

**AUDIT COMMITTEE'S
RULES OF PROCEDURE
OF THE SOCIETE ANONYME
"PLAISIO COMPUTERS S.A."**

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1. Introduction

1.1 These Rules of Procedure of the Audit Committee (hereinafter referred to as the "Rules") of the Société Anonyme under the company name "PLAISIO COMPUTERS SOCIETE ANONYME - COMMERCIAL AND INDUSTRIAL COMPANY OF COMPUTERS AND STATIONERY" and the distinctive title "PLASIO COMPUTERS S.A." (hereinafter referred to as the "Company"), were prepared in accordance with the provisions:

✓ of Law 3016/2002 (Government Gazette A' 110 / 17.05.2002), which is in force at the present time and thereafter, after the expiration of its validity period, of Law 4706/2020

✓ Law 4449/2017 (Government Gazette A' 7/24.01.2017) as in force after its amendment by article 74 of Law 4706/2020 (Government Gazette A' 136/17.07.2020), as well as

✓ of the remarks, clarifications and recommendations under protocol numbers 1149 / 17.05.2021, 1508/17.07.2020 and 1302/28.04.2 of the Directorate of Listed Companies (Department of Supervision of Listed Companies) of the Hellenic Capital Market Commission

1.2 The Rules shall set the duties, tasks and competences of the members of the Audit Committee (hereinafter referred to as the "Committee").

1.3 These Rules were approved and entered into force by the decision dated 18 June 2021 of the Board of Directors of the Company, operate supplementarily to the legal framework and regulate the relations of the Committee with the Board of Directors, the management and the internal and external auditors of the Company.

1.4 These Rules apply and govern the organization and operation of both the Company and all companies consolidated in the Group's Financial Statements.

1.5 The Management of the Company has the obligation to ensure that the Committee is sufficiently informed about the issues of its competence and should within this framework ensure the required provision of information to the Committee.

2. Composition, structure, staffing and term of office of the Audit Committee

2.1 The Audit Committee may act as:

(a) The Board of Directors Committee, which is consisted of non-executive directors, or

(b) Independent Committee, consisting of:

- (i) either non-executive directors and third parties,
- (ii) or only of third parties.

Third party shall mean any person who is not a director.

2.2 The members of the Audit Committee shall be assigned by:

- (a) the Board of Directors, when it forms a Committee of it or
- (b) by the General Meeting of Shareholders or its equivalent body, when it is an Independent Committee.

2.3 The type of the Audit Committee, according to the above-mentioned distinctions, its term of office and its composition (number and qualities of its members) shall be decided by the General Meeting of shareholders or by an equivalent body.

2.4 The Audit Committee shall be consisted of at least three (3) members, most of whom must comply with the provisions on independence of article 4 Law 3016/2002 (Government Gazette A' 110/17.05.2002), for as long as it is still in force, and then of article 9 Law 4706/2020 (Government Gazette A' 136/17.07.2020),

2.5 The members of the Audit Committee shall have in their entirety sufficient knowledge of the sector in which the Company operates.

One (1) at least member of the Audit Committee, who must be independent of the Company, must have sufficient knowledge and experience in accounting or auditing. This member shall be obliged to attend the meetings of the Audit Committee related to the approval of the financial statements.

2.6 The Chairman of the Audit Committee shall be appointed among its members at the special meeting on the composition of the Committee into body and shall be independent of the Company.

2.7 The Committee members term of office shall be valid until its revocation by the General Meeting of the company's shareholders, not exceeding, in any case, the Board term of office. The members of the Audit Committee can be freely reelected.

3. Audit Committee Operation and Meetings

3.1 The Audit Committee shall meet at the Company's headquarters.

3.2 The meeting of the Audit Committee may be conducted by teleconference with respect to some or all of its members, using any widely accepted electronic or digital platform. In this case the invitation to the Audit Committee members shall include all the information and technical instruction necessary for their participation in the meeting. In addition, the agendas shall be prepared and provided in

advance to the members, at least 48 hours before the meeting time, accompanied by the appropriate information material.

Every six (6) months and / or more regularly, if deemed necessary, the Committee shall prepare and submit to the Board of Directors reports with its activities on important issues that fall within the scope of its responsibilities.

The Audit Committee shall submit an annual report on the activities to the annual Ordinary General Meeting of the Company's shareholders.

3.3 Taking into account the size, business environment, business model and scope of activities of the Company, the Audit Committee, for the proper and effective fulfillment of its duties, shall meet regularly and extraordinarily when required. The Committee must meet before the announcement of the annual or interim financial reports or financial information that the Company must publish, in accordance with the regulatory framework governing its operation.

In any case, however, the Audit Committee must meet at least four (4) times a year, while at least two (2) times a year it must meet the external auditors of the Company, without the presence of members of the Management.

3.4 The Audit Committee shall be convened by its Chairman with invitation notified to its members three (3) at least days before the meeting. The invitation must clearly include the agenda items, the day, time and place of the meeting.

3.5 All the members of the Audit Committee shall participate in the meetings, as well as, the head of the internal control unit and the head of the regulatory compliance and risks department, if any, without the right to vote.

The Audit Committee shall invite at its sole discretion, whenever deemed appropriate, other managing executives involved in the Company's governance (e.g. the CEO, the CFO) to attend certain meetings or certain subjects on the agenda and to provide any required clarifications or information.

3.6 The Audit Committees decisions shall be made by an absolute majority of its members. In case of a tie, the Chairman shall have a casting vote.

3.7 The discussions and decisions of the Audit Committee shall be recorded in minutes, which shall be signed by all its members. The preparation and signing of the minutes by all the Audit Committee members shall be equal to a decision, even if no meeting has been held. The minutes shall be available to all members of the Audit Committee and the Board of Directors.

3.8 The Audit Committee may elect a secretary from among its members to keep the minutes of these meetings and to generally support its work.

4. Tasks and responsibilities of the Audit Committee

4.1 The purpose of the Audit Committee shall be to provide the Board of Directors with the necessary assistance in the performance of its supervisory duties in relation to:

- (i) the financial information process;
- (ii) the internal control system;
- (iii) the conduction of internal control,
- (iv) the external control process; and
- (v) the procedures of PLAISIO Group for monitoring compliance with laws and regulations.

4.2 Maintaining the full responsibility of the members of the Board of Directors, the Audit Committee shall have the following responsibilities:

(a) it shall inform the Board of Directors of the Company on the result of the statutory audit and explain how the statutory audit contributed to the integrity of the financial information and what was the role of the Audit Committee in this process;

(b) it shall monitor the financial information process in all its stages and submit recommendations or proposals to assure its integrity.

(c) it shall monitor the effectiveness of the internal control, quality assurance and risk management systems of the company, and request specific audits on issues that it considers to be of increased risk.

(d) it shall monitor the statutory audit of the annual and consolidated financial statements and in particular its performance, taking into consideration any results and conclusions of the competent authority, in accordance with article 26 (2) of the Regulation (EU) No 537/2014.

(e) it shall review and monitor on an ongoing basis the independence of the Certified Public Accountants and the Auditing Company that exercises regular control, and in particular it shall approve the suitability of providing non-audit services to the Company in accordance with Article 5 of Regulation (EU) No 537/2014;

(f) it shall be responsible for the selection process of the Certified Public Accountant and the Auditing Company and propose the above persons to be selected, in accordance with Article 16 of Regulation (EU) No. 537/2014 and finally

(g) it shall submit an annual report on the activities to the annual Ordinary General Meeting of the Company's shareholders.

4.3 Financial reporting process

4.3.1 The Audit Committee shall monitor, investigate and evaluate the financial information preparing process, i.e. the production mechanisms and systems and the flow and dispersion of financial information generated by the involved organizational units of the Company.

The aforementioned actions shall include the rest of the publicized reporting in any way (e.g. stock exchange announcements, press releases) that are related to the financial information.

It is pointed out that the Management of the Company must bring to the attention of the Committee any such information before its publication, in any form it may be announced (e.g. draft announcements, draft Press Releases, etc.), so that the Committee has the ability to check the accuracy and completeness of this information.

4.3.2 In this framework, the Audit Committee:

- ✓ shall be informed about the procedure and the time - schedule for the preparation of the financial information by the Management,
- ✓ shall be informed by the Certified Public Accountant on its annual statutory audit program before its implementation;
- ✓ shall evaluate the statutory audit program and confirm that it will cover the most important areas of control and will take into account the main areas of business and financial risk of the Company;
- ✓ shall hold meetings with the Management or the competent executives, during the preparation of the financial reports (annual and semi-annual);
- ✓ shall examine and approve the annual Regulatory Compliance program of the Company (which includes, among others, the protection of personal data), and monitors its implementation, noting any problems or discrepancies. The Committee shall identify and at the same time suggest and participate in its updating and / or reform of this Program whenever it is necessary (due to exceptional or special circumstances),
- ✓ it shall hold meetings with the Certified Public Accountant during the control planning preparation, its execution and during the audit reports preparation without the participation of executive members of the Company.
- ✓ it shall examine the most important matters and risks that may affect the Company's financial statements, as well as the Management's important decisions and assumptions at the time of their

preparation. Indicatively it shall examine and evaluate depending on their weight and importance:

- the presumption of the Management of the going concern;
- other significant judgments, assumptions and estimates in the preparation of the financial statements;
- the adequacy of the disclosures for the significant risks faced by the Company in the financial statements;
- important transactions with affiliated parties;
- significant unusual transactions.

✓ it shall review the financial reports (annual and semi-annual) before its approval by the Board of Directors, in order to evaluate the compliance with the applicable regulatory framework, the correctness, completeness and consequence thereof as regards the information submitted to it as well as the accounting principles applied by the Company and it shall inform the Board of Directors.

✓ it shall examine in collaboration with Management and the External Auditors the results of the audit, including the difficulties encountered;

✓ it shall examine the other sections of the annual report and other reports, which are sent to the regulatory authorities, before their publication and examine the completeness and accuracy of the information;

✓ it shall evaluate the manner in which Management prepares the interim financial statements, and the nature and extent of the involvement of internal and external control in this process;

4.4 Process for the internal control systems and risk management and internal control unit .

4.4.1 The Audit Committee shall monitor, examine and evaluate the adequacy and efficiency of all Company policies, processes and safety nets regarding on one hand the internal control system and on the other hand the risk evaluation and management as regards the financial reporting.

4.4.2 In this framework, the Audit Committee:

✓ shall evaluate the staffing and the organizational structure of the internal control unit , in order to identify any weaknesses;

✓ shall evaluate the effectiveness of the internal control system in particular in terms of the adequacy and correctness of the financial and non-financial information provided, risk management, regulatory compliance and the corporate governance code adopted and implemented by the Company;

✓ shall monitor and audit the proper operation of the internal control unit, according to business standards as well as the applicable legislative and regulatory framework;

✓ shall evaluate the work, the adequacy and effectiveness of the internal control unit, without affecting in any way its independence;

- ✓ shall provide an overview of the published reporting regarding the internal control and the main risks and uncertainties of the Company in relation to the financial reporting.
- ✓ shall inform the Board of Directors about its findings and submit proposals for improvement, so that the internal control unit is adequately equipped and staffed with persons having knowledge, training, experience and education;
- ✓ shall inform about the annual audit program of the internal control unit before its implementation, carry out its evaluation taking into account the main business and financial risk areas and the previous audits results, as well as any extraordinary risks that may affect the organization and operation of the Company.
- ✓ shall examine whether the annual audit program, in conjunction with any corresponding medium-term programs, covers the most important areas of audit relating to financial information;
- ✓ shall select the candidates for the three-year evaluation of the Internal Control System, the proposal, selection, approval, assignment and monitoring of the agreed project.
- ✓ shall receive and evaluate the results of the Evaluation Report of the Internal Control System provided in art. 14 of Law 4706/2020,
- ✓ shall hold regular meetings with the head of the internal control unit to discuss issues within his competence, as well as problems that may arise during the internal control process;
- ✓ shall be aware of the work of the internal control unit and its reports (ordinary and extraordinary), and monitor the information of the Board of Directors regarding the financial reporting process of the Company;
- ✓ shall review the management of the main risks and uncertainties of the Company and their periodic review. In this context, it shall evaluate the methods used by the Company to identify and monitor the risk, to address the main risks, as well as their disclosure in the financial statements in an appropriate manner while having the opportunity to request additional data and information on issues that it considers that the level of risk is increased
- ✓ shall inform the Board of Directors about its findings and shall make proposals for corrections, should that be deemed necessary.

Internal Control

- ✓ shall propose-suggest to the Board of Directors the approval of the Rules of Procedure of the internal control unit,
- ✓ shall propose to the Board of Directors the head of the internal control unit and regularly monitor its fulfillment of the criteria required by the applicable regulatory framework,
- ✓ shall approve the annual program of the internal control unit and its main changes. The Head of the Internal Control Unit shall submit to the Audit Committee the annual audit program and the

requirements of the necessary resources, as well as the consequences of any resource constraint or of the audit work of the unit in general.

- ✓ shall supervise the performance of the internal control unit and the regulatory compliance and risk unit (if any) in relation to the execution of the annual project budget;
- ✓ shall receive quarterly reports from the internal control unit on the audited units,
- ✓ at least every quarter, shall receive reports from the internal control unit, with its most important issues and proposals regarding the tasks provided by article 16 par. 1 of Law 4706/2020,
- ✓ shall take care to prevent and avoid wrongdoing and irregularities that come to its knowledge and which could endanger the reputation and interests of the Bank and the Group as well as its Shareholders and traders with it.

4.5 External audit

4.5.1 The Audit Committee shall be responsible for the process of selection and revocation of the Certified Public Accountants or auditing companies and shall propose through the Board of Directors to the General Meeting of Shareholders the Certified Public Accountants or the Auditing Companies, the terms of cooperation, as well as their remuneration, in accordance with Article 16 of Regulation (EU) No 537/2014.

4.5.2 In this framework, the Audit Committee:

- ✓ shall examine and monitor on an ongoing basis the independence, objectivity and integrity of the Certified Public Accountants as well as the consistency and effectiveness of the audit process, taking into account the relevant professional and regulatory requirements;
- ✓ shall examine on an ongoing basis the possible provision to the Company by the Certified Public Accountants of additional services, in order to ensure their independence;
- ✓ shall examine whether in carrying out the statutory audit the Certified Public Accountants exercise due diligence, maintain professional skepticism and take into account the possibility of substantial inaccuracy due to facts or conduct that are indicative of the existence, regardless of the experience they have gained in the past regarding the honesty and integrity of the Company's Management;
- ✓ shall check whether any of the executive members of the Board of Directors provides to the Certified Public Accountants during the performance of their duties instructions, orders, recommendations or other directions, which may limit the possibility of exercising complete and effective audit;
- ✓ shall monitor the process and performance of the statutory audit for the Company's single and consolidated financial statements. In this context, it shall inform the Board of Directors by submitting a report on the issues that arose from the statutory audit, explaining in detail:
 - the statutory audit's contribution to the quality and integrity of the financial reporting, i.e. the accuracy, completeness, and correctness of the financial reporting.
 - the listing of the Audit Committee's actions during the execution of the statutory audit.

4.6 The Commission should, when and where it deems it appropriate, request that matters be considered on its own initiative and not leave it solely to the work of internal and external control.

5. Remuneration of the Audit Committee members

The Management of the Company must ensure that the remuneration of the members of the Audit Committee reflects the importance and complexity of these tasks, the breadth of their work, the degree of their responsibility, the real time of dealing with the issues that fall within their responsibilities, as well as the level of remuneration of the other members of the Board of Directors.

6. Principles of conduct and internal operating rules of the Audit Committee

6.1 The Audit Committee in the exercise of its duties must:

- ✓ have free and unhindered access to the files, data and information that are required and necessary for the implementation of its work,
- ✓ have direct and free access to the staff and executives of the Company responsible for the proper performance of its responsibilities,
- ✓ have direct and complete communication with both the head of the internal control Unit and the heads of the regulatory compliance unit, as well as with the statutory Auditor of the Company,
- ✓ be able to seek advice or opinions from external bodies and partners, when required, and after the relevant expenditure has been previously approved by the Company's Management,
- ✓ have the appropriate resources, means and logistical infrastructure for the smooth execution of its duties and for this purpose to propose to the Board of Directors of the Company proposals for its more efficient operation and
- ✓ be able to access the Company's executives and staff, when the need arises.

6.2 The members of the Audit Committee in the performance of their duties must follow and observe the following principles:

- ✓ compliance with the requirements of the legislation, the Articles of Association, the Internal Rules of Procedure of the Company and the decisions of the competent corporate bodies,
- ✓ loyalty to the Company and prevention of damage to its interests,
- ✓ confidentiality of information,
- ✓ non-exploitation and use of confidential and privileged information,
- ✓ prohibition of extra-corporate activities, which may impede independent decision-making and lead to or may lead to a conflict of interest.

6.3 Compliance

The Audit Committee in the exercise of its duties must:

- ✓ Examine any significant findings arising from inspections by the competent authorities.
- ✓ Approve and monitor the implementation of the annual action plan of the Regulatory Compliance Unit.

7. Amendment-review of the Rules of Procedure

7.1 The Rules of Procedure of the Audit Committee shall be submitted for approval to the Board of Directors of the Company.

7.2 The Audit Committee shall regularly evaluate, and in each case every two years, the adequacy and effectiveness of the Rules of Procedure and changes, revisions and amendments thereof, which it deems useful, necessary and appropriate to ensure appropriate operation as well as the effective, correct and essential execution of its tasks and responsibilities.

7.3 Any amendment-revision of the Rules of Procedure of the Committee shall be approved by the Board of Directors of the Company and posted on the Company's website.

ANNEX

New provisions on independence of Article 9 Law 4706/2020 (Government Gazette A' 136/17.07.2020)

The non-executive member of the Board of Directors shall be considered independent if during the appointment and during his term of office:

(a) does not directly or indirectly hold a percentage of voting rights greater than zero point five percent (0.5%) of the share capital of the Company and

(b) is free from financial, business, family or other dependent relationships, which may influence his decisions and his independent and objective judgment.

A dependency relationship shall exist in particular in the following cases:

(a) The member receives any significant remuneration or benefit from the Company or its affiliated company, or participates in a stock options option or any other performance-related remuneration or benefit system other than remuneration for his participation in the Board of Directors or in its committees, as well as in the collection of fixed benefits under the pension system, including deferred benefits, for previous services rendered to the Company. The criteria based on which the meaning of significant remuneration or benefit is defined are defined in the Company's Remuneration Policy.

(b) when the member or person, who has close ties with the member, maintains or has maintained a business relationship during the last three (3) financial years before his appointment with:

(ba) the Company or

(bb) an Affiliated person or

(bc) shareholder who directly or indirectly holds a stake equal to or greater than ten percent (10%) of the Company's share capital during the last three (3) financial years prior to his appointment, or a company affiliated with it, provided this relationship affects or may affect the business activity of either the Company or the person of par. 1 or the person who has close ties with it. Such a relationship shall exist in particular, when the person is a significant supplier or significant customer of the Company,

(c) when the member or the person having close ties to the member:

(ca) has been a member of the Board of Directors of the Company or its affiliated company for more than nine (9) financial years in total at the time of his election;

(cb) has served as an executive or maintained an employment or work or service provision relationship or on a salaried basis with the Company or its affiliated company during the last three (3) financial years prior to his election / appointment;

(cc) has a second degree of kinship by blood or kinship, or is a spouse or partner equated with a spouse, member of the Board of Directors or senior management or shareholder, with a participation percentage equal to or greater than ten percent (10%) of share capital of the Company or its affiliated company,

(cd) has been appointed by a certain shareholder of the Company, in accordance with the Articles of Association, as provided in article 79 of Law 4548/2018,

(ce) represents shareholders who directly or indirectly hold a percentage equal to or greater than five percent (5%) of the voting rights at the General Meeting of the Company's shareholders during his term of office, without written instructions,

(cf) has carried out a statutory audit of the Company or a company affiliated with it, either through a company, or himself, his second-degree relative by blood or by marriage, or his spouse, during the last three (3) financial years before from his appointment,

(cg) is an executive member in another company, in the Board of Directors of which an executive member of the Company participates as a non-executive member.

It shall be noted that the list of cases in which there is a dependency relationship is indicative and not limited, **which implies the obligation of the Board of Directors to review and confirm at regular intervals the fulfillment of the criteria of independence in the person of independent non-executive members of it.**