



Charter of Operations

Issued on: 2 December 2024

23/12/2024 BOARD OF DIRECTORS No 124

Admie Holding

ADMIE HOLDING S.A. | 89 Dyrachiou and Kifissou Str, 104 43, Athens

Table of Contents

Version Control	4
1. ABOUT THE CHARTER OF OPERATIONS	5
1.1. Scope of the Charter of Operations	5
1.2. Validity, Amendment, and Monitoring of Implementation of the Charter	6
2. ORGANIZATIONAL STRUCTURE AND MANAGEMENT	7
2.1. Organization Chart	7
2.2. Board of Directors	7
2.2.1. Chair of the Board of Directors	10
2.2.2. Vice-Chair of the Board of Directors	11
2.2.3. Chief Executive Officer	12
2.2.4. Executive Members of the Board of Directors	12
2.2.5. Non-Executive and Independent non-Executive Members	12
2.3. Audit Committee	14
2.4. Remuneration and Nominations Committee	15
3. CENTRAL SERVICES	17
3.1. Shareholder Services and Corporate Announcements Unit	17
3.2. Financial Services Unit	20
3.3. Administrative Services Unit	20
3.4. Legal Department	21
4. INTERNAL CONTROL SYSTEM (ICS)	21
4.1. Main Features of the Internal Control System	22
4.2. Corporate Governance Code	24
4.3. Code of Conduct and Ethics	24

4.4. Risk Management Unit	24
4.5. Regulatory Compliance Unit	26
4.6. Internal Audit Unit.....	27
5. POLICIES AND PROCEDURES	28
5.1. Recruitment and Evaluation Process for Senior Management	28
5.2. Compliance Policy and Procedure for Persons with Managerial Responsibilities and Closely Associated Persons	29
5.3. Disclosure Procedure for Dependency Relationships of Board members.....	30
5.4. Compliance Procedure for Related Party Transaction.....	31
5.5. Conflict of Interest Policy and Procedure	32
5.6. Regulatory Compliance Procedure.....	32
5.7. Inside Information Management Process	34
5.8. Internal Control System (ICS) Evaluation Procedure	34
5.9. Board of Directors and Executives Training Policy.....	37
5.10. Sustainable Development Policy.....	39
6. ANNEXES	41

Version Control

Number of Version	Date of Issue / Amendment Date	Points that changed
01	08/07/2021	<i>Version 1</i>
02	23/12/2024	<i>Version 2</i> <i>Amended to reflect the changes in the revised texts of the Policies and Procedures referred to in the Annexes, which were made in order to further specify them and support their implementation through the required Forms.</i>

1. ABOUT THE CHARTER OF OPERATIONS

1.1. Scope of the Charter of Operations

The company under the name “ADMIE Holding S.A.”, with the distinctive title “ADMIE HOLDING S.A.” (hereinafter the “Company”), is listed on the main market of the Athens Stock Exchange. This Charter of Operations (hereinafter the “Charter” or the “Charter of Operations”) has been prepared in accordance with the legal and regulatory framework governing the Company, and in accordance with the applicable provisions of its Articles of Association. In particular, it incorporates all the requirements of Article 14 of Law 4706/2020, as well as the relevant provisions of Law 4548/2018, while also taking into account applicable provisions of Greek laws, EU regulations and the related delegated acts of the Hellenic Capital Market Commission.

The Charter of Operations includes the following:

- The organizational structure, the responsibilities of Units, of Board Committees or other standing committees, as well as the duties of their respective Heads and their reporting lines.
- The main features of the Internal Control System (ICS), which includes the Internal Audit Unit, Risk Management and Regulatory Compliance.
- The procedure for the recruitment and performance evaluation of the Company’s senior executive officers.
- The compliance procedure for persons discharging managerial responsibilities, as defined in Article 3(1)(3) of Regulation (EU) 596/2014, and persons closely associated with them, as defined in paragraph 14 of Article 2 thereof, which includes the obligations arising from the provisions of Article 19 of Regulation (EU) 596/2014.
- The disclosure procedure concerning the existence of any dependency relationship on the part of the independent non-executive members of the Board of Directors and the persons closely associated with them.
- The rules governing related party transactions, the monitoring of these transactions and the appropriate disclosure thereof to the competent authorities.
- The policies and procedures that ensure legal, regulatory and ethical compliance, and that prevent and manage conflicts of interest.

- The Company's compliance policies and procedures with the legislative and regulatory provisions governing its organization, operation, as well as its activities.
- The procedure established by the Company for the management of inside information and the appropriate disclosure to the public, in accordance with the provisions of Regulation (EU) No. 596/2014.
- The policy and procedure for conducting a periodic evaluation of the Internal Control System, particularly with regard to the adequacy and effectiveness of financial reporting, on both a separate and consolidated basis, as well as with respect to risk management and regulatory compliance, in accordance with recognized evaluation and internal audit standards, and the implementation of the corporate governance provisions of this Law. This evaluation is carried out by individuals with proven relevant professional experience who do not have dependency relationships, in accordance with Article 9(1) of Law 4706/2020.
- The training policy for the members of the Board of Directors, senior executives, and other key personnel of the Company, particularly those involved in internal audit, risk management, regulatory compliance and information systems.
- The Company's Corporate Sustainable Development Policy.

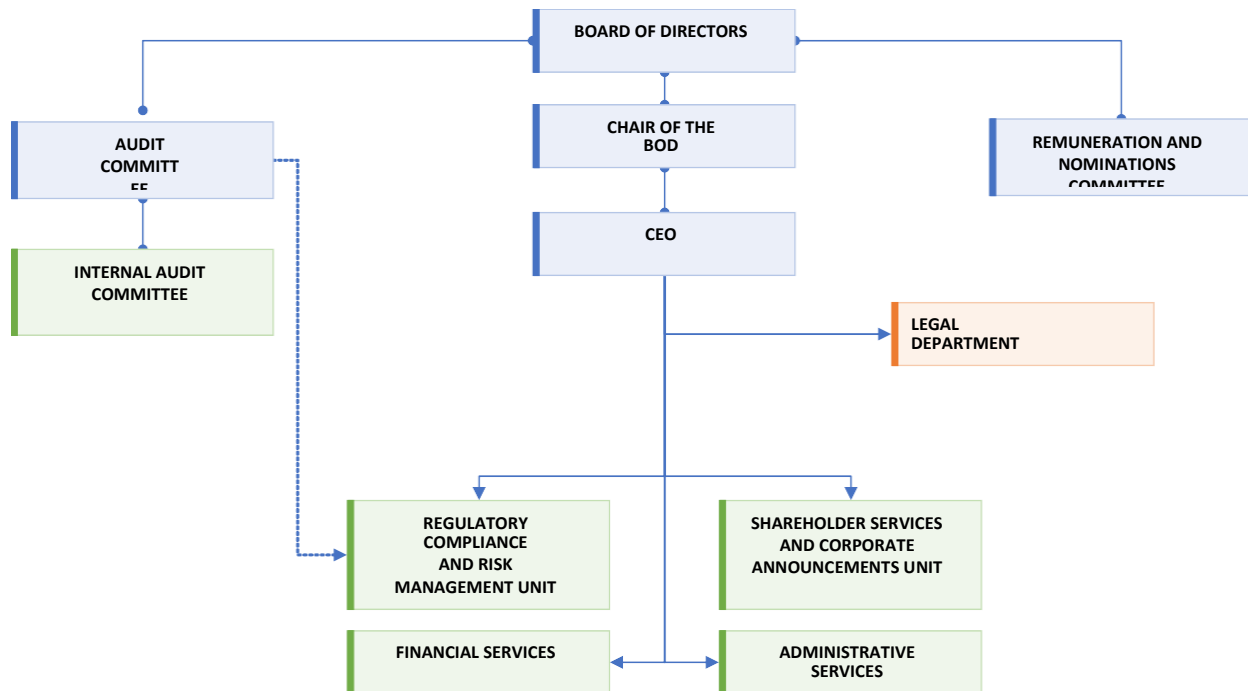
1.2. Validity, amendment and monitoring of the implementation of the Charter of Operations

The effective date of this Charter is the date of its approval by the Company's Board of Directors. The monitoring of the implementation of the Charter of Operations is carried out by the Regulatory Compliance Unit. In addition, the annual Internal Audit program includes an audit of the completeness and implementation of the Charter of Operations, while the Statutory Auditor confirms in the Annual Audit Report that the Company has in place an updated Charter of Operations with the required content, in accordance with Article 14 of Law 4706/2020.

Any amendments to the Charter are made following a relevant decision of the Board of Directors, which also approves them. The Charter and any amendments thereto shall be published on the Company's website (<http://www.admieholding.gr>).

2. ORGANIZATIONAL STRUCTURE AND MANAGEMENT

2.1. Organization Chart



2.2. BOARD OF DIRECTORS

The Company is governed by a Board of Directors (BoD), which is composed of five (5) to seven (7) members, and is structured to ensure diversity in gender, knowledge, qualifications and experience that serve the Company’s objectives, as well as a balance between executive and non-executive members.

The members of the Board of Directors are categorized as executive, non-executive and independent non-executive, in accordance with the provisions of Article 5 of Law 4706/2020. The Board of Directors designates BoD members as executive or non-executive. The independent non-executive members are elected by the General Meeting. These independent non-executive members are appointed in accordance with the provisions of Article 9 of Law 4706/2020, and their number shall be no less than one third (1/3) of the total number of BoD members. In any case, they shall not be fewer than two (2) and if the result is a fraction, it shall be rounded up to the nearest whole number.

The members of the Board of Directors are elected by the General Meeting of the Company's shareholders for a three (3) year term and are in any case eligible for re-election and freely revocable.

The members of the Company's Board of Directors, their status, and their curricula vitae are published on the Company's website: <http://www.admieholding.gr>.

The members of the Board of Directors are selected based on the criteria set forth in the Company's Fit and Proper Policy, which is approved by the General Meeting of Shareholders. A prerequisite for the election or retention of the capacity of Board member is the absence, within one (1) year prior to or at the time of election, of a final court decision establishing the individual's liability for loss-incurring transactions of the Company, or of a non-listed company under Law 4548/2018, involving related parties. A corresponding condition applies to the assignment of Company management and representation powers to third parties, and to retaining such assignment in force. Each candidate member of the Board of Directors or third party authorized to assume powers of management and representation of the Company is required to submit to the Company a solemn declaration confirming that no such impediment exists. In addition, each member of the Board of Directors must immediately notify the Company in the event that a final court decision to this effect is issued.

The Board of Directors is responsible for the management and representation of the Company and for the administration of its assets. The members of the Board of Directors and any third party to whom powers have been delegated by the Board, in accordance with Article 87 of Law 4548/2018, are required, in the performance of their duties and responsibilities, to comply with the law, the Articles of Association, and the resolutions of the General Meeting. They must manage the Company's affairs with a view to promoting corporate interests, overseeing the implementation of the resolutions of the Board of Directors and the General Meeting and informing the other members of the Board of Directors about company matters. The Board of Directors is responsible for establishing and overseeing the implementation of the Corporate Governance System 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 omissions. It ensures the adequate and effective operation of the Company's Internal Control System.

The Board of Directors is also responsible for determining the values and the strategic direction of the Company, as well as for continuously monitoring adherence. It regularly reviews the opportunities and risks associated with the strategy, as well as the measures taken to address them. The Board of Directors ensures that the Company's values and strategic planning are aligned with the corporate culture. The Company's values and purpose

are put into practice and are reflected in the policies, practices and behaviours across all levels of the organization.

The Board of Directors and senior management define the standards for the behaviours and norms that shape the corporate culture and serve as role models for its implementation. At the same time, they employ tools and techniques aimed at integrating the desired culture into the Company's systems and processes. The Board of Directors understands the risks faced by the Company and their nature, and determines the level of risk exposure the Company is willing to undertake in the context of its long-term strategic objectives.

The Board grants the appropriate approvals, monitors the implementation of the strategic directions and objectives and ensures the availability of the necessary financial and human resources, as well as the existence of a robust Internal Control System. It also defines and/or outlines the powers and responsibilities of the Chair, the Chief Executive Officer and/or the Deputy CEO, if such a position exists, who shall exercise such powers accordingly. The Company encourages the non-executive members of the Board of Directors to ensure that they remain informed on the above matters.

Immediately after its election, the Board of Directors convenes and constitutes itself into a body, electing the Chair and Vice-Chair, and may also elect one or more Chief Executive Officers or Executive Directors from among its members only, at the same time setting out their respective responsibilities.

The members of the Board of Directors may be granted remuneration or compensation, in accordance with the Company's Remuneration Policy, which is approved by the Ordinary General Meeting by special resolution.

At the beginning of each calendar year, the Board of Directors shall adopt a meetings calendar and an annual action program, which will be revised as needed in response to developments and Company needs, to ensure the proper, comprehensive and timely fulfilment of its responsibilities, as well as the review of all matters on which it is called to make decisions.

Furthermore, the members of the Board of Directors receive the Agenda of the upcoming meeting and the supporting documents in a timely manner and, in any case, before the expiration of the statutory deadlines, so as to allow sufficient time for review, taking into account the complexity of the items to be discussed. This procedure is further specified in the Board of Directors' Rules of Procedure.

In meetings of the Board of Directors on the subject of preparing the Company's financial statements, or when the agenda includes items that require a resolution by the General Meeting with increased quorum and majority, in accordance with Law 4548/2018, the Board shall be considered to have a quorum when at least two (2) independent non-executive members are present. In the event of an unjustified absence of an independent member from at least two (2) consecutive meetings of the Board of Directors, the member shall be deemed to have resigned. Such resignation is confirmed by a decision of the Board of Directors, which proceeds with replacing the member.

The Company submits to the Hellenic Capital Market Commission the minutes of the Board meeting or the General Meeting concerning the composition or term of office of the Board members, within twenty (20) days from the date of the meeting.

The Board of Directors is supported by the Corporate Secretary, who is appointed by the Board and who, together with the Chair, ensures the proper keeping of the minutes of the Board's meetings. The duties of Corporate Secretary (either the regular Corporate Secretary or, in the event of an impediment, their substitute) may be performed by a member of the Board of Directors, a Company executive, or even by a third party external to the Company. The Board of Directors may also delegate the provision of the Company's secretarial support services to a third legal entity, which shall appoint a natural person to perform the relevant duties in person. The appointment and removal of the Corporate Secretary are carried out by decision of the Board of Directors, following a relevant recommendation by the Chair.

The principles and rules governing the operation of the Company's Board of Directors, as well as the provisions related to the composition, term of office, constitution, and replacement of its members, along with the procedures for convening meetings and decision-making, are set out in the Board of Directors' Rules of Procedure, which is developed and maintained by the Company and is published on the official website of the Company: <http://www.admieholding.gr>.

The duties and responsibilities of the members of the Board of Directors are described below:

2.2.1. Chair of the Board of Directors

The Chair of the Board of Directors is elected by the Board and, in accordance with Article 8(1) of Law 4706/2020, is by default a non-executive member. In the event that the Board, by way of exception to the above

provision, appoints one of its executive members as Chair, it is then required to appoint a Vice-Chair who is a non-executive member (Article 8(2) of Law 4706/2020).

Furthermore, the Chair is selected preferably from among the independent non-executive members. However, if the Chair is selected from among either the executive or the non-executive members, then an independent non-executive member must be designated either as Vice-Chair or as Senior Independent Director, who is responsible for supporting the Chair, acting as a liaison between the Chair and the other members of the Board, coordinating the independent non-executive members and leading the evaluation of the Chair.

In cases where the Chair is an executive member of the Board of Directors, the independent non-executive Vice-Chair or the Senior Independent Director do not substitute the Chair in their executive duties.

The Chair presides over the Board of Directors and is responsible for the overall effective and efficient functioning and organization of its meetings. Specifically, the Chair coordinates the operation of the Board, presides over its meetings and exercises the powers provided by law and the Company's Articles of Association.

The Chair's duties include convening Board meetings, setting the agenda items, ensuring the proper organization of its work and facilitating the effective conduct of meetings. The Chair ensures the timely and accurate information of the members of the Board of Directors on all matters related to the agenda of the Board meetings, with a view to the fair and equal treatment of all shareholders' interests, the maximization of investment efficiency and the protection of the Company's assets. The Chair also presides over the General Meeting until the election of its Chair, in accordance with the provisions of Article 129 of Law 4548/2018.

2.2.2. Vice-Chair of the Board of Directors

The Vice-Chair of the Board of Directors is appointed from among the non-executive or independent non-executive members of the Board and acts as a substitute for the Chair in the event of absence or impediment. In such cases, the Vice-Chair convenes and presides over meetings of the Board of Directors, sets the agenda items, submits them to a vote, ensures the proper keeping of the minutes of the Board's meetings and certifies copies and extracts thereof.

The independent non-executive Vice-Chair is responsible for supporting the Chair, acting as a liaison between the Chair and the other members of the Board of Directors, coordinating the independent non-executive members and leading the evaluation of the Chair.

2.2.3. CEO

The Chief Executive Officer (CEO) is responsible for ensuring the smooth, orderly, lawful and effective operation of the Company, in accordance with its strategic objectives, business plans and action program, as determined by resolutions of the Board of Directors, the General Meeting and the applicable legal and regulatory framework. The CEO performs management duties and ensures the fulfilment of the Company's corporate purpose, as set out in its Articles of Association.

2.2.4. Executive Members of the Board of Directors

Executive members of the Board of Directors are those members who hold executive responsibilities in the management of the Company, within the scope of the duties assigned to them.

The executive members of the Board of Directors:

- a) are responsible for the implementation of the strategy defined by the Board of Directors, and
- b) engage in regular consultation with the non-executive members of the Board regarding the suitability of the strategy being implemented.

In situations involving crises or risks, as well as in cases where circumstances necessitate the adoption of measures that are reasonably expected to significantly impact the Company, such as decisions related to the development of business activity or risk exposure that may affect the Company's financial condition, the executive members shall promptly inform the Board of Directors in writing, either jointly or individually, by submitting a relevant report including their assessments and recommendations.

2.2.5. Non-Executive and Independent Non-Executive Members

Non-executive members of the Board of Directors are those members who do not hold executive responsibilities in the management of the Company in the context of the duties assigned to them, beyond the general duties associated with their role as members of the Board, and who are entrusted with the role of systematic supervision and oversight of management's decision-making.

Independent non-executive members are those non-executive Board members who, at the time of their appointment or election and throughout their term of office, meet the independence criteria set out in Article 9 of Law 4706/2020. Specifically, they do not directly or indirectly hold more than 0.5% of the Company's share capital, and are free from financial, business, family, or other types of dependency relationships, as indicatively defined in Article 9(2) of Law 4706/2020, which could affect their decision-making and impair their independent and objective judgement.

The fulfilment of the conditions for designating a member of the Board of Directors an independent member is reviewed by the Board at least once annually, for each financial year, and in any case prior to the publication of the annual financial report, in which a relevant statement of confirmation is included. If, during the relevant review or at any other point in time, it is found that a member no longer meets the independence criteria, the Board of Directors shall take the necessary actions for the replacement of the member, in accordance with the Company's Articles of Association and the provisions of this Charter.

The non-executive members of the Board of Directors, including the independent non-executive members, have, in particular, the following responsibilities:

- a) To monitor and assess the Company's strategy, its implementation, and the achievement of its objectives.
- b) To ensure the effective oversight of the executive members, including the monitoring and review of their performance.
- c) To review and express opinions on proposals submitted by the executive members, based on the information available.

The non-executive members of the Board of Directors meet at least once annually, or when deemed appropriate without the presence of executive members, in order to discuss the performance of the latter. During these meetings, the non-executive members do not act as a de facto body or committee of the Board of Directors. The Chair, the Chief Executive Officer, and the senior management executives ensure that all information necessary for the performance of the duties of Board members is readily available to them at all times.

The independent non-executive members may submit reports and statements, either jointly or individually, to the Ordinary or Extraordinary General Meeting of the Company, independently of any reports submitted by the Board of Directors.

As a general rule, executive and non-executive members of the Board of Directors shall not serve on the boards of more than five (5) listed companies, and in the case of the Chair in no more than three (3).

2.3. Audit Committee

The Audit Committee is a committee of the Company's Board of Directors, which is established by a decision thereof. The Audit Committee consists of at least three (3) non-executive members of the Board of Directors, the majority of whom are independent and meet the criteria set out in Law 4449/2017, in conjunction with Law 4706/2020 and possess adequate knowledge of the sector in which the Company operates. At least one of its members, who must be independent and possess sufficient knowledge and experience in auditing or accounting, is required to be present at Audit Committee meetings concerning the approval of the financial statements.

The Chair of the Audit Committee is appointed by its members during the meeting at which the Committee is constituted as a body and must be independent, meaning that they meet the independence criteria as required by law, and possess the requisite expertise and experience to oversee the audit process, as well as the accounting and financial reporting policies and procedures that fall within the Committee's scope of responsibilities.

The term of office of the members of the Audit Committee coincides with the term of the Board of Directors that appoints them. Any remuneration granted to the Committee members for their participation therein, in addition to their base remuneration as members of the Board of Directors, is determined in accordance with the Remuneration Policy, which is approved by the General Meeting of the Company's Shareholders, taking into consideration, among other factors, the complexity and scope of their work, the time commitment required, the degree of responsibility and the remuneration levels of other Board members. The Board of Directors may appoint replacement members to the Committee in the event of resignation, death, or loss of capacity of existing members, in accordance with the applicable legislation and the relevant eligibility criteria. The term of office of the member elected to be replaced lasts until the next General Meeting of Shareholders.

The Company is required to promptly post on the website of the regulated market, and in any case within twenty (20) days from the meeting of the Board of Directors or the General Meeting, and to submit to the Hellenic Capital Market Commission copies of the minutes of the meetings concerning the composition, staffing and specifically the appointment, election, replacement, and term of office of the members of the Audit

Committee.

The Audit Committee has specific duties and responsibilities, particularly with regard to the oversight of statutory audit, the financial reporting process, the internal control system, regulatory compliance, risk management, the supervision of the Internal Audit Unit, and sustainable development.

The Audit Committee may utilize any resources it deems appropriate for the fulfilment of its purpose, including the engagement of external advisors. The Audit Committee operates in accordance with Article 44 of Law 4449/2017, as in force, Articles 10, 15, and 16 of Law 4706/2020, Regulation (EU) No. 537/2014, the Hellenic Corporate Governance Code voluntarily adopted by the Company, and the provisions of the Company's Charter of Operations.

The Audit Committee has its own Rules of Procedure, which specify its composition, term of office, constitution, and operation, its duties and responsibilities, as well as the core principles and internal governance rules under which it operates, which are published on the Company's website (<http://www.admieholding.gr>).

The members of the Audit Committee, their status, and their curricula vitae are also published on the Company's website: (<http://www.admieholding.gr>).

2.4. Remuneration and Nominations Committee

The Remuneration and Nominations Committee is a single, unified committee of the Company's Board of Directors, established by resolution of the Board. It is composed of at least three (3) non-executive members, the majority of whom are independent. The Chair of the Committee is appointed from among the independent non-executive members. The Committee has its own Rules of Procedure, which are approved by the Board of Directors and are published on the Company's website: <http://www.admieholding.gr>.

The term of office of the members of the Audit Committee coincides with the term of the Board of Directors that appoints them. Any remuneration granted to the Committee members for their participation therein, in addition to their base remuneration as members of the Board of Directors, is determined in accordance with the Remuneration Policy, which is approved by the General Meeting of the Company's Shareholders, taking into consideration, among other factors, the complexity and scope of their work, the time commitment required, the degree of responsibility and the remuneration levels of other Board members. The Board of Directors may appoint replacement members to the Committee in the event of resignation, death, or loss of capacity of existing members, in accordance with the applicable legislation and the relevant eligibility criteria.

The term of office of the member elected to be replaced lasts until the next General Meeting of Shareholders.

Its responsibilities include, in particular:

- Submitting proposals to the Board of Directors regarding the Remuneration Policy to be presented for approval at the General Meeting, in accordance with Article 110(2) of Law 4548/2018.
- Submitting proposals to the Board of Directors on the remuneration of individuals falling within the scope of the Remuneration Policy, as well as on the remuneration of the Company's senior executives, particularly that of the Head of the Internal Audit Unit.
- Reviewing the information included in the final draft of the annual remuneration report, providing its opinion to the Board of Directors prior to the submission of the report to the General Meeting, in accordance with Article 112 of Law 4548/2018.
- Identifying and proposing to the Board of Directors suitable candidates for appointment as members of the Board, based on a procedure defined in the Committee's Rules of Procedure, taking into account the nature of the Company. In selecting candidates, the Nominations Committee takes into account the factors and criteria established by the Company, in accordance with the Fit and Proper Policy it has adopted.
- The Committee submits proposals for the formulation and revision of the Fit and Proper Policy.
- It periodically evaluates the size and composition of the Board of Directors and submits proposals for consideration regarding its desired profile.
- It assesses whether the current members of the Board possess the necessary qualifications, knowledge, perspectives, competencies, and experience relevant to the Company's objectives, as well as whether gender balance is maintained. Based on this evaluation, the Committee defines the role and competencies required to fill any vacancies.
- The Committee informs the Board of Directors of the results of the implementation of the Fit and Proper Policy for its members and proposes corrective actions in case of any deviations.

The Company has adopted a Directors' Fit and Proper Policy, which was developed by the Board of Directors of ADMIE HOLDING S.A., taking into account the provisions of Article 3 of Law 4706/2020 (Government Gazette, Series I, 136/17-7-2020) on "Corporate governance of sociétés anonymes, a modern capital market, transposition into Greek law of Directive (EU) 2017/828 of the European Parliament and of the Council, measures for the implementation of Regulation (EU) 2017/1131 and other provisions", as well as paragraphs 2, 3, 4, 5 and 6 of Article 3 of the same Law.

The Fit and Proper Policy is fully aligned with Circular No. 60/18.09.2020 of the Hellenic Capital Market Commission, as well as with Article 3 of Law 4706/2020, and aims to ensure the quality composition of the Board, as well as the attraction and retention of individuals with the competence, knowledge, skills, experience, independence of judgement, moral integrity and good reputation required for the effective governance and fulfilment of the Board's role, based on the Company's strategy, which is primarily focused on promoting the corporate interest.

The Fit and Proper Policy applies to the members of the Board of Directors and the senior executive officers of the Company. It contributes to the Company's business strategy, its long-term interests and its sustainability.

The Remuneration Policy takes into account applicable legislation, good corporate governance practices, the Hellenic Corporate Governance Code, the Articles of Association and the Charter of Operations of the Company. The Policy acknowledges the existing rights and obligations of the Board members and sets out the terms under which future remuneration may be granted to existing and/or new members of the Board during its term of validity.

The Fit and Proper Policy and the Remuneration Policy are approved by the Board of Directors, submitted for final approval to the General Meeting of Shareholders and published on the Company's website (<http://www.admieholding.gr>).

The Remuneration and Nominations Committee may use any resources it deems appropriate for the fulfilment of its purpose, including the engagement of external advisors.

The Remuneration and Nominations Committee has its own Rules of Procedure, which define in detail the composition, term of office, constitution and operation of the Committee, its duties and responsibilities, as well as the core principles and rules governing its internal functioning. These Rules of Procedure are approved by the Board of Directors of the Company and are published on the Company's website (<http://www.admieholding.gr>).

3. CENTRAL SERVICES

3.1. Shareholder Services and Corporate Announcements Unit

In accordance with Article 20 of Law 4706/2020, the Shareholder Services Unit and the Corporate Announcements Unit may operate as a single unit.

I. Responsibilities

The Shareholder Services and Corporate Announcements Unit is responsible for the timely, accurate and equal dissemination of information to shareholders, as well as for assisting them in exercising their rights, in accordance with the applicable legislation and the Company's Articles of Association. Specifically, the Unit ensures the prompt, proper and equal provision of information to shareholders concerning the following:

- Distribution of dividends and bonus shares, actions related to the issuance of new shares against cash payment, share exchanges, the time frame for exercising related pre-emption rights, or any modifications to original deadlines (e.g., extensions of the exercise period).
- Provision of information regarding Ordinary or Extraordinary General Meetings and their resolutions.
- Acquisition of treasury shares, their disposal or cancellation, as well as share distribution plans, including free share allocation to members of the Board of Directors and Company personnel.
- Communication and data exchange with central securities depositories and intermediaries, within the context of shareholder identification.
- Broader communication with shareholders.
- Informing shareholders, in accordance with the provisions of Article 17 of Law 3556/2007 (Government Gazette, Series I, No. 91), regarding the facilitation and provision of information by securities issuers.
- Monitoring the exercise of shareholder rights, particularly in relation to shareholding percentages and the exercise of voting rights at General Meetings.
- Disclosure of regulated information in accordance with Law 3556/2007 (Government Gazette, Series I, No. 91), for the purpose of informing shareholders or holders of other securities issued by the Company.
- Announcement of corporate actions in accordance with the provisions of Law 4548/2018 (Government Gazette, Series I, No. 104), with the aim of informing shareholders or holders of other Company securities.
- Compliance with the Company's obligations under Article 17 of Regulation (EU) 596/2014, concerning the disclosure of inside information.
- Compliance with obligations arising from decisions and guidelines issued by the Hellenic Capital Market Commission.
- Compliance with additional obligations set out in Article 2 of Decision No. 5/204/14-11-2000 of the Hellenic Capital Market Commission.
- Liaison with competent authorities, including the submission of information to the Hellenic Capital Market Commission and the Athens Stock Exchange, as provided in

paragraph 3 of Article 5 of Decision No. 5/204/14-11-2000, as well as to mass media and any other relevant body.

- Preparation and updating of Insider Lists under Articles 17 and 19 of Regulation (EU) 596/2014
- Monitoring and analysis of financial results, along with the preparation of related updates.
- Preparation and publication of press releases
- Informing analysts and conducting public relations and corporate communications through the organization and execution of road shows and events.

In addition, the Unit ensures that during the Annual Ordinary General Meeting of the Company's shareholders, the annual financial report, as provided in Article 4 of Law 3556/2007, as in force, is distributed to attending shareholders. It also ensures that all published corporate reports, including the annual financial report, semi-annual and annual financial statements, and the management reports of the Board of Directors and the statutory auditors, are sent to any interested party, in printed or electronic form. At the same time, it is responsible for maintaining and updating the Company's shareholder register, in compliance with the applicable legislation. To this end, it is also responsible for liaising with the Central Securities Depository and intermediaries.

The name and contact details of the Head of the Shareholder Services and Corporate Announcements Unit are published on the Company's website (<http://www.admieholding.gr>).

The Shareholder Services and Corporate Announcements Unit has in place a Policy and Procedure that detail its role and responsibilities and define the manner in which its related obligations are fulfilled, in collaboration with the other relevant units and bodies of the Company.

II. Staffing

The functions of the Shareholder Services and Corporate Announcements Unit may be carried out by Company employees or may be outsourced to an external service provider, by decision of the Board of Directors, which shall report to the Chief Executive Officer.

3.2. Financial Services Unit

I. Responsibilities

The Financial Services Unit of the Company is entrusted with the following responsibilities:

- Monitors and implements all financial procedures.
- Prepares monthly balances and generates the monthly financial results.
- Participates in the preparation of budgets.
- Manages the Company's tax matters.
- Monitors the Company's expenditures and prepares reports.
- Ensures the proper operation of the accounting information system, in collaboration with the responsible IT officer.
- Coordinates and prepares the annual balance sheet of the Company.
- Ensures compliance with procedures related to tax and labour obligations, and more broadly, with all statutory obligations of the Company.
- Is responsible for the timely and accurate payment of taxes and duties, in accordance with the Company's accounting records.
- Prepares the Company's cash flow forecasts.
- Performs review of posted documents.
- Updates the Company's accounting books and prints those required by law.
- Maintains the Fixed Assets Register.
- Monitors and enforces the Company's credit policy.
- Updates the Company's accounting system with incoming payments.

II. Staffing

The functions of the Financial Services Unit may also be outsourced, by decision of the Board of Directors, to an external company/partner who shall report to the Chief Executive Officer.

3.3. Administrative Services Unit

The Administrative Services Unit is responsible for the methodical and efficient management of all matters related to the employment status of Company personnel and members of the Board of Directors, as well as the general administrative support of the

Company.

The Administrative Services Unit includes, within its functional and

- organizational structure, the Company's Administrative Support functions (reception, telephone centre and the handling of both email and physical correspondence).
- It also encompasses the role of the Procurement Officer, whose responsibilities are carried out in accordance with the Company's Procurement and Payment Policy.

3.4. Legal Department

The Legal Department reports to the Chief Executive Officer and supports all bodies and units of the Company on legal matters. Its mission is to ensure the Company's compliance with the applicable national and European regulatory framework, to provide comprehensive legal support and to manage all legal affairs of the Company, with the aim of safeguarding and promoting its interests in its relations with institutional bodies, shareholders and business partners.

To this end, the Legal Department may be supported in its work by external legal counsel, over whom it exercises supervision and to whom it assigns legal tasks. In such cases, the Legal Department may include these lawyers in specific operational functions, depending on the Company's legal needs.

The Legal Department also serves as the Responsible Officer for Receiving and Monitoring Reports within the Company.

4. INTERNAL CONTROL SYSTEM (ICS) of the Company

The Internal Control System (ICS) comprises the totality of the internal control mechanisms and procedures, including risk management, internal audit and regulatory compliance, which cover all of the Company's activities on an ongoing basis and contribute to its safe and effective operation.

The Board of Directors is responsible for defining and overseeing the implementation of the ICS and periodically monitors and evaluates its application and effectiveness, at least once every three (3) financial years, taking the appropriate corrective actions to address any omissions. The evaluation criteria include:

- a) a sufficient and effective Internal Control System, including risk

management and regulatory compliance systems;

b) adequate and effective procedures for the prevention, identification and mitigation of conflict-of-interest situations;

c) adequate and effective mechanisms for communication with shareholders, facilitating the exercise of their rights and encouraging active dialogue.

The evaluation of the Internal Control System, particularly regarding the adequacy and effectiveness of financial reporting, risk management and regulatory compliance, is conducted in accordance with recognized evaluation and internal audit standards and with the provisions on corporate governance, by individuals with proven relevant professional experience, who do not have dependency relationships, as defined in the applicable legal framework.

To this end, the basic elements of the ICS are supported by the Risk Management Unit, the Regulatory Compliance Unit and the Internal Audit Unit, which are presented below.

4.1. Main Features of the Internal Control System

The pillars on which the Internal Control System (ICS) is based include:

- **Control Environment:** Forms the foundation of the System and consists of all the individual elements that define the overall organization, management method and operational approach of the Company. Key characteristics: a) The Company demonstrates a commitment to integrity and ethical values. b) The Board of Directors maintains independence from Management and oversees the development and execution of the ICS.

c) Management, under the supervision of the Board, establishes structures, reporting lines and appropriate authority and responsibilities to achieve the Company's objectives. d) The Company shows commitment to attracting, developing and retaining competent individuals aligned with its strategic goals. e) The Company defines roles and responsibilities for the ICS to support the achievement of its operational objectives.
- **Risk Assessment:** For the Internal Control System to function effectively, it requires the determination of clear objectives, the identification and evaluation of all significant events, particularly the risks they may entail and the corresponding response by the Company. The characteristics of each risk are assessed based on its nature and category, magnitude, mitigation potential and management cost. Specifically, a) The Company defines its objectives with sufficient clarity to enable the identification

and assessment of risks associated with those objectives. b) It identifies risks to the achievement of its objectives across the entire organization, and analyses these risks as a basis for determining how they should be managed. c) It considers the risk of fraud when evaluating risks related to the achievement of objectives. d) It identifies and evaluates changes that could have a significant impact on the Internal Control System.

- **Safeguards:** Control activities consist of procedures, technical and organizational, established to ensure the implementation of decisions made by the Board of Directors regarding risk management. They apply across the entire governance structure of the Company, including the Board of Directors, Management and all employees. Indicative examples include approvals, authorizations, verifications, reviews of operational performance and safeguarding of assets. They are part of employees' daily tasks and are integrated into the Company's policies and procedures, which must be periodically reviewed to ensure they remain properly updated and effective. When choosing between possible alternative safeguards to cover a risk, the cost-benefit ratio is taken into account. Indicatively: a) The Company selects and develops control mechanisms that help mitigate risks to an acceptable level, in order to achieve its objectives.

b) It selects and develops general control activities over technology to support the achievement of objectives. c) It develops control activities through policies that define what is expected and procedures that implement those policies in practice.

- **Information and Communication:** This pillar concerns the flow, timing and method by which risk-related information is communicated among the relevant management bodies. Accordingly: a) The Company receives, generates and uses relevant and high-quality information to support the operation of the Internal Control System (ICS).

b) It communicates internally the information necessary to support the functioning of the ICS, including its objectives and responsibilities.

c) It communicates with external parties on matters that may impact the functioning of the ICS.

- **Monitoring:** Through supervisory activities, the Company evaluates the ICS and identifies potential gaps within the control mechanisms. The evaluation is conducted based on internationally recognized standards and may be performed by an independent third party (either a legal entity or an individual) external to the Company.

The evaluation process of the Company's Internal Control System is further detailed in Section 5.8.

4.2. Corporate Governance Code

Pursuant to Board of Directors Resolution No. 69/8.7.2021, the Company has adopted and implements the Hellenic Corporate Governance Code (HCGC), June 2021 edition, which has been developed by the Hellenic Corporate Governance Council (HCGC Council). The Hellenic Corporate Governance Code serves as the foundation for the implementation of a comprehensive corporate governance framework and is continuously adapted to reflect the evolving economic, social and business environment of the Company. The HCGC is published on the Company's website: <http://www.admieholding.gr>.

4.3. Code of Conduct and Ethics

The Company has established a Code of Conduct and Ethics, which is published on its website: <http://www.admieholding.gr>.

The purpose of the Code of Conduct and Ethics is to promote a shared corporate culture that encourages behaviour guided by ethical values, going beyond strict compliance with regulatory requirements. It also aims to establish an effective framework for preventing, addressing and combating improper conduct, while fostering a cohesive and modern working environment. Moreover, the purpose of the Code includes setting out the commitments and standards of conduct of the Company, in terms of the principles and rules that must govern all areas of its operations, as well as its relationships with employees and all stakeholders.

4.4. Risk Management Unit

Risk management requires the definition of objective goals, based on which the most significant events that may affect the Company are identified, the associated risks are assessed, and the Company's response to those risks is determined.

All of the above are recorded in the Company's Risk Register. To manage its risks, the Company applies the Enterprise Risk Management (ERM) methodology of the C.O.S.O. Committee, as outlined in the Risk Management Policy and Procedure, which is prepared by the Risk Management Unit and submitted for approval to the Board of Directors.

The Risk Management Unit reports to the Chief Executive Officer of the Company, while its work is also supervised by the Audit Committee.

The Risk Management Officer is responsible for monitoring and coordinating the implementation of the Company's risk management system. The Company's risk management system is a core component of the Internal Control System (ICS) and, by extension, an integral part of the Corporate Governance System applied by the Company.

The Risk Management Officer is responsible for monitoring and coordinating the implementation of the risk management system within the scope of the following general responsibilities:

- Oversees the proper implementation of the Risk Management Policy and the detailed risk-related policies throughout the Company.
- Develops and utilizes appropriate methodologies for all risks associated with the Company's activities, including models for the identification, assessment, monitoring, control, reporting and forecasting of such risks.
- Defines risk limits for each type of risk, monitors those limits, and evaluates the contribution of the Company's business lines to the risk management process.
- Establishes criteria for the timely identification of risks, both at the individual and aggregate exposure level, and recommends appropriate monitoring procedures and rules to address them.
- Proposes to the Board of Directors appropriate techniques for keeping risks within acceptable thresholds.
- Assesses the adequacy of methods used to identify, evaluate and monitor risks on a regular basis, and recommends corrective actions where necessary.
- The Risk Management Officer may participate in business decisions and related approval processes in which the Company undertakes significant risks (e.g., new investments), particularly in matters and exposures that do not fall within predetermined or general parameters.
- They prepare periodic reports (at least semi-annually) to inform Management on issues covered by this Policy, in collaboration with the Internal Audit Unit.

The Risk Management Unit maintains Rules of Procedure, Policy and Procedure, which detail its role and responsibilities and define the framework for applying risk management practices across the Company.

4.5. Regulatory Compliance Unit

The Regulatory Compliance Unit of the Company operates in accordance with Law 4706/2020, providing services that ensure the Company's compliance with the legislative and regulatory framework governing its organization and operation, through monitoring activities and advisory support on related matters.

The primary responsibility of the Regulatory Compliance Unit is the establishment and implementation of appropriate and up-to-date policies and procedures, with the aim of ensuring the timely, full and continuous compliance of the Company with the applicable regulatory framework, and maintaining at all times a complete overview of the degree to which this objective is achieved. In establishing such policies and procedures, the complexity and nature of the Company's activities have been duly assessed.

The Regulatory Compliance Unit reports to the Chief Executive Officer, and its work is also supervised by the Company's Audit Committee. The Head of the Regulatory Compliance Unit has access to all required sources of information, has sufficient knowledge and experience and prepares the Company's annual regulatory compliance action plan, which is approved by the CEO. The Head of the Regulatory Compliance Unit also monitors the implementation of the annual action plan.

The Unit maintains Rules of Procedure, Policy and Procedure that clearly define its role and responsibilities, and establish how its obligations are fulfilled in cooperation with other relevant Company units and bodies.

The Regulatory Compliance Officer shall have the following general responsibilities:

- Stay informed about legislative and regulatory developments related to the Company's compliance obligations.
- Ensure, through appropriate procedures, the timely fulfilment of obligations established under the applicable legislative and regulatory framework and provide written confirmation of such compliance to the Board of Directors through periodic reports.
- Design and oversee the compliance monitoring program, which is reviewed periodically and at least once per year, depending on the needs.
- Monitor the keeping of the required books and records (both physical and electronic) by each Unit of the Company, based on the operational functions they perform.

- Inform the Company's personnel of any amendments to the applicable legislative and regulatory framework, as well as of ways to enhance the effective execution of their duties, by implementing appropriate procedures, briefing notes and training programs.
- Collaborate closely with other Company units (e.g., Risk Management, Internal Audit, Financial Services), as well as with the respective committees, to resolve any issues related to compliance with applicable regulations.
- Seeks the assistance of the Company's legal advisors in developing guidelines that the Company will follow to ensure more effective compliance with the applicable legal provisions.
- Identifies areas of potential risk for the Company resulting from non-compliance with the legal and regulatory framework and proposes corrective measures to resolve problematic situations.
- Submits reports to the Board of Directors on a regular basis, and on an ad hoc basis when required, in order to keep its members informed about the implementation and progress of compliance actions, specifically indicating whether appropriate corrective measures have been taken in cases where deficiencies were identified.
- Prepares and submits regulatory compliance reports to the authorities, as and when required.
- Acts as the primary point of contact between the Supervisory Authorities and the Company on issues related to Regulatory Compliance.
- Promotes a culture of Regulatory Compliance throughout the Company's personnel and senior management.

The Risk Management Unit and the Regulatory Compliance Unit may operate as a single, unified unit.

4.6. Internal Audit Unit

The Company has established an Internal Audit Unit, which operates as an independent organizational unit within the Company. Its purpose is to monitor and improve the Company's operations and policies in relation to its Internal Control System, as outlined in Section 2.2.4.

The Internal Audit Unit operates in accordance with Articles 15 and 16 of Law 4706/2020, the Hellenic Corporate Governance Code voluntarily adopted by the Company, and the provisions of the Company's Charter of Operations. Internal auditors perform their

duties in adherence to the required standards of professional ethics, applying the principles of independence, objectivity and confidentiality. Internal auditors comply with the International Professional Practices Framework (IPPF) for internal auditing and adhere to the International Standards for the Professional Practice of Internal Auditing (IIA Standards), the IIA Code of Ethics, applicable legislation and the Company's internal policies and procedures.

The Head of the Internal Audit Unit is appointed by the Board of Directors of the Company, following a recommendation by the Audit Committee, is a full-time and exclusively employed staff member, who operates with personal and functional independence and objectivity in the performance of their duties and possesses the appropriate qualifications and relevant professional experience. The Head reports administratively to the Chief Executive Officer and functionally to the Audit Committee. The Head of the Internal Audit Unit may not be a member of the Board of Directors or hold voting rights in any standing committee of the Company, nor may they have close ties with any person holding such positions within the Company or within the Group.

The Company is required to notify the Hellenic Capital Market Commission of any change in the Head of the Internal Audit Unit, by submitting the minutes of the relevant Board of Directors meeting within twenty (20) days of such change.

The operation, structure and responsibilities of the Internal Audit Unit are detailed in its Rules of Procedure, which is approved by the Board of Directors, following a recommendation by the Audit Committee.

5. POLICIES AND PROCEDURES

5.1. Recruitment and Evaluation Process for Senior Management

To fully assure a merit-based approach and respect for the privacy of candidates and their personal data, the Company follows specific procedures for the recruitment and subsequent evaluation of its officers.

The recruitment procedures for senior executives are implemented in accordance with the applicable legislative and regulatory framework. Senior executive officers are evaluated on a regular periodic basis by individuals authorized by the Board of Directors, and the relevant reports are submitted to the Board. The evaluation process is initiated once per year, concurrently setting individual objectives, and is conducted based on qualitative criteria, such as skills, leadership, teamwork, among others.

Specifically, the main objectives of performance evaluation include the following:

- **Feedback:** Providing employees with feedback on their performance to encourage continued improvement efforts. Strengthening and affirming the employee's strengths and areas of excellence.
- **Development:** Through constructive dialogue, identifying the areas for improvement necessary for professional growth and development.
- **Performance Improvement:** Drawing focused attention to aspects that employees should improve.
- **Action Plan Design:** Defining specific actions to ensure the optimal utilization of employees' potential.
- **Encouraging dialogue** between the employee being evaluated and their immediate supervisor.

This Procedure for the Recruitment and Evaluation of Senior Executive Officers is included as an **ANNEX** to this Regulation.

5.2. Compliance Policy and Procedure for Persons with Managerial Responsibilities and Closely Associated Persons

In accordance with point (d) of paragraph 3, Article 14 of Law 4706/2020, the Company has established and implements a **Compliance Policy and Procedure for Persons Discharging Managerial Responsibilities**, as defined in point 25 of paragraph 1, Article 3 of Regulation (EU) 596/2014, and for **persons closely associated with them**, as defined in paragraph 14 of Article 2 of Law 4706/2020. This includes all obligations arising from Article 19 of Regulation (EU) 596/2014.

The above Policy and Procedure have been developed in full compliance with applicable legislation, and specifically with Regulation (EU) 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse,

Delegated Regulation (EU) 2016/522 of the Commission of 17 December 2015 supplementing Regulation (EU) No. 596/2014 of the European Parliament and of the Council with regard to the exemption of certain public bodies and central banks of third countries, indicators of market manipulation, disclosure thresholds, the competent authority for delay notifications, the permission for trading during closed periods, and the types of notifiable transactions by persons discharging managerial responsibilities, Implementing Regulation (EU) 2016/523 of the Commission of 10 March 2016 laying down implementing technical standards with regard to the format and template for notification and disclosure of transactions by persons discharging managerial responsibilities under Regulation (EU) No. 596/2014 of the European Parliament and of the Council, the provisions of Part B of Law 4443/2016 and the related delegated acts of the Hellenic Capital Market Commission.

This Policy establishes the rules, defines the parties involved and outlines the key stages of the procedure to be followed both for ensuring compliance by Persons Discharging Managerial Responsibilities and by persons closely associated with them, and for securing the required disclosures when necessary, ultimately aiming to ensure the Company's adherence to the applicable legislative and regulatory framework.

The corresponding Procedure aims to provide a detailed breakdown of the obligations and responsibilities of the involved parties, as defined in the Policy, a step-by-step analysis of the implementation process by the obligated persons and specifies the forms to be used.

This Compliance Policy and Procedure for Persons Discharging Managerial Responsibilities and Persons Closely Associated with them is included as an **ANNEX** to this Regulation.

5.3. Disclosure Procedure for Dependency Relationships of Board members

In compliance with the provisions of Article 9 of Law 4706/2020 regarding independent non-executive members of the Board of Directors, the Company has established and implements, pursuant to point (e) of paragraph 3, Article 14 of Law 4706/2020, a **Procedure for the Disclosure of any Dependency Relationships involving members of its Board of Directors and persons closely associated with them.**

The Board of Directors is responsible for taking the necessary measures to ensure compliance with the above, as well as for taking the appropriate actions in the event that the independence requirements set out by law are no longer met. The review of the independence criteria is conducted annually, with the support of the Remuneration and Nominations Committee, and is included in the Annual Management Report.

Independent members of the Board of Directors are required to promptly and in writing inform both the Remuneration and Nominations Committee and the Regulatory Compliance Unit of any potential changes to their independence status. The appropriate steps to be taken in such cases are detailed in the Procedure.

The Disclosure Procedure for Dependency Relationships of Board Members provides a detailed description of the steps to be followed, as well as the obligations and responsibilities of the parties involved.

This Disclosure Procedure for Dependency Relationships of Board Members is included as an **ANNEX** to this Regulation.

5.4. Compliance Procedure for Related Party Transactions

The Company has established and implements, in accordance with point (f), paragraph 3, Article 14 of Law 4706/2020, a **Compliance Procedure regarding Transactions with Related Parties**, which incorporates the obligations arising from the provisions of Articles 99 et seq. of Law 4548/2018.

According to the applicable legislation (Article 99 of Law 4548/2018), "related parties" are defined as the persons associated with the Company under International Accounting Standard (IAS) 24, as well as legal entities controlled by the Company, in accordance with Accounting Standard 27.

Transactions between the Company and its related parties are prohibited, pursuant to Article 99(1) of Law 4548/2018. The prohibition does not apply to the acts and agreements referred to in paragraph 3 of Article 99 of Law 4548/2018.

For the granting of authorization to enter into a transaction with a related party, Article 100 of Law 4548/2018 applies, and the disclosure requirements of Article 101 of the same law must be observed.

The Compliance Procedure regarding transactions with related parties provides a detailed outline of the steps to be followed, as well as the obligations and responsibilities of the parties involved.

This Compliance Procedure Regarding Transactions with Related Parties is included as an **ANNEX** to this Regulation.

5.5. Conflict of Interest Policy and Procedure

In accordance with point (g), paragraph 3, Article 14 of Law 4706/2020, the Company has established and implements a **Conflict of Interest Policy and Procedure**, which includes procedures for the prevention of conflicts of interest, measures for their disclosure and management, as well as specific cases and conditions under which, by exception, it may be acceptable for a member of the Board of Directors or a Senior Executive to maintain conflicting interests, provided that such interests are substantially limited or are subject to appropriate management.

The Company's Conflict of Interest Policy clearly sets out the objective, scope and guiding principles, along with the obligations and responsibilities of the involved parties.

The Conflict of Interest Procedure outlines the steps for the prevention, disclosure, management, mitigation and publication of conflicts of interest, as well as how these are implemented through specific forms detailed in its annexes.

This Conflict of Interest Policy and Procedure is included as an **ANNEX** to this Regulation.

5.6. Regulatory Compliance Procedure

In accordance with point (h), paragraph 3, Article 14 of Law 4706/2020, the Company has established and implements a **Regulatory Compliance Policy and Procedure**, which sets out the principles and processes the Company follows to ensure ongoing compliance with the legislative and regulatory provisions governing its organization, operations and activities.

In compliance with Article 13 of Law 4706/2020 regarding organizational arrangements for the implementation of an effective Corporate Governance system, the Company has established a Regulatory Compliance Unit, which, in collaboration with the Legal Department, supports the Board of Directors in ensuring the adequate and effective operation of the Company's Internal Control System, aimed in particular at achieving the following objectives:

- a) Ensure the consistent implementation of the business strategy through the effective use of available resources;
- b) Enable the identification and management of material risks associated with the Company's business activities and operations;
- c) Support the effective operation of the Internal Audit Unit, the organization, operation and responsibilities of which are defined in Articles 15 and 16;
- d) Safeguard the completeness and reliability of the data and information required for the accurate and timely determination of the Company's financial position and the preparation of reliable financial statements, as well as its non-financial reporting, in accordance with Article 151 of Law 4548/2018;
- e) Ensure compliance with the regulatory and legislative framework, as well as with the internal rules and policies governing the operation of the Company.

Furthermore, they support the Board of Directors in ensuring that the Company adopts and implements a Corporate Governance System in accordance with Articles 1 to 24 of Law 4706/2020, taking into account the size, nature, scope and complexity of its activities. The Corporate Governance System, as defined in Articles 1 to 24 of Law 4706/2020, includes at a minimum the following components:

- a) An adequate and effective Internal Control System, including risk management and regulatory compliance systems;
- b) adequate and effective procedures for the prevention, identification and mitigation of conflict-of-interest situations;
- c) Adequate and effective mechanisms for shareholder communication, in order to facilitate the exercise of their rights and promote active shareholder engagement;
- d) A Remuneration Policy that contributes to the Company's business strategy, its long-term interests and its sustainability.

This Regulatory Compliance Policy and Procedure is set out in an **ANNEX** to this Regulation.

5.7. Inside Information Management Process

In accordance with point (i), paragraph 3, Article 14 of Law 4706/2020, the Company has established and implements an **Inside Information Management Policy and Procedure**, which sets out the Company's framework for managing inside information in compliance with the applicable legislative and regulatory framework, as in force from time to time, and specifically in accordance with the relevant provisions of Regulation (EU) No. 596/2014 on market abuse, the Implementing Regulations (EU) 2016/1055, 2022/1210 and 2016/959, the provisions of Part B of Law 4443/2016, as well as related delegated acts of the Hellenic Capital Market Commission and the relevant Guidelines of the European Securities and Markets Authority (ESMA).

The Inside Information Management Policy has been drawn up in compliance with Regulation (EU) 596/2014 and aims to ensure the Company's compliance with the current legislative and regulatory framework governing the handling and disclosure of inside information relating to the Company, in order to guarantee immediate, accurate, and equal access to information by the investing public.

The Inside Information Management Procedure aims to provide a detailed analysis of the steps required for the implementation of the above Policy and its application by covered persons, as well as a comprehensive outline of the obligations and responsibilities of the parties involved, as defined in the Policy.

This Inside Information Management Policy and Procedure are set out as an **ANNEX** to this Regulation.

5.8. Internal Control System (ICS) Evaluation Procedure

In accordance with point (j), paragraph 3, Article 14 of Law 4706/2020, the Company has established and implements a specific procedure for the **periodic evaluation of its Internal Control System (ICS)**, conducted by an objective, independent, demonstrably certified and sufficiently experienced evaluator, as defined in Articles 9 and 14 of Law 4706/2020, and in line with Decision 1/891/30.9.2020 of the Board of Directors of the Hellenic Capital Market Commission, as in force, the Company's Charter of Operations, the best practices of the COSO Internal Control Framework, and the relevant provisions of the Hellenic Corporate Governance Code, which the Company has adopted and implements. The Company also maintains a specific procedure for the nomination, selection and approval of the Internal Control System evaluator.

The evaluation of the adequacy and effectiveness of the Company's Internal Control System includes a review of the five pillars defined by the C.O.S.O. framework, as follows:

- The Control Environment
- The Risk Management System
- The Control Activities (including control mechanisms and safeguards in place)
- The Information and Communication System
- Monitoring Activities

The periodic evaluation procedure of the Internal Control System confirms the existence of its core components, as outlined above, and defines the format and recipients of the evaluation report, the frequency of the evaluation, the procedure for assigning the task to an independent evaluator, as well as the subsidiary companies included in the scope of the evaluation.

5.8.1. Periodicity of Evaluation of the ICS

The periodic evaluation of the Internal Control System (ICS) is conducted particularly with respect to the adequacy and effectiveness of financial and non-financial reporting, on both a separate and consolidated basis, as well as with respect to risk management and regulatory compliance, in accordance with recognized evaluation and internal audit standards, and the implementation of the corporate governance provisions of the applicable legal framework. The Internal Control System evaluation is carried out by an independent party with proven relevant professional experience, in alignment with international best practices, such as the International Auditing Standards, the International Professional Practices Framework (IPPF) for Internal Auditing, and the COSO Internal Control Framework.

The Board of Directors of the Company is responsible for ensuring the adequate and effective operation of the Corporate Governance System and the Internal Control System, as defined in Articles 1 to 24 of Law 4706/2020. The annual corporate governance statement includes a reference to the results of the evaluation report.

In any case, the evaluation of the ICS forms an integral part of the overall evaluation of the Company's Corporate Governance System, pursuant to Article 4, paragraph 1 of Law 4706/2020.

The Board of Directors of the Company is also required to cooperate with the Hellenic Capital Market Commission, should the latter require an ad hoc evaluation of the Company's Internal Control System.

5.8.2. Procedure for Outsourcing the Evaluation of the Internal Control System (ICS)

The procedure for the proposal, selection, approval and final outsourcing of the ICS evaluation is initiated at the order of the Company's Board of Directors to the Chief Executive Officer (CEO), instructing them to collect three (3) written and signed offers from objective, independent, duly certified and sufficiently experienced evaluators. The evaluators may be legal entities, natural persons, or associations of persons.

Subsequently, the CEO of the Company, with the assistance of the Company's Compliance Officer, gathers three (3) written and signed offers from evaluators who meet specific regulatory criteria, as clearly set out in Article 9 of Law 4706/2020 and in Decision No. 1/891/30.9.2020 of the Board of Directors of the Hellenic Capital Market Commission.

The next step in the outsourcing process is the recommendation by the Chief Executive Officer of the Company to the Company's Audit Committee, regarding the most suitable evaluator, based on the aforementioned regulatory criteria, as well as technical and financial criteria.

The Audit Committee of the Company reviews the CEO's recommendation and, in turn, submits its own recommendation to the Board of Directors, which is ultimately responsible for selecting the evaluator and outsourcing the ICS evaluation project.

The selected evaluator then commences the project and concludes the process by delivering the evaluation report, as described below.

5.8.3. Internal Control System (ICS) Evaluation Report and Recipients

The evaluation of the ICS concludes with both a summary report and a detailed report, which cover all findings and any potential risks related to the evaluation's scope. Both reports clearly state the date of preparation, the reference date of the evaluation, and the period covered.

The Board of Directors and the Audit Committee are the designated recipients of both the summary and detailed evaluation reports.

The Company promptly submits the summary report—and, if required, the full report—to the Hellenic Capital Market Commission (HCMC) within three (3) months from the evaluation's reference date.

The Annual Corporate Governance Statement includes a relevant reference to the findings of the evaluation report.

The ICS Evaluation Procedure is included as an ANNEX to this Regulation.

5.9. Board of Directors and Executives Training Policy

The Company has established and implements, in accordance with point (ia) of paragraph 3 of Article 14 of Law 4706/2020, a **Training Policy for Board Members and Executives**.

The Board of Directors and its Committees, both collectively and individually, undergo annual evaluations to assess their effectiveness in fulfilling their duties and meeting the criteria outlined in the Company's Fit and Proper Policy. Specifically, the fulfilment of the conditions for designating a member of the Board of Directors as an independent member, in accordance with the provisions of Article 9 of Law 4706/2020, is reviewed by the Board of Directors at least annually, for each financial year, and in any case prior to the publication of the annual financial report, which includes the relevant determination. In the event that, during the review of the conditions under Article 9 of Law 4706/2020, or at any time, it is determined that the conditions no longer apply to an independent non-executive member, the Board of Directors shall take the appropriate steps to replace that member

The Chairman of the Board, in collaboration with the Remuneration and Nominations Committee, leads the evaluation process. The Board of Directors also evaluates the performance of its Chair, in a process led by the independent non-executive Vice-Chair or the Senior Independent Director, in collaboration with the Remuneration and Nominations Committee. This process may, every three years, be facilitated by an external specialized advisor, following a relevant decision by the Board of Directors.

Upon completion of the Evaluation Process, it may be necessary to implement corrective measures, which are carried out through the Board of Directors' Training Plan or a Succession Plan. The Board of Directors ensures the adoption of a suitable Succession Plan by the Company, in line with the Fit and Proper Policy, to guarantee the seamless continuation of Company management and decision-making, particularly in the event of departures of BoD members, especially executive members and committee members.

The Remuneration and Nominations Committee develops and manages the policy and process for selecting BoD members, whether for appointment by the Board itself or nomination to the General Meeting by the Board or the Shareholders.

Before assuming their position, the prospective members of the Board of Directors are informed by the Company's Remuneration and Nominations Committee about the Company's culture, values and overall strategy. During their term of office, they receive ongoing information on matters such as management, Company operations, financial risks, regulatory compliance and corporate governance, among others.

Each new member of the Company's Board of Directors receives an orientation, in accordance with the Onboarding Program provided for in the Company's Fit and Proper Policy, to enable them to adapt promptly to the requirements of the position they are called to fulfil. Specifically regarding training, new members of the Board of Directors participate in an induction program offered by the Company, which includes presentations on risk management, financial management of the business plan, key financial and accounting matters, regulatory compliance and corporate governance, the Company's organizational structure, executive officers, and the internal and external auditors.

The Company also offers all members of the Board of Directors continuous training and development programs, with the aim of enhancing the Board's oversight capabilities.

The training and information programs for the members of the Board of Directors, its Committees, as well as the Company's executives, are implemented based on the following pillars:

α) **Onboarding Program:** providing the means for the successful integration of new members and executives, in order to enhance their performance more effectively and promptly. These may include:

- Company information: An overview of the company's structure, organization, products, and markets. Communication lines within the Company
- Training on integrity and ethical values, as well as on the knowledge required for each job position.
- Corporate regulations and policies: Operating regulations, occupational health and safety policies, Code of Conduct, security measures, tour of the Company's facilities, etc.

b) **Informing the members of the Board of Directors and executives on the management of the Internal Control System:** internal audit, risk management, regulatory compliance, and information systems.

c.) **Targeted Training:** to enhance skills, especially in response to outcomes of the annual evaluation process.

Training costs are allocated to the respective cost centres and approved in accordance with the Company's standard expense approval procedures.

This Training Policy for Board Members and Executives is included as an **ANNEX** to this Regulation.

5.10. Sustainable Development Policy

The Company's Management is committed to implementing the **Sustainable Development Policy** across all operational areas.

5.10.1. Values and Mission

The Company embraces the values of Integrity, Mutual Respect and Effectiveness.

Its mission is to create additional value for shareholders, employees and society.

5.10.2. Environment (E)

With regard to the environment, the Company implements and carries out systematic actions aimed at minimizing environmental impact, in compliance with applicable legislation.

Our objective is the continuous improvement of individual sustainability goals, which we evaluate annually in terms of their effectiveness and revise whenever deemed necessary.

5.10.3. Society (S)

The Company respects and upholds internationally recognized human rights

by implementing policies of fair remuneration, meritocracy and equal opportunities for all its human resources, without any discrimination and with full respect for diversity. At the same time, it safeguards jobs, encourages personal development, invests in education, and maintains a merit-based evaluation system. A key priority for the Company is ensuring the provision of a healthy and safe working environment. Moreover, it promotes and actively encourages a spirit of volunteerism.

The Company remains engaged with emerging social issues, responding with sensitivity and fostering a close relationship with citizens. Fully aligned with its overarching strategy of social responsibility, the Company designs and implements initiatives that address core societal needs in areas such as employment, development, education, health, the environment and culture. The Company encourages volunteerism and contributes in emergencies.

Its policy, performance outcomes in matters of Sustainable Development, as well as the implementation of related programs and the achievement of objectives, are subject to annual evaluation. Individual Sustainable Development goals are reviewed and revised as deemed necessary, with the aim of ensuring constant improvement.

5.10.4. Governance (G)

Economic Development

- We aim to achieve positive financial results, continue with carefully selected investments, and leverage new investment opportunities.
- We invest in technology and the upgrade of our services.
- We strive to continuously improve our relationships with suppliers by clearly communicating the terms of cooperation and the fundamental framework of principles and values that should govern our mutual collaboration.

Corporate Governance

- We comply with applicable legislation and implement compliance control safeguards aligned with the rules governing our business activities.
- We have adopted the Hellenic Corporate Governance Code for listed companies, which was issued by the Hellenic Corporate Governance Council.
- We follow a corporate structure and governance model that fosters a close relationship with investors, with the ultimate goal of generating added value for our shareholders.
- We assess and manage business risks with the aim of

safeguarding the interests of all our stakeholders.

- We have established committees, implement measures and follow policies and procedures to promote transparency and accountability.

Health, Safety and Accessibility for Visitors

- We implement a Health and Safety Policy.
- We provide a healthy and safe environment for our partners and visitors at our facilities.
- We ensure safe access, stay, and mobility within our premises and facilitate accessibility for individuals with disabilities.

This Sustainable Development Policy is included as an **Annex** to this Regulation.

6. ANNEXES

ANNEX Recruitment and Evaluation Process for Senior Management

ANNEX Compliance Policy and Procedure for Persons with Managerial Responsibilities and Closely Associated Persons

ANNEX Disclosure Procedure for Dependency Relationships of Board members

ANNEX Compliance Procedure for Related Party Transactions

ANNEX Conflict of Interest Policy and Procedure

ANNEX Regulatory Compliance Policy and Procedure

ANNEX Inside Information Management Policy and Procedure

ANNEX Internal Control System (ICS) Evaluation Procedure

ANNEX Board of Directors and Executives Training Policy

ANNEX Sustainable Development Policy

