



Internal Regulation Chapter

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Admie (IPTO) Holding

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

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Version Control

Version Number	Version Date / Date of Modification	Points that changed
01	08/07/2021	Version 1
02	23/12/2024	Version 2 <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 them through the required Forms that facilitate their implementation</i>
03	06/03/2026	Version 3 Amended in the following points: • Section added 1.3 General Meeting of Shareholders • Amendment to section Company Organizational Chart • References to Policies and Procedures drawn up / revised • Amendments to responsibilities of main departments • Addition of Financial Controller Department • Other non-material amendments

1. INTRODUCTION

1.1. Scope of the Internal Operating Regulations

The company under the corporate name “ADMIE Holding S.A.” (hereinafter the “Company”), is listed on the main market of the Athens Stock Exchange. These Internal Operating Regulations (hereinafter the “Regulations” or the “IOR”) have 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, they incorporate all the requirements of Article 14 of Law 4706/2020, and, on a supplementary basis, 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 Internal Operating Regulations include the following:

- a) The organizational structure, the responsibilities of Units, of Board Committees or other standing committees, as well as the duties of their respective Heads of Units and their reporting relationships.
- b) The main features of the Internal Control System (ICS), which includes the Internal Audit Unit and the Risk Management and Regulatory Compliance Units.
- c) The procedure for the recruitment and performance evaluation of the Company’s senior executive officers.
- d) The compliance procedure for persons discharging managerial responsibilities, as defined in Article 3(1)(25) of Regulation (EU) 596/2014, and persons closely associated with them, as defined in paragraph 14 of Article 2 hereof, which includes the obligations arising from the provisions of Article 19 of Regulation (EU) 596/2014.
- e) The disclosure procedure concerning the existence of any relationship of dependence on the part of the independent non-executive members of the Board of Directors and the persons closely associated with them.
- f) The rules governing related party transactions, the monitoring of these transactions and the appropriate disclosure thereof to the competent bodies.
- g) The policies and procedures that ensure legal, regulatory and ethical compliance, and that prevent and manage conflicts of interest.
- h) The Company’s compliance policies and procedures with the legislative and regulatory provisions governing its organization, operation, as well as its activities.
- i) The procedure established by the Company for the management of inside information and

the appropriate disclosures to the public, in accordance with the provisions of Regulation (EU) No. 596/2014.

- j) 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 relationships of dependence, in accordance with Article 9(1) of Law 4706/2020.
- k) 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.
- l) The Company's Sustainable Development Policy.

1.2. Validity, amendment and monitoring of the implementation of the Operating Regulations

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

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

1.3. General Meeting of Shareholders

The General Meeting of Shareholders is the supreme governing body of the Company and is competent to decide on any corporate matter, in accordance with Law 4548/2018. Its decisions are binding on all shareholders, including those who are absent or dissenting.

Matters falling within the exclusive competence of the General Meeting are those set out in Law 4548/2018, as in force from time to time, including, inter alia, the election of the members of

the Board of Directors (Article 78(1) of Law 4548/2018). In particular, the General Meeting of Shareholders shall have exclusive authority to decide on the following indicative matters, including but not limited to:

- a) Amendments to the Articles of Association (amendments shall include ordinary or extraordinary increases and reductions of share capital).
- b) Election of members of the Board of Directors and auditors.
- c) Approval of the overall management pursuant to Article 108 of Law 4548/2018 and discharge of the auditors.
- d) Approval of the annual and, where applicable, consolidated financial statements.
- e) Allocation of annual profits.
- f) Approval of remuneration or advance payments of remuneration pursuant to Article 109 of Law 4548/2018.
- g) Approval of the Remuneration Policy under Article 110 and the Remuneration Report under Article 112 of Law 4548/2018.
- h) Approval of the Fit and Proper Policy of Article 3 of Law 4706/2020
- i) Merger, demerger, conversion, revival, extension of duration or dissolution of the Company; and
- j) Appointment of liquidators.

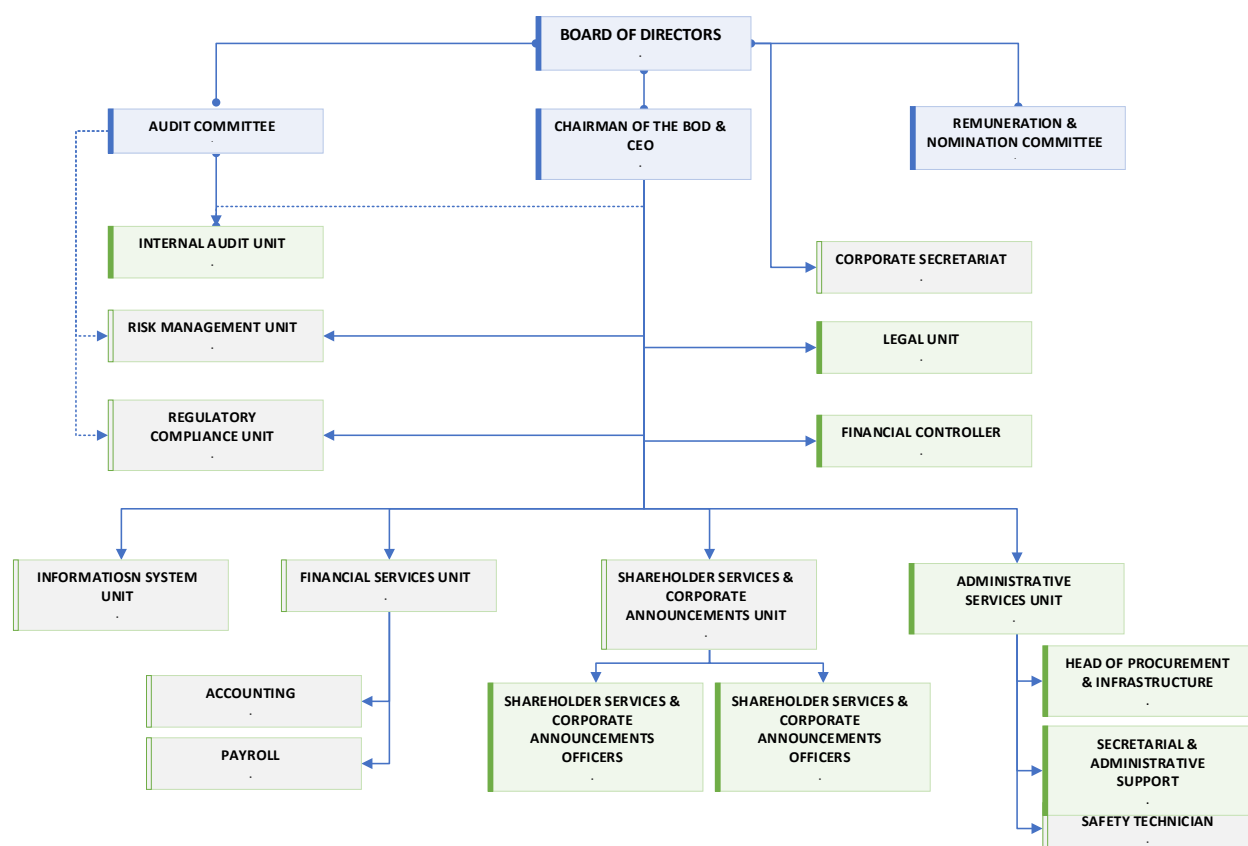
The Company has adopted a Procedure for Convening General Meetings and Communicating with Shareholders, which is set out in the Annex to these Regulations and defines, in accordance with the applicable legal framework:

- Types of General Meetings
- Preparation of the Invitation to the General Meeting
- Participation Procedure in Person or by Proxy
- Right of Participation
- Minority Shareholder Rights
- Procedure for Exercising Voting Rights via Proxy
- Available documents and information
- Announcement of General Meeting Voting Results
- Communication with Shareholders
- Minutes of General Meeting Sessions and Resolutions

2. ORGANIZATIONAL STRUCTURE AND MANAGEMENT

2.1. Organizational Chart

The Company's organizational chart is presented in the following diagram:



Each position in the organizational chart is supported by a detailed job description, which includes the main responsibilities, the required knowledge and skills that the individual occupying each position must possess, as well as the required professional and academic background.

Job descriptions, as well as any amendments to the Company's organizational chart, are approved by the Board of Directors in accordance with the Company's Recruitment and Evaluation Procedure for Executive.

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 in such a way as 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 classified 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 resulting number includes 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: <https://admieholding.gr/en/board-of-directors/>

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 recognizing 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 maintaining 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 oversees 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 attributes and behaviours 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 appointed 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 for 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. In particular, 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 provision of information to 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 performance 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 their non-executive responsibilities. 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 or the Highest-ranking Independent Non-executive Member 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) consult regularly 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 require 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 relationships of dependence, 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 of the fulfilment of the conditions 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 these Regulations.

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, non-executive members of the Board of Directors shall not participate in 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 into 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 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 Internal Operating Regulations.

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, 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 term of office of the members of the 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), as amended and in force, 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. 2025(ΦΕΚ'2020 of the Hellenic Capital Market Commission, as amended and in force as of 29.04.2025, as well as with Article 3 of Law 4706/2020, / 14/02/2025) as amended by virtue of law 5178/2025 (Government Gazette, Issue 1, No 22/14.02.2025) 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 Internal Operating Regulations 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 set out 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>).

The members of the Remuneration and Nominations Committee, their status, and their curricula vitae are also 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. In particular, 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.
- Communication of the Company with the competent Authorities, including the submission to the Capital Market Commission and the Athens Stock Exchange of the information referred to in par. 3 of no. 5 of Decision No. 5/204/14-11-2000 of the Hellenic Capital Market Commission, the mass media and any other competent 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.
- Ensuring the existence of mechanisms for understanding and assessing the interests of stakeholders, as well as monitoring their effectiveness.
- Ensuring the implementation of actions within the framework of the Company's Sustainability Policy and the disclosure of information in accordance with the detailed ESG

Information Disclosure Guide 2019 of the Athens Stock Exchange, which provides voluntary guidelines and practical instructions regarding the indicators that companies should use for the disclosure of such information.

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 has responsibility 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 adopted a Policy and Procedures 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 and, presented as Annexes to these Internal Operating Regulations of the company and posted on the company's website (<http://www.admieholding.gr>).

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:

A. Accounting department

It oversees the maintenance of the Company's accounting books and records and is competent for the following:

- Recording supporting documents and assuming responsibility for the supervision of accounting books in accordance with Greek legislation (Law 4308/2014 on Greek Accounting

Standards), based on the supporting documents and information provided.

- Maintaining and supervising the preparation of the Fixed Assets Register on an annual or monthly basis.
- Preparing closing journal entries
- Recording provisions and accrued income/expenses.
- Preparation of the monthly balance sheet.
- Preparation of the monthly reconciliation of bank accounts as well as all balance sheet accounts (customers, suppliers, loan accounts, etc.).
- Periodic preparation and entry of payments in the Company's web-banking environment for approval and execution by an authorized Company officer.
- Any other accounting-related tasks.
- Preparation of various monthly withholding tax and VAT returns and submission to the competent tax authorities.
- Preparation of various annual tax returns and reports.
- Provision of any additional tax compliance services applicable at the commencement of our cooperation, in order to ensure that the Company remains in full compliance with the applicable Greek tax legislation.
- Preparation, in cooperation with the IT support provider, of the initial configuration of the ERP system and determination of the framework for the proper transmission of accounting data.
- Digital transmission of accounting documents to the Independent Authority for Public Revenue (AADE) (myDATA) in accordance with the defined tax reporting framework and frequency.
- Monthly reconciliation of myDATA records with the monthly balance sheet. Preparation of forecasts on a quarterly basis, where required, and justification of any deviations. Informing the Chief Executive Officer through the submission of Budget vs. Actual reports on a quarterly basis.
- Preparation and submission of the annual financial statements.
- Support in coordinating the publication of the Financial Statements in cooperation with the statutory auditors' team, the finance department of the affiliated company, the Legal Advisors, the General Commercial Registry (GEMI), and the Hellenic Capital Market Commission. Such coordination includes the submission of a timeline for the completion of the publication process and monitoring compliance therewith. In the event of any deviations from the timeline, the Company's Management shall be informed in a timely manner, along with proposed corrective actions.
- Support in the calculation of interim dividends for each financial year in accordance with Greek or International Accounting Standards.
- Submission of a timeline for the completion of the preparation of the Annual Budget and monitoring of its implementation. In the event of any deviations from the timeline, the Company's Management shall be informed in a timely manner, along with proposed

corrective actions.

- Submission of an annual estimate of actual results versus budget for the current year by 15 October each year, and initiation of the budgeting process for the following year.
- Preparation and submission, for approval by the Chief Executive Officer and the Board of Directors, of the relevant Budget presentation.
- Preparation of quarterly results and comparison with the budget, as well as presentation thereof to the Company's Management, including justification of deviations (per expense category and per cost center).

The above are implemented in full compliance with the Company's "Budgeting and Financial Statements Preparation Procedure", which has been established in accordance with Law 4706/2020 on Corporate Governance, Law 4548/2018 on Societes Anonymes, Law 3556/2007 on transparency requirements for issuers whose securities are admitted to trading on a regulated market and other provisions, as well as with the guidelines/decisions of the Hellenic Capital Market Commission and the relevant Guidelines of the European Securities and Markets Authority (ESMA).

The "Budgeting and Financial Statements Preparation Procedure" is set out as an Annex to the Internal Operating Regulations.

B. Payroll

The Payroll Department ensures the following:

- Calculation of monthly payroll, including statutory bonuses (Christmas, Easter and vacation allowances) and any other extraordinary remuneration granted to employees.
- Calculation of the monthly remuneration of Board of Directors members and related benefits, in accordance with the Remuneration Policy.
- Preparation of personnel cost allocation per cost center and of the payroll journal entries, which are to be recorded by the Company in its accounting books.
- Monthly payroll reconciliation and monitoring, including the maintenance of a monthly variance file and the justification of any deviations.
- Preparation of monthly payroll statements for submission to Social Security authorities and payment of social security contributions.
- Transmission of payroll files to the Bank for the deposit of salaries into employees' individual bank accounts.
- Preparation and submission of the annual personnel statement, as well as notifications of any new hires, to the Labor Inspectorate. Notification to the Labor Inspectorate of part-time employment contracts.
- Submission to the Public Employment Service (OAED) of notifications regarding hiring, voluntary resignation, and termination of employment contracts.
- Monitoring changes in labor legislation affecting payroll and informing the Company

accordingly, in order to enable appropriate decisions and actions.

- Preparation and updating, as required, of the Payroll Calculation and Control Procedure, in cooperation with the Company's Compliance Unit.
- Preparation of the Annual Remuneration Report, in accordance with Article 112 of Law 4548/2018.

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 has the following responsibilities and duties:

- a) Providing administrative support to the Chief Executive Officer.
- b) Managing Human Resources matters in accordance with the Recruitment and Evaluation Procedure for Executives and the Training Policy, including the systematic and effective handling of all matters relating to the employment status of personnel, as well as the maintenance of personnel files and records of the members of the Board of Directors, in compliance with the applicable legislation and regulatory framework, as well as with Data Protection principles. These Policies and Procedures and
- c) Managing corporate matters, including timely disclosures to the General Commercial Registry (GEMI) and the Hellenic Capital Market Commission in accordance with the applicable legislative and regulatory framework, as well as being responsible for the Company's administrative operations (reception, switchboard, electronic and physical central correspondence, maintenance of minutes of the Board of Directors and its Committees in the Company's SharePoint system).
- d) Supervising the services provided by the Health and Safety Officer, as well as informing personnel on emergency management matters, in cooperation with the Company's Health and Safety Officer.

The Administrative Services Unit has under its operational and organizational structure the role of the Procurement Manager, whose responsibilities are carried out in accordance with the Company's Procurement and Payments Policy and Procedure, which is set out as an Annex to these Internal Operating Regulations of the Company.

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 has the role and responsibilities of the Company's Reports Receiving and Follow-up Officer (Whistleblowing Officer), in accordance with the Whistleblowing Policy of Law 4990/2022, which is set out as an Annex to these Regulations and posted on the Company's website (<http://www.admieholding.gr>).

3.5. Financial Controller

Reports to the Chief Executive Officer and is responsible for:

- Preparation of the Company's Strategic Plan and monitoring thereof in cooperation with the Chief Executive Officer
- Supervision of the preparation and monitoring process of the annual budget, forecasts, and actual results
- Supervision of external service providers on accounting and tax management matters
- Oversight of the Company's financial operations, including supervision and control of accounting entries, monthly balance sheets, and sub-ledgers
- Coordination and support of the payment process and monitoring of cash availability for future budgeted payments, including bank reconciliations.
- Coordination and support of the procurement approval process in cooperation with the Chief Executive Officer
- Analysis and control of expenses per cost center and recommendation of reallocations between cost centers, where required
- Analysis of financial data and submission of recommendations to Management
- Supervision of compliance with the Procedure for the Preparation and Approval of Financial Statements
- Evaluation and coordination of the implementation of the Company's Dividend Policy, as well

as submission of any proposals for its amendment for approval, in accordance with the applicable legislative and regulatory framework

- Coordination of the implementation of decisions of the General Meeting and the Board of Directors regarding any changes in the structure of Equity
- Improvement and standardization of internal Policies and Procedures within the scope of its responsibilities.

4. INTERNAL CONTROL SYSTEM (ICS) of the Company

The Internal Control System (ICS) comprises the entirety 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) 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 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 relationships of dependence, 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 Company's ICS Assessment Process is further elaborated on in chapter 5.8 and is set out as an Annex to these Internal Operating Regulations of the Company.

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 as an annex to this Internal Operating Regulations, and is posted 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 and a Risk Management Policy and Procedure, which is set out as Annex to the Company's Internal Operating Regulations, detailing its role and responsibilities and defining 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 and a Regulatory Compliance Policy and Procedure that detail 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 Operating Regulations. 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 operational independence and objectivity in the performance of their duties and possesses the appropriate qualifications and relevant professional experience. The Head of the Unit reports to the Chief Executive Officer and operationally 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 are approved by the Board of Directors, following a recommendation by the Audit Committee, and are posted on the Company's website (<http://www.admieholding.gr>).

It also has an Internal Audit Policy and Procedure which is set out as an Annex to these Regulations.

5. POLICIES AND PROCEDURES

5.1. Recruitment and Evaluation Procedure for Executives

The Company has established a Recruitment and Evaluation Procedure for Executives, taking into account the provisions of point (c) of paragraph 3 of Article 14 of Law 4706/2020 regarding the establishment of a procedure for the recruitment of Senior Executives and the evaluation of their performance, as well as best practices applicable to all Company executives, in compliance with labor legislation and the applicable legislative and regulatory framework, namely Laws 4548/2018, 4706/2020, 4643/2019, and 4819/2021.

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 executives are implemented in accordance with the applicable legislative and regulatory framework. 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 Recruitment and Evaluation Procedure for Executives is included as an Annex (0) to these Regulations.

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

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, the 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 a specification of the forms used.

This Compliance Policy and Procedure for Persons Discharging Managerial Responsibilities and Persons Closely Associated with them is included as an Annex to these Regulations.

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 ensures 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 these Regulations.

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 these Regulations.

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.

The Conflict of Interest Policy and Procedure is included as an **ANNEX** to these Regulations.

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, operation 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 Control 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 are set out as an Annex to these Regulations.

In addition, the Company has a Corporate Governance System Assessment Policy and Procedure which are listed as an Annex to these Regulations.

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 these Regulations.

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 Internal Operating Regulations, 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
- The 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. Frequency of ICS Evaluation

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 ICS Evaluation

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, collects 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 Company's Chief Executive Officer to the Audit Committee, regarding the most suitable evaluator, based on the aforementioned regulatory criteria, as well as technical and financial criteria.

The Company's Audit Committee 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 (0) to these Regulations.

5.9. Board of Directors and Executives Training Policy

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

The Board of Directors and its Committees, collectively as bodies, and individually as members, 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, pursuant to 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 that 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, heads 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 regular updates 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 serve. Specifically regarding training, new members of the Board of Directors participate in an induction program offered by the Company, which includes presentations, risk management issues, financial management, 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:

a) Onboarding Program: provides the means for the successful integration of new members and executives, to enhance and accelerate their performance, which may include:

- Company information: An overview of the company's structure, organization, products, and

markets. The main communication lines within the Company

- Training on integrity and ethical values, as well as on the knowledge required for each position.
- Company regulations and policies: Operating regulations, occupational health and safety policies, Code of Conduct, security measures, tour of the Company's facilities, etc.

b) **Informing of 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 these Regulations.

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. On the Environment (E- environment)

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. On people and Society (S - Social)

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. On Governance (G – Governance)

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 the law 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 these Regulations.

6. ANNEXES

ANNEX Recruitment and Evaluation Procedure for Executives

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

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

ANNEX Procedure for Convening General Meetings and Communication with Shareholders

ANNEX Corporate Governance System Assessment Policy and Procedure

ANNEX Risk Management Policy and Procedure

ANNEX Internal Audit Policy and Procedure

ANNEX Shareholder Services and Corporate Announcements and Procedure

ANNEX Corporate Governance System Assessment Policy and Procedure

ANNEX Budget and Financial Statement Preparation Procedure

ANNEX Procurement and Payment Policy and Procedure

ANNEX Reporting Policy of Law 4990/2022

ANNEX Code of Conduct and Ethics

