Board of Directors may decide that the General Meeting will not be held at any place, but will meet entirely with the participation of shareholders remotely by electronic means provided for in article 125 of Law 4548/2018.  2. The invitation to the general meeting may provide for the possibility of participating in the general meeting, simultaneously physically and remotely by audiovisual or other electronic



means, without the physical presence of all shareholders at the venue. In this case, the company shall take adequate measures to ensure that: a.) be able to ensure the identity of the participating person, the participation exclusively of persons entitled to participate or attend the General Assembly under articles 124 and 127 of Law 4548/2018 and the security of the electronic connection, b.) enable the participant to follow by electronic or audiovisual means the conduct of the meeting and to address the meeting, orally or in writing, during the meeting remotely, as well as to vote on the items on the agenda; and c.) be able to accurately record the participant's vote remotely.

3. The invitation of the General Assembly includes at least the information specified in Law 4548/2018 and is legally published at least twenty (20) full days before the day of the meeting, upon its registration in the General Secretariat for Commercial Diseases.



# ARTICLE 9 PARTICIPATION IN THE GENERAL MEETING PROXIES

- 1. In the General Meeting is entitled to participate and vote whoever appears as a shareholder of the Company in the records of the entity in whichthe Company's securities are kept, at the record date, as set out in the relevant provisions of Law 4548/2018.
- 2. The exercise of these rights doesnot imply the blockers of the shares of the beneficial owner orthe observance of any othersimilar procedure which restricts the possibility of selling and transferring them during the period between the record date and the General Meeting.
- 3. The appointment and the revocation or replacement of the representative or delegate of the shareholder shall be made in writing or by electronic means and is submitted to the Company in the same mode, at least forty-

Paragraph 6 has been inserted in Article 8

Add a new paragraph 6

6. The head of the internal audit unit attends the general meetings of shareholders, in accordance with paragraph 2 of article 16 of Law 4706/2020.



- eight (48) hours prior to the scheduled date of the General Meeting.
- 4. Notification of the appointment and revocation or replacement of the representative or delegatecan be made by email to theemail address mentioned in the Invitation for the General Meeting under the terms of Law4548/2018.
- 5. Shareholders who have not complied with the above deadline participate in the General Meeting, unless the General Meeting refuses such participation for a significant reason, justifying its refusal.
- 6. The shareholders, and others legally authorized to be present at it, or some of them, may participate in the General Meeting remotely by audio- visual or other electronic media, without their physical presence at the venue, if this is decided by the Board of Directors that convenes the meeting. The Board of Directors may decide that the General Meeting will not convene at a place but will meet entirely with the participation of the abovepersons, remotely by electronic media as provided in Article 125 of Law 4548/2018 and if all the sufficient measures have been received to ensure the provisions of the previous article.



ARTICLE 10	
ITEMS OF THE AGENDA - MINUTES	
Minutes are kept for the items discussed and	As it is
decided during the General Meeting. Copies and	AS It IS
extracts of the minutes are ratified by the	
Chairman of the Board of Directors or his deputy.	
SECTION D	
BOARD OF DIRECTORS	
ARTICLE 11	
COMPOSITION - TERM	
1. The company is managed by the Board of	
Directors, consisting of five (5) to seven (7)	
members. Themembers are distinguished to	
executive, non-executive, and independent	
non-executive inaccordance with the defined	
in article 5 under the law 4706/2020. The	
independent non-executive members should	
not be less than the one third (1/3) of the total	
number of Boardof Directors members, and	
at every case should not be less than two (2).	
2. The members of the Board of Directors are	
elected by the General Meeting of the	
Company's Shareholders for a three-year	
term and are always re-electable and freely	
revocable.	
3. A member of the Board of Directors may also	
be a legal entity. In the latter case, the legal	
entity is required to designate a natural	
person to exercise its powers as a member	
of the Board of Directors.	



- 4. The members of the Board of Directors must meet the criteria set out in the Company's Fit andProper Policy and indicatively related to ethics, reputation, adequacy of member's knowledge, their skills, judgement independence and experience in performing theirduties, as well as the conditions set by Law 4706/2020, such as the absence, during the last yearbefore or after their election, of a final court decision recognizing their liability for malicious transactions of a company or an unlisted company of Law 4548 / 2018 with affiliate parties. In addition, it is forbidden for the Board of Directors members to be executives, employees or representatives of companies who have related purposes with the Company.
- 5. The members of the Board of Directors participate in the mandatory by Law Board Committees of the Company and specifically in the Audit Committee, the Remuneration Committee, and the Nominations Committee, but also in other Committees that are established following a decision of the Board of Directors.
- In the context of the election of the members of the Board of Directors and for the update of the investors, the procedure provided in article 18 of Law 4706/2020 is observed.

## Affix

5. The members of the Board of Directors and any third person to whom powers have been delegated by it, in accordance with article 87 of Law 4548/2018, must, in the exercise of their duties and responsibilities, comply with the law, the statutes and the legal decisions of the General Meeting. They must manage corporate affairs in order to promote the corporate interest, supervise the execution of the decisions of the Board of Directors and the General Assembly and inform the other members of the Board of Directors about corporate affairs.

### Modification

6. The members of the Board of Directors participate in the mandatory by Law Committees of the Company in accordance with article 10 of Law 4706/2020, but also in other Committees established by decision of the Board of Directors.



# ARTICLE 12 RESPONSIBILITIES OF THE BOARD OF DIRECTORS

- The Board of Directors has the management (administrationand disposal) of the Company's property and the representation of the Company. It decides on general issues concerning the Company within the framework of the business scope, with the exception of those which, according to thelaw or these Articles of Association, belong to the exclusive competence of the General Meeting.
- 2. The Board of Directors approves the Company's Rules of Operation and the Fit and Proper Policy of the Board ofDirectors members, with minimum content the defined in the Corporate Governance provisions, as they as they applyin each case and ensures the adequate, efficient and effective operation of the Company's Internal Control System.
- 3. The Board of Directors may, inwriting only, entrust the exercise of all its powers and competencies (other than those requiring collective action) and the representation of the Company to one or more persons, members thereof or not, while at the same time determining the extent of this assignment. The aforementioned persons, in case they are its members, must meet the criteria set out in the Company's Fit and Proper Policy and must not have been issued within one (1) year, before or before their election, a final court decision acknowledging the guilt for malicious transactions of a Company or a non-listed company of Law 4548/2018 with related parties, and in case they are third parties, not to have been issued within one (1) year, before or after their election, a final court decision recognizing their fault for malicious transactions of a Company or a non-listed company of Law 4548/2018 with related

## Additions

- 3. The Board of Directors appoints and supervises the implementation of the corporate governance system referred to in articles 1 to 24 of Law 4706/2020, monitors and periodically evaluates its implementation and effectiveness at least every three (3) financial years, taking appropriate actions to address deficiencies. It also ensures the adequate and effective operation of the Company's Internal Control System and ensures that the functions that constitute the Internal Audit System are independent of the business areas they control, and that they have the appropriate financial and human resources, as well as the powers for their effective operation, in accordance with their role. The lines of reference and the allocation of responsibilities shall be clear, enforceable and duly documented.
- 5. The Board of Directors may assign the internal audit of the Company to one or more persons. The head of the internal audit unit is appointed by the Company's Board of Directors, following a proposal by the audit committee, is a full-time and exclusive employee, personally and functionally independent and objective in the performance of his duties and has the appropriate knowledge and relevant professional experience. It is administratively subordinate to the CEO and functionally to the audit committee. As head of the internal audit unit, he cannot be a member of the Board of Directors or a member with voting rights in permanent committees of the Company and have close ties



parties. These persons may further delegate the exercise of the powers entrusted to them, or part of them, to other members of the Board of Directors, employees of the Company or third parties, if this is provided for in the relevant decision of the Board of Directors.

4. The Board of Directors may delegate internal control to one or more persons.

with anyone who holds one of the above qualities in the Company or in a company of the Group.



# ARTICLE 13 FORMATION INTO BODY

- 1. The Board immediately after its election meets and is constituted into body, appointing among its members a Chairman and a Vice-Chairman
- 2. The Board of Directors may elect one or two Managing Directors from among its members, determining at the same time their responsibilities, determining, and authorizing the persons who sign in the name and onbehalf of the Company to bind it.
- 3. The Chairman of the Board of Directors shall direct the meetings. The Chairman, when absent or impeded, is substituted, in his / herduties, by the Vice-Chairman and the latter, when impeded, is substituted, by virtue of a Board resolution, by the Managing Director oranother member of the Board appointed by the Board of Directors.
- 4. The Board of Directors may be assisted in itswork by a Company Secretary, who may be a member of the Board, or a third person appointed by the Board's decision.

#### Amendments

- 1. The Board of Directors immediately after its election shall meet and be constituted into a body, electing its Chairman and Vice-Chairman. The Chairman of the Board of Directors is a non-executive member. In case the Board of Directors, by way of derogation from the previous paragraph, appoints as Chairman one of the executive members of the Board of Directors, it must appoint a Vice-Chairman from among the non-executive members in accordance with article 8 of Law 4706/2020.
- 3. The Chairman of the Board of Directors shall direct the meetings. When the Chairman is absent or indisposed, the Vice-Chairman shall replace him to the full extent of his responsibilities and the Chairman when the Chief Executive Officer or a member of the Board of Directors appointed by him is prevented from attending, following a decision of the Board of Directors. In case the Chairman of the Board of Directors is an executive member, then the Vice-Chairman of the BoD deputizes him only in his non-executive responsibilities.

# ARTICLE 14 REPLACEMENT OF BOARD MEMBERS

- 1. In case of resignation, death, disqualification for any reason, or declared in default by a decision of the Board of Directors, due to unjustified absence from its meetings for three consecutive months, or by any otherway of loss of membership of the Board of Directors, the Board of Directors may continue to manage and represent the Company without replacing the missing members if the remaining members are at least five (5).
- 2. If the members of the Board of Directors are reduced to less than five (5) and if the remaining members are at least three (3), the Board of Directors is obliged to elect replacements for the remainder of the term inoffice, for the members being replaced at least up to the number of five (5).

The election decision shall be published in accordance with article 13 of Law 4548/2018, as applicable, and shall be announced by the Board

## Affix

3. In case of unjustified absence of an independent member in at least two (2) consecutive meetings of the Board of Directors, this member shall be deemed to have resigned. This resignation is confirmed by a decision of the Board of Directors, which proceeds to the replacement of the member, in accordance with the procedure set out in para. 4 of article 9 of Law 4706/2020.



of Directors at the next General Meeting, which	
may replace the elected persons even if no	
relevant issue has been included in the agenda.	
However, all acts of the members of the Board of	
Directors, elected in this way, are considered	
valid even if the members are replaced by the	
General Meeting.	



# ARTICLE 15 CONVOCATION OF THE BOARD OF DIRECTORS

- 1. The Board of Directors is convened by the Chairman or the Vice-Chairman who substitutes him and meets at the Company's headquarters or by teleconference according to the relevant provisions of Law 4548/2018, at least once a month.
- 2. The Board of Directors validly meets outside its headquarters in another place, either domestically or abroad, if all its members are present or represented at this meeting and none of them opposes the holding of the meeting and the decision making.

As it is

## ARTICLE 16 QUORUM - MAJORITY

- 1. The Board of Directors is in quorumand meets validly when half of its members plus one of its members are present or represented, but never the number of present members may be less than three (3). In the absence of a member, he may be represented by another member, subject to explicit authorization for that meeting. Under no circumstances can the same member represent more than one member.
- 2. In the Board of Directors meetings concerning the preparation of the Company's financial statement, or whose agenda includes matters for which a decision is foreseen by the General Meeting with an increased quorum and majority, in accordance with Law 4548/2018, the Board of Directors shall be in quorum when at least two (2) independent non-executive members are present. In the event of an unjustified absence of an independent member at least for two (2) consecutive meetings of the Board of Directors, that member shall be deemed to resign. Such resignation shall be determined by a decision of the Board of Directors, which shall replace the member in accordance with the procedure laid down in paragraph 4. article 9 of Law 4706/2020.

#### Modification

Transfer of the last sentence of paragraph 2 to Article 14



# ARTICLE 17 MINUTES OF THE BOARD OF DIRECTORS

- 1. Minutes are kept for the discussions and resolutions of the Board of Directors.
- 2. Copies and extracts from the minutes of the Board of Directors shall be ratified by the Chairman or his substitute, or by another person appointed by the Board of Directors.
- 3. In the case of minutes without a meeting, in accordance with the provisions in force, the signatures of the members of the Board or their representatives may be replaced by an exchange of e-mails or other electronic means.

As it is



ARTICLE 18		
REMUNERATION OF BOD MEMBER	S	

- 1. The members of the Board of Directors may receive remuneration or other benefits, the amount of which is determined by the General Meeting and, where applicable, the remuneration policy of the Company.
- 2. Any other remuneration or benefit granted to a member of the Board of Directors shall beborne by the Company only if approved by a special decision of the General Meeting.
- 3. Remuneration to the members of the Board of Directors for services to the Company, on the basis of a special relationship, such as an employment contract, project, or mandate, is paid under the conditions of articles 99 to 101 of Law 4548/2018.
- 4. The remuneration policy approved in accordance with article 110 of Law 4548/2018 also applies to senior management.

#### Modification

- 1. The members of the Board of Directors may be granted remuneration or other benefits, the amount of which is determined by the General Meeting and, where applicable, the Company's remuneration policy.
- 2. Any other remuneration or benefit granted to a member of the Board of Directors shall be borne by the Company only if approved by a special decision of the General Meeting.
- 3. Remuneration to members of the Board of Directors for services to the Company based on a special relationship, such as an employment contract, project or mandate, is paid under the conditions of articles 99 to 101 of Law 4548/2018.
- 4. The remuneration policy approved in accordance with article 110 of Law 4548/2018 also applies to Senior Management and Managers, as defined in the Company's Remuneration Policy.

# SECTION E FINANCIAL YEAR - DISTRIBUTION OF PROFITS

## ARTICLE 19 FINANCIAL YEAR

The financial year is twelve months long. It begins on the first (1st) of January and ends onthe thirty-first (31st) of December of each calendar year.

## As it is

## ARTICLE 20 DISTRIBUTION OF PROFITS

- 1. Regarding the Company's profitdistribution, interim dividend and the subsequent distribution of profits and optional reserves, Articles 158-163 of Law 4548/2018 apply as is the case.
- 2. In particular, with respect to the net profits of the Company, if and insofar as they can be distributed, according to article 159 of Law 4548/2018, these are made available by decision of the General Meeting in the following order:

## As it is



- (a) the amounts of credit in the income statement, which are not realized profits, are deducted.
- b) the amount withheld for regular reserves according to Law 4548/2018, is deducted.
- (c) the amount required to pay the minimum dividend as defined in Article 161 of Law 4548/2018, is withheld.
- (d) the balance of net profits, as well as any other profits that may arise and be distributed in accordance with article 159 of Law 4548/2018, is made available in accordance with the decisions of the General Meeting.
- 3. By decision of the Board of Directors, whichis taken during the fiscal year, it is possible to distribute interim dividends subject to the following conditions:
- (a) financial statements are drawn up which show that the amounts necessary for that purpose exist,
- b) the above financial statements are subject to the publication procedure two (2) months prior to distribution,
- (c) The amount to be distributed may not exceed the amount of profits made under paragraph 2 of article 159 of Law 4548/2018.
- 4. The distribution of profits and optional reserves within the current fiscal year is possible also by decision of the General Meeting or the Board of Directors, subject to publication in accordance with article 162 of Law 4548/2018.
- 5. The payment of dividends shall commence on the date fixed by the Ordinary GeneralMeeting or upon its authorization by the Board of Directors, after the approval of the annual financial statements and within a period of two (2) months. Payment is made at the Company's registered office. Those who do not promptly request the payment of their dividends cannot claim interest. Any dividends not claimed within five years from being distributed are forfeited.



ARTICLE 21 DISSOLUTION – LIQUIDATION  Regarding the reasons for dissolutionand the liquidation process of the Company, the applicable Legislation applies.	As it is
SECTION F GENERAL PROVISION	
ARTICLE 22  1. For matters not governed by this Articles of Association, themandatory provisions of Law 4548/2018 and Law 4706/2020, are applicable.  2. References of this Articles of Association to provisions of the Laws, or other laws which may cease to apply during the Company's duration, shall be deemed and apply as references to the provisions that will replace them.	As it is