



DOCUMENT CODE - PC:EKL	DOCUMENT TITLE
REVISION DATE	
16.12.2021	RULES OF PROCEDURE (SUMMARY)

RULES OF PROCEDURE

**«PLAISIO COMPUTERS SOCIETE ANONYME – COMMERCIAL AND INDUSTRIAL
COMPANY OF COMPUTERS AND STATIONERY»**

CHAPTER 1**OBJECTIVE AND PERSONS OBLIGED TO COMPLY WITH THE RULES OF PROCEDURE****1.1 INTRODUCTION**

The Rules of Procedure (hereinafter referred to as the "**Rules**") of the Societe Anonyme with the company name "**PLAISIO COMPUTERS SOCIETE ANONYME – COMMERCIAL AND INDUSTRIAL COMPANY OF COMPUTERS AND STATIONERY**" and the distinctive title "**PLAISIO COMPUTERS S.A.**" (hereinafter referred to as the "**Company**"), which is in compliance and harmonization with the current legislation and in particular Law 4548/2018 and Law 4706/2020 and the decisions issued by the Hellenic Capital Market Commission, has been approved and put in force following a relevant decision of the Board of Directors of the Company and is kept posted in full formulation on the Company's network in order for its content to be accessible by the persons obliged to observe it.

The present document is a summary (abstract) of the current Rules of Procedure of the Company and is posted on the website of the Company www.plaisio.gr in accordance with the provisions of art. 14 par. 2 of Law 4706/2020.

1.2 OBJECTIVE OF THE RULES OF PROCEDURE

The Regulation includes the totality of the information and data provisioned under the a. 14 of Law 4706/2020 including the organizational format and structure of the individual Directorates and Departments of the Company.

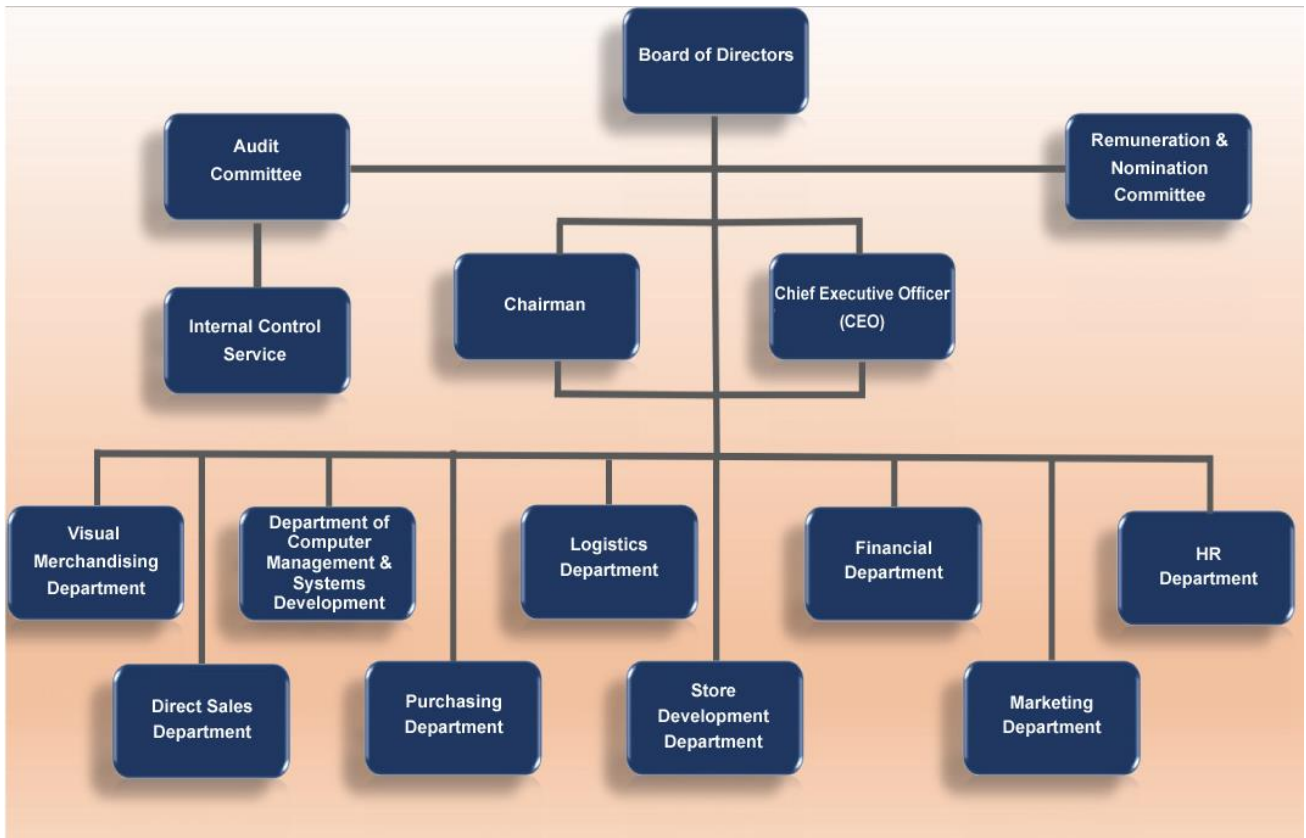
1.3 PERSONS OBLIGED TO COMPLY WITH THE RULES OF PROCEDURE

The Regulation applies to all the executives and staff of the Company, including the members of the Board of Directors, the Directors, the executives of all ranks and any other natural or legal person, regardless of their status, position or the nature of their legal relationship with the Company (provision of independent services, mandate, project, dependent work or other), collaborating with it or otherwise involved in the provision of services of the Company or the general fulfilment of the Company's obligations within the framework of its statutory purpose.

CHAPTER 2

ORGANIZATIONAL STRUCTURE AND OBJECT OF ACTIVITY

2.1. COMPANY ORGANIZATIONAL CHART



2.2 CORPORATE PURPOSE

The purpose of the Company, as amended from time to time, is included in the current Articles of Association of the Company which is subjected to publicity formalities set by law.

CHAPTER 3**BOARD OF DIRECTORS****3.1 MEMBERS OF THE BOARD OF DIRECTORS**

The Board of Directors of the Company consists of six (6) members who are elected by the General Meeting of the Company's shareholders for a term of five (5) years which can be extended until the first regular General Assembly of the Company's shareholders hereupon the end of the term which may not exceed six (6) years.

The CVs of the contextual members of the Board of Directors are posted on the Company's website www.plaisio.gr.

The selection of candidate members by the Remuneration & Nomination Committee of the Company is concluded on the basis of the criteria of individual and collective suitability in accordance with the current applicable laws and regulations and the approved Suitability Policy of the members of the Board of Directors of the Company.

The Board of Directors hereupon its election is formed in a body and determines the competences of its executive and non-executive members as well as the representation of the Company and is responsible for the administration and representation of the Company and the management of its assets deciding on all matters concerning the Company, within the framework of the corporate purpose, excluding the matters of exclusive competence of the General Meeting of Shareholders.

3.2 COMPETENCES OF THE BOARD OF DIRECTORS

3.2.1 The Board of Directors, as the senior administrative body of the Company, is exclusively competent regarding the formulation of the business strategy and the development policy of the Company. The pursuit of strengthening the long-term financial value of the Company, the defence of the corporate interest and the interests of the shareholders, the assurance of the Company's compliance with the current regulatory and legislative framework, the consolidation of transparency and corporate values in the assemblage of the company activities of the Group, the monitoring and resolution of occasional cases of conflict of interest between the members of the Board of Directors, directors and shareholders with the interests of the Company constitute the main duties of the Board of Directors.

3.3 DUTIES AND COMPETENCES OF THE MEMBERS OF THE BOARD OF DIRECTORS**3.3.1 Chairman of the Board of Directors**

The Chairman of the Board of Directors (executive member of the Board of Directors) coordinates the operation of the Board of Directors and convenes the meetings, determining the items on the agenda. Furthermore, they ensure the proper organization of their work and the efficient conduct of meetings as well as the timely and proper information of the other members of the Board of Directors, in order to legally, fairly and equally treat the interests of all shareholders and of course the optimum promotion of the corporate interest.

3.3.2 Vice Chairman of the Board

The Vice Chairman of the Board of Directors (non-executive member of the Board of Directors) is in charge of the evaluation of the Chairman which is conducted by the members of the Board of Directors, and must be present during the General Meetings of the Company's shareholders insofar as the issues on the agenda concern in corporate governance issues.

3.3.3 Executive Members of the Board of Directors

The executive members of the Board of Directors are entrusted with the administrative issues which pertain to the daily operation of the Company, as well as for the implementation of the strategy determined by the Board of Directors. The executive members regularly consult with the non-executive members of the Board of Directors on the appropriateness of the strategy implemented and submit to the Board of Directors reports containing their assessments and proposals in case of risks that are expected to affect the financial situation of the Company.

3.3.4 Non-Executive Members of the Board of Directors

The non-executive members of the Board of Directors, including the independent non-executive members, monitor and examine the Company's strategy and its implementation as well as the achievement of its goals, ensure the effective supervision of the executive members, including the monitoring and control of their performance, and consider and express opinions on the proposals submitted by the executive members of the Board of Directors.

3.3.5 Independent Non-Executive Members of the Board of Directors

The independent non-executive members of the Board of Directors meet the totality of the criteria of independence set by law 4706/2020 as they do not hold directly or indirectly a percentage of voting rights greater than 0.5% of the Company's share capital and are free from financial, business, familial or other dependent relationships. The fulfilment of the conditions of independence is reviewed by the Board of Directors at least on an annual basis. The independent non-executive members of the Board of Directors submit jointly or individually, reports and reviews to the regular or extraordinary general meeting of the Company regardless of the reports of the Board of Directors.

3.4 SESSIONS OF THE BOARD OF DIRECTORS

The Board of Directors convene whenever required by law, the Articles of Association or the needs of the Company, at the invitation of the Chairman or his deputy, either at the registered office of the Company or in the region of another Municipality within the prefecture of the aforementioned seat but also outside its seat in another place, either domestically or abroad, as long as all its members are present or represented at this session and no one objects to the actualization of the session and the decision-making. The Board of Directors may meet by videoconference.

The Board of Directors is in quorum and meets validly, when fifty percent (50%) plus one (1) of the directors are present or represented, however, the number of directors present in person may not be less than three (3) and decide by an absolute majority of its members present or represented.

The discussions and decisions of the Board of Directors are summarized in a special book, which can be kept in a computerized system. The preparation and signing of minutes by all members of the Board of Directors or their representatives is equivalent to a decision of the Board of Directors, even if no previous session has taken place.

3.5 REMUNERATION OF THE MEMBERS OF THE BOARD

The remuneration of all the members of the Board of Directors (executive, non-executive and independent non-executive) is approved by a relevant decision of the Annual Ordinary General Meeting of the Company's shareholders and is determined based on the terms and criteria of the contextual approved Remuneration Policy posted on the Company's website www.plaisio.gr

3.6 CHIEF EXECUTIVE OFFICER (CEO)

The Chief Executive Officer exercises management duties and leads all the Divisional Departments of the Company, directing their work and taking the necessary decisions within the framework of the approved business plan. The Chief Executive Officer is responsible for ensuring the smooth, orderly and efficient operation of the Company.

3.7 CORPORATE SECRETARY

The Board of Directors and its individual Committees may be supported by a competent, specialized and experienced Corporate Secretary, who supports the Chairman and the other members of the Board of Directors with a view to the compliance of the Board of Directors with the internal rules and applicable laws and regulations.

CHAPTER 4**THE COMMITTEES OF THE BOARD OF DIRECTORS****4.1 THE AUDIT COMMITTEE**

The Company's Audit Committee consists of either an Independent Committee or a Committee of the Board of Directors and in the latter case consists of at least two (2) independent non-executive members with a five-year term which coincides with the term of the Board of Directors.

The CVs of the contextual members of the Audit Committee are posted on the Company's website www.plaisio.gr.

The Audit Committee within the framework of its competences:

- (a) informs the Company's Board of Directors of the result of the statutory audit and explains how this statutory audit contributed to the integrity of the financial information and what was the role of the Audit Committee in the aforementioned process;
- (b) monitors the financial reporting process at all stages and makes recommendations or proposals to ensure its integrity;
- (c) monitors the effectiveness of the Company's internal control, quality assurance and risk management systems and, where appropriate, its Internal Control department, in respect of the Company's financial information, without encroaching the Company's independence;
- (d) monitors the statutory audit of the annual and consolidated financial statements and in particular its performance, taking into account any findings and conclusions of the competent authority pursuant to Article 26 (6) of Regulation (EU) No 182/2011; 537/2014;
- (e) reviews and monitors on an ongoing basis the independence of the Certified Public Accountants or Auditing Companies and in particular the adequacy of the provision of non-audit services to the Company pursuant to Article 5 of Regulation (EU) no. 537/2014;
- (f) is accountable for the selection process of Certified Public Accountants or Auditing Companies and proposes the Certified Public Accountants or Auditing Companies to be appointed, pursuant to Article 16 of Regulation (EU) no. 537/2014, and finally
- (g) submits an annual report of the proceedings to the annual Ordinary General Meeting of the Company's shareholders.

The Rules of Procedure of the Audit Committee are posted on the Company's website www.plaisio.gr.

4.2 RENUMERATION AND NOMINATION COMMITTEE

The Company has a single Remuneration and Nomination Committee which consists of at least two (2) independent non-executive members with a five-year term which coincides with the term of the Board of Directors.

The CVs of each contextual member of the Remuneration and Nomination Committee are posted on the Company's website www.plaisio.gr.

The Remuneration and Nomination Committee of the Company has as its purpose and mission:

- (a)** the proper harmonization and compliance of the Company with the existing legislative and regulatory framework in general;
- (b)** the identification and attraction of suitable persons regarding the conferment of the status of a member of the Board of Directors, in order to ensure the uninterrupted and undisturbed continuation and succession of the Board of Directors;
- (c)** the provision of assistance, support and guidance to the Board of Directors concerning the formation and determination of remuneration, compensation and other benefits in general of persons falling within the scope of the Company's Remuneration Policy and its other executives, in order to ensure the properness, proportionality, reasonableness and fairness of the remuneration paid, to avoid exposing the Company to excessive risks due to remuneration which is not in line with the prevailing economic conditions and the wider financial environment and to ensure the achievement of the long-term strategic goals of the Company.

The Rules of Procedure of the Remuneration and Nomination Committee are posted on the Company's website www.plaisio.gr.

❖ Suitability Policy of the Members of the Board of Directors

The current Suitability Policy of the Members of the Board of Directors of the Company, as approved by the competent corporate bodies, is posted on the Company's website www.plaisio.gr.

❖ Remuneration Policy

The current Remuneration Policy of the Members of the Board of Directors of the Company, as approved by the competent corporate bodies, is posted on the Company's website www.plaisio.gr.

CHAPTER 5**SPECIAL ORGANIZATIONAL UNITS AND SERVICES OF THE COMPANY****5.1. INTERNAL CONTROL UNIT**

5.1.1 The Company's Internal Control Unit monitors, controls and evaluates:

(a) the implementation of the Rules of Procedure and the Internal Control System, in particular regarding the adequacy and properness of the financial and non-financial information provided, risk management, regulatory compliance and the corporate governance code adopted by the Company;

(b) quality assurance mechanisms,

(c) corporate governance mechanisms, and

(d) compliance with the commitments contained in the Company's prospectuses and business plans regarding the use of funds raised from the regulated market.

(e) prepares reports towards the units under control with findings concerning the above-mentioned, the risks arising therefrom and suggestions for improvement, if any, with the prior reports, after incorporating the relevant views of the audited units, the agreed actions, if any, or the acceptance of the risk of non-action by them, the limitations in its scope of control, if any, the final proposals of Internal Control and the results of the response of the units under control of the Company to its proposals, are submitted quarterly to the Audit Committee, and

(f) submits reports to the Audit Committee at least every three (3) months, including its most important issues and proposals, regarding the above-mentioned tasks which the Audit Committee presents and submits together with its observations to the Board of Directors.

5.1.2 The Internal Control Unit is governed by a Head who is appointed by the Board of Directors of the Company upon a proposal of the Audit Committee, and who

(a) attends the general meetings of shareholders

(b) submits to the Audit Committee of the Company the annual audit schedule and the requirements of the necessary resources for the proper execution of the project and the unit in general, and

(c) provides in writing any information requested by the Hellenic Capital Market Commission, facilitating in every possible way the task of monitoring, control and supervision.

During the exercise of the work of the Internal Control Unit, its Head has access to all organizational units, Directorates and Departments of the Company and is aware of any information required for the performance of their duties.

5.2. LEGAL ADVISOR DEPARTMENT

The Company must occupy an experienced and specialized legal advisor or consult an organized law firm in order to effectively handle the cases that arise by subject.

The Legal Advisor of the Company may also exercise the duties of the Corporate Secretary.

5.3 DATA PROTECTION OFFICER (DPO)

The Data Protection Officer (DPO) of the Company is entrusted with covering the obligations of the Company which arise and / or are related to the provisions of Greek and European legislation regarding the protection of personal data.

CHAPTER 6

MAIN DEPARTMENTS OF THE COMPANY

The various and complex activities of the Company require a modern and flexible organizational structure. The Company has a flexible management structure which facilitates the immediate and effective decision making in all areas of its activity. The individual Departments of the Company are as follows:

- 1) Direct Sales Department
- 2) Purchasing Department
- 3) Marketing Department
- 4) Financial Department
- 5) Department of Computer Management
- 6) Logistics Department
- 7) HR Department
- 8) Stores

The directors of the senior departments report directly to the CEO of the Company at regular intervals, reporting the developments of the projects of their Management as well as in exceptional cases concerning the resolution of problems that require their assistance.

6.1 DIRECT SALES DEPARTMENT

The Direct Sales Department is responsible for the Company's sales through sales channels, the formulation of the commercial policy in collaboration with the Company's CEO, the evaluation of the organization, operation and efficiency of the individual departments, the conclusion of agreements, the formulation of pricing policy, the proper implementation of the Company's credit policy, as well as the configuration of the sales budget and the targeting for each department as a whole, but also individually for each employee, including the evaluation of the achievement of the objectives and the determination of the performance reward. The direct sales department includes the department of the credit control and approval.

6.1 a. Department of Credit Control and Approval (Credit)

The department of credit control and approval cooperates with the sales department and the Financial Department of the Company in order to ensure the observance of the Company's credit policy, to enter into collaborations with providers of credit information and evaluation concerning the Company's customers and to carry out control and approval regarding the customers' credit limits at regular intervals in order to ensure the smooth operation of the Sales Department.

6.2 PURCHASING DEPARTMENT

The Purchasing Department is entrusted with formulating the proposals towards the CEO of the Company concerning the determination of the general strategy that the Company will follow for each product category as well as the communication with the main suppliers in order to reach optimal agreements, information on new products and alternative ways of cooperating. The competences of this Department also include the communication with potential new suppliers on the matter of negotiating on the terms of cooperation, as well as the participation in domestic and international sectoral exhibitions. The Purchasing Department cooperates with the Finance Department to ensure adequate financial resources.

6.2 a: Product Management Department

The Product Management Department is entrusted with the search, evaluation and selection of new products in the Greek and especially in the international market. The responsibilities of the department include, among others, the inquiry of both Greek and international markets in order to find new suppliers, the training of the staff of the Sales Departments regarding the technical characteristics and the applications of the new products, the cooperation with the Marketing Department and the Store Managers in respect to the promotion of new products, the monitoring of the implementation and the evaluation of the promotional actions.

The Company holds specific safety valves and specific procedures for dealing with the risks associated with the operation of the Risk Management Department.

6.2 b: Purchasing Department

The Purchasing Department is responsible for sending orders and monitoring their timely and proper completion, checking inventory availability, cooperating with the Marketing Department, supporting the Help Desk, and maintaining product codes in the Company's computer system.

The Company holds specific safety valves and specific procedures for dealing with the risks associated with the operation of the Risk Management Department.

6.3 MARKETING DEPARTMENT

The Marketing Department is entrusted with the Company's promotion and communication campaigns in all available media and is in constant collaboration with the Purchasing Department. Among the responsibilities of this Department are the search for new trends in the market and ways of integrating them in the philosophy of the Company in the context of its development policy. The Management includes the individual sub-departments of Offline, Online and Media - Communications.

6.4 FINANCIAL DEPARTMENT

The Financial Management of the Company is entrusted with the proper and appropriate implementation of the financial policy of the Company and the coordination and supervision of its individual departments as follows:

6.4 a. Department of Economic Analysis and Reporting

The department is entrusted with the formation of financial analyses and reports for the most valid and complete information of the competent Departments, as well as the proper, complete and valid information on the financial data and results of the Company of each interested party according to the applicable legislation.

6.4 b. Investor Relations Department

The Investor Relations Department is entrusted with maintaining a database of shareholders, investors, stock market analysts, portfolio managers and other market participants, collecting and analyzing data in order to assess the course of the share price and the Company's position in the market as well as the issuance of information material towards the shareholders of the Company.

6.4 c. Corporate Announcements Unit

The Company possesses a Corporate Announcements Unit which is entrusted with issuing announcements regarding regulated information, in accordance with the provisions of Law 3556/2007, as well as corporate events in accordance with the provisions of Law 4548/2018 in order to inform the shareholders or beneficiaries of other transferable securities of the Company.

The Corporate Announcements Unit is responsible for the compliance of the Company with the obligations provided in article 17 of Regulation (EU) 596/2014, regarding the disclosure of preferential information, and the other applicable provisions.

6.4 d. Shareholder Service Unit

The Company possesses a Shareholder Service Unit which is entrusted with the immediate, accurate and equal information of shareholders, as well as their support regarding the exercise of their rights, in accordance with applicable law and the Company's Articles of Association as amended and in force.

In particular, the Company's Shareholder Service Unit takes care of:

- (a) the distribution of dividends and free shares, the issuance of new shares by cash payment, the exchange of shares, the period of exercise of the relevant preemptive rights or the changes in the initial time margins, such as the extension of the time of the exercise of such rights;
- (b) providing information on the regular or extraordinary general meetings and the decisions taken at them,
- (c) the acquisition of own shares and their disposal and cancellation, as well as the programs of distribution of shares or free distribution of shares to members of the Board of Directors and to the Company's staff;
- (d) the communication and exchange of data and information with the central securities depositories and intermediaries, in the context of shareholder identification;
- (e) wider communication with shareholders;
- (f) informing the shareholders, observing the provisions of article 17 of Law 3556/2007, regarding the provision of facilities and information from issuers of transferable securities;
- (g) monitoring the exercise of shareholder rights, in particular regarding shareholder participation rates, and the exercise of voting rights at general meetings.

6.4 f. Supplier Payments Department (Accounts Payable)

The department is entrusted with all types of payments related to the operation of the Company and the related actions, such as the registration of vouchers and the analysis of payments.

6.4 g. Department of General Accounting

The department is entrusted with all the matters of the Company that concern the compliance of the Company with its tax obligations, the calculation and payment of taxes, the updating of the books and any relevant action. Furthermore, amidst the responsibilities of this department is the accounting support of the Stores.

6.4 h. Department of Operating Expenses Controlling

The department is entrusted with the management and control of the Company's operating expenses.

6.4 i. Treasury Department

The department is entrusted with managing the Company's cash flow and collaborating with the cooperating financial institutions.

6.5 DEPARTMENT OF COMPUTER MANAGEMENT

The Department of Computer Management is entrusted with the proper and effective design and implementation of its computer system according to the contextual needs of the Company through its individual departments (IT and SAP).

6.6 LOGISTICS DEPARTMENT

The Logistics Department is entrusted with the orderly and efficient management and disposal of the Company's inventories, storage methods (logistics) and computer support as well as the proper design and operation of storage facilities. The Department includes the following sub-departments:

6.6 a. Receiving Department

The Receiving Department is entrusted with the correct and timely receipt of the goods sent by the Company's suppliers as well as the returns of products from the Company's stores.

6.6 b. Picking and Packaging Department

The Picking and Packaging Department is entrusted with maintaining order and safeguarding products.

6.6 c. Distribution Department

The Distribution Department is entrusted with the configuration of itineraries, the separation of orders, the returns and the resolution of problems related to them.

6.7 DEPARTMENT OF HUMAN RESOURCES

The Department of Human Resources is entrusted with the evaluation and recruitment of staff in order to meet the needs of the individual departments of the Company and the evaluation as well as the training in order to improve the efficiency and effectiveness of employees.

The Company holds specific safety valves and specific procedures for dealing with the risks associated with the operation of the Risk Management Department.

6.8 STORES

The Company has a wide network of stores throughout the Greek territory, the smooth and orderly operation of which is ensured by the Manager with the assistance of the Assistant Manager. The operation of the Stores is always in accordance with the rules set by the central management of the Company in the context of general business planning.

CHAPTER 7 PROCEDURE REGARDING THE APPOINTMENT OF SENIOR EXECUTIVES

The Company contains and implements a Procedure for appointing executives in accordance with the International Accounting Standard (IAS). The object of this Procedure is the determination of the individual criteria regarding the appointment of the Company's executives, in accordance with IAS 24 for the purpose of harmonization and compliance of the Company with the obligations arising from the provisions of the law 4706 / 2020, the general legislative and regulatory framework, the provisions of the Company's Rules of Operation, as well as the formation of a stable and effective corporate governance framework which includes the required policies and procedures based on the smooth and uninterrupted operation of the Company optimal service of the corporate purpose.

According to a. 2 of Law 4706/2020 the main executive is the person defined by the International Accounting Standard (IAS) 24. According to IAS 24 main executives are the persons who have the power and responsibility for planning, management and controlling the activities of the entity (and in this case the Company), directly or indirectly, and include any director (whether executive or not) of that entity. Therefore, the scope of this Procedure falls on any person who meets the set criteria and conditions for his appointment as a senior executive or as a person equivalently designated.

Regarding the appointment of the executives, the Chairman of the Board of Directors, the Chief Executive Officer as well as the Deputy Chief Executive Officer of the Company, if any, become executives without any

other wording from the date of the decision on the composition of the Board of Directors. of the election of its members by the General Meeting of shareholders of the Company. The Vice President of the Board of Directors, following the relevant decision of the Board of Directors, also becomes a manager without any other wording or condition, while the same applies to the Executive Directors who have executive powers and duties, when assigned by the Board of Directors of the Company.

The other executives of the Company further include the executives in whose person the following four (4) criteria and conditions are cumulatively met: a) They are in charge of one of the main Directorates and / or Units of the Company as defined in the Company's Rules of Operation. valid, b) Report to the CEO and / or the Deputy CEO of the Company in a straight line, c) Are in charge of development, planning and organization of the functions of the departments under the said Management within the framework formed by the Board of the Company and the Board of Directors in accordance with the business planning and the general strategy of the Company and d) Exercise control or significant influence on the corporate entity or are members of the main management team of the company.

CHAPTER 8

RECRUITMENT AND EVALUATION PROCEDURE OF THE COMPANY'S SENIOR EXECUTIVES

The Company contains and implements a process that ensures the optimal choices of senior managers, i.e. managers with a reference line to the CEO or in the case of the CEO to the Chairman of the Board. These procedures govern the recruitment of executives including a procedure for the Chief Executive Officer, as well as the evaluation of executives.

The process of hiring a senior executive includes the following:

- identification on the need for recruitment
- definition of a profile suitable for the position
- collection of candidates' CVs
- process of exploratory meetings
- submission of a report to the CEO
- final evaluation

- submission of a financial offer
- final selection

Especially for the position of Chief Executive Officer, the strategic capabilities, the perception and understanding of the risks associated with the Company's activity as well as measurable performance data are evaluated.

The evaluation process is carried out once (1) year through the setting of quantitative, personal goals and includes parameters of leadership skills and teamwork.

The Human Resources Department ensures that a record is kept regarding the achievement of the personal goals of each executive, the evaluation and the undertaken actions of improvement and training.

According to the results of the evaluation process, the annual variable salaries (bonuses) of the executives are received according to the Remuneration Policy of the Company, after approval by the Remuneration and Nomination Committee.

CHAPTER 9

PROCEDURE REGARDING THE DETERMINATION OF IMPORTANT SUBSIDIARIES

The Company contains a Procedure for the appointment of significant subsidiaries in the context of the systematic undertaking of actions of compliance and harmonization with the provisions of law 4706/2020 for the corporate governance of public listed companies. The object of the Procedure is the determination of the qualitative and quantitative criteria used by the Parent Company for the promotion / definition of the Important Subsidiaries of the Group.

Based on this Procedure:

The parent Company is the entity that controls one or more subsidiaries, in this case the Company.

Subsidiary is the entity controlled by the Parent directly or indirectly.

Audit is the ability of the Parent to determine the financial and operating policies of the entity in order to reap the benefits of its activities.

An audit is presumed if:

- (a) the Parent holds more than half of the entity 's voting rights; or
- (b) the Parent holds half or less than half of the entity's voting rights and has the right to control more than half of the voting rights under an agreement, or has the right to appoint and / or terminate the members of the Board of Directors or has a majority of votes at the meetings of the Board of Directors.

An important subsidiary is the subsidiary which affects and / or may substantially affect the financial position or the performance or the business activity or the general financial interests of the Parent, in accordance with the provisions of a. 2 par. 16 of law 4706/2020.

A Group is a group of companies consisting of the Parent Company and its Subsidiaries in accordance with International Accounting Standard (IAS) 27 and the provisions of a. 2 par. 10 of law 4706/2020.

For the promotion / appointment of Significant Subsidiaries, the Company's Audit Committee takes into account specific criteria - benchmarks of the entity, including key financial statements of the financial statements, of which at least three (3) must be complied with at least 15%, while also taken into account is whether or not the entity is subject to statutory audit.

The criteria for the promotion / appointment of the Company's Significant Subsidiaries are subject to re-evaluation by the Audit Committee at least every three years.

CHAPTER 10

CONFORMITY PROCEDURE CONCERNING TRANSACTIONS WITH RELATED PARTIES

The Company in the context of its activity recognizes the occurrence of transactions and concluding contracts with Related Parties. Related Parties are defined as persons affiliated with the Company according to International Accounting Standard 24, as well as the legal entities controlled by it, in accordance with Accounting Standard 27 pursuant to the provisions of art. 99 of Law 4548/2018.

Transactions between the Company and its Related Parties are prohibited in accordance with the provisions of article 99 par. 1 of Law 4548/2018. The prohibition does not apply in the case of the acts and contracts provided in par. 3 of article 99 of Law 4548/2018. For the granting of a license concerning the preparation of

the transaction with a Related Party, article 100 of Law 4548/2018 is applied, which is subjected to the publicity formalities set by article 101 of the same law.

The Company contains and applies rules and procedures regarding the identification, recording, evaluation, approval and disclosure of transactions with Related Parties, actions which are undertaken by the Company's Financial Department in collaboration with the Shareholder Service Unit and the Unit Corporate Announcements in accordance with the provisions of applicable law.

CHAPTER 11

PROCEDURE REGARDING THE DISCLOSURE OF TRANSACTIONS OF MEMBERS OF THE BOARD AND OTHER EXECUTIVES

The Company contains and implements a procedure of disclosing transactions of persons exerting directorial duties as well as persons having close ties with them ("Liable Persons"), in accordance with the provisions of Law 4706/2020, the obligations arising from the provisions of Regulation no. 596/2014 of the European Parliament and the instructions of the Hellenic Capital Market Commission.

More specifically, the Company possesses:

- (a) the process of disclosing each transaction by the Liable Persons to the Company,
- (b) the process of disclosing each transaction by the Liable Persons to the Hellenic Capital Market Commission,
- (c) the process of information - publication of a disclosure regarding transactions of Liable Persons from the Company to the investing public through the Corporate Announcements Unit,

Also, the Company contains a process of preparation, update and submission to the Hellenic Capital Market Commission of a list of persons exerting directorial duties as well as persons having close ties with them in accordance with the provisions of article 45 of Law 4443/2016.

CHAPTER 12

PROCEDURE REGARDING THE DISCLOSURE OF DEPENDENCY RELATIONS OF INDEPENDENT NON- EXECUTIVE MEMBERS OF THE BOARD OF DIRECTORS

The Company contains and implements a procedure of disclosing dependency relations of the independent non-executive members of the Board of Directors which includes the criteria and methodology followed for the evaluation of independence and is applied to the existing and candidate independent non-executive members of the Board of Directors, as well as to third parties who may be appointed members of the Audit Committee.

The evaluation of the fulfilment of the independence criteria as well as the existence of professional or other relationships which may substantially affect the exercise of objective and independent judgment is accomplished by the Remuneration and Nomination Committee following the collection of the requested data and information according to the dependency relations reporting process applied by the Company.

CHAPTER 13

POLICY AND PROCEDURE FOR PREVENTING AND TREATING EVENTS OF CONFLICT OF INTERESTS

The Company contains and implements a policy and procedure in order to prevent, recognize and deal with an event of conflict of interest, i.e., a situation in which a member of the Board of Directors or one of his family members has or may have a personal or financial interest that restricts or may limit or endanger the independence, impartiality and objectivity of the judgment of the aforementioned member in the exercise of his duties in the Company directly or indirectly.

In the event that any situation of conflict or possible conflict of interest concerning a member of the Board of Directors becomes known to the Board of Directors, the latter, through the special notification procedure to its Chairman, proceeds to any action, with the assistance of the Legal Advisor, to the extent required, in order to keep that person away from meetings and consequent decision-making. In case of non-formation of a quorum, the Board of Directors takes the necessary actions in order to convene a General Assembly in order to take the specific decision.

The policy and procedure for the prevention and treatment of conflicts of interest applies to the Members of the Board of Directors and to every third person to whom tasks and responsibilities are assigned by the latter, to the executives and to the remainder of the personnel of the Company.

CHAPTER 14**LEGISLATIVE AND REGULATORY COMPLIANCE PROCEDURE**

The Company contains and implements a legislative and regulatory compliance procedure in order to prevent, detect, address and monitor regulatory compliance issues within the framework of responsibilities of the Internal Control Unit.

Among the responsibilities of the Head of Regulatory Compliance, who is appointed by decision of the Board of Directors, is the supervision and management of issues of regulatory compliance and ethical conduct. In this context, the Head of Regulatory Compliance is entrusted with, among others, monitoring changes in applicable legislation, identifying, assessing and managing compliance risk, conducting compliance audits, managing relationships with the relevant supervisory authorities, preparation of a plan regarding the regulatory compliance and its submission for approval to the Company's Audit Committee, the management of complaints and grievances and the general support of the Company in the management of any non-compliance incidents.

The Company's Audit Committee approves and monitors the implementation of the annual regulatory compliance plan.

CHAPTER 15**PROCEDURE REGARDING THE MANAGEMENT OF PRIVILEGED INFORMATION AND PROPER PUBLIC INFORMATION**

The Company contains a procedure of managing privileged information regarding:

(a) the management of privileged information and in particular the obligations pursuant to Articles 7, 8, 10 and 14 of Regulation (EU) 596/2014 concerning:

- the evaluation of the information in order to qualify it as privileged,
- prohibiting the misuse of privileged information or attempted misuse,
- the prohibition on instigating another person to misuse privileged information,
- the prohibition of illegal disclosure of privileged information.

(b) proper public information and related disclosures such as:

- the obligation to disclose privileged information by the Company and the possibility of postponing disclosure pursuant to Article 17 of Regulation (EU) 596/2014,
- the conditions regarding the disclosure of privileged information by the Company in the context of market surveillance pursuant to Article 11 of Regulation (EU) 596/2014,
- the prohibition of market manipulation pursuant to Articles 12, 13 and 15 of Regulation (EU) 596/2014,
- the obligations of maintaining and submitting to the Hellenic Capital Market Commission a list of persons who have access to privileged information pursuant to Article 18 of Regulation (EU) 596/2014,
- prohibitions on the publication or dissemination of information in the media pursuant to Article 21 of Regulation (EU) 596/2014.

The procedure concluded by the Company, regarding managing privileged information and properly informing the public, includes events or situations which can be perceived as constituting privileged information, as long as the conditions of the definition of privileged information are met, and therefore their disclosure could significantly affect the share price of the Company or the price of the derivative financial instruments which are affiliated with the Company.

The acknowledgement of such events is being made by the CEO of the Company in collaboration with the Financial Department, the Corporate Announcements Unit, the Shareholder Service Unit and the support of the Legal Advisor Department of the Company, if required. The Chief Executive Officer may propose the evaluation of an incident or situation by the Board of Directors.

CHAPTER 16

POLICY AND PROCEDURE REGARDING THE EVALUATION OF THE CORPORATE GOVERNANCE SYSTEM (CGS)

The Company contains and implements a Policy and Procedure for the Evaluation of the Corporate Governance System (CGS) which includes (a) the policy of periodic evaluation of the CGS and in particular the subject matter (scope) and frequency of the evaluation carried out, and (b) the evaluation process including the individual stages, the monitoring and recording of findings and conclusions drawn for operation of CGS.

Responsible for the periodic evaluation in the context of ensuring the adequacy and effectiveness of the CGS is the Board of Directors of the Company.

Corporate Governance System

The Company adopts and implements a Corporate System in accordance with the provisions of articles 1-24 of Law 4706/2020, as in force today, and the executive Circulars issued in their application issued by the Hellenic Capital Market Commission. The Board of Directors is responsible for the definition, implementation, supervision, strengthening and ensuring the adequate and appropriate operation of the CGS in accordance with the applicable laws and regulations, in order to achieve the timely compliance of the Company with the principles and rules of the existing regulatory framework.

The basic principles that govern the Corporate Governance System of the Company are the following:

- ✓ Ensuring the performance of the Company.
- ✓ Ensuring transparency and effective control of the administration.
- ✓ Effective communication with both shareholders and any stakeholders.

The CGS shall include, inter alia: (a) an adequate and effective Internal Audit System (IAS) including risk management and regulatory compliance systems; (b) adequate and effective procedures for the prevention, detection and (c) adequate and effective mechanisms for communicating with shareholders and informing, in order to facilitate the exercise of shareholders' rights and to substantially strengthen the active dialogue with shareholders (shareholder engagement), as well as (d) policy which contributes to the business strategy, long-term interests and viability of the Company.

The Board of Directors monitors and evaluates periodically and every three (3) financial years at least the proper implementation and application of the CGS and the effectiveness of the existing set of corporate governance processes by then taking the necessary steps to address any shortcomings or improve existing practices.

The task of evaluating the CGS is carried out by the Board of Directors with the substantial assistance and cooperation on the one hand of the Regulatory Compliance Unit of the Company, which is headed by the Head of Regulatory Compliance, and on the other hand of the Legal Advisor Department of the Company.

The more specific stages (steps) of the evaluation process are:

- ✓ Collection of required documents and data.
- ✓ Inspection and evaluation of the above documents and data in the light of certain values.
- ✓ Cooperation - proposals between the Board of Directors and the other organizational units of the Company.

After the completion of the control and evaluation stages, the Board of Directors prepares the CGS Evaluation Report which is signed by all the members of the Board of Directors and is kept in the file of the Company.

The Board of Directors in the context of the periodic evaluation process of CGS at its discretion and if it deems it appropriate and / or necessary may be assisted by a competent external consultant.

CHAPTER 17

INTERNAL AUDIT SYSTEM (IAS) - POLICY AND PROCEDURE REGARDING THE EVALUATION OF THE INTERNAL AUDIT SYSTEM

The Company contains and implements a Policy and Procedure for Periodic Evaluation of the Internal Audit System (IAS), which includes (a) the evaluation policy of the IAS. and in particular the object and periodicity of the audit, the scope of the evaluation, any significant subsidiaries which are included in the evaluation, as well as the assignment and monitoring of the evaluation results, and (b) the evaluation process of the IAS including the individual stages of selection of the candidates who will carry out the evaluation by the competent body, ie the Company Audit Committee, the process of proposing, selecting and approving the assignment of the evaluation, as well as the competent corporate body for monitoring and compliance with the evaluation project agreed with the Company.

The Board of Directors of the Company is responsible for ensuring the adequacy and effectiveness of the IAS which is monitored, audited and evaluated by the Internal Audit Unit in accordance with the audit program approved by the Audit Committee. The periodic evaluation is performed by an independent evaluator.

Periodic evaluation of the IAS includes the adequacy and effectiveness of corporate and consolidated financial information, risk management and regulatory compliance with recognized valuation and internal control standards, and the application of corporate governance provisions of Law 4706/2020.

IAS evaluation policy

Internal Audit System

Internal Audit System (IAS) is defined as the set of internal control mechanisms available to the Company including risk management, internal control and regulatory compliance.

According to the provisions of no. 1/891 / 30.09.2020 Decision of the Board of Directors of the Hellenic Capital Market Commission, the object of the evaluation of the IAS includes at least the following:

✓ **Control Environment**

The Control Environment includes the sum of the individual elements that determine the overall organization and the way of administration and operation of the Company and in particular consists of all the structures, policies and procedures that provide the guarantees for the effective development of the IAS.

✓ **Risk Management**

In this context, the following are examined and evaluated:

(a) the procedures established and implemented by the Company regarding the identification and assessment of risks (risk assessment), the Company's management and response procedures to them (risk response) as well as the procedures for monitoring the development of risks (risk monitoring)),

(b) the role, responsibilities and work of the Company Risk Manager;

(c) the existence of appropriate, appropriate and effective policies, procedures and tools for the identification, analysis, control, management and monitoring of risks of all kinds related to the operation of the Risk Company.

✓ **Control Mechanisms and Safety Valves**

The review and evaluation of the control mechanisms and valves that the Company has in the context of security and proper management of its operations and which aim through effective risk management in its optimal operation, are mainly related to issues of conflict of interest, appropriate segregation of duties as well as and the management and security of the Company Information Systems.

✓ **Information and Communication System**

✓ **Monitoring of the IAS**

The review and evaluation of the monitoring of the TEU includes the structures and mechanisms of the Company that are responsible for the continuous evaluation of the data of the TEU as well as the reporting of

findings for correction or improvement. These bodies of the Company are the Audit Committee, to which the Regulatory Compliance Officer and the Company Risk Manager, and the Internal Audit Unit are reported.

Prior to the commencement of the periodic evaluation project, the Board of Directors determines its scope, provided, on the one hand, that the Company's significant subsidiaries have been identified and, on the other hand, that any provisions regarding the scope of the evaluation have been taken into account by the Commission. Capital Market. For the definition of significant subsidiaries, the Company has and applies a relevant procedure.

The periodicity of the evaluation, ie the time period between two consecutive evaluations of the IAS, is set at three (3) years starting from the reference date of the last evaluation. The evaluation of the IAS takes place either at the time when the periodic evaluation is required to be carried out in accordance with the above, or in the case-by-case evaluation if the Hellenic Capital Market Commission, based on a relevant decision, requests the evaluation of the Company an evaluation is carried out within the last twelve (12) months. The evaluation of the IAS, as a sub-component of the general governance framework of the Company, is part of the evaluation of its implementation by the Board of Directors of the Company, which monitors and evaluates periodically and every three (3) financial years the implementation and effectiveness of in accordance with the provisions of a. 4 par. 1 Law 4706/2020.

The task of evaluation is assigned to an objective, independent, certified and experienced evaluator who can be either a natural or legal person (or association of persons) in accordance with the provisions of articles 9 and 14 of law 4706/20120 as well as the no. 1/891 / 30.9.2020 Decision of the Board of Directors of the Hellenic Capital Market Commission. In case of participation in the project of evaluation of more than one natural person, the above criteria apply to all of them.

After the completion of the evaluation of the IAS, the evaluator presents the relevant reports and findings to the Company's Management and to the relevant Management in each case in order to discuss and prepare the proposed response plan in relation to the identified risks. The process is coordinated and assisted by the Company's Internal Audit Unit, while the Head of Regulatory Compliance is also informed. The evaluator then submits to the Audit Committee and the Board of Directors of the Company a detailed Report of the results of the valuation, a summary of which he submits without delay and within three (3) months from the date of reference of the Valuation Report to the Hellenic Capital Market Commission.

Finally, it is noted that the annual Corporate Governance Statement includes a relevant report of the results of the evaluation report of the IAS, the response of the Company's management as well as the action plans with the relevant schedules.

CHAPTER 18
RISK ASSESSMENT PROCEDURE

The Company contains and implements a Risk Assessment Procedure in order to timely identify, record and analyse the individual risks and to effectively minimize and address them by taking appropriate measures to an acceptable degree by the Company's Board of Directors. Through this process, the management of the Company and the Group Companies, collects the information related to the recording and monitoring of risks and feeds this information to the decision-making processes and actions for the optimal response to them.

The object of the Procedure is:

- the definition of the criteria used by the Company to determine the potential risks related to its activities and which may adversely affect its business activity and / or its financial results, existing and / or potential,
- their analysis and the specific identification of the parameters that must be taken into account for the assessment of each risk,
- investigating the possibility of these risks occurring and
- the assessment of the severity of the respective corporate risk,

so that, depending on the results of such evaluation, it is possible to make the best decisions by the competent bodies of the Company for the effective management and possible treatment of corporate risks but also for monitoring the implementation of relevant measures to reduce them.

The implementation of this Procedure is the responsibility of the Company's Management, which has already appointed a Risk Manager, whose duties include, inter alia, conducting assessments to identify and determine potential risks associated with the operation of the Company, the analysis

and assessing their severity, so that they can be classified and prioritized, setting acceptable risk ceilings, maintaining a risk record, establishing principles and rules regarding the identification, forecasting and measurement of risks, monitoring of risk mitigation actions.

For the proper implementation of the present, the Risk Management Manager cooperates systematically and on a close basis with the Internal Audit Unit of the Company, and with the other sub-services and bodies of the Company.

In the Company's Group, a common risk assessment methodology is used in all business units based on universal valuation and valuation criteria, so that there is a single way of managing corporate risks throughout the Group. The exchange of risk information is promoted as a consistent strategy among all stakeholders within the Company / Group, from management to employees, to create a common culture against risk and uncertainty. In this regard, this Procedure is linked to and interacts with the Business Continuity Plan implemented in the Group.

To determine the corporate risks, the Group uses a number of techniques such as, in particular, internal control, accounting statements, representations of the Group's physical and cash flows, analysis of contracts, analysis of the interaction between the individual divisions of the business units and activities, the analysis and evaluation of disputes by legal advisors, the quantitative analysis of the effects of risks, the use of statistical records of losses, as well as the preparation of threat scenarios (threat analysis), based on hypothetical risk management, etc. λ.π.

For the above procedure the Company applies **four** general principles:

- **Completeness**

The effective assessment of corporate risks must include the risks throughout the range of the Group's management hierarchy (top-down approach), as different risks characterize and can be undertaken from each level in the management pyramid.

- **Competence - Appropriateness**

The risk assessment is carried out by the competent Executives and the Management of the Company. The Company's Internal Audit Unit can also play an important role, as it has the relevant

experience based on the audits it has performed. Both the selection and recruitment procedures and the management procedures of the staff involved are associated with specific conditions of knowledge and skills and a corresponding academic background, while maintaining a sufficient level of competence through continuing education is crucial. Where appropriate, specialized consultants are used.

• **Notification**

The most important risks for the Group and evaluation - their characterization is included in the annual published financial statements of the Group and the management report of the Company's Management. Information related to corporate risks is communicated in a timely manner to the competent decision-making bodies, so that when the Group responds to the recognized risks, alternative response strategies can be evaluated.

This Procedure is reviewed annually, and / or on an ad hoc basis, in order to take into account in a timely manner any changes made to the Company's environment and to be able to implement its risk management policies.

CHAPTER 19

POLICY REGARDING THE EDUCATION OF BOARD MEMBERS AND EXECUTIVES

The Company, in the context of the continuous education and training of the members of the Board of Directors and the executives in general, applies:

- (a) Introductory information program for new members of the Board of Directors, which aims at their smooth integration into the culture of the Company and the minimization of the time required to undertake effectively and productively the obligations and duties associated with the position.
- (b) Continuous training program for the existing members of the Board of Directors, for the preparation of which the approved and valid Suitability Policy of the Company, the business strategy as well as the results of the self-evaluation of the Board of Directors are taken into consideration for the training of the members of the Board of Directors and Company executives to always meet the real and immediate needs of the Company.
- (c) Program of constant information of executives in order for the Company's executives to be always informed and adequately trained regarding the developments of their field of activity. In this context, the Company

provides relevant support for obtaining, maintaining certifications and / or informing its executives about important issues in their field.

All programs are prepared under the supervision of the Human Resources Department with the support of the Remuneration and Nomination Committee and are approved by the Chairman of the Board.

CHAPTER 20

POLICY REGARDING SUSTAINABLE DEVELOPMENT

The Company wishes to continue to exist as an entity with a significant contribution to sustainable development by interacting systematically and effectively with every interested party, including shareholders, staff, suppliers and customers-consumers, cooperating financial institutions and any partner and entity in general in the framework of its business activities.

The Sustainable Development Policy of the Company reflects the overall framework of sustainable development that governs the operation of the Company and which is based on, among other things, corporate principles and values, care for human resources, responsible policy for society, market and environment, in corporate governance and the implementation of the optimum practices.

The Sustainable Development Policy is approved by the Board of Directors and is accessible by the totality of the Company's staff.

CHAPTER 21

PROCEDURES FOR COMBATING CORRUPTION & BRIBERY

The Company considers the promotion of transparency, the compliance with the current legal and regulatory framework and the fight against corruption as meanings of utmost importance. The preservation of the long-term and strong relationship of trust that the Company has established with customers, shareholders, suppliers, partners in general and Supervisors is an absolute priority and therefore takes all necessary measures to combat any relative incident of corruption.

The Company expressly prohibits the offer or acceptance of donations, especially in cash, as well as any other external benefits related to the performance of the duties of its staff and the staff of the Group, the members of the Board of Directors and all its executives.

CHAPTER 22

DISCIPLINARY BODIES-SANCTIONS

The Internal Control Unit is entrusted with monitoring, controlling and evaluating the Rules of Procedure, but regarding the supervision of the observance of the totality of these provisions by the Persons Obligated to compliance, the Board of Directors of the Company is responsible.

In the event of violation of the provisions of the Rules of Procedure and the generally applicable legislation, the Board of Directors convenes a hearing of the Person Obligated to compliance in order to present their views within a reasonable period of time. If a culpable violation is proven, the Board of Directors of the Company is responsible for imposing the prescribed disciplinary sanctions without prejudice to the Company's rights to compensate for any damage caused.