



CONFLICT OF INTEREST POLICY

Approved by decision of the Board of Directors Minutes 117 / 13.09.2024

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VERSION CONTROL

Version Number	Version Date / Last Modified	Points that changed
01	July 2021	<i>Original Version</i>
02	September 2024	<i>Last Modified</i> <ul style="list-style-type: none">• <i>Specification of the responsibilities of the involved parties and the obligations of the Covered Persons.</i>• <i>Removal of the section regarding the Disclosure Procedure for Dependency Relationships, as it is included in another Company policy.</i>• <i>Specification of disclosure requirements in accordance with Article 99 of Law 4548/2021.</i>• <i>Addition of a section on Compliance, Disclosure, Regulation Validity & Revision.</i>• <i>Addition of Annexes</i>

1. INTRODUCTION

The company under the name "ADMIE HOLDING S.A." (hereinafter referred to as the "Company") implements and adheres to a Conflict of Interest Policy in accordance with Article 14 of Law 4706/2020, the provisions of Law 4548/2018 regarding the duty of loyalty and conflicts of interest, the decisions and guidelines of the Hellenic Capital Market Commission, the best practices of the COSO Internal Control Framework¹, as well as the Hellenic Corporate Governance Code, which the Company adopts and implements.

The term "Conflict of Interest" generally describes situations where the personal interests of a Board member, employee, or associate of the Company, or a person who is closely related to the aforementioned (hereinafter referred to as "involved parties"), may directly or indirectly compete with the interests of the Company.

2. PURPOSE OF THE CONFLICT OF INTEREST POLICY

The purpose of the Conflict of Interest Policy is to define in detail the scope of application, the principles followed, as well as the responsibilities of the involved parties and the obligations of the covered persons. It also establishes the framework and guidelines for developing a conflict-of-interest prevention process, disclosure measures, and methods for managing conflicts of interest. It also outlines the criteria and conditions under which, in exceptional cases, a Board member or Senior Executive may be permitted to have conflicting interests, provided that such interests are significantly restricted or are subject to appropriate management, with each such case examined individually by the Board of Directors.

3. COVERED PERSONS

The following individuals are designated as persons covered by and required to comply with this Policy (hereinafter "Covered Persons"):

- Members of the Board of Directors and any third party assigned responsibilities by the Board.
- Members of Board Committees.
- Directors, Heads of Departments, executives, and employees of the Company.
- Natural persons (or natural persons appointed by legal entities) who hold positions within the Company's organizational structure.

¹ The **C.O.S.O. Internal Control Framework** is an internationally recognized standard framework that outlines the key components, functions, and processes of a comprehensive and cohesive internal control system at the organizational level

4. ROLES AND RESPONSIBILITIES

The key governing bodies involved in this Policy are summarized as follows:

4.1. Board of Directors

The **Board of Directors** is responsible for establishing and overseeing the implementation of the Corporate Governance System (hereinafter referred to as the "CGS") in accordance with Articles 1 to 24 of Law 4706/2020. It monitors and evaluates its application and effectiveness at least every three (3) financial years, taking the necessary actions to address any deficiencies.

Within this framework, the Company's Board of Directors ensures the implementation of adequate and effective procedures for the prevention, identification, and mitigation of conflict-of-interest situations².

4.2. Audit Committee

The Audit Committee is responsible for overseeing the Company's Internal Control System (hereinafter referred to as the "ICS") and the methods employed by Management to ensure it is implemented and fully complied with, with this Policy³ forming part thereof, in accordance with Article 14(g) of Law 4706/2020.

4.3. Chief Executive Officer (Executive Member of the Board of Directors)

The Chief Executive Officer (CEO) is responsible for ensuring the proper implementation of this Policy and taking corrective actions to resolve issues that may conflict with the Company's compliance with the applicable legal and regulatory framework, as well as the Company's Policies and Procedures.

4.4. Regulatory Compliance Unit

The Regulatory Compliance Unit is responsible for the preparation, periodic review, and revision of this Policy. Additionally, it maintains records of conflict-of-interest cases, along with the forms and statements required by the relevant Procedure.

² Law 4706/2020 article 13 par.1b

³ Law 4706/2020 article 14 par.3g)

5. OBLIGATIONS OF COVERED PERSONS

Covered Persons must avoid engaging in conflict-of-interest situations and are required to disclose to the Company any potential conflicts of interest that may arise from their transactions with the Company. Specifically, in accordance with Article 97 of Law 4548/2018, Board Members and any third party to whom the Board of Directors has assigned responsibilities have a duty of loyalty towards the Company. They are particularly required to:

- Refrain from pursuing personal interests that conflict with the interests of the Company.
- Disclose to the other members of the Board of Directors in a timely and adequate manner any personal interests that may arise from the Company's transactions within the scope of their duties. Disclose any conflict of interest between their personal interests and those of the Company or its affiliated businesses, as defined in Article 32 of Law 4308/2014, that arises in the course of their duties. Disclose any conflict of interest between the Company and the interests of persons specified in Article 99(2)(a) of Law 4548/2018, if they have a relationship with such persons (noting that Article 99(2)(a) of Law 4548/2018 specifically applies in this case). A sufficient disclosure must include a description of both the transaction and the personal interests involved.
- Maintain strict confidentiality regarding corporate affairs and the Company's secrets, which they become aware of due to their position as Board members.

Furthermore, members of the Board of Directors who are involved in the management of the Company in any capacity, as well as the Company's Directors, are prohibited from engaging—without the approval of the General Meeting or a relevant provision in the Articles of Association—in activities that fall within the Company's business objectives, whether for their own account or on behalf of third parties. Additionally, they are not allowed to participate as general partners, sole shareholders, or partners in companies pursuing similar objectives (Article 98(1) of Law 4548/2018).

They must also declare any related parties, as defined by applicable legislation, which—at the time of the latest revision of this Policy—are listed in Annex 1, which allows the Company to take them into account when assessing potential transactions with them.

6. PREVENTION, DISCLOSURE, MANAGEMENT, MITIGATION, AND PUBLICATION OF CONFLICT OF INTEREST SITUATIONS

6.1. Prevention of Conflict of Interest Situations

6.1.1. A conflict of interest may arise if a Covered Person receives an improper personal benefit, takes an action, or promotes an interest that objectively hinders the performance of their duties and affects their loyalty to the Company, thereby compromising their ability to act with objectivity and impartiality in a professional manner.

6.1.2. In this regard, all Covered Persons are required to avoid activities aimed at seeking personal financial gains or other personal benefits in the performance of their duties. Such activities violate their duty of loyalty to the Company and are incompatible with their professional role within the Company.

6.1.3. Since it is not possible to exhaustively list all potential conflict-of-interest situations within this Policy, Covered Persons are advised to consult the Head of the Regulatory Compliance Unit and/or the Company's Legal Counsel if circumstances or relationships arise that could create a conflict of interest. Consideration should also be given to the Company's Code of Conduct.

6.1.4. To ensure compliance with this Policy, all necessary **preventive measures** are implemented as outlined in the Conflict-of-Interest Procedure.

6.2. Disclosure of Conflict of Interest Situations

6.2.1 All Covered Persons, as defined in Section 3 of this Policy, have a duty of loyalty to the Company and must disclose to the Company's Regulatory Compliance Unit in a timely and appropriate manner any personal interests (or those of persons closely related to the covered persons, as defined in Annex 1) that may arise from the Company's transactions or decisions within the scope of the duties of such covered persons, as well as any conflict of interest between their own interests and those of the Company or its affiliated businesses.

6.2.2 The Conflict of Interest Procedure has been developed in accordance with Article 14(3)(g) of Law 4706/2020, is approved by the Board of Directors, and establishes the disclosure process.

6.3. Management and Mitigation of Conflict of Interest Situations

6.3.1 If, at any time, it is determined that the conditions set forth in this Policy are not met, the Board of Directors evaluates the extent and significance of the conflict-of-interest situation that has occurred and decides whether, by exception, it would be acceptable for a Covered Person to have conflicting interests, provided that such interests are significantly restricted, or appropriately managed.

6.3.2. The Conflict of Interest Procedure outlines indicative measures for managing and mitigating conflict-of-interest situations.

6.3.3. In cases of **violations** of this Policy, the sanctions provided for by the applicable legal and regulatory framework shall be applied to the Covered Person who has breached their obligations.

6.4. Publication of Conflict of Interest Situations

Companies are required to disclose cases of conflicts of interest and any contracts concluded that fall under Article 99 of Law 4548/2018 at the next Ordinary General Meeting of Shareholders. Additionally, such disclosures are also included in the Annual Report of the Board of Directors.

7. COMPLIANCE WITH THE POLICY AND PROCEDURE

7.1. All Covered Persons, as defined in Section 3 of this Policy, are required to comply with its contents.

7.2. The Company's Regulatory Compliance Unit incorporates the review of potential conflict-of-interest situations into its monitoring program and oversees the compliance of Covered Persons falling within the scope of this Policy.

7.3. The Internal Audit Unit monitors, assesses, and evaluates compliance with this Policy as part of its approved Annual Work Program. Audit findings are included in periodic Internal Audit Reports and, in any case, in the annual report submitted to the Audit Committee and the Board of Directors.

8. DISCLOSURE OF THE POLICY

8.1. The Conflict of Interest Policy is posted on the Company's website and communicated to all Covered Persons, for whom its implementation is mandatory.

8.2. Moreover, there is reference to the provisions of this Policy in the terms of every contract the Company signs with any contracting party, ensuring their compliance with its terms.

9. VALIDITY & REVISION

9.1. This Policy, or any revision thereof, takes effect immediately upon approval by the Company's Board of Directors.

9.2. The Company's Regulatory Compliance Unit is responsible for the ongoing monitoring and evaluation of whether amendments to this Policy are necessary, taking into account the effectiveness of its implementation, and any potential changes in the applicable legal and regulatory framework.

9.3. A review is conducted whenever deemed necessary, but no later than every three (3) years, to reflect changes in the Company's internal and external environment and to ensure alignment with the current legal and regulatory framework as well as the Company's strategic objectives.

ANNEX

Annex 1 Definition of Closely Related Persons

- a) Closely "related"⁴ natural persons" to a Covered Person are defined as follows:
- The spouse or partner of the Covered Person, who is legally recognized as equivalent to a spouse under the applicable laws.
 - The dependent children of the Covered Person.
 - Any other relatives of the Covered Person who, at the time of the relevant personal transaction, had been residing in the same household as the Covered Person for at least one year.
- a) Closely "related"⁵ legal entities" to a Covered Person are defined as follows:
- Related legal entities include all companies, organizations, and businesses in which Covered Persons have direct or indirect influence over management and where they may derive financial benefits or bear financial losses resulting from the entity's activities.

⁴ Annex A of Law 4308/ 2014

⁵ Specifically Legal entities in which the Covered Persons:

- Hold full ownership or a shareholding stake above 25%
- exert indirect influence as they are subsidiaries or related to the above legal entities
- hold a position in the Board of Directors or Management in the related legal entities, regardless of the stake they hold in them.

CONFLICT OF INTEREST POLICY

Version 2

