

Corporate Governance Statement for the financial year 1/1 - 31/12/2025

Pursuant to article 152 of L.4548/2018 and articles 9 and 18 of L.4706/2020, the Board of Directors of the Company declares the following:

- a) Reference to the corporate governance code to which the Company is subject or which the Company has voluntarily decided to apply, as well as to the website where the relevant text is publicly available.
- b) Reference to the corporate governance practices that the Company applies in addition to the law provisions, as well as reference to the website where these practices have been published.
- c) Description of the main features of the Company's internal control and risk management systems in relation to the process of preparing the financial statements.
- d) Information required under Article 10(1)(c), (d), (f), (h) and (i) of the Directive 2004/25/EC of the European Parliament and of the Council, as of 21 April 2004, on takeover bids, provided that the Company is subject to that Directive.
- e) Information on how the General Assembly of Shareholders operates and on its key powers, as well as a description of the rights of shareholders and how they are exercised.
- f) Composition and manner of operation of the Board of Directors and any other administrative, managerial or supervisory bodies or committees of the Company.
- g) If the Company deviates from the corporate governance code to which it is subject or which it applies, the corporate governance statement shall include a description of the deviation with reference to the relevant parts of the corporate governance code and a justification for such deviation. If the Company does not apply certain provisions of the corporate governance code to which it is subject or which it applies, the corporate governance statement shall include a reference to the provision it does not apply and an explanation of the reasons for non-compliance.
- h) Report on the fit and proper policy of the members of the Board of Directors, also including the requirements of L. 5178/2025 on gender balance in the Boards of Directors.
- i) Report on the acts of the Committees of article 10 of L.4706/2020 and in particular the Audit and Nomination and Remuneration Committees with reference to the work carried out by the Committees.
- j) Curricula Vitae of the members of the Board of Directors and senior management officers (executives).
- k) Information on the participation of the members of the Board of Directors in its meetings and in the meetings of the Committees of article 10 of L.4706/2020 is given, with detailed reference on each member separately.
- l) Information on the number of shares held by each member of the Board of Directors and each senior executive officer in the Company.

Financial Report that the independent non-executive members of the Board of Directors meet the independence requirements under article 9 of L.4706/2020 before the publication of the annual

financial report 2025, with explicit reference to the date of the meeting of the Board of Directors, on which the review has been carried out.

- n) References and reports of the independent non-executive members of the Board of Directors pursuant to article 9 of L.4706/2020.
- o) Report on the evaluation of the Internal Control System (ICS) based on the provisions of L.4706/2020 and Decision 1/891/2020 of the Board of Directors of the Hellenic Capital Market Commission as in force.

More specifically:

15.1 Reference to the corporate governance code to which the Company is subject or which the Company has voluntarily decided to apply, as well as too the website where the relevant text is publicly available.

In Greece, the corporate governance framework for Greek companies with securities listed on a regulated market consists of the adoption of mandatory legal rules on the one hand and the application of corporate governance principles and the adoption of best practices and recommendations through self-regulation on the other. Specifically, it includes Law 4706/2020 (the "Corporate Governance Law"), the decisions of the Hellenic Capital Market Commission issued pursuant to the Corporate Governance Law, certain provisions of Law 4548/2018 on societies anonymes and principles, best practices and self-regulatory recommendations incorporated in the Corporate Governance Code.

The Hellenic Code of Corporate Governance (hereinafter referred to as "the HCCG" or "the Code"), has been prepared by the Hellenic Corporate Governance Council (hereinafter referred to as: "the HCGC") and has already been updated (June 2021 edition) in the context of its periodic review and harmonisation with the requirements of the Capital Market legislation. The HCGC was established in 2012 and is the result of a partnership between the Hellenic Stock Exchanges (HELEX) and the Federation of Enterprises and Industries (SEV).

The purpose of the HCGC is to monitor the implementation of the Hellenic Code of Corporate Governance by Greek companies and, in general, to act as a specialized body for the dissemination of the principles of corporate governance, to increase the credibility of the Greek market among international and domestic investors and to improve the competitiveness of Greek companies and seeks to develop a culture of good governance in the Greek economy and society. The general plan of action of the HCGC includes the formulation of positions on the institutional framework, the submission of proposals, the participation in consultations and working groups, the organization of training and information activities, the monitoring and evaluation of corporate governance practices and the implementation of corporate

Fourlis

governance codes, the provision of assistance tools and the scoring of the performance of Greek companies.

Addressing Greek societies anonymes (as defined by Law 4548/2018) domiciled in Greece, especially those whose securities have been admitted to trading on a regulated market (listed), pursuant to article 17 of L. 4706/2020 and Article 4 of the Decision of the Hellenic Capital Market Commission (Decision No.2/905/3.3.2021 of the Board of Directors of the Hellenic Capital Market Commission), the Hellenic Code of Corporate Governance (HCCG - June 2021), which replaces the Hellenic Code of Corporate Governance for Listed Companies issued by the HCGC in 2013, is adapted to the Greek legislation and business reality and has been drafted on the basis of the "comply or explain" principle. The HCCG does not impose obligations but explains how to adopt good (best) practices with self-regulatory recommendations and facilitates the formulation of corporate governance policies and practices that are appropriate to the specific circumstances of each company.

The central objective of the HCCG is to create an accessible and understandable reference guide, which sets high (higher than mandatory) corporate governance requirements and standards in a codified way in a single text. In particular, the HCCG does not address issues that constitute mandatory legislation (laws and regulations), which are already very extensive. Instead, the Code establishes principles beyond the mandatory framework of corporate governance legislation and addresses those issues that either a) are not regulated by law, or b) are regulated, but the current framework allows selection or derogation, or c) are regulated to their minimum content. In these cases, the Code either supplements the mandatory provisions or introduces stricter principles, drawing on experience from European and international best practices, always taking into account the characteristics of Greek business and the Greek stock market.

The Hellenic Code of Corporate Governance (June 2021) will enter into force from the entry into force of articles 1 to 24 of L. 4706/2020, i.e. from 17/7/2021 (in accordance with the transitional provision of article 92 § 3 of the above Law) and is uploaded on the website of the Hellenic Corporate Governance Council, at the following address: <https://www.esed.org.gr>.

The Company, by the decision of its Board of Directors dated 16/7/2021, has decided to voluntarily apply the Hellenic Code of Corporate Governance (June 2021), which has been prepared by the Hellenic Corporate Governance Council, a body of recognized prestige, based on a relevant decision of the Hellenic Capital Market Commission, in compliance with the obligation arising from the provision of article 17 of L. 4706/2020.

The HCGC will review the content of the Code on a regular basis and will adapt it according to developments, both in specific practices and in the regulatory framework and according to the relevant needs of the Greek business community.

Fourlis

The Code consists of Parts and Sections. More specifically:

- Part A' - Board of Directors
 - First Section: Role and Responsibilities of the Board of Directors
 - Second Section: Size and Composition of the Board of Directors
 - Third Section: Operation of the Board of Directors
- Part B' - Corporate Interest
 - Fourth Section: Duty of Loyalty & Diligence
 - Fifth Section: Sustainability
- Part C - Internal Control System
 - Sixth Section: Internal Control System
- Part D' - Shareholders, Stakeholders
 - Seventh Section: General Assembly
 - Eighth Section: Participation of Shareholders
 - Ninth Section: Stakeholders
- Part E' - Guidelines for Drafting a Corporate Governance Statement

By adopting best practices in corporate governance, the Company seeks to increase investor confidence and broaden the horizons for attracting investment capital with the ultimate goal of ensuring further value to its shareholders, with transparency and safeguarding their interests.

15.2 Reference to the corporate governance practices that the Company applies in addition to the law provisions, as well as reference to the website where these practices have been published

Indicatively, the following principles, best practices and self-regulatory recommendations that the Company applies, and are incorporated in the Hellenic Code of Corporate Governance are listed below:

- The responsibilities of the Chairman are expressly established by the Board of Directors as distinct from those of the Chief Executive Officer and are described in the Company's Charter of Operation which is updated, issued and approved by the Board of Directors and a summary of which is uploaded in the Company's website (<http://www.fourlis.gr>).
- The Board of Directors is supported by a competent, qualified and experienced Company Secretary who attends its meetings. The role of the Company Secretary is to provide practical support to the Chairman and the other members of the Board of Directors, collectively and individually, in the light of the compliance of the Board of Directors, under the internal rules and the relevant laws and regulations. The Company Secretary shall keep the minutes of the meetings of the Board of Directors and its committees and ensure the efficient flow of information between the Board of Directors and

its committees and between the Senior Management and the Board of Directors. The Company Secretary designs the induction program for newly elected Board members immediately after their election and ensures that they are provided with continuous information and training on matters related to the Company. The Company Secretary also ensures the efficient organisation of the General Assembly's meetings. The detailed CV of the Company Secretary is presented in section 15.10 of the Corporate Governance Statement.

- The Company adopts and implements a Policy on ESG and sustainable development issues (Sustainability Policy) which is uploaded in its website (<http://www.fourlis.gr>). It also publishes CSRD Sustainability Reports with ESRS that are part of its annual Financial Reports as well as Sustainability and Corporate Social Responsibility Reports that are uploaded on its website (<http://www.fourlis.gr>).
- The Company adopts and implements a Human Rights Policy with commitments: implementing international basic principles on human rights and national legislation in the countries where the Group operates, ensuring that all people are treated fairly, with dignity and respect; ensuring an equal opportunities working environment, free of discrimination and harassment for all Group employees; promoting respect and protection of Human Rights, both within the Company's internal environment and in its sphere of influence. The Human Rights Policy is uploaded in the Company's website (<http://www.fourlis.gr>).
- The Chairman of the Board of Directors is available to meet with shareholders of the Company and discuss with them issues related to the governance of the Company. The Chairman shall ensure that the views of shareholders are communicated to the Board of Directors. This facilitates the exercise of shareholders' rights and active dialogue with them (shareholder engagement). The communication mechanisms with shareholders are described in the Company's Charter of Operation, a summary of which is uploaded in the Company's website (<http://www.fourlis.gr>).
- The Board of Directors and its Committees apply a procedure of periodic evaluation of the effectiveness of their operation as stated in the Company's Charter of Operation, a summary of which is uploaded in the Company's website (<http://www.fourlis.gr>).
- In the Board of Directors, the under-represented gender (women) is represented at a percentage of 44%, significantly higher than the percentage provided by the current legislation.
- The Board of Directors has 56% independent members, a percentage significantly higher than the percentage provided by the current legislation.
- In addition to the mandatory Committees of article 10 of L.4706/2020, namely the Audit and Nomination and Remuneration Committees, the Company has established the Sustainability Committee and the Digital Transformation Committee, in which 3 - 4 members of the Board of Directors participate.

- Operation of centralized Corporate Governance and Sustainability Units with responsibility for Group-wide compliance with the corporate governance and sustainability framework.

15.3 Description of the main features of the Company's internal control and risk management systems in relation to the procedure for the drafting and preparation of the financial statements

The Company has established and applies a procedure for the issuance of the financial statements (consolidated and corporate) and the Financial Report. The Group companies enter their transactions in their information systems, and the consolidation application is updated through automated procedures. A cross-check of data is carried out and the items to be eliminated (intra-group transactions, receivables and payables, etc.) are checked. The entries of write-offs and consolidation are made and the financial statements and the information tables included in the Financial Report are issued. Once the audit procedures have been completed, the Financial Report containing the financial statements is submitted to the Board of Directors for approval. Prior to the approval by the Board of Directors, the Audit Committee has completed a review of the Financial Report in order to evaluate its completeness and consistency in relation to the information that has been put into consideration as well as the accounting principles applied by the Company and inform the Board of Directors accordingly.

The main features of the internal control and risk management system applied by the Company in relation to the preparation of the financial statements and the Financial Report are:

- Adequacy of knowledge, skills and availability of the officers involved with clearly defined roles and areas of responsibility;
- Existence of documented and updated procedures related to the issuance of financial statements and an appropriate timetable;
- Regular updating of accounting principles and policies and monitoring of compliance with them;
- Use of information systems for financial statements and financial reporting, linked to the Company's ERP, accessible with distinct roles and rights of use to all consolidated Group companies;
- Existence of control activities associated with the security of the information systems used;
- Regular communication of the Independent Auditors with the Management and the Audit Committee;
- Regular communication of the Audit Committee members with the Chief Financial Officer and the Head of the Internal Audit Unit;
- Confirmation by the Board of Directors that the independence requirements of the independent members of the Board of Directors are met at least annually and in any case before the publication of the annual financial report;
- Holding of regular meetings to validate and record significant judgments, assumptions and estimates

Fourlis

affecting the financial statements;

- Existence of a risk management methodology and documentation of its implementation; Presentation of risk management results to the Board of Directors;
- Existence of a single accounting plan for all Group companies and its centralised management;
- Annual evaluation of the internal control and risk management system followed for the preparation of the financial statements by the Board of Directors after proposal of the Audit Committee.

In addition, the Company has established and implemented a procedure for the issuance of the CSRD Sustainability Report with ESRS, which constitute part of the Financial Report. The data for the preparation of the Sustainability Report and the calculation of indicators and the achievement of targets for the Group's material issues are either collected automatically in the information system/platform used or entered by authorised and appropriately trained users of the Group's companies. Data cross-checking is carried out and the indicators included in the Sustainability Report are calculated. Following the completion of the audit procedures by the auditors, the Sustainability Report, which includes sustainability-related performance, dual materiality analysis and reporting on the environment, social responsibility and governance, is submitted to the Board of Directors for approval as part of the Financial Report. Prior to the approval by the Board of Directors, the Audit Committee and the Sustainability Committee have completed a review of the Financial Report using CSRD with ESRS, in order to evaluate its completeness and consistency in relation to the information that has been put into consideration, as well as the sustainability standards applied by the Company and inform the Board of Directors accordingly.

The main features of the Company's internal control and risk management systems in relation to the process of preparation of the Sustainability Report are:

- Adequacy of knowledge, skills and availability of the officers involved with clearly defined roles and areas of responsibility;
- Existence of documented and updated procedures related to the issue of the Sustainability Report and an appropriate timetable;
- Existence of updated sustainability policies and procedures;
- Use of information systems for the publication of the Sustainability Report, accessible with distinct roles and rights of use to all consolidated Group companies;
- Existence of control activities associated with the security of the information systems used;
- Communication of the Independent Auditors with the Management, the Audit Committee and the Sustainability Committee;
- Communication of the Audit Committee and the Sustainability Committee members with the Director of Sustainability and Corporate Responsibility, the Director of Procurement and Corporate Governance

and the Sustainability Reporting Officer;

- Existence of a sustainability risk management methodology and documentation of its implementation; Presentation of sustainability risk management results to the Board of Directors;
- Annual assessment of the internal control and risk management system followed for the issuance of the Sustainability Report by the Board of Directors after relevant proposal of the Audit Committee and the Sustainability Committee.

15.4 Information required under Article 10(1)(c), (d), (f), (h) and (i) of the Directive 2004/25/EC of the European Parliament and of the Council, as of 21 April 2004, on takeover bids, provided that the Company is subject to that Directive.

During the financial year there were no cases of takeover bids or public offering.

15.5 Information on how the General Assembly of Shareholders operates and on its key powers, as well as a description of the rights of shareholders and how they are exercised.

The convening of the meeting of the General Assembly of the Company's shareholders is carried out in accordance with the relevant provisions of Law 4548/2018, as in force.

The Company follows the following practices regarding the operation of the General Assembly of its shareholders:

- Timely and punctual notification of the Company's shareholders, with the publications required by the Law regarding the convening of the General Assembly's meeting;
- Posting on the Company's website the Notice of Invitation to the General Assembly's Meeting, the way of representation of shareholders, the deadlines and the way of exercising shareholders' rights, as well as the results of the voting on each issue;
- Timely posting on the Company's website of an Explanatory Note regarding the issues, the relevant proposals of the Board of Directors, the required quorum and the required quota for the approval of the proposals. The Explanatory Note is also available in hard copy at the Company's registered office and is distributed to the shareholders upon their attendance at the General Assembly's Meeting when it is held in physical presence;
- Ensuring that all shareholders are able to participate in the process of General Meetings either by expressing their views or by asking questions.

The Company shall take all measures to ensure the lawful conduct of the Company's business and the safeguarding of the shareholders' rights in accordance with the applicable legislation. More specifically:

The General Assembly of the Company's shareholders is the company's supreme body and is entitled to decide on any matter concerning the Company. The Shareholders shall exercise their rights related to the management of the Company only by participating in the General Assembly. Each share grants the right to

Fourlis

one vote in the General Assembly. In particular, the General Assembly is the only competent body to decide on:

- Revival or dissolution of the Company, as well as amendments to the Articles of Association, including increases and decreases in the capital, except those expressly entrusted by law to the Board of Directors;
- Election of members of the Board of Directors and auditors;
- Approval of the overall management according to article 108 of Law 4548/2018 and discharge of the Auditors;
- Approval of the annual and consolidated financial statements, if any;
- Allocation of annual profits;
- Approval of the provision of fees or advance payment of fees in accordance with article 109 of L.4548/2018;
- Approval of the remuneration policy;
- Merger, division, conversion, revival, extension of the duration or dissolution of the Company;
- Appointment of liquidators; and
- Any other matter provided for by law.

The responsibilities of the General Assembly are set out in the Company's Articles of Association, codified in its current form, which are posted on the Company's website: <http://www.fourlis.gr>. The last amendment of the Company's Articles of Association was made during the Extraordinary General Assembly's Meeting dated 21/12/2020 in order to adapt and harmonize them with the provisions of articles 120 and 125 of L. 4548/2018, in relation to the option of holding General Meetings remotely in real time and the participation of shareholders in them.

The General Assembly meets at least once a year, within the first six months from the end of each financial year. The Board of Directors may convene an extraordinary meeting of the General Assembly of Shareholders whenever it deems it appropriate or necessary.

The General Assembly, with the exception of the repeat meetings and those assimilated to them, must be convened at least twenty (20) full days prior to the date set for its meeting. It is clarified that non-working days are also considered and counted. The day of publication of the invitation notice of the General Assembly's meeting and the day of its meeting shall not be counted.

Remote participation in the General Assembly's Meeting by audiovisual or other electronic means is permitted, without the physical presence of the shareholder at the meeting's venue. It is also permitted to participate in voting remotely, by electronic means or by postal vote, conducted before the Meeting. By decision of the Board of Directors, the aforementioned options are activated, separately or cumulatively, in relation to one or more General Meetings or for a specified period of time, the relevant technical and

Fourlis

procedural details are defined and procedures are adopted to ensure the identification of the participating person and the attendance of the vote as well as the security of the electronic or other connection.

The General Assembly is in quorum and meets validly on the agenda items when shareholders representing at least 20% of the paid-up share capital are present or represented in it. The decisions of the General Assembly shall be taken by an absolute majority of the votes represented in the relevant meeting. Exceptionally, the General Assembly is quorate and meets validly on the issues of the agenda, if at least half (1/2) of the paid-up capital is represented in it when it comes to decisions concerning: the change of the nationality of the Company, the change of the scope of its business, the increase of the shareholders' liabilities, the regular increase of the share capital, unless required by law or by capitalisation of reserves, the decrease of the share capital, unless made in accordance with par. 5 of article 21 of L. 4548/2018 or par. 6 of article 49 of L.4548/2018, the change in the way of profit distribution, the merger, split, conversion, revival, extension of the duration or dissolution of the Company, the granting or renewal of power and authority to the Board of Directors to increase the share capital, in accordance with par. 1 of article 24 of L.4538/2018 as well as in any other case defined by law that the General Assembly decides with an increased quorum and majority.

The General Assembly shall be chaired temporarily by the Chairman of the Board of Directors or, in his absence, by his deputy, who may be appointed by the Board of Directors by special resolution for this purpose. Secretarial responsibilities are temporarily exercised by the person appointed by the Chairman. Once the list of shareholders entitled to vote has been approved, the Assembly proceeds to the election of the final Chairman and a secretary who also acts as a teller. Decisions on these matters are taken by a 2/3 majority of the votes represented at the General Assembly.

The discussions and the decisions of the General Assembly shall be limited to the issues listed on the agenda. The agenda is prepared by the Board of Directors and includes the proposals of the Board of Directors to the Assembly, as well as any proposals of the auditors or shareholders representing 1/20 of the paid-up share capital. Minutes shall be kept of the matters discussed and decisions taken at the Assembly, signed by its Chairman and its Secretary. The list of shareholders present or represented at the General Meeting shall be recorded at the beginning of the minutes.

Anyone who appears as a shareholder in the Company's register of intangible securities, which is kept electronically at the Hellenic Central Securities Depository (ELKAT) at the beginning of the 5th day preceding the initial meeting (record date), shall be entitled to participate in the General Meeting. The Record Date shall also apply in the case of an adjourned or a repeat meeting, provided that the adjourned or repeat meeting is not more than thirty (30) days later than the Record Date, under article 124 of L.4548/2018.

Proof of shareholding may be provided by any legal means and in any case on the basis of information received by the Company directly through an electronic link between the Company and the records of

Fourlis

ELKAT. Only those who have the status of shareholder as of the above registration date are considered to have the right to participate and vote in the Annual General Assembly's Meeting. In case of non-compliance with the provisions of article 124 of L.4548/2018, the shareholders may participate in the Ordinary General Assembly's Meeting only with its permission.

The exercise of these rights does not require the holding of the shares of the beneficiary, nor the observance of any other similar procedure, which limits the option of selling and transferring them during the period between the Record Date and the date of the meeting of the General Assembly.

Shareholders entitled to participate in the General Assembly's Meeting may vote either in person or by proxy. Each shareholder may appoint up to 3 representatives. The shareholder may appoint a proxy for one or more General Meetings and for a fixed term. The appointment and revocation or replacement of the shareholder's representative shall be made in writing at least 48 hours before the date of the Ordinary General Assembly's Meeting. The shareholder's representative is obliged to notify the Company before the beginning of the meeting of the General Assembly of any specific event, which may be useful to the shareholders for the assessment of the risk that the representative may serve interests other than the interests of the shareholder.

Other rights of shareholders are provided for in par. 2.3, 6 and 7 of article 41 of L.4548/2018.

15.6 Composition and way of operation of the Board of Directors and any other administrative, management or supervisory bodies or committees of the Company

15.6.1 Composition of the Board of Directors

The Board of Directors, its independent members as well as the members of the Audit Committee, have been elected by the Annual General Assembly of its shareholders held on 17/6/2022. Further, at the same Annual General Assembly's Meeting of the shareholders dated 17/6/2022, the Audit Committee was redefined and a decision was taken regarding its type, composition (number and titles of members) and term of office. The term of office of the members of the Board of Directors according to the Company's Articles of Association and of the members of the Audit Committee is five years and is automatically extended until the first Annual General Assembly following the expiry of its term of office.

On 31/12/2025, the Board of Directors has been established in a body as follows:

Chairman of the Board of Directors, Executive Member	Vassilios Fourlis, son of Stylianos
Vice Chairman of the Board of Directors, Executive Member	Daphne Fourlis, daughter of Anastasios

Independent Vice-Chairman, Independent Non-Executive Member, Chairman of the Audit Committee and Member of the Nomination and Remuneration Committee	Stylianos Stefanou, son of Markos
Chief Executive Officer, Executive Member, Member of the Sustainability Committee, Member of the Digital Transformation Committee	Ioannis Vasilakos, son of Dimitrios
Director, Executive Member, Director of Sustainability and Social Responsibility and Chair of the Sustainability Committee	Lida Fourlis, daughter of Stylianos
Director, Independent Non-Executive Member, Member of Audit Committee	Maria Georgalou, daughter of Sofoklis
Director, Independent Non-Executive Member, Member of the Audit Committee and Member of the Digital Transformation Committee	Stavroula Kampouridou, daughter of Alexandros
Director, Independent Non-Executive Member, Chairman of the Nomination and Remuneration Committee and Member of the Digital Transformation Committee	Nikolaos Lavidas, son of Panagiotis
Director, Independent Non-Executive Member, Member of the Nomination and Remuneration Committee, Chairman of the Digital Transformation Committee and Member of the Sustainability Committee	Konstantinos Paikos, son of Petros– Elias

Company Secretary is Mrs. Maria Theodoulidou, daughter of Ioannis.

Detailed CVs of all members of the Board of Directors and the Company Secretary are presented in section 15.10 of the Corporate Governance Statement.

The Company's Articles of Association provide for the Board of Directors to have between 7 and 9 members. The Company has selected its Board of Directors with the maximum number of Directors permitted by its Articles of Association in order to ensure diversity of gender, age, knowledge, qualifications, experience that serve the Company's objectives and enhanced independence. As of 31/12/2025 the Board of Directors consisted of 9 members, 5 (56%) of whom were independent.

As of 31/12/2025, in the Board of Directors participated 4 members of the represented gender (women) with a 44% share in the Board of Directors, of whom 2 are independent members and 2 are executive members of the Board of Directors.

15.6.2 Role and Responsibilities of the Board of Directors

Fourlis

The Board of Directors, in accordance with the Company's Articles of Association, is responsible for the administration and representation of the Company, the management of its assets and the general pursuit of its purpose. It decides on all general issues concerning the Company within the framework of the corporate objective, with the exception of those that according to the Law or these Articles of Association belong to the exclusive responsibility of the General Assembly.

The basic responsibilities of the Board of Directors according to the Company's Charter of Operation are the following:

- Establishment of the long-term strategy and approval of the Company's operational objectives. The Board of Directors is responsible for defining the values and strategic orientation of the Company. At the same time, it remains responsible for the approval of the Company's strategy and business plan as well as for the continuous monitoring of their implementation. The Board of Directors also regularly reviews the opportunities and risks in relation to the defined strategy and the relevant measures taken to address them. The Board of Directors seeks to obtain all the necessary information from its executive members and/or from the managers, and is informed about the market and any other development affecting the Company.
- Ensuring that the Company's values and strategic planning are aligned with the corporate culture. The Company's values and purpose are translated and put into practice and influence practices, policies and behaviours within the Company at all levels. The Board of Directors and senior management set the standard for the characteristics and behaviours that shape the corporate culture and exemplify its implementation. At the same time, they use tools and techniques aimed at integrating the desired culture into the Company's systems and processes.
- Understanding the Company's risks and their nature and determining the extent of the Company's exposure to the risks it intends to assume in the context of its long-term strategic objectives.
- Preparation and approval of the annual budget and the business plan, as well as decisions on major capital expenditures, acquisitions and divestments which are subject to the final approval of the General Assembly's meeting of the Company's shareholders. The Board of Directors provides the appropriate approval, monitors the implementation of the strategic directions and objectives and ensures the existence of the necessary financial and human resources, as well as the existence of an Internal Control System (ICS).
- Adoption of a policy for the identification, avoidance and management of conflicts of interest between the interests of the Company and those of its members or persons to whom the Board of Directors has delegated some of its responsibilities, in accordance with article 87 of L.4548/2018.
- Selecting and, when necessary, replacing the Company's executive leadership, as well as overseeing succession planning.
- Definition and/or delimitation of the responsibilities of the Chief Executive Officer and the Deputy Chief

Fourlis

Executive Officer, who exercises them, if any.

- Reviewing the performance of the Company's executives and determining their remuneration policy in line with the long-term interests of the Company and its shareholders and taking into account the proposals of the Nomination and Remuneration Committee.
- Preparation and approval of the remuneration policy of the members of the Board of Directors, which is subject to the final approval of the General Assembly's Meeting of the Company's shareholders, taking into account the proposals of the Nomination and Remuneration Committee.
- Preparation and approval of the annual remuneration report of the members of the Board of Directors, which is submitted for information to the General Assembly of the Company's shareholders, taking into account the proposals of the Nomination and Remuneration Committee.
- Approval of measures in crisis or risk situations and when circumstances require measures to be taken that are reasonably expected to have a significant impact on the Company.
- Ensuring the adequate and effective operation of an Internal Control System (ICS) aimed at the consistent implementation of the business strategy with the effective use of available resources, the identification and management of material risks associated with the Company's business activity and operation, the effective operation of the internal audit unit, ensuring 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 the non-financial statement, in compliance with the regulatory and legislative framework, and the internal regulations governing the Company's operation.
- Ensuring that the functions that make up the Internal Control System (ICS) are independent of the business areas they control and that they have the appropriate financial and human resources as well as the powers to operate effectively.
- Definition and supervision of the implementation of the Corporate Governance System, monitoring and evaluation periodically at least every three (3) years, of its implementation and effectiveness, taking appropriate actions to address shortcomings. The Corporate Governance System includes an adequate and effective Internal Control System (ICS), including risk management and regulatory compliance systems, adequate and effective procedures for the prevention, identification and suppression of conflict of interest situations, adequate and effective communication mechanisms with shareholders to facilitate the exercise of their rights and active dialogue with them (shareholder engagement) and a remuneration policy that contributes to the business strategy, the long-term interests and the sustainability of the Company.
- Approval of the suitability policy of the members of the Board of Directors and any amendment thereto, which is submitted for final approval to the General Assembly's Meeting of the Company's shareholders.

Fourlis

- Appointment of a Vice-Chairman from among its non-executive members in cases where the Chairman is an executive member.
- Ensuring compliance with the independence requirements and the designation of a Board member as an independent director. Review, at least annually and in any case before the publication of the annual financial report, the fulfillment of the conditions of independence. If it is established that the conditions no longer apply to an independent non-executive director, taking of the appropriate steps to replace him/her.
- Appointment of the members of the Nomination and Remuneration Committee and of the Audit Committee in case the General Assembly of the Company's shareholders has decided that the Nomination and Remuneration Committee shall consist exclusively of non-executive members of the Board of Directors, most of whom shall be independent.
- Appointment of the members of the Sustainability Committee and the Digital Transformation Committee.
- Vigilance with regard to existing and potential conflicts of interest between the Company on the one hand and its Management, the members of the Board of Directors or the major shareholders (including shareholders with direct or indirect power to shape or influence the composition and conduct of the Board of Directors) on the other hand, as well as the appropriate management of such conflicts and, to this end, the Board of Directors shall adopt a procedure for the supervision of transactions with a view to transparency and the protection of corporate interests.
- Responsibility for making relevant decisions and monitoring the effectiveness of the Company's management system, including decision-making procedures and delegation of powers and duties to other executives.
- Formulation, dissemination and implementation of the Company's core values and principles governing its relations with all stakeholders whose interests are related to those of the Company.
- Determination of the Company's sustainable development policy and monitoring of its implementation. Approval of all sustainability policies and procedures and the Sustainability Report.
- Approval of the Company's Rules of Operation, the Code of Corporate Governance adopted and applied by the Company, the Code of Conduct and their revisions.
- Approval of the Internal Audit Department's Charter of Operation, the Audit Committee's Charter of Operation and the Nomination and Remuneration Committee's Charter of Operation, the Sustainability Committee's Charter of Operation, the Digital Transformation's Charter of Operation and their revisions.
- Consideration of the reports of the Internal Audit Department which are submitted at least every three (3) months to the Board of Directors by the Audit Committee together with its comments.
- Consideration of the reports of the Regulatory Compliance & Risk Management Department which are

Fourlis

submitted at least every three (3) months to the Board of Directors by the Audit Committee together with its comments.

- Adoption of equal opportunities and diversity policy including gender balance for Board members.
- Diligence for the collective and individual evaluation of the members of the Board of Directors.
- Informing the shareholders, through the Company's website, about the nominated members of the Board of Directors no later than 20 days before the General Assembly's Meeting, with regard to the justification of the proposal, the detailed curriculum vitae and the determination of the eligibility criteria of the nominated members.
- Ensuring that the Company's Articles of Association, codified in its current form, is posted on the Company's website.
- Obligation to include in the corporate governance statement a reference to the fit and proper policy, the acts of its committees, the curricula vitae of the members of the Board of Directors and the senior executive officers, the participation of the members of the Board of Directors in its meetings and in the meetings of its committees and information on the number of shares of the Company held by each member of the Board of Directors and each senior executive officer of the Company pursuant to article 152 of L.4548/2018.

15.6.3 Role and Responsibilities of Executive, Non-Executive and Independent Non-Executive Members of the Board of Directors

The executive members of the Board of Directors shall deal with the day-to-day management issues of the Company and the supervision of the execution of the decisions of the Board of Directors. Their responsibilities shall include:

- The implementation of the strategy specified by the Board of Directors;
- Regular consultation with the non-executive members of the Board of Directors on the appropriateness of the strategy implemented;
- To inform in writing, either jointly or separately, the Board of Directors of existing crisis or risk situations and when circumstances require that measures be taken which are reasonably expected to have a significant impact on the Company, such as when decisions are to be taken regarding the development of the business and the risks assumed, which are expected to affect the Company's financial position. The information shall be provided without delay, by submission of a relevant report containing their estimations and proposals.

The executive members of the Board of Directors participate in a strictly limited number of other Boards of Directors (except for the Group's companies).

Fourlis

The non-executive members of the Board of Directors are responsible for supervising the execution and enforcement of the decisions of the Board of Directors and supervising the issues of tasks entrusted to them by decision of the Board of Directors. Their responsibilities include:

- Monitoring and reviewing the Company's strategy and its implementation as well as the achievement of its objectives.
- Ensuring effective supervision of executive members including monitoring and control of their performance.
- To consider and express views on proposals submitted by executive members, based on existing information.

The non-executive members of the Board of Directors meet at least annually, or/ and extraordinarily when judged appropriate without the presence of executive members in order to discuss the performance of the latter. At these meetings the non-executive members shall not act as a de facto body or a committee of the Board of Directors.

The non-executive members may request, in accordance with the procedure included in the Board of Directors' Rules of Operation, to communicate with the executives of the Company's senior management, through regular presentations by the Heads of Departments and Services.

The non-executive members of the Board of Directors do not participate in the Boards of Directors of more than five (5) listed companies and in the case of the Chairman when he is non-executive, of more than three (3).

A non-executive member of the Board of Directors shall be considered independent, provided that, in their appointment and during their term of office, they do not directly or indirectly hold a percentage of voting rights greater than zero comma five per cent (0,5%) of the share capital of the Company and are free from financial, business, family or other types of dependency relationships, which can influence their decisions and their independent and objective judgment.

The independent non-executive directors submit, jointly or separately, references and reports to the ordinary or extraordinary General Assembly of the Company's shareholders, independently of the reports submitted by the Board of Directors.

At meetings of the Board of Directors that have as their agenda issue the preparation of the financial statements of the Company or whose agenda includes issues for the approval of which a decision is to be taken by the General Assembly with increased quorum and majority in accordance with Law 4548/2018, the Board of Directors is quorate when at least two (2) independent non-executive members are present.

15.6.4 Role of the Chairman of the Board of Directors

Fourlis

The Chairman of the Board of Directors shall coordinate the operation of the Board of Directors and shall preside over it. He/she is responsible for convening the Board of Directors, determining the agenda of its meetings and ensuring the proper organisation of its work and the efficient conduct of its meetings. He/she shall ensure that the members of the Board of Directors receive timely and accurate information, with a view to the fair and equitable treatment of the interests of all shareholders, the maximisation of the return on investment and the protection of the Company's assets. He/she shall coordinate the implementation of the Company's corporate governance system and its effective implementation.

The Chairman, when he/she is absent or incapacitated, shall be replaced by the Vice-Chairman to the full extent of his/her powers.

Indicatively, the powers and duties of the Chairman of the Board of Directors are the following:

- He/she shall draw up the annual program of meetings of the Board of Directors and distribute it to its members in the first fifteen days of each year.
- He/she shall propose to the Board of Directors the issues and the date of General Assemblies.
- He/she shall determine the agenda of the meetings of the Board of Directors.
- He/she shall send to the members of the Board of Directors the material to be discussed at its meeting at least four (4) working days before the meeting.
- He/she shall coordinate the discussions among the members of the Board of Directors, formulate and put to vote the proposals on the issues of the agenda.
- He/she shall ensure the good organisation of the work of the Board of Directors and the efficient conduct of its meetings.
- He/she shall ensure that the members of the Board of Directors receive timely and accurate information, with a view to the fair and equitable treatment of the interests of all shareholders, the maximisation of the return on investment and the protection of the Company's assets.
- He/she shall attend the General Assembly of the Company's shareholders, take an active part in its proceedings and answer questions addressed to him/her by the shareholders. He/she shall provide for sufficient time to be made available through the proceedings of the General Assembly for shareholders to ask questions.
- He/she shall ensure effective communication between the Board of Directors and all shareholders and shall be available to meet with shareholders and discuss with them governance issues of the Company.
- He/she shall ensure that the views of shareholders are communicated to the Board of Directors.
- He/she shall ensure that the General Assembly of Shareholders is used to facilitate a meaningful and open dialogue with the Company.

Fourlis

- He/she shall propose to the Board of Directors the distribution of dividends, which, once approved by the Board of Directors, will be proposed to the General Assembly.
- He/she shall participate in corporate workshops/presentations (roadshows).
- He/she shall facilitate the effective participation of executive and non-executive members of the Board of Directors in its work and ensure constructive relations between its executive and non-executive members.
- He/she shall evaluate proposals from the non-executive members of the Board of Directors for the appointment of specialised directors when deemed necessary for the performance of their duties.
- He/she shall cooperate with the CEO, providing him with guidance in the context of the Board of Directors' decisions, for the drafting of the Charter of Operation, the Code of Conduct and their revisions and recommend to the Board of Directors for their approval.
- He/she shall recommend to the Board of Directors the approval of the Charter of Operation of the Audit Committee, the Nomination and Remuneration Committee, the Sustainability Committee, the Digital Transformation Committee, the Charter of Operation of the Internal Audit Department, the Charter of Operation of the Regulatory Compliance & Risk Management Department, and the Charter of Operation of the Board of Directors.
- He/she shall receive the minutes of the Audit Committee meetings and be regularly informed by its Chairman on the progress and findings of the audit procedures.
- He/she shall approve the Annual Sustainability Report.
- He/she shall propose, for approval by the Board of Directors, the organisational chart of the Company and its amendments.
- He/she shall evaluate the Company's risk management process and the effectiveness of the Company's risk management plans.
- He/she shall supervise the responsibilities of the Company Secretary.
- He/she shall evaluate, in cooperation with the CEO and the Directors, the significant investment opportunities that are presented for the Company and recommend to the Board of Directors the relevant action plans.
- He/she shall evaluate proposals from Board Committees for the hiring of external consultants, to the extent needed.
- He/she shall evaluate the effectiveness of the functioning of the Board Committees.
- He/she is a member of the Group's Executive Committee and participates in its meetings.
- He/she shall receive regular updates from the CEO (particularly in the interim periods between Board

Fourlis

meetings) on the progress of the Company and the risks it faces and any opportunities that arise. He/she shall evaluate issues and, depending on their seriousness, may convene the Board of Directors, outside of the regular annual schedule, to make decisions.

- He/she shall receive from the CEO the major procedures of the Company for submission to and approval by the Board of Directors.
- He/she shall present to the Board of Directors the progress of new projects/ activities/ partnerships for the development of the Group's business.
- He/she shall approve the induction programs for new members of the Board of Directors recommended by the Company Secretary.
- He/she shall approve the publications posted on the Company's website regarding corporate governance, management structure, ownership and other useful information to investors.
- He/she shall approve the procedures relating to corporate governance submitted by the CEO.
- He/she shall prepare the Charter of Operation of the Board of Directors and propose its approval.
- He/she shall present to the Board of Directors the Annual Financial Statements and the Management Report of the Board of Directors to be submitted for approval at the Annual General Assembly of the Company's shareholders. He/she shall submit to the Board of Directors for approval the Semi-Annual Management Report of the Board of Directors.
- He/she shall bind and represent the Company in accordance with the current Representation Protocol.

15.6.4 Role of the Vice-Chairman of the Board of Directors

The Vice-Chairman of the Board of Directors shall replace the Chairman of the Board of Directors in all executive responsibilities when he/she is absent or prevented from attending.

15.6.5 Role of an Independent Vice-Chairman or a Senior Independent Director (Lead or Senior Independent Director)

The Independent Vice-Chairman shall support the Chairman and act as a liaison between the Chairman and the members of the Board of Directors.

Furthermore, the Independent Vice-Chairman shall lead the evaluation of the Chairman conducted by the members of the Board of Directors as well as preside at the meetings of the non-executive members of the Board of Directors.

The Independent Vice-Chairman is obliged to be available and present at the General Assembly's meetings of the Company's shareholders in order to discuss corporate governance issues when and if they arise.

The Independent Vice-Chairman shall monitor and ensure the smooth and effective communication

Fourlis

between the Committees of the Board of Directors and the Board of Directors. He/she shall coordinate the non-executive members of the Board of Directors, including the independent members, in fulfilling their obligations.

15.6.6 Role of the Chief Executive Officer

The CEO is responsible for ensuring the smooth, orderly, lawful and efficient operation of the Company, in accordance with the strategic objectives, business plans and action plan, as determined by decisions of the Board of Directors and the General Assembly and the legal/regulatory framework. The CEO shall participate and report to the Board of Directors of the Company and implement the Company's strategic choices and major decisions.

The CEO and senior management shall ensure that all information necessary for the performance of the duties of the members of the Board of Directors is available to them at all times.

The CEO is responsible for ensuring the smooth, orderly, lawful and efficient operation of the Company, in accordance with the strategic objectives, business plans and action plan, as determined by decisions of the Board of Directors and the General Assembly and the legal/regulatory framework. The CEO shall participate and report to the Board of Directors of the Company and implement the Company's strategic choices and major decisions.

Indicatively, the responsibilities of the CEO are the following:

- He/she is responsible for the management and administration of the Company within the framework of the provisions of its Articles of Association, the resolutions of the General Assembly's Meetings of its shareholders and the Board of Directors and in accordance with the legislation in force.
- He/she shall ensure the protection of corporate assets and the interests of shareholders and seek to maximise the efficiency of business activities.
- He/she is responsible for drafting/revising the Charter of Operation, the Conflict of Interest Policies and Procedures and the Code of Conduct, in accordance with the instructions received from the Chairman of the Board of Directors in the context of the decisions of the Board of Directors.
- He/she is responsible for monitoring the implementation of the Board-approved Charter of Operation, Conflict of Interest Policies and Procedures and the Code of Conduct.
- He/she shall approve the procedures of the Company's Directorates. Procedures relating to corporate governance are submitted for approval to the Chairman of the Board of Directors.
- He/she shall formulate proposals to revise the Company's organisational chart in order to better meet its needs and submit it to the Chairman of the Board of Directors for approval.
- He/she shall prepare, in cooperation with the Company's Directorates, the material for the presentations concerning the significant risks faced by the Company and formulate proposals to the Chairman of the Board of Directors regarding their assessment and response.

Fourlis

- He/she shall coordinate and control the Company's Directorates and human resources in order to improve their efficiency.
- He/she shall review the action plans of the Directorates to achieve the Company's business objectives and propose any amendments to improve their performance.
- He/she shall approve the Action Plan of the Regulatory Compliance & Risk Management Unit.
- He/she shall evaluate the proposals submitted by the Directorates and determine priorities taking into account the needs of the Company and the relevant decisions of the Management bodies.
- He/she shall oversee budgetary and accounting figures regarding the Company's costs and expenses by Division and as a whole, as well as those of the investments for which he/she shall assess their efficiency.
- He/she shall regularly inform the Chairman of the Board of Directors (particularly in the interim periods between Board meetings) on the progress of the Company and its financial performance, the risks it faces and any opportunities that arise.
- He/she shall ensure the provision of the necessary resources (human, technical and financial) for the smooth, efficient and competitive operation of the Company.
- He/she shall work with the Company's legal advisors to review contracts and any other commitments undertaken by the Company.
- He/she shall cooperate with the Company's legal advisors for the lawful drafting of the Invitation Notices to General Assembly's Meetings and their lawful conduct and submit them to the Chairman of the Board of Directors for approval by the Board of Directors and in order to receive the publicity required by law.
- He/she shall present to the Board of Directors the Group's Annual Operating Plan (AOP) and its revision when required.
- At each regular meeting of the Board of Directors, he/she shall present the financial results in relation to the Group's Annual Operating Plan (AOP) and justify any deviations.
- He/she is a member of the Group's Executive Committee and participates in its meetings.
- He/she is responsible for recommending the risk management methodology to the Chairman of the Board of Directors.
- He/she shall formulate the agenda of the Executive Committee meetings and send it to the participants.
- At the meetings of the Executive Committee, he/she shall present the Group's financial results vs Prior Year and AOP, in cooperation with the Chief Financial Officer.
- He/she shall approve the objectives of the Company's Directors.
- He/she shall evaluate the performance of the Company's Directors and make proposals to the Nomination and Remuneration Committee.
- He/she shall inform the Board of Directors, in cooperation with the Chairman, on the general progress

Fourlis

of the Company and other matters.

- He/she shall oversee the operation of subsidiaries in Greece and abroad.
- He/she shall work with the Boards of Directors of the subsidiaries, receiving reports on the progress of their operations, the risks they face and any opportunities that arise. He/she shall evaluate and present matters to the Chairman of the Board of Directors and the Board of Directors of the Company.
- He/she shall study scenarios and alternative proposals for the Group's development in new activities in Greece and abroad. He/she shall process, evaluate and present the issues to the Chairman of the Board of Directors and the Board of Directors of the Company for approval of the relevant investment plans.
- He/she is responsible for overseeing the progress of the work for the preparation of the Financial Statements, the Sustainability Report and the Management Reports of the Board of Directors.
- He/she shall provide the members of the Board of Directors with any information they consider necessary for the performance of their duties at any time.
- He/she shall discuss with the Company's auditors the most significant findings from their audit.
- He/she shall sign the representation letters requested by the auditors.
- He/she shall organise meetings with the Directors and executives of the subsidiaries and coordinate their presentations on the review of the progress of the business activities and their future prospects.
- He/she shall participate in corporate workshops/presentations (road shows).
- He/she shall represent the Company in employers' organisations, chambers, unions and associations and promote the interests of its shareholders.
- He/she shall receive the minutes of the Audit Committee meetings and be regularly informed by its Chairman on the progress and findings of the audit procedures in the context of informing the members of the Board of Directors.
- He/she shall attend the General Assembly of the Company's shareholders, take an active part in its proceedings and answer questions addressed to him/her by the shareholders.
- He/she shall bind and represent the Company in accordance with the current Representation Minutes.

15.6.7 Role of the Company Secretary

The Board of Directors and its Committees are supported by a competent, qualified and experienced Company Secretary. The role of the Company Secretary is to provide practical support to the Chairman and the other members of the Board of Directors, collectively and individually, in the light of the compliance of the Board of Directors with the internal rules and the relevant laws and regulations. The responsibilities of the Company Secretary include, but are not limited to:

- Checking the legality of the proposals to the Board of Directors as detailed in the Company's procedures and charter of operations and by the decisions of the Board of Directors.

Fourlis

- Legal preparation of the agenda items for the meetings of the Board of Directors of the Company in cooperation with the Legal Department.
- Ensuring a good flow of information between the Board of Directors and its Committees and between senior management and the Board of Directors.
- Ensuring the effective organisation of shareholders' meetings and the generally good communication of the latter with the Board of Directors, with a view to the Board of Directors' compliance with legal and statutory requirements.
- Maintaining records of Board members for compliance with the law (indicatively, independence, Audit Committee and Nomination and Remuneration Committee membership requirements, transaction disclosures, inside information, conflict of interest, updated detailed CVs, etc.).
- Assisting the Audit Committee in its work with the assistance of the Internal Audit Director where necessary, organizing the Audit Committee meetings (regular meetings are held every quarter), issuing the agenda and keeping the minutes of the Audit Committee meetings, coordinating the meetings with the external auditors, with the members of the Audit Committee and with the Group's CFO and preparing the necessary material for the presentation of the issues to be discussed during the meetings of the Audit Committee.
- Assisting the Sustainability Committee in its work by organising the meetings of the Sustainability Committee (regular meetings are held every six months), issuing the agenda and keeping the minutes of the Sustainability Committee meetings, coordinating meetings with the external auditors, with the members of the Sustainability Committee, preparing the necessary material for the presentation of the issues to be discussed during the Sustainability Committee meetings.
- Assisting the Nomination and Remuneration Committee in its work in cooperation with the Secretary of the Committee.
- Assisting the Digital Transformation Committee in its work in cooperation with the Committee's Secretary.
- Establishing an induction program for the members of the Board of Directors, immediately after the beginning of their term of office and their continuous information and training on issues concerning the Company.

The appointment and removal of the Company Secretary is a matter for the Board of Directors as a collective body. All members of the Board of Directors shall have access to the services of the Company Secretary.

15.6.8 Operation of the Board of Directors

The operation of the Board of Directors is described in detail in the Charter of Operation of the Board of

Fourlis

Directors of the Company. In this charter is described at least the manner in which it meets and takes decisions and the procedures it follows, taking into account the relevant provisions of the Articles of Association and the mandatory provisions of the law. The Charter of Operation includes, for example, the following:

- Election of the Board of Directors
- Members of the Board of Directors
- Determination of the independence of nominated or current members of the Board of Directors
- Term of the Board of Directors
- Establishment of the Board of Directors in a body
- Responsibilities of the Board of Directors
- Duties and conduct of the members of the Board of Directors
- Committees of the Board of Directors
- Prohibitions
- Meetings of the Board of Directors
- Quorum of the Board of Directors and decision-making
- Support for the operation of the Board of Directors
- MINUTES OF THE BOARD OF DIRECTORS
- Fit and Proper policy for Board members
- Remuneration policy for members of the Board of Directors
- Introductory briefing program for the members of the Board of Directors
- Evaluation of the BoD and its Committees
- Evaluation of the Corporate Governance System
- Evaluation of the Internal Audit System

The Board of Directors meets with the required frequency in order to perform its duties effectively. At the beginning of each calendar year, the Board of Directors adopts a calendar of meetings and a 12-month action plan, which may be revised according to developments and the needs of the Company, in order to ensure the proper, complete and timely fulfillment of its duties and the consideration of all issues on which it takes decisions.

The collective evaluation of the Board of Directors and its Committees is carried out annually using self-assessment questionnaires completed via a platform by the members of the Board of Directors, which are presented to the Board of Directors annually. The Chairman of the Board of Directors and the Chief Executive Officer are also evaluated through the same procedure. The individual evaluation of the members of the Board of Directors is carried out annually using questionnaires completed by each member and submitted to the Chairman of the Board of Directors to complete the evaluation process.

Fourlis

Immediately after the new members of the Board of Directors take up their duties, a special introductory briefing program is implemented, which includes briefings, presentations and discussions with key members of the Board of Directors in order for them to understand the purpose and nature of the Company's business. In addition, the new members shall be informed of their obligations regarding the Code of Conduct, the Code of Corporate Governance, the Charter of Operation, the stock exchange legislation and, in general, the policies and procedures governing the operation of the Company. The introductory briefing program also includes meetings with the Company's regular auditors.

Information on the participation of the members of the Board of Directors in its meetings and in the meetings of the Committees of article 10 of Law 4706/2020 is given in section 15.11.

The Board of Directors met twenty (20) times during the year 2025. At the meetings of the Board of Directors that had as their subject the preparation of the Company's financial statements or whose agenda included issues for the approval of which the General Assembly's Meeting of Shareholders was required to adopt a decision with an increased quorum and majority, in accordance with Law 4548/2018, the Board of Directors was quorate and at least two (2) independent non-executive members were present.

The operation of the Board of Directors is supported by four (4) Committees: The Audit Committee, the Nomination and Remuneration Committee, the Digital Transformation Committee and the Sustainability Committee.

The Secretary of the Audit and Sustainability Committees is the Company Secretary Ms. Maria Theodoulidou, whose CV is included in section 15.10.

The Secretary of the Nomination and Remuneration Committee is the Director of Human Resources Mr. Charalambos Thomopoulos, whose CV is included in section 15.10. The work of the Nomination and Remuneration Committee is also supported by the Company Secretary.

The Secretary of the Digital Transformation Committee is Mr. Alexandros Stergiou, whose CV is included in section 15.10. The work of the Digital Transformation Committee is also supported by the Company Secretary.

15.6.9 Audit Committee

As of 31/12/2025, the Audit Committee has been established in a body as follows:

Independent Vice-Chairman, Independent Non-Executive Member, Chairman of the Audit Committee and Member of the Nomination and Remuneration Committee	Stylianos Stefanou, son of Markos
Director, Independent Non-Executive Member, Member of Audit Committee	Maria Georgalou, daughter of Sofoklis
Director, Independent Non-Executive member, Member of the Audit Committee and Member of the Digital Transformation Committee	Stavroula Kampouridou, daughter of Alexandros

The Audit Committee operates in accordance with Article 44 of L.4449/2017 as amended by Article 74 of L.4706/2020, Articles 10, 15 and 16 of L.4706/2020 and the EU Regulation no. 537/2014, the Hellenic Code of Corporate Governance, that the Company has voluntarily adopted (<https://www.esed.org.gr>) and the provisions of the Company's Charter of Operation. The Audit Committee has the following obligations:

a) With regard to the supervision of the regular audit:

- It is responsible for the selection process of the regular auditor and makes proposals to the Board of Directors regarding the appointment, reappointment and removal of the regular auditor, as well as the remuneration and terms of employment of the regular auditor under article 44 "Audit Committee" of L. 4449/2017 and article 16 of Regulation (EU) 537/2014 to be approved by the General Assembly.
- It examines and monitors the independence of the regular auditor and the objectivity and effectiveness of the audit process, taking into account the relevant professional and regulatory requirements in Greece.
- It reviews and monitors the provision of additional services to the Company by the audit firm to which the regular auditor(s) belong for this purpose, has developed and implements a procedure for approving the receipt of non-audit services from the audit firm that performs the statutory audit of the individual and consolidated financial statements of the Group companies and oversees its implementation.
- It reviews the financial reports prior to their approval by the Board of Directors in order to evaluate the completeness and consistency of these in relation to the information that has been put into consideration as well as the accounting principles applied by the Company and informs the Board of Directors accordingly.
- It organises meetings with the Management / relevant executive officers during the preparation of the financial reports as well as with the auditor during the planning and audit stage, during its execution and during the preparation of the audit reports.
- It is informed of the process and time-schedule of the preparation of the financial reporting by the management and of the annual statutory audit program by the auditor.

Fourlis

- It receives from the regular auditor a supplementary report based on Article 11 of Regulation (EU) 537/2014, which includes the results of the statutory audit and any weaknesses of the internal control system, in particular, the weaknesses of the financial reporting procedures for the preparation of the financial statements and informs the Chairman, the CEO and the Board of Directors of the company.
 - It informs the Board of Directors of the outcome of the statutory audit and explains how the statutory audit contributed to the integrity of the financial reporting and what the role of the EU was in this process.
 - It monitors the performance of the external auditors, taking into account any findings and conclusions of the competent authority in accordance with par. 6 of Article 26 of Regulation (EU) No. 537/2014.
- b) With regard to the financial reporting process and the internal control, regulatory compliance and risk management system, the Audit Committee:
- monitors the financial reporting process and makes recommendations or suggestions to ensure its integrity and the reliability of the Company's financial statements.
 - It oversees all official communications concerning the Company's financial performance (announcements, press releases), informs the Board of Directors of its findings and submits proposals for improvement as it deems necessary.
 - It reviews the Company's internal financial controls and monitors the effectiveness of the Company's internal control, regulatory compliance and risk management systems. To this end, the Audit Committee periodically reviews the company's internal control and risk management system to ensure that the main risks are properly identified, managed and disclosed. It informs the Board of Directors of its findings and submits proposals for improvement as it deems necessary.
 - It thoroughly examines and evaluates important issues such as:
 - Significant judgements, assumptions and estimates in the preparation of the financial statements
 - The valuation of assets at fair value.
 - The assessment of the recoverability of assets.
 - The adequacy of disclosures about the significant risks faced by the Company.
 - Significant transactions with related parties.
 - The significant unusual transactions.
 - Compliance with accounting principles and standards and any changes since the previous financial year.
 - It examines conflicts of interest during the Company's transactions with related parties and submits relevant reports to the Board of Directors.
 - It examines the existence and content of those procedures whereby the Company's employees may, in confidence, express their concerns about possible irregularities and irregularities in financial reporting or other matters relating to the Company's operation. The Audit Committee shall ensure that

Fourlis

procedures are in place for the effective and independent investigation of such matters and for dealing with them appropriately.

- It reviews the regulatory compliance system, which includes the establishment and implementation of appropriate and updated procedures, in order to achieve full and continuous compliance of the Company with the applicable regulatory framework in a timely manner and to have a complete picture of the extent to which this objective is achieved at all times.
- It reviews the policy and procedure for the periodic assessment of the internal control system by persons with proven relevant professional experience and who do not have dependency relationships in accordance with article 14 of L. 4706/2020.

c) As regards the supervision of the Regulatory Compliance & Risk Management Department, the Audit Committee:

- Ensures the effective operation of the Regulatory Compliance & Risk Management Department in accordance with best practices and methodologies for the professional implementation of regulatory compliance and risk management.
- Identifies and reviews the charter of operation of the Company's Regulatory Compliance & Risk Management Department.
- Monitors and supervises the proper functioning of the Regulatory Compliance & Risk Management Department and reviews the quarterly audit reports of the Department.
- Ensures the independence of regulatory compliance and risk management, by proposing to the Board of Directors the appointment and revocation of the Head of the Regulatory Compliance & Risk Management Department.
- Meets regularly with the Head of the Regulatory Compliance & Risk Management Department to discuss issues within his/her area of responsibility.
- The Head of the Regulatory Compliance & Risk Management Department reports administratively to the Director of Procurement and Corporate Governance and operationally to the Audit Committee.
- The Head of the Regulatory Compliance & Risk Management Department shall submit to the Audit Committee an annual audit plan and the requirements for the necessary resources, as well as the adverse effects of the elimination of the resources or the audit work of the unit in general. The annual regulatory compliance and risk management program shall be prepared on the basis of the Company's risk assessment after taking into account the opinion of the Audit Committee. The annual regulatory compliance and risk management program shall be approved by the Board of Directors.
- It receives a quarterly report from the Regulatory Compliance & Risk Management Director on the progress of the work of the Company's Regulatory Compliance & Risk Management Department and presents it to the Board of Directors of the Company together with its comments and findings.

d) As regards the supervision of the Internal Audit Department, the Audit Committee:

Fourlis

- Ensures the effective operation of the Internal Audit Department in accordance with standards for the professional application of internal control.
- Identifies and reviews the charter of operation of the Company's Internal Audit Department.
- It monitors and reviews the proper functioning of the Internal Audit Department and reviews the quarterly audit reports of the Department.
- It ensures the independence of the internal audit by proposing to the Board of Directors the appointment and removal of the Head of Internal Audit.
- It meets regularly with the Head of the Internal Audit Department to discuss issues under its responsibility and problems that may arise from internal audits.
- The Head of the Internal Audit Department reports administratively to the CEO and operationally to the Audit Committee.
- The Head of the Internal Audit Department shall submit to the Audit Committee an annual audit plan and the resource requirements and the impact of resource constraints or the audit work of the unit in general. The annual audit program is prepared on the basis of the Company's risk assessment after taking into account the opinion of the Audit Committee. The annual audit program shall be approved by the Board of Directors.
- It receives a quarterly report from the Internal Audit Director on the progress of the work of the Company's Internal Audit Department and presents it to the Board of Directors of the Company together with its observations and findings.

e) Regarding sustainable development:

- It includes in the annual report submitted to the Annual General Assembly's meeting a description of the Company's sustainable development strategy and policy.
- It reviews the Sustainability Report before its approval by the Board of Directors in order to assess its completeness and informs the Sustainability Committee and the Board of Directors accordingly.
- It informs the Board of Directors of the outcome of the statutory audit of the Sustainability Report and explains how the statutory audit contributed to the integrity of the non-financial reporting and what the role of the Audit Committee was in this process.

The operation of the Audit Committee is described in detail in the Charter of Operation of the Audit Committee (Audit Committee Charter) approved by the Board of Directors of the Company and is uploaded on the Company's website (<http://www.fourlis.gr>). The Audit Committee shall use any resources it deems appropriate to fulfil their purpose, including services from external consultants.

Information on the participation of the members in Audit Committee meetings is given in section 15.11.

The discussions and decisions of the Audit Committee are recorded in minutes in accordance with article 74 of Law 4706/2020, which are approved by electronic mail by the members present, in accordance with

article 93 of Law 4548/2018. The Secretary of the Board of Directors acts as Secretary of the Audit Committee.

For the year 2025, the Audit Committee has prepared an Annual Report to the Annual General Assembly of the Company's Shareholders which is included in section 17 of the Management Report of the Board of Directors.

As part of its role, the Audit Committee for the year ended on 31/12/2025 approved the delivery of non-audit services, in order to ensure the independence of the Certified (Sworn) Auditors. For the Group, the percentage of other fees (non-audit services) in relation to audit services was 3% and for the Company 0%.

15.6.10 Nomination and Remuneration Committee

The Nomination and Remuneration Committee has been established in a body as follows:

Director, Independent Non-Executive Member, Chairman of the Nomination and Remuneration Committee and Member of the Digital Transformation Committee	Nikolaos Lavidas, son of Panagiotis
Independent Vice-Chairman, Independent Non-Executive Member, Chairman of the Audit Committee and Member of the Nomination and Remuneration Committee	Stylios Stefanou, son of Markos
Director, Independent Non-Executive member, Member of the Nomination and Remuneration Committee, Member of the Digital Transformation Committee and Member of the Sustainability Committee	Konstantinos Paikos, son of Petros-Elias

The Company's Nomination and Remuneration Committee has been established to support the Board of Directors in fulfilling its obligations to shareholders to ensure that the nomination of candidates for the Board of Directors is carried out in a meritocratic and objective manner, in order to ensure the smooth succession of its members and senior executives for the long-term success of the Company. As part of its role, the Nomination and Remuneration Committee identifies and proposes to the Board of Directors persons suitable for Board membership, based on a procedure provided for in its Charter of Operation. For the selection of nominees, it takes into account the factors and criteria set by the Company, in accordance with its Fit and Proper Policy.

The Nomination and Remuneration Committee makes proposals to the Board of Directors regarding the Remuneration Policy submitted for approval to the General Assembly (Law 4548/2018, art.112) and the remuneration of the persons falling within the scope of the Remuneration Policy and of the Company's executives, in particular the head of the internal audit unit, and examines 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 Assembly. The remuneration policy and practices adopted by the Company are characterised by fairness and accountability and clearly link the Company's performance to that of the individual.

In the context of its role, the Nomination and Remuneration Committee:

- shall participate in the determination of the selection criteria and the procedures for the appointment of the members of the Board of Directors;
- shall submit proposals for the Diversity Policy including gender balance.
- shall submit proposals to the Board of Directors for the nomination of candidate members within the approved Fit and Proper Policy;
- shall carry out the procedure of identifying and selecting nominees to become members of the Board of Directors within the framework of the approved Fit and Proper Policy;
- shall submit proposals to the Board of Directors for the revision of the Fit and Proper Policy, if required;
- shall periodically assess the size and composition of the Board of Directors and make proposals for consideration on its desired profile;
- shall assess the existing balance of qualifications, knowledge, opinions, skills, experience relevant to the company's objectives and gender and, based on this assessment, it shall outline the role and the skills required to fill vacancies;
- shall submit proposals to the Board of Directors for the succession planning of the Company's senior executives;
- shall inform the Board of Directors on the results of the implementation of the Fit and Proper Policy for the members of the Board of Directors and the measures taken, if any, in case of deviations;
- shall review the Annual Remuneration Report of the members of the Board of Directors;
- shall recommend to the Board of Directors the targets for the Company's current Long Term Incentive Plans and it shall confirm their successful implementation;
- shall design and recommend to the Board of Directors new executive compensation programs;
- shall submit proposals to the Board of Directors regarding the remuneration of the members of the Board of Directors within the framework of the approved Remuneration Policy;
- shall submit proposals to the Board of Directors for the revision of the Remuneration Policy, provided it is required;
- shall inform the Board of Directors on the results of the implementation of the Remuneration Policy for the members of the Board of Directors and the measures taken in case of deviations;
- shall submit proposals to the Board of Directors regarding the remuneration of the Company's senior executive officers, in particular of the head of the internal audit unit.

Information on the participation of members in the Nomination and Remuneration Committee's meetings



is provided in section 15.11.

The operation of the Nomination and Remuneration Committee of the Board of Directors is described in detail in its Charter of Operation approved by the Board of Directors of the Company and is uploaded in the Company's website (<http://www.fourelis.gr>). The Nomination and Remuneration Committee shall use any resources it deems appropriate to fulfil their purpose, including services from external consultants.

The discussions and decisions of the Nomination and Remuneration Committee are recorded in minutes in accordance with article 74 of L.4706/2020, which are approved by electronic mail by the members present, in accordance with article 93 of L.4548/2018. The Group's Human Resources Director, assisted by the Secretary of the Board of Directors, acts as Secretary of the Nomination and Remuneration Committee.

15.6.11 Digital Transformation Committee

The Digital Transformation Committee was established by the Board of Directors' decision as of 25/11/2024 and has been established in a body as follows:

Director, Independent Non-Executive member, Member of the Nomination and Remuneration Committee, Chairman of the Digital Transformation Committee and Member of the Sustainability Committee	Konstantinos Paikos, son of Petros-Elias
Director, Independent Non-Executive member, Member of the Audit Committee and Member of the Digital Transformation Committee	Stavroula Kampouridou, daughter of Alexandros
Director, Independent Non-Executive Member, Chairman of the Nomination and Remuneration Committee and Member of the Digital Transformation Committee	Nikolaos Lavidas, son of Panagiotis
Chief Executive Officer, Executive Member, Member of the Sustainability Committee and Member of the Digital Transformation Committee	Ioannis Vasilakos, son of Dimitrios

The main mission of the Digital Transformation Committee is to constitute an advisory body to the Board of Directors on issues related to the monitoring of developments in the areas of digital technology, security and innovation and their implementation in the Group, taking advantage of the benefits they offer in order to facilitate the achievement of the Group's strategic objectives.

15.6.12 Sustainability Committee

The Sustainability Committee was established by the Board of Directors' decision as of 25/11/2024 and has been established in a body as follows:

Director, Executive Member, Director of Sustainability and Social Responsibility and Chair of the Sustainability Committee	Lida Fourlis, daughter of Stylianos
CEO, Executive Member, Member of the Digital Transformation Committee and Member of the Sustainability Committee	Ioannis Vasilakos, son of Dimitrios
Director, Independent Non-Executive member, Member of the Nomination and Remuneration Committee, Chairman of the Digital Transformation Committee and Member of the Sustainability Committee	Konstantinos Paikos, son of Petros-Elias

The Sustainability Committee is responsible for overseeing the Group's significant sustainability impacts, risks and opportunities. The Committee meets at least twice a year and is informed on the implementation of the sustainability due diligence procedures, as well as on the effectiveness of the Group's policies, actions, metrics and ESG objectives. The Sustainability Committee recommends the sustainability objectives and strategy to the Board of Directors.

In addition, it monitors the process of preparation of the Sustainability Report and cooperates with the Audit Committee for the proposal of its approval by the Board of Directors. The Sustainability Committee monitors the sustainability indicators and presents them to the Board of Directors.

The short, medium and long-term sustainable development business and investment plans, objectives, the assessment of related risks and opportunities and the annual action plans are evaluated and approved by the Group's Board of Directors under proposal of the Sustainability Committee.

15.6.13 Executive Committee

In addition to the above Board of Directors' Committees, an Executive Committee has been established and operates in the Company with an advisory and proposing character, but also with an executive character, to the extent that it is assigned with specific executive responsibilities by the Board of Directors. In the Executive Committee participate the executive members of the Board of Directors, the Chief Executive Officers of its major subsidiaries and the Directors of Human Resources, Information Technology, Information Systems Security, Investor Relations and Corporate Communication, Finance, Procurement and Corporate Governance.

15.6.14 Information on the number of shares held by the members of the Board of Directors and the executive officers of the Company

Information on the number of shares held by the members of the Board of Directors and executives of the Company is given in section 15.12.

15.6.15 Corporate Governance System (CGS)

The Company's Corporate Governance System shall include, indicatively:

Fourlis

- Code of Conduct line– Whistleblowing System
- Policy to combat discrimination, violence and harassment at work
- Suppliers' Code of Conduct
- Human Rights Policy
- Equal Opportunities and Diversity Policy
- Strategy and Policy for Sustainable Development (Sustainability Policy)
- Sustainable Development Due Diligence Policy
- Related Parties Transaction Policy
- Policy and Procedure for the Prevention, Identification and Management of Conflicts of Interest
- Remuneration Policy
- Fit and Proper Policy for the Members of the Board of Directors (Fit and Proper Policy)
- Code of Conduct
- Management Procedure for Combating Fraud, Corruption and Bribery
- Health and Safety Policy
- Procurement Policy and Ethical Statement of Compliance
- Privacy Policy (GDPR Policy)
- Charter of Operation
- Risk Management System
- Internal Control System (ICS)
- Regulatory Compliance System
- Supplier Due Diligence Acceptance Policy
- Internal Audit Unit
- Shareholder Services and Corporate Communications Unit
- Information Security Division

The Corporate Governance System (CGS) is defined as the set of Policies, Regulations and other rules governing the management and operation of the Company and resulting from the provisions of articles 1 to 24 of L. 4706/2020 and shall include at least the following:

- (a) an adequate and effective Internal Control System (ICS), including risk management and compliance systems;
- (b) adequate and effective procedures to prevent, detect and suppress situations of conflict of interest;
- (c) remuneration policy, which contributes to the Company's business strategy, long-term interests and sustainability;



d) adequate and effective communication mechanisms with shareholders, in order to facilitate the exercise of their rights and active dialogue with them (shareholder engagement).

Periodic evaluation of the Corporate Governance System (CGS)

The evaluation of the CGS shall be carried out periodically at least every three years. The first evaluation period covered the period from 17/7/2021 to 31/12/2022 and the evaluation was carried out from May to August 2023. The second evaluation period covered the period from 1/1/2023 to 31/12/2025 and was completed in February 2026.

Evaluation range

The Board of Directors oversees the implementation of the CGS, monitors and evaluates its implementation and effectiveness and takes appropriate action to address any shortcomings.

In the above context, the scope of the CGS evaluation range is determined by the Board of Directors supported by the Company's Audit Committee and Procurement and Corporate Governance Department.

Prior to the start of the evaluation, the units and the subsidiaries to be included in the evaluation range are identified.

Areas, scope and method of evaluation

The objective of the assessment is to evaluate the degree of compliance of the CGS with the applicable institutional and supervisory corporate governance requirements.

In assessing the adequacy and effectiveness of the CGS, the Company's arrangements are considered, which include the following sections:

Evaluation areas	Evaluation objects	References to the current institutional and supervisory framework	Method of Evaluation
1. ICS	<p>The ICS which is assessed in accordance with the provisions of the "Policy for the periodic assessment of the ICS" and in particular with regard to its 5 key components based on the guidelines provided by the Capital Market Commission.</p> <ul style="list-style-type: none"> The Control Environment The Risk Assessment The Control Activities Information & Communication Monitoring. <p>It is noted that any findings, conclusions, suggestions for improvement and management comments / action plans / timetables included in the ICS evaluation report that preceded the evaluation of the CGS (see par. 3.5.3) are assessed and taken into account in the evaluation of the CGS.</p>	Decision of the Capital Market Commission (HCMC) 1/891/30.9.2020	External evaluation and annual internal audit of the Internal Audit Department
2. Conflict of interest	Maintaining approved and updated conflict of interest procedures and ensuring that any cases of conflict of interest are identified, investigated and managed within a reasonable time.	Art. 13 par. 1b of L. 4706/2020.	External evaluation and reports of the Internal Audit Department
3. Communication mechanisms with Shareholders	<p>The adequacy and effectiveness of the communication mechanisms with shareholders as documented by the following:</p> <ul style="list-style-type: none"> the notification of shareholders by the Board of Directors regarding its nominees; the operation of the shareholder service and corporate communications unit; the certification of the Charter of Operation and the financial reporting process; compliance with the commitments for the use of the funds in relation to the increase of share capital by cash payment, or the issue of a bond loan by public offer; the disposal of the Company's assets. 	Art.13 par. 1c and 18, 19, 20 of L. 4706/2020.	Internal Audit Department (additional internal audit)
4. Remuneration Policy	Maintaining an approved and updated remuneration policy in accordance with the requirements of the institutional and supervisory framework and its application to the remuneration (regular and extraordinary) of the persons covered by the policy.	Art. 13 par. 1d of L. 4706/2020. Also relevant articles of L. 4548/2018.	Reports of the Internal Audit Department
5. Fit and Proper Policy	Adherence to an approved and updated fit and proper policy and the application of the suitability (fit and proper) assessment criteria.	Art.3 and 9 par. 1,2 of L. 4706/2020. Circular No. 60/18.09.2020 of the HCMC.	Internal Audit Department (additional internal audit)
6. Board of Directors	The composition, organisation and operation of the Board of Directors.	Art.3, 4, 5, 6, 7, 8, 9 (par. 3, 4 and 5) of L. 4706/2020. Decision of the Hellenic Capital Market Commission (HCMC) 1/891/30.9.2020 - Control Environment-BoD	Internal Audit Department (additional internal audit)
7. Committees of the Board of Directors	The organization and operation of the Committees of the Board of Directors.	Articles 10, 11 and 12 of L. 4706/2020 Decision of the Hellenic Capital Market Commission (HCMC) 1/891/30.9.2020 - Control Environment-BoD	Internal Audit Department (additional internal audit)
8. Charter of Operation	The maintenance of updated and duly approved operating regulations of the Company in compliance with the minimum content required by the institutional and supervisory framework and of its major subsidiaries.	Article 14 of L. 4706/2020	Reports of the Internal Audit Department

Evaluation areas	Evaluation objects	References to the current institutional and supervisory framework	Method of Evaluation
9. Charter of Operation	The maintenance of updated and duly approved operating regulations of the Company in compliance with the minimum content required by the institutional and supervisory framework and of its major subsidiaries.	Article 14 of L. 4706/2020	Reports of the Internal Audit Department
10. Increases in share capital by cash payment or bond issue Changes in the use of capital raised	Compliance with the provisions of Article 22 of the Law in the case of share capital increases with cash payment or the issue of a bond loan with a public offer and publication of a prospectus.	Article 22 of L. 4706/2020	Reports of the Internal Audit Department
11. Disposal of the Company's assets	Compliance with the provisions in cases of disposal, in one or more transactions, of assets falling under the provisions of Article 23 of the Law.	Article 23 of L. 4706/2020	Reports of the Internal Audit Department
12. Corporate Governance Code	The adoption and implementation of a corporate governance code prepared by a reputable body.	Article 17 of L. 4706/2020 HCCG of the HCGC (June 2021)	Internal Audit Department (additional internal audit)

Evaluation framework

The assessment of the adequacy of the CGS is carried out on the basis of the International Professional Standards Framework for Internal Auditing (Institute of Internal Auditors: The International Professional Practices Framework).

In case it is carried out by an external evaluator then the assessment of the adequacy of the CGS is carried out on the basis of the good international practices.

Evaluation Assignment/ criteria

The evaluation of the CGS is carried out internally by the Company's Internal Audit Department with the assistance of any other Departments required and with the supervision of the Audit Committee. Every 6 years it may be carried out by an external evaluator following an external assignment.

In the case of an internal audit carried out by the Internal Audit Department, the audit shall be carried out on the basis of its internal policies/procedures.

In case the audit is assigned to an external evaluator, it is ensured that the latter has the following characteristics, as defined in the Decision 1/891/30.09.2020 of the Hellenic Capital Market Commission:

The evaluator shall be a legal or natural person or an association of persons. The evaluator must have the following characteristics:

Issues of independence and objectivity

Independence and objectivity shall be taken into account in the selection of the CGS evaluator. The evaluator and the members of the evaluation project team must be independent and have no dependency relationships, in accordance with par. 1 of Article 9 of the Decision, as specified in par. 2, of L. 4706/2020, and must be objective in the performance of their duties.

Fourlis

Objectivity is defined as an impartial attitude and mindset, which allows the evaluator to perform his/her work as he/she believes and not to compromise on its quality. Objectivity requires that the evaluator's judgment is not influenced by third parties or by any incidents.

In the context of ensuring independence and objectivity, the evaluation of the ICS may not be carried out by the same evaluator for a third consecutive evaluation.

Proven relevant professional experience and training

The selection of the CGS evaluator shall take into account issues related to his/her knowledge and professional experience. In particular, the head of the project team of the CGS evaluation and in any case the signatory of the evaluation must have the appropriate professional certifications (depending on the professional standards relied upon) and proven relevant experience (such as for example in CGS evaluation projects and corporate governance structures).

The evaluator shall take all necessary measures to ensure that during the execution of the project the persons involved have appropriate knowledge and experience of the tasks assigned to them and that he/she uses appropriate quality assurance systems, adequate human and material resources and procedures to ensure the continuity, regularity and quality of the execution of the work.

The evaluation of prospective providers in case the evaluation is conducted by an external evaluator starts with the Company's Board of Directors' order to the Audit Committee and the Chief Executive Officer to collect three (3) written and signed offers from objective, independent, proven certified and sufficiently experienced evaluators who meet the criteria of L. 4706/2020 and Decision 1/891/30.9.2020 of the Hellenic Capital Market Commission.

The next step of the assignment process is the recommendation of the Company's CEO to the Audit Committee as regards the appropriate evaluator based on the regulatory criteria mentioned above as well as technical and financial criteria.

The Company's Audit Committee reviews the CEO's recommendation and in turn makes a recommendation to the Company's Board of Directors, which is ultimately responsible for the selection of the evaluator and the assignment of the evaluation of the CGS.

Carrying out of the evaluation

The evaluation is carried out on the basis of good international practices and the approved CGS Evaluation Policy and Procedure.

In the case of an evaluation by an external evaluator, it is ensured that it is carried out in accordance with the provisions of the relevant award contract.

Fourlis

The Company's involved units ensure the timely and complete submission of the required material and the availability of their staff to conduct interviews and provide clarifications (where required).

Report of evaluation results

The report on the results of the evaluation shall include both a summary of the observations and a detailed presentation of the observations.

The summary includes the evaluator's conclusion on the adequacy and effectiveness of the CGS. It also includes the major findings of the assessment, the risks and their consequences and the Company's management response to them, including the relevant action plans with clear and realistic time-frames.

The detailed presentation includes all the findings of the evaluation with relevant comments.

The evaluation report shall explicitly state the date of its drafting, the reference date of the evaluation and the period covered. The evaluation report is submitted to the Board of Directors and the Audit Committee is informed at the same time. In addition, the results of the report are included in the annual Corporate Governance Statement.

The first evaluation period covered the period from 17/7/2021 until 31/12/2022, was conducted from May to August 2023 and the report of the evaluation results was presented to the Board of Directors in September 2023.

The second evaluation period covered the period from 1/1/2023 until 31/12/2022, was concluded in February 2026 and the report of the evaluation results was presented to the Board of Directors in March 2026.

The evaluation of the adequacy and effectiveness of the CGS shall follow the periodic evaluation of the ICS as described in the "Internal Control System (ICS) Evaluation Procedure" and shall be completed within 6 months or at the latest within the same calendar year from the completion of the ICS evaluation.

Monitoring of actions to address evaluation findings

The monitoring of the implementation of the actions to address the findings of the CGS evaluation constitutes the responsibility of the Board of Directors, with the coordination of its Chairman and the Procurement and Corporate Governance Department. The Audit Committee is informed in parallel on the response to the findings of the evaluation through the Internal Audit Department, which also monitors the implementation of corrective actions.

Update/approval of the CGS Evaluation Policy and Procedure

Fourlis

The Policy and Procedure is reviewed on a regular basis to determine the extent to which it needs to be updated, taking into account the effectiveness of its implementation, as well as any changes in the institutional and supervisory framework.

Its review, updating and approval falls under the responsibilities of the BoD. The Department for Procurement and Corporate Governance, assisted by the Internal Audit Department, is responsible for the development and updating of the CGS Evaluation Policy and Procedure.

15.6.16 Code of Conduct line – Whistleblowing System

Each subsidiary of the Group has access to the Information Reporting System (Code of Conduct Line - Whistleblowing). The Group shall comply with the Directive 2019/1937 of the European Parliament and of the Council on the protection of individuals reporting violations of the Union law, as this Directive has been incorporated in L.4990/2022.

The Directive provides for the establishment of an internal and external system for reporting breaches of EU law, the protection of individuals reporting such breaches and the organisation of the procedure for the submission, receipt and follow-up of reports and the sanctions to be imposed in the event of a breach.

With respect to the fundamental rights of freedom of expression and information, protection of personal data, freedom of business and good administration, protection of consumers, public health and the environment, and in order to ensure a high level of protection of persons who report violations of the law and any law provision, the Whistleblowing System (Code of Conduct Line) has been established. It is a system with internal reporting channels and procedures for monitoring reports of breaches, which **indicatively** may relate to the following:

- Product safety and compliance;
- Money laundering;
- Protection of the environment;
- Food safety;
- Public health protection;
- Consumer protection;
- Protection of privacy and personal data;
- Rules and provisions of corporate tax law;
- Violence, discrimination and harassment at work.

The Information Reporting (Whistleblowing) System applies to whistleblowers who have obtained information about violations in a workplace context and at least to the following:

Fourlis

- Employees, i.e. those who provide services for which they receive remuneration, regardless of whether their employment is full-time or part-time, permanent or seasonal or seconded from another institution.
- Shareholders and persons belonging to the administrative, management or supervisory body of a company, including non-executive members, as well as volunteers and paid or unpaid interns;
- Any persons working under the supervision and instructions of contractors, subcontractors and suppliers;
- Reporting parties when they report or publicly disclose information about violations obtained in the context of an employment relationship that has since ended;
- Reporting parties whose employment relationship has not yet started, in cases where information about violations has been obtained during the recruitment process or at another stage of negotiation before the contract is concluded.

The Whistleblowing System ensures specific protection measures applicable to the following:

- Ombudsmen/Mediators;
- Third parties connected to the reporting parties who could be retaliated against in a workplace context, such as colleagues or relatives of the reporting parties;
- Customers or other third parties who have information about violations that it has been obtained from a transaction with a Group Company.

The protection of reporting parties is subject to the condition that they act in good faith, that the information they report is within the purpose of the Group's Whistleblowing System and that they have reasonable grounds to believe that the information they report is true at the time of reporting. The Company reserves all its legal rights in cases of defamation, deception and obtaining information by illegal means.

Reports/complaints submitted through the Group's/Company's communication channels are collected by the employees in the Regulatory Compliance Department.

The Whistleblowing System ensures that all of the above principles apply to both the reporting parties and the reported persons who enjoy the presumption of innocence.

- Clarity and accessibility;
- Confidentiality;
- Protection of personal data;
- Diligence and record keeping;
- Confidentiality;
- Protection of reporting parties and reported persons.

15.6.17 Policy to combat discrimination, violence and harassment at work

The Company has adopted and implements the Policy on Combating Discrimination, Violence and Harassment at Work. The purpose of the Policy is to further strengthen, in the Group's work environment, the climate of respect in which human dignity and the right of every person to a world of work free of discrimination, violence and harassment is promoted and ensured. The Group declares that it recognizes and respects the right of all its human resources to a work environment free of discrimination, violence and harassment, and that it will not tolerate any such behavior in any form by any person.

The effective implementation of the Policy is the responsibility of all the Group's human resources.

At the same time, the Group has designed and implements a Human Rights Policy, which is another means for the Group to declare its compliance with applicable laws and international standards and guidelines, making it clear that the Group respects Human Rights and shows no tolerance to any form of their violation.

The scope of the Policy covers members of the Board of Directors, managers and all the Group's human resources, regardless of their contractual status, including those employed on a contract basis, independent services, on a salaried basis, those employed through third party service providers, as well as persons attending training, including trainees and apprentices, volunteers, employees whose employment contract has expired, and persons applying for employment, as well as persons performing transactions or cooperating with the Group. In particular, those employed under a work contract, under a contract for the provision of independent services, as well as persons who deal or collaborate with the Group are bound by the Policy in accordance with what is specifically provided for in the contracts they have concluded with the Group.

All members of the Group's human resources confirm that they are aware of the content of the Policy. The Policy is always posted and freely accessible in the Group's communication media (indicatively mentioned: F2F, bulletin boards, Group's and Company's sites).

The types of conduct prohibited by this Policy include, but are not limited to, the following conduct:

- Unreasonable demands from supervisors (demands not related to job responsibilities).
- Insulting or circulating offensive or obscene material.
- Suggestions, taunts, obscene or sexual/racist jokes or comments, or use of offensive language,
- Use of offensive language when describing someone with a disability or making fun of someone with a disability.
- Comments about someone's appearance or character that cause shame or embarrassment.
- Unwanted stalking, persecution and unwanted verbal or physical attention.

Fourlis

- Sending unsolicited messages with sexually explicit content via SMS, email, social media, fax or letter or making threatening phone calls.
- Offensive and persistent questions about someone's age, marital status, personal life, sexual interests or preferences, and similar questions about someone's race or ethnicity, including their cultural identity and religion.
- Unwanted sexual gestures or persistent "proposals" for dates or threats.
- Implying that one's sexual favours may advance one's career, or that refusing to have a sexual relationship may negatively affect one's career.
- Sneaky looks, rude gestures, touching, friendly pats on the back, or any kind of unwanted physical contact.
- Disseminating malicious comments or insulting someone, especially because of discrimination on the basis of age, race, gender reassignment, type of marriage, civil partnership, pregnancy and maternity, sex, any disability, sexual preference, religion or beliefs.
- Anger outbursts against someone, persistent or unjustified criticism, exclusion from social events, work group meetings, discussions and collective decisions or planning.

The forms of conduct covered by the Policy may occur in the course of work, either in connection with or arising from work. They may take place:

- at the workplace, including public and private premises and places where the worker performs work, receives pay, takes a break, in particular for rest or meals, personal hygiene and care facilities, changing rooms or accommodation provided by the employer;
- when traveling to and from work, for other business purposes (travel, training), and for work-related events and social activities; and
- during work-related communications, including those carried out through information and communication technologies.

The Group expressly declares that it is committed to taking all necessary measures to address and eliminate discrimination, violence and harassment in the workplace in order to ensure a working environment that respects, promotes and safeguards the right of every person to a workplace free of discrimination, violence and harassment.

Taking into account the working conditions, the educational and social level of the Group's human resources, the experience to date regarding such incidents, as well as the practices applied by the Group at international and local level and the values that govern the Group, the risks of discrimination, violence and harassment are considered limited.

The Group expressly and unequivocally declares its zero tolerance to any form of discrimination, violence

Fourlis

and harassment, whether related to or resulting from work.

15.6.18 Suppliers' Code of Conduct

The sole purpose of the Code is to provide guidelines on the business conduct of the Group's Suppliers. If the existing contract between the Group and the Supplier contains more stringent terms than the Code, then the terms of the contract will apply.

Suppliers/partners must promote and ensure the safeguarding and protection of human rights, respect in the workplace, as well as honest behaviour and fairness among employees. They should adopt policies, procedures and practices that recognise, encourage and value diversity, different views and experiences, and support honest and two-way communication always in a spirit of adjustment, conciliation and compromise.

Any form of forced labour is a violation of human rights and Group Suppliers must prohibit it. The provision of work must be free and in accordance with the laws of the country of operation. Suppliers should also strictly prohibit the employment of persons who are under the legal age of majority in accordance with applicable laws.

The working hours, holidays and overtime of the Supplier's personnel must be in compliance with the relevant national legislation and the relevant rights of the employees must be respected. The terms and conditions of employment must be fair and reasonable and in accordance with the provisions of the applicable labour law. The remuneration of the Supplier's human resources shall be paid in accordance with the terms of the applicable labour legislation.

Equal and fair treatment of employees should be a hallmark of the Group's Suppliers. They must show zero tolerance for any form of discrimination, verbal or other harassment, or violence in the workplace. They must comply with the legislation on equal employment opportunities, including those related to the prohibition of discrimination, harassment and offensive treatment.

The application of health and safety rules for human resources in the workplace is essential to protect human life.

Each Supplier must not allow its staff to consume alcohol or drugs during the course of work. The abuse of alcohol, drugs and other psychotropic substances in the workplace can pose a serious problem for health, safety and work performance.

Ensuring compliance with the national and international institutional and regulatory framework is an obligation of the Group's Suppliers.

The Group's Suppliers must show zero tolerance to all forms of bribery, corruption and fraud. They must

Fourlis

have in place and implement policies and procedures to deal with any such incident in a proactive and repressive manner.

Suppliers are obliged to make every effort to avoid situations that could be considered to lead to a conflict of interest with Group companies.

The Group's Suppliers must comply with the rules that regulate trade practices, competition and prohibit the creation of monopolies. They must refrain from any conduct that could be considered as unfair competition under the relevant legislation.

If the Suppliers, due to the nature of the service or product provided to the Group, gain access to confidential or secret information of the Group, they are obliged to maintain the confidentiality of such information.

Suppliers have an obligation to respect and not allow any act that constitutes an infringement of the Group's rights in relation to its facilities or intellectual property. In this context, they have an obligation to ensure that the relevant legislation is implemented.

The products or services offered by Suppliers to the Group must comply with the specifications and safety requirements set by national legislation.

Suppliers must comply with the applicable legislation on environmental protection and make every effort to reduce their environmental footprint, through the proper management of natural resources and the mitigation of greenhouse gas emissions, aiming to reduce the related impacts on the environment and society at large and to contribute to addressing the phenomenon of climate change.

15.6.19 Human Rights Policy

In the Group we operate responsibly, we are constantly evolving and we move forward in all our countries of operation with commitment to our Values, respecting our employees and all our stakeholders, supporting society and protecting the environment, aiming at sustainable development at an economic, social and environmental level.

Our Values are: Integrity, Mutual Respect, Efficiency.

Our Vision is: Passion for a better life!

Our Mission is: To create additional value for our customers, our people, our shareholders and society by providing products and services for a better life.

Respect for Human Rights is a matter of fundamental importance for the companies of the Group, as is



also evident in our Group's principles: Integrity, Mutual Respect, Efficiency.

We are committed to applying both core international human rights principles and national laws in the countries where we operate.

We are committed to ensuring that all people are treated fairly, with dignity and respect.

We are committed to ensuring an equal opportunity, non-discriminatory and non-harassing working environment for all our employees.

We are committed to promoting the respect and protection of Human Rights, both within the Company's internal environment and in our sphere of influence with stakeholders.

For the Group, the protection of Human Rights is part of its culture and a strong priority, both at a management and employee level.

15.6.20 Equal Opportunities and Diversity Policy

In order to promote an appropriate level of diversity on the Board of Directors and a multi-diverse group of members, the Company applies an Equal Opportunities and Diversity Policy when appointing new members of the Board of Directors. The current Equal Opportunities and Diversity Policy is posted on the Company's website <http://www.fourlis.gr> and summarizes the following:

The Company is committed to providing equal opportunities for all employees and applicants, at all levels of the hierarchy, regardless of race, color, religion, ancestry, gender, sexual orientation, age, disability, marital status, or any other characteristic protected by law. The Company expressly prohibits any discrimination or harassment based on these factors.

The Company shall ensure that all employment decisions, including but not limited to those regarding hiring, promotion, training, compensation and benefits, transfers, disciplinary misconduct, and dismissals are free from any unlawful discrimination.

The Company encourages a safe and healthy work environment, free of discrimination, harassment and retaliation. All employment-related decisions are based on individual qualifications, performance and behaviour.

The Company provides appropriate adjustments for the qualifications of employees with disabilities in accordance with the law and treats and manages any employee disability situations as separate cases.

In order to achieve sustainable and balanced growth, the Company sees increasing diversity on the Board of Directors as a key element in achieving its strategic objectives and sustaining its growth. Based on this direction, the Company has a Policy on the suitability of the members of the Board of Directors in line with the requirements of Law 4706/2020, the basic principles of which are presented in this Corporate



Governance Statement.

With regard to Senior Management and members of all other levels of the Company's hierarchy, the minimum qualifications that they must have are strong values and discipline, high ethical standards and a commitment to fully support the Company's structures and processes. Candidates should have individual skills, experience and competencies that will support the Company's short-term planning and strategy.

Diversity in Senior Management and members of all other levels of the Company's hierarchy is based on a number of elements, including but not limited to gender, age, cultural and educational background, nationality, professional experience, skills, knowledge and length of previous service and work experience.

The appointment of Senior Management and members of all other levels of the Company's hierarchy should be based on meritocracy, and nominees should be examined against objective criteria, always taking into account the benefits of diversity in the Company.

The following information is provided regarding the percentage of representation of the members of the Board of Directors and the Company's Directors by gender and age:

Representation percentages by gender and age of the Board of Directors and the Management Executives of FOURLIS HOLDINGS SA			
	2023	2024	2025
Board of Directors	9	9	9
Men	56%	56%	56%
Women	44%	44%	44%
40 to 50 years old	22%	22%	22%
50 to 60 years old	34%	33%	33%
60 years old >	44%	44%	44%
Managers (Executive Officers)	8	6	10
Men	50%	33%	50%
Women	50%	67%	50%
30 to 40 years old	0%	0%	10%
40 to 50 years old	12%	17%	40%
50 to 60 years old	50%	50%	50%

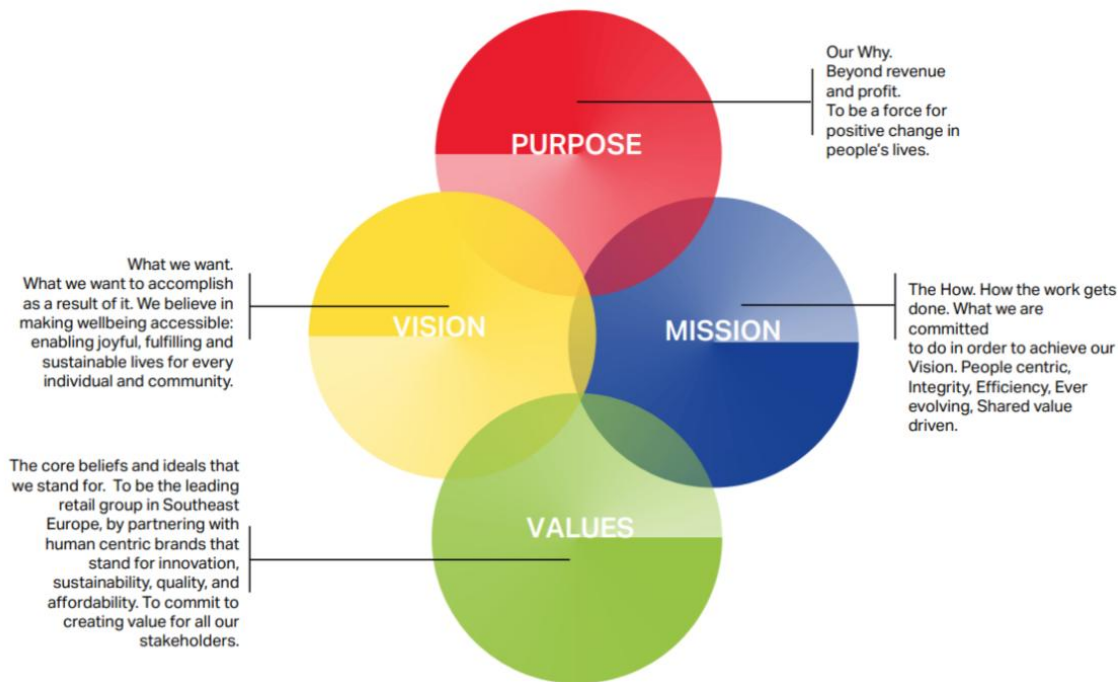
60 years old >	38%	33%	0%
Administrative Executives	66	69	70
Men	52%	52%	53%
Women	48%	48%	48%
< 40 years old	42%	48%	41%
40 to 50 years old	29%	28%	30%
50 to 60 years old	26%	22%	23%
60 years old >	3%	3%	6%

15.6.21 Sustainable Development Strategy and Policy (ESG)

In the Group, sustainability is a key pillar of its strategy. The Group is committed to operating responsibly and with respect to the environment, the societies in which it operates and its people. Through innovative practices and sustainable initiatives, it seeks to reduce its environmental footprint and promote sustainability in every aspect of its operation. Its aim is to continue to be dynamic, actively and substantially contributing to the formulation and implementation of the Sustainable Development and Social Responsibility strategy, as an integral part of its corporate culture.

Since 2008, Fourlis Group has been a signatory to the United Nations Global Compact and is committed to adopting, supporting and promoting, through its business activities, the 10 Principles.

The Group informs its stakeholders about the work carried out in the field of Sustainable Development by publishing annually a relevant report in accordance with the European Sustainability Reporting Standards (ESRS).



Sustainable Development Policy

Sustainable development has been integrated into the Group's business strategy. The Sustainable Development and Social Responsibility Division designs the Group's Sustainable Development strategy and implements and monitors its implementation as well as the implementation of relevant policies, procedures, practices and programs and coordinates the Group's companies in initiatives and actions in the field of Sustainable Development.

The Group conducts a dual materiality analysis as part of its continuous improvement of its approach to sustainable development and social responsibility matters. For matters arising, it applies a due diligence process that sets out the Group's assessment of significant impacts, risks and opportunities. In addition, it designs the sustainability strategy (commitments, targets, actions and programs) in cooperation with representatives of its subsidiaries.

Through its responsible operation, programs and activities, the Group also contributes to the achievement of the UN Sustainable Development Goals (SDGs).

The Management is committed to the implementation of the Sustainable Development Strategy and Policy at all levels, companies and sectors of the Group's activities.

For the Environment (E)

Environmental protection is a priority for the Fourlis Group. The Group operates responsibly, adopts sustainable practices and invests in technologies that reduce its environmental footprint. With respect to

Fourlis

nature and future generations, it promotes sustainability in every aspect of its operations, actively contributing to the protection of the planet.

It assesses the risks and opportunities associated with climate change, an ongoing effort to mitigate and adapt to it.

It incorporates in its strategy activities and actions to reduce its environmental footprint, focusing on the proper management of energy and the reduction of greenhouse gas emissions, the saving of natural resources and recycling of materials, the responsible water consumption.

It offers products that contribute to a sustainable lifestyle.

It raises awareness among employees, customers and the public on environmental protection and the adoption of a sustainable lifestyle.

For all of the above issues, Fourlis Group sets individual sustainable development targets, which it evaluates annually in terms of their effectiveness and revises them when and where necessary, with the aim of continuous improvement.

For Group People and Society (S)

For the People of the Group

At Fourlis Group, its people are its cornerstone and driving force. The Group continuously invests in their growth and well-being, creating an environment that fosters innovation, collaboration and personal development. The aim is to create and maintain a culture of respect, inclusion and equal opportunities for all, an environment where everyone feels safe and part of a team in which they can grow professionally and personally.

The Group ensures the creation and preservation of jobs through the development of its activities in Greece and abroad.

It has a Human Rights Policy and respects, defends and promotes internationally recognised human rights through its strategy, the policies it adopts and the initiatives it undertakes.

It offers a working environment of meritocracy and equal opportunities, with fair recruitment, reward and career development policies for all human resources, without discrimination.

It invests in the continuous training and development of its human resources, as well as in their systematic and merit-based evaluation.

It offers health benefits to employees and personalised support in cases of serious health issues and other emergencies.

Fourlis

It implements a Health and Safety Policy for all Group companies in all countries of its operation, providing a healthy and safe working environment.

For the Society

Social responsibility is an integral part of the Group's philosophy. The Group is committed to supporting the societies in which it operates through initiatives that promote education, health and social cohesion. Responding to the needs of society, it seeks to create a better future for all.

The Group is constantly informed about the needs of the citizens and societies in which it operates through established channels of communication and consultation.

It assesses and prioritises needs and then designs and implements programs and actions based on the coverage of real and significant needs of the local community, the number of beneficiaries and the nature of its activities.

It implements social actions that are aligned with the group's social responsibility strategy.

Responding to emergencies (e.g. pandemic, natural disasters), beyond the established programming of the social responsibility plan.

It encourages and promotes volunteering by its employees.

In addition, the Group offers quality and affordable products. The products marketed by the group's companies meet international quality and safety standards.

It invests in technology and upgrading of its services, following the rapid changes in consumer habits and the nature of retailing, seeking to meet growing consumer expectations and create a positive customer experience.

It prioritises the health, safety and accessibility of all customers and visitors by implementing a Health and Safety Policy and creating an environment that promotes trust and comfort. It ensures that persons with disabilities can safely stay and move around and be accommodated in its facilities. With these principles, it seeks to provide the best possible experience for everyone.

It is committed to protecting the personal data of its customers, ensuring their security and privacy.

Economic Development and Corporate Governance (G)

Fourlis Group aims to achieve positive financial results, to continue strictly selected investments and to exploit new investment opportunities.

It ensures continuous improvement of relations with its suppliers by communicating the terms of cooperation and the basic framework of principles and values that should govern the cooperation between



them.

Business ethics is the foundation of the Fourelis Group's activities.

The Group has voluntarily decided to apply the Hellenic Code of Corporate Governance for listed companies, which has been prepared by the Hellenic Corporate Governance Council for listed companies, which is a body of recognised prestige.

By adopting best practices in corporate governance, it seeks to increase investor confidence and broaden the horizons for attracting investment capital with the ultimate goal of ensuring further value to its shareholders, with transparency and safeguarding their interests.

The Group's Corporate Governance System includes, in addition to the Sustainability Strategy and Policy (ESG) and the Human Rights Policy, the Policy on Combating Discrimination, Violence and Harassment at Work, the Supplier Code of Conduct, the Equal Opportunities and Diversity Policy, the Employee Code of Conduct - System for providing anonymous information, the Policy and Procedure for the Prevention, Identification and Management of Conflicts of Interest, the Policy for Conducting Related Party Transactions, Board of Directors and Executive Officers Remuneration Policy, Charter of Operation, Risk Management System, Regulatory Compliance System, Internal Control System and Supplier Due Diligence Acceptance Policy.

Sustainability Committee

The Group's Sustainability Committee consists of executive and independent non-executive members of the Board of Directors. The Group's Sustainability Committee is chaired by the Director of Sustainable Development and Social Responsibility, an executive member of the Board of Directors.

The short, medium and long-term sustainable development business and investment plans, objectives, the assessment of related risks and opportunities and the annual action plans are evaluated and approved by the Group's Board of Directors under proposal of the Sustainability Committee.

15.6.22 Related Parties Transaction Policy

The Transaction Policy between the Company's subsidiaries and Related Parties aims at providing timely information about the desired transaction and obtaining approval before it takes place. The Policy applies to all new transactions regardless of their value. In the case of existing transactions, approval is required for substantial modification of the terms of the agreements in force (new recipient, new transaction, extension of term, change of credit terms, change of pricing terms, etc.).

The Company follows the rules regarding transparency, independent financial management, accuracy and correctness of its transactions.



Related parties, in relation to the Company, are those persons defined as related to the Company in accordance with the International Accounting Standard 24 and legal entities controlled by them in accordance with the International Accounting Standard 27.

Transactions between the Company and its affiliated companies are carried out for a price or consideration that is comparable to that which would be realized if the transaction were carried out with another natural or legal person, under market conditions prevailing in the market at the time of the transaction and in particular comparable to the price or consideration agreed by the Company when it deals with any third party, in accordance with the relevant currently applicable law provisions.

Information on the above transactions is included in the Management Report of the Board of Directors and in the Notes to the Financial Statements.

15.6.23 Policy and Procedure for the Prevention, Identification and Management of Conflicts of Interest

The Company has and applies a Conflict of Interest Policy and Procedure in accordance with article 14 of Law 4706/2020, each revision of which is approved by the Board of Directors of the Company.

This Policy identifies the circumstances that constitute or may give rise to a conflict of interest and further sets out the procedures to be followed and the measures to be taken to mitigate, manage and resolve any such conflict should it arise. The above Policy provides substantial guidance to the Board of Directors, the Executive Committee, management and all employees of the Company on the identification and management of conflicts of interest.

The Company seeks to avoid conflicts of interest to ensure that it continues to operate in accordance with its purpose. In any case, it takes all necessary measures to prevent conflicts of interest and, if such conflicts nevertheless arise, it acts immediately to manage and mitigate them by providing mitigation and resolution measures and applying the necessary controls, in accordance with the provisions of the above Policy.

Each member of the Board of Directors and any third person to whom the Board of Directors has delegated responsibilities have a duty of loyalty to the Company and must not pursue their own interests that are contrary to the interests of the Company. The members of the Board of Directors act with integrity and in the interest of the Company and preserve the confidentiality of non-publicly available information. They must not have a competitive relationship with the Company and must avoid any position or activity that creates or appears to create a conflict between their personal interests and those of the Company, including holding positions on the Board of Directors or in the management of competing companies, without the

Fourlis

permission of the General Meeting of Shareholders of the Company. The members of the BoD should contribute their expertise and devote the necessary time and attention to their duties.

They should disclose to the Board of Directors, prior to their appointment, their other professional commitments, including significant non-executive commitments to companies and non-profit institutions, and report to the Board of Directors any changes to these commitments as they arise. In addition, they must disclose in a timely and adequate manner to the Company's Compliance Department and to the other members of the Board of Directors their own interests that may arise from any corporate transactions and/or activities of the Company that fall within their duties as well as any other conflict of interest they may have with those of the Company or an affiliated company.

Each member of the Board of Directors and the Executive Committee of the Company is required to submit to the Compliance Department a "Conflict of Interest Declaration" in accordance with the terms of the above Policy at the time of appointment to the Company, as well as on an annual basis and to update it during the year, whenever required.

No member of the Board of Directors may vote on matters on which there is a conflict of interest between him/her (or a related person) and the interest of the Company. In this case, decisions are taken by the other members of the Board of Directors.

The Regulatory Compliance Department examines and evaluates all conflicts of interest disclosed to it in cooperation, where appropriate, with the Legal or Human Resources Department or any other Department required and a decision is taken on the measures that may need to be taken for the appropriate resolution or management of the identified conflicts, informing the person involved as appropriate. The Regulatory Compliance Department keeps a record of all cases of conflicts of interest that have been disclosed to it and the decisions taken to address them, while it also informs at least annually the Company's Audit Committee on the above incidents that have occurred and the decisions taken during the year by submitting a relevant report.

15.6.24 Remuneration Policy

The Company's policy and principles for determining the remuneration of the executive and non-executive members of the Board of Directors as well as the method of calculating the remuneration, including the quantitative and qualitative criteria taken into account are included in the Remuneration Policy approved by the Annual General Assembly's Meeting as of 20/6/2025 and posted on the Company's website <http://www.fourlis.gr>. This Policy concerns the members of the Board of Directors (BoD) of the Company and was prepared in accordance with the EU Directive on shareholders' rights (EU Directive 2017/828 of the European Parliament and of the Council as of the 17th of May 2017), as incorporated in the Greek legislation by L. 4548/2018.

Fourlis

The Remuneration Policy contributes to the company's business strategy and long-term interests and sustainability and clarifies the way of contribution. It specifies in detail both the existing rights of the members of the Board of Directors and the Company's obligations to them, as well as the terms on which the remuneration will be granted in the future. The Policy is valid for four (4) years, unless it is revised and/or amended earlier by decision of the General Assembly of the Shareholders of the Company.

The Nomination and Remuneration Committee shall examine annually whether the Policy is still compatible with the Company's business strategy or whether it should propose amendments to the Board of Directors. Every four (4) years or earlier, if there is a need for amendment upon recommendation of the Committee, the Board of Directors will submit any changes to the Policy, that it deems appropriate, to the Company's General Assembly of shareholders for approval.

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

No member of the Board of Directors shall take decisions or be responsible for their own remuneration. The Nomination and Remuneration Committee shall ensure that no person will be present when discussing their remuneration.

More specifically:

The Company rewards both executive and non-executive members of the Board of Directors, taking into account the principle of paying fair and reasonable remuneration for the best and most suitable person for each relevant position by taking into account the level of responsibility as well as the knowledge and experience required, in order to meet expectations while in parallel ensuring its short and long-term business plan, to continue to create value for its customers, shareholders, employees and the economy of the countries in which it operates.

Remuneration Policy for the executive members of the Board of Directors

The Remuneration Policy of the executive members of the Board of Directors contributes to the Company's business strategy, long-term interests and sustainability:

- Providing a fair and appropriate level of fixed remuneration that allows executive members to focus on creating sustainable long-term value;
- Balancing short-term and long-term remuneration to ensure the focus on short-term targets that will lead to long-term value creation;

Fourlis

- Providing short-term variable remuneration with performance criteria which align the interests of the executive member with the interests of the shareholders;
- Including long-term variable remuneration in exchange for securities with long-term performance criteria that contribute to value creation.

The Policy does not provide for variable remuneration for non-executive members of the Board of Directors to ensure that there is no conflict of interest in the decision-making of non-executive members and their ability to challenge the decisions of the Management when they involve risk-taking for the Company.

The Remuneration Policy for the executive members of the Board of Directors, in addition to those mentioned above, also takes into account other important factors in determining the remuneration, such as the knowledge and experience required for the achievement of the objectives of the Company's business plan.

The Nomination and Remuneration Committee and the Board of Directors are periodically informed about the structure of the remuneration and the practices followed within the Company, as well as about market trends in this particular issue (annual remuneration and benefit surveys). This information is taken into account when reviewing the Policy.

The remuneration of the executive members of the BoD includes a fixed salary, participation in a short-term variable remuneration plan MBO (Management by Objectives), participation in a long-term incentive plan (stock options, shares), retirement benefit, directors' and officers' liability insurance (DNO) and other benefits such as private health insurance, life insurance, company car/car allowance and fuel card.

The long-term incentive plans of the executive members of the Board of Directors include targets such as a) earnings per share (EPS, share value), b) Cumulative Retail Free Cash Flow (FCF), c) retail customer satisfaction indicators, d) carbon footprint (CO2 emissions).

The minimum holding period for options or shares is 2 years.

Remuneration policy of the non-executive members of the Board of Directors including independent non-executive members

When determining the remuneration levels of the non-executive members of the Board of Directors, the market practice in respect of companies of a similar size on the basis of market value, revenues, profits, complexity, structure and international dimension, shall be taken into account.

The non-executive members of the Board of Directors shall receive the basic remuneration and shall be paid additional remuneration for their participation in committees. The non-executive members of the Board of Directors shall not be entitled to participate in any incentive-grant program.

The non-executive members of the Board of Directors shall be paid a remuneration, which shall be fixed and shall cover the time required for the performance of their duties. The said fixed remuneration shall cover the time of participation in the meetings of the Board of Directors and in the meetings of the Committees of the Board of Directors, including the time of preparation.

Fourlis

The maximum amount (ceiling) of the annual total basic remuneration shall be specified by the Board of Directors upon proposal of the Nomination and Remuneration Committee and shall be subject to approval by the Annual Ordinary General Assembly of the shareholders.

There is no pre-specified level of annual remuneration or increase of remuneration nor a pre-specified maximum level of remuneration. The Board of Directors shall be guided by the general level of fees and increases in the market for the non-executive members of the Board of Directors.

In any case, the non-executive member of the Board of Directors must not receive any significant remuneration or benefit from the Company or from a related Company within the meaning of article 2 of L.4706/2020 or participate in a system of stock options or any other system of remuneration or benefits related to the performance other than remuneration for their participation in the Board of Directors or in its Committees, as well as the collection of fixed benefits under a pension scheme, including deferred benefits, for previous services provided to the Company.

The concept of significant benefit or remuneration is determined on the basis of the levels of market remuneration. Moreover, the following shall be taken into account:

- The need to ensure that non-executive members of the Board of Directors have the appropriate skills, competences, diversity, knowledge and experience in order to cover the positions of the Board of Directors;
- the time that should be allocated to this role;
- any increases in the range, scope or responsibilities of the role;
- any needs for hiring a non-executive board member with specific skills and experience.

When an independent member of the Board of Directors of the Company participates as a non-executive member in the Board of Directors of an affiliated company of the Group in accordance with the International Accounting Standard (IAS) 24, this member may receive remuneration for such participation in accordance with the Remuneration Policy of the affiliated company.

The remuneration shall normally be paid on a monthly basis in Euros via a bank account.

For the independent non-executive members of the Board of Directors, those mentioned for the non-executive members of the Board of Directors shall apply.

15.6.25 Fit and Proper Policy for the Members of the Board of Directors (Fit and Proper Policy)

Information on the Fit and Proper Policy for the members of the Board of Directors of the Company is provided in section 15.8. The current Fit and Proper Policy for the Members of the Board of Directors is posted on the Company's website <http://www.fourlis.gr>.

15.6.26 Code of Conduct

The Company has adopted high standards of professional ethics ensuring the commitment and cooperation of all its executives. Our Code of Conduct includes the following standards:

Fourlis

➤ Relationship with third parties

• Partners / Suppliers

The Company's human resources shall treat partners and suppliers with objectivity and respect.

The Company has adopted a Supplier Code of Conduct, as well as related policies and procedures, which characterize its daily practices.

The Company encourages the compliance of its existing and key suppliers/partners with the current Supplier Code of Conduct.

In addition, during the selection process of new suppliers/collaborators, the Company notifies them in writing of this Code, as well as their obligation to comply with its provisions.

Each partner/supplier acknowledges that the Supplier Code of Conduct is posted on our website and agrees to comply with the principles of business ethics.

• Mass Media, Publications and Public Speeches

Only natural persons authorised by the Board of Directors of the Company may communicate with public bodies and the media and announce information on the activities and results of the Company and the Group.

Specific and explicit approval must also be obtained in the event that a member of human resources participates as a speaker representing the Company in any presentation, in order to obtain any necessary supporting material and, if necessary, relevant guidance, prior to the publication of any press release, in order to confirm that the text does not threaten the Company's reputation.

• Social Media

The Company encourages members of its human resources to participate in Social Media, encouraging them to exercise good judgment, common sense & to adopt ethical behavior.

In the context of ensuring the proper use of the accounts maintained by the Company in social media, access and the right to manage these accounts is granted only to authorized personnel, who may post in the name and on behalf of the Company.

• Shareholders & Investors

The Company implements appropriate procedures to ensure that shareholders are provided with prompt, accurate information and the necessary support in exercising their rights.

➤ Employee relations with colleagues and with the Company in general

Fourlis

- Respect for colleagues

All employees of the Company must promote respect in the workplace, as well as honesty and fairness among them.

They recognise, encourage and value diversity, different views and experiences, and support honest and two-way communication always in a spirit of accommodation, conciliation and compromise.

They develop relationships based on understanding and trust, demonstrating mutual respect and respect for hierarchy.

The Company seeks to improve employee and workplace issues through structured dialogue in a manner that is communicated and known to all employees. The Company participates in a social dialogue based on trust and respect.

- Health and Safety

Health and Safety rules for human resources in the workplace are a requirement for the protection of human life.

The Company ensures the health and safety of all its human resources. It monitors and controls the risks involved and takes all necessary preventive measures against accidents and occupational diseases in the workplace. For this purpose, a hygiene officer has been appointed within the Company.

- Forced and child labour

Any form of forced and child labour is a violation of human and children's rights, therefore both of the above-mentioned types of labour are absolutely prohibited within the Company.

In particular, the Company prohibits the use of any form of forced labour, including, but not limited to, prison labour, labour under particularly onerous contractual conditions, slave labour, military labour and slavery, as well as any form of human trafficking.

Furthermore, the Company strictly prohibits child labour, which is defined as the employment of any person below the minimum age permitted by law.

- Respect for people - Equal opportunities policy

A basic principle of the Group's operation is respect for people. The Group shows its respect for all employees by providing a positive, productive and safe working environment that accepts diversity and inclusion.

Fourlis

The Company ensures that all its employees have equal rights and opportunities as well as obligations and duties. In addition, all employees are treated equally, provided with equal opportunities for growth and development, fair pay and equal access to tools to do their work to the best of their ability and contribute to the Company's growth.

- Harassment in the workplace

Harassment is defined as any conduct that may be offensive, aggressive, violate or disturb the sensitivity and dignity and/or isolate the employee.

Any form of harassment is expressly prohibited and we do not accept behaviour that constitutes harassment, which offends the victim's personality and personal integrity and/or creates an intimidating, hostile or humiliating environment for the victim (e.g. physical, sexual, psychological, verbal or other form of harassment).

The Company's commitment to the safety of individuals is also demonstrated by the "zero tolerance" to any kind of discrimination, violence, sexual harassment, which endanger the safety of employees and the execution of the Group's operations.

The Company ensures that all employees contribute to a fair and equal working environment by not tolerating and acting directly against all forms of harassment.

Communicating incidents of discrimination and harassment is essential for the Company to maintain a respectful work environment.

- Evaluation

Our evaluation is performed with respect, honesty and based on objective criteria. The aim is to provide only good faith criticism and to set targets related to the improvement of our personal performance and through this to the development of the Company.

- Education/ Training

The Company provides training opportunities for all its personnel according to the specific requirements of the position we hold and the needs of the company. There is cooperation to select the training that suits each employee's skills and schedule. All employees must be willing to participate in the training offered.

- Crisis management / Employee cooperation in case of control by authorities, as well as in case of court proceedings

Fourlis

In any crisis situation, all parties involved must cooperate and make every effort to minimise the negative effects of a potential crisis.

➤ Consolidating a culture of risk management (risk awareness)

Corporate culture reflects the Company's core values, behaviours and decisions and is a very important factor in shaping the perception of risk management.

In accordance with the requirements of the legislation, the Group has a Risk Management System, with the Regulatory Compliance & Risk Management Department as the main custodian on the 2nd line. Specifically, the Company has:

- Risk management policy and procedures.
- Enterprise Risk Management (ERM) methodology based on the COSO framework.
- Risk Register.

➤ Regulatory Compliance Issues

- Conflict of interest

According to the Company's Conflict of Interest Policy and Procedures, a Conflict of Interest is any situation in which a liable person (Board member, Executive Committee member, Director, Supervisor/Head/Team Leader, employee of the Group or any affiliated company) or one of his/her relatives (children, spouse, cohabiting partner, parents, siblings, in-laws, grandparents and grandchildren, children of the spouse or cohabiting partner), persons dependent on that person or his/her spouse or cohabiting partner, personal business partners/affiliated enterprises - legal or natural persons) has, for his/her own account or for the account of third parties, an interest, the attainment of which could hinder the attainment of the corporate interest of the Group, to which that person owes a duty of loyalty and/or could affect or appear to affect, directly or indirectly, the manner in which that person carries out his/her professional activities to the detriment or in favour of the Company.

The existence of a conflict of interest shall be assessed and verified taking into account the specific circumstances of each case.

- Publication of Financial and Non-Financial Information

The Company is committed under its Internal Control System (ICS) that the financial and non-financial information it provides is accurate and complete, valid and timely, the information is controllably accessible, sufficiently available to authorised or appropriate recipients, adequate and that the systems supporting it are securely protected and provide appropriate evidence of all recorded transactions.

All of the Company's human resources are responsible for complying with the above Financial and Non-Financial Reporting commitments, as well as for the required cooperation with internal and external auditors

Fourlis

to verify the information provided. The Company's Audit Committee reviews Financial and Non-Financial Information in order to assess its completeness and consistency and informs the Board of Directors responsible for its approval.

- Disclosure of Dependency Relationships of Members of the Board of Directors

In compliance with the provisions of article 9 of Law 4706/2020 on independent non-executive members of the Board of Directors, the Company applies a procedure for the disclosure of any dependency relationships of the members of the Board of Directors and persons with close ties to them.

The Board of Directors is responsible for taking the necessary measures to ensure the above compliance, as well as for the necessary actions in case it is established that the independence requirements set by law are not met. The review of the conditions takes place on a quarterly basis with the assistance of the Group Company Secretary and is included in the annual management financial report.

The Procedure for Disclosure of Dependency Relationships of Board Members is described in detail in the Charter of Operation.

- Compliance of Persons Performing Managerial Duties

The Company has a specific compliance procedure for persons performing managerial duties in full compliance with the provisions of Article 19 of Regulation (EU) 596/2014 regarding transactions carried out by directors and executive officers of listed companies and persons closely associated with them.

The Compliance Procedure of the Persons exercising managerial duties is described in detail in the Company's Charter of Operation.

- Corruption

Corruption is generally defined as the promise, offer, payment, solicitation or acceptance of consideration, such as a payment, donation or favour, with the purpose of improperly influencing a business transaction.

In the Company, the maintenance of high ethical standards, in compliance with national and international laws, is a guiding principle and governs all activities and operations.

The Company emphasizes the strict application of anti-corruption law; we consider it critical to protect the business and its reputation and seek to ensure that the human resources act in a manner that is guided by the above assumptions.

- Bribery

Bribery consists of demanding, receiving, offering, promising or giving money or other undue and improper benefit from or to an employee of the Company or a Public Official in order to secure a commercial or personal advantage.

Fourlis

It is expressly prohibited to offer or promise or provide any monetary or other benefit to a Public Official or other public entity and/or third party, or to receive such benefit, for the purpose of securing and maintaining a commercial transaction, securing a commercial advantage or preferential treatment. The prohibition also applies to all persons acting on behalf of the Company.

- Fraud

Fraud is the act or omission of a person who, for his or her own or a third party's unlawful pecuniary gain, damages another's property by persuading someone to act, omit or tolerate an act by knowingly representing false facts as true or by improperly concealing or suppressing true facts.

The Company will not tolerate any form of fraud or any acts or omissions that could expose it to the risk of fraud.

- Protection of information, personal data and assets of the Company

- Confidentiality, privileged information

There is an obligation to respect the confidentiality of such confidential or privileged information, whereas its management, processing and disclosure must be carried out only to the competent authorities or persons specifically authorised and in any case in strict compliance with the relevant legal requirements.

Any legal or natural person outside the Company who receives such information must sign a confidentiality agreement (where legally possible).

- Personal Data:

The Company complies with all applicable provisions on the protection of personal and sensitive personal data and cooperates fully in any audits or investigations conducted both internally by the Company's competent executives and by public authorities and/or private entities that have undertaken this task.

The Company respects the privacy of the individuals with whom it deals (visitors, customers, employees, candidates and former employees) and already uses their personal data exclusively for legitimate business purposes.

- Assets of the Company

The Company's property, facilities and resources (human and material) are used only for the Company's activities and not for personal purposes.

- Healthy competition

Fourlis

It is the Company's policy to operate with vigour and awareness of the law, to exercise independent commercial judgment in the conduct of its business and to comply faithfully with the laws governing trade and competition practices.

Antitrust and competition laws are designed to promote the functioning of the free market. These laws protect against non-competitive behaviour that harms consumers. They also ensure a balanced business environment, allowing business undertakings to compete fairly on price, quality and service.

➤ Protection of the environment

The Company complies with all environmental laws and regulations, aiming at sustainable development on an economic, social and environmental level. In this context, a Sustainable Development Policy has been adopted, in relation to which the Management is committed to its implementation at all levels, companies and sectors of the Company's activities.

➤ Code of Conduct line - Whistleblowing system

The Company complies with Directive 2019/1937 of the European Parliament and of the Council on the protection of persons reporting violations of the Union law.

With respect to the fundamental rights of freedom of expression and information, protection of personal data, freedom of business and good administration, protection of consumers, public health and the environment, and in order to ensure a high level of protection of persons who report violations of the law and any law provision, the Company establishes the Code of Conduct Line - Whistleblowing System. It is a system with internal reporting channels and procedures for monitoring reports of breaches in relation to:

- Product safety and compliance;
- Protection of the environment;
- Food safety;
- Public health protection;
- Consumer protection;
- Protection of privacy and personal data;
- Rules and provisions of corporate tax law.

The Code of Conduct Line - Whistleblowing System, in compliance with the criteria of impartiality and independence, designates the Company's Director of Compliance as the person responsible for receiving and managing reports.

Reports can be submitted through the following alternative channels:

- By sending an email to codeofconduct@fourlis.com or by calling the Group's Code of Conduct line - 210 6293010

Fourlis

- By requesting a personal meeting (in person or by teleconference) with the Company's Compliance Manager, within a reasonable period of time from the date of the request. The request must be submitted in writing to codeofconduct@fourlis.com or by a call to the Code of Conduct Line 210 6293010.

The Company's Code of Conduct is posted on the Company's website <http://www.fourlis.gr>.

15.6.27 Management Procedure for Combating Fraud, Corruption and Bribery

The Group adopts a zero tolerance policy towards all types and forms of fraud, bribery or corruption. Incidents of fraud may cause financial losses to either the Group or its customers, as well as have a negative impact on its reputation. As the Group's primary intention is to promote consistent organisational behaviour by providing guidelines and delegating responsibility for developing controls and conducting investigations in the event of relevant incidents, this document is considered to be the Group's framework, guidelines and procedures for this purpose.

The procedure for combating fraud, corruption and bribery applies to all Group Companies including entities with operations both in Greece and abroad and to any wrongdoing/irregularity involving employees as well as shareholders, consultants, vendors, contractors, external agents doing business with employees of such agents and/or any other parties with a business relationship with the Group.

Fraud is defined as the fraudulent, false representation or concealment of a material fact for the purpose of inducing another person to act against and to the detriment of him/her.

The terms *excess, abuse and other tax irregularities* are illustrative and not limited to:

- Any immoral or fraudulent act.
- Misuse of funds, securities, supplies or assets.
- Improper conduct in handling or reporting cash or financial transactions.
- Profit speculation as a result of knowledge of confidential information of corporate activities.
- Disclosure of confidential and intellectual property information to exotic third parties.
- Inability to disclose information where required by internal procedures or regulations.
- Disclosure to other persons of activities in securities in which the company is involved or which are carried out by the company.
- Accepting or seeking to obtain any item of material value from contractors, vendors or persons providing services/materials to the Company with the exception of the limits set by the Code of Conduct.
- Destruction, removal or misuse of records, furniture, fixtures and equipment.
- Any similar or related irregularity.

Corruption as defined by the EU is the abuse of power for private gain. Corruption takes many forms, e.g.

Fourlis

bribery, undue influence in return for compensation, abuse of functions, but it can also conceal underground nepotism, conflicts of interest, or open doors between the public and private sectors. Below is a brief description of the acts that fall within the definition of bribery and undue influence for reward.

The concept of bribery refers to the situation where an undue advantage of any nature is promised, offered, requested or received, directly or through a third party, in exchange for an act for himself/herself or for a third person, or an omission, in connection with or in opposition (future or already occurring) to the duties of person A. In this case, person **A** may be a domestic public official or foreign public official, a judge, jury, arbitrator, political officer, or anyone in the private sector.

Active bribery corresponds to a situation where a person approaches person A with the purpose of committing an act of bribery, while passive bribery refers to the situation where person A solicits or accepts the act.

For example, gifts, hospitality, donations and sponsorship, could play an important role in building and facilitating business relationships, but at the same time could pose a threat to the organisation in the absence of procedures (e.g. the use of such benefits to influence the actions or decisions of an official, or to gain an unfair advantage to the payer).

The concept of undue influence for consideration refers to a situation where an advantage of any nature is promised, offered, sought or received, in return for a person **B** (directly or through a third party, for himself/herself or for a third party) to exercise an undue influence over a person **C** with a view to the latter performing an act or omission consistent with his/her duties.

Active undue influence for reward corresponds to a situation where a person approaches person B with the intention of carrying out an act of undue influence for reward, while passive undue influence for reward refers to the situation where person B instigates or accepts the act.

Irregularities/misconduct relate to the moral, ethical or moral conduct of any employee. These irregularities relate to breaches of the Code of Conduct.

The Whistleblowing System refers to a situation where any individual or entity selflessly, and without reference to potential retaliation, reports concerns about alleged or suspected misconduct or potential misconduct that may adversely affect the Group's business and/or reputation. Under the whistleblowing system, all employees are responsible for reporting any concerns or suspicions regarding possible violations of laws, rules, regulations or suspected wrongdoing in relation to internal policies, standards or procedures.

15.6.28 Health and Safety Policy

In the Group, we put health and safety at the heart of our business philosophy.

Fourlis

Our vision is to provide working conditions that inspire confidence and strengthen our culture of accident prevention and health promotion, ensuring that everyone involved in our operations returns home safely every day.

The Group is committed to:

- The continuous improvement of health and safety conditions in all our business units.
- Cultivating a culture of prevention by strengthening the commitment and participation of our employees and partners.
- Compliance with local and international legislative requirements, incorporating industry best practices.
- The creation of safe and sustainable workplaces that reflect our Group's values.

In addition, the Group is committed to:

- comply with the legal requirements of the countries of operation, for Occupational Health and Safety, adherence to internal procedures and guidelines and harmonization with international standards;
- understand and systematically assess occupational hazards and levels of exposure to harmful agents in order to implement measures for prevention, control and identify their needs and priorities;
- adapt its procedures to different local conditions;
- conduct regular internal and external audits to assess the performance of the Occupational Health and Safety Management systems, the achievement of objectives and the application of regulations and principles.

Where our Policy, Procedures and external commitments are more stringent than local legislation, we operate in accordance with our standards.

The Group employees are invited to:

- take care of their own health and safety, as well as that of their colleagues;
- be informed of this policy and adhere to the guidelines and procedures defined by the Group;
- directly report incidents, hazards or "near misses", so that corrective action can be taken immediately;
- participate in educational programs and awareness-raising activities of the Group.

Management of Health and Safety

A. Governance

The managements of the Group companies take responsibility for policy implementation, strategy setting and continuous improvement. It is supported by specialised Health and Safety departments at all levels of operation.

B. Guidelines

Fourlis

Guidelines and Procedures The Group applies a comprehensive system of guidelines and procedures to prevent risks and promote safe practices. These procedures take precedence over local arrangements only when they ensure higher security standards.

C. Education/ Training

Education constitutes a key pillar of our policy. The Group organises educational activities that enhance knowledge, awareness and risk prevention.

D. Monitoring and Reporting

Regular inspections are carried out by competent teams to monitor health and safety performance. All findings are evaluated and incorporated into action plans.

E. Policy Update

The policy is regularly reviewed by the management, taking into account experience, changes in legislation and developments in best practices.

Commitment

The success of this policy requires the cooperation of all employees, partners and management. The Group is committed to providing the means and resources to achieve a safe and healthy working environment

15.6.29 Procurement Policy and Ethical Statement of Compliance

The Procurement Policy aims to ensure efficiency, transparency and ethical conduct in all procurement procedures, while mitigating procurement risks and optimising overall value, thereby supporting the strategic objectives of the organisation.

The Policy applies to all Procurement Categories of the Group and includes all procurement activities. At the same time, it involves all employees, stakeholders and third parties to ensure a consistent approach.

The Policy is subject to the applicable laws in each country where any Group company is involved in a commission transaction.

The Group aims to supply goods and services that offer the best total cost of ownership, ensuring competitive quality, price and delivery terms. The Group promotes fairness, sustainability, health and safety, environmental protection and social responsibility, while promoting integrity, respect and efficiency in all procurement activities. The primary objective is to meet the diverse needs of its companies, optimise costs and enhance competitiveness, supporting overall growth and positive social and environmental impact.

The Group's procurement activities are based on key principles that support its strategic objectives:

Fourlis

- **Transparency:** All procurement processes are open and transparent, providing equal opportunities to all potential suppliers and maintaining clear records.
- **Integrity:** High standards of integrity and ethical conduct in all procurement activities, avoiding conflicts of interest and ensuring that all actions are in the best interests of the Fourlis Group.
- **Impartiality and equal treatment:** Consistently applying procurement rules and evaluation criteria to all tenderers, promoting a competitive and fair market and ensuring that decisions are made on the basis of objective criteria and that all suppliers are treated equally.
- **Confidentiality:** Confidentiality of all sensitive procurement-related information, ensuring the protection of proprietary and competitive information.
- **Professionalism & Continuous Improvement:** A high-level culture of continuous improvement and professional development through training, knowledge sharing and adoption of best practices. This approach promotes a high level of excellence and supports the achievement of organisational goals.
- **Responsibility:** Clear roles and responsibilities for all individuals involved in the procurement process, ensuring that decisions and actions are accountable and can be scrutinised.
- **Sustainability:** Sustainable procurement practices that take into account the environmental, social and economic impacts of procurement decisions, supporting the long-term goals of the Fourlis Group.
- **Compliance:** All procurement activities comply with relevant laws, regulations and organisational policies, maintaining the highest standards of legal and regulatory compliance.

The Group expects all suppliers to adhere to the highest standards of ethical conduct and business practices as outlined in the Supplier Code of Conduct, focusing on corporate governance, business conduct, work ethics, health and safety, environmental protection and social responsibility. Suppliers are expected to operate with integrity, transparency and respect for human rights, ensuring that their practices are aligned with the values and principles abided by the Fourlis Group.

Managing third party risk is vital to maintaining the integrity and reliability of the Group's operations. The Group ensures that its suppliers are qualified and capable of meeting its high standards. Key suppliers are required to demonstrate their compliance with the Group's certification criteria, which include rigorous assessments of financial stability, operational capabilities and adherence to ethical standards. In addition, the Group places particular emphasis on high standards of information security and environmental due diligence as part of its supplier evaluation process.

Not only to mitigate risks, but also to ensure the continuity of business partnerships with suppliers, the Group may conduct ad hoc visits, comprehensive questionnaires, annual assessments and risk-based due diligence activities for critical suppliers during the onboarding process or periodically thereafter if required. By cultivating transparent and strong relationships with third-party partners, the Group's operations are assured and maintain the highest standards of quality and reliability.

Fourlis

Procurement strategies are determined for all categories of goods and services. These strategies are designed to maximise overall business benefits and align with the Group's overall strategic priorities, ensuring that they comply with the rules and principles set out in this Policy.

By adhering to these strategies and procedures, the Group ensures that procurement practices are optimised to support organisational objectives and maintain the highest standards of integrity and accountability.

Employees involved in the Fourlis Group's procurement activities must comply with the Procurement Policy, ensuring alignment with organisational objectives. They must conduct procurement procedures in a transparent and fair manner, avoiding and disclosing any conflicts of interest.

The Group ensures compliance with relevant laws, regulations and internal policies. The Procurement Policy is reviewed annually, incorporating stakeholder feedback and audit recommendations/recommendations for improvements, ensuring continued alignment with leading practices and organisational objectives.

The following Ethical Compliance Statement outlines the employees' obligations to disclose any conflicts of interest and to adhere to the highest standards of ethical conduct in all procurement activities.

1. Gifts and hospitality:

- I will disclose any gifts, tips or hospitality I received from current or potential suppliers or contractors.
- I will provide detailed information about the nature, value and source of any such gifts or hospitality.
- I confirm my compliance with the organization's limits and policies regarding the acceptance of any such gifts or hospitality.

2. Conflicts of interest:

- I will disclose any actual, potential or perceived conflicts of interest that may affect my procurement responsibilities.
- I will disclose any personal or financial interests I may have in suppliers or contractors working with the organisation.
- I will declare any close personal relationships with people employed by suppliers or contractors.

3. External labour or business interests:

- I will disclose any outside employment, consultancy roles or business interests that could potentially conflict with my duties or the interests of the organisation.

4. Financial disclosures:

- I will disclose any significant financial interests I hold in companies that are current or potential suppliers to the organisation.
- I will report any significant shareholdings or shares I have in any suppliers' companies.

5. Attracting benefits:

Fourlis

- I will report any attempts by suppliers or contractors to offer unauthorized benefits, including kickbacks or bribes.
 - I will disclose any solicitation of personal benefits in exchange for favourable treatment in the procurement process.
6. Supplier selection and contracting:
- I will disclose any personal interest I may have in the selection or management of contracts.
 - I certify that I have not engaged, nor will I engage, in any discussions with potential bidders or suppliers regarding the development of specifications, scopes of work, evaluation criteria or any other sensitive information relating to specific tenders.
 - I will report any deviations from standard procurement procedures that have not been duly approved.
7. Restrictions after the end of the procedure:
- I will report any employment negotiations or discussions with suppliers or contractors if I am involved in procurement decisions affecting these entities.
 - I am aware of and comply with any post-employment restrictions that may apply to procurement staff upon leaving the organization.
8. Use of confidential information:
- I will disclose any unauthorised use or sharing of confidential information obtained through the procurement process.
 - I will report any breaches of confidentiality agreements with suppliers or contractors.
9. Compliance with laws and regulations:
- I will report any legal issues or investigations relating to procurement activities.

15.6.30 Privacy Policy (GDPR Policy)

The Group recognizes the importance of the personal data of visitors to the website www.fourlis.gr and we are committed to respecting and protecting them, always in compliance with the General Data Protection Regulation of the European Parliament and the legislation in force in general. The Company allows only authorized persons to access them and takes increased security measures to protect the data, including from improper handling, unauthorized access, modification and dissemination.

The Privacy Policy applies to the Company's website and aims to provide information on the collection, storage, use and any other form of processing of visitors' and users' data by the Company, in its capacity as Data Controller, as well as on your rights under the applicable provisions.

The Group, the data processors on their behalf and their agents/fulfillment assistants are contractually bound to apply the appropriate technical and organisational measures, in order to ensure, as far as possible, better protection of personal data against their accidental or unlawful destruction or loss, alteration,

unlawful disclosure or access and generally unlawful processing (including remote access), as well as the option of restoring availability and access to personal data. These measures aim to ensure a level of security appropriate to the risk to which the data may be exposed, always taking into account the nature and sensitivity of the data, the evolution of technology, the cost of implementation and the nature, scope, context and purposes of any specific processing, while implementing procedures for the regular testing, assessment and evaluation of the effectiveness of these technical and organisational measures. In any case, they are contractually bound to maintain the confidentiality of the Personal Data and not to disclose or allow access to them to any third party without the prior notification of the data subject, except in cases expressly provided by law.

The Personal Data Protection Policy is posted on the Company's website <http://www.fourlis.gr>

15.6.31 Charter of Operation

The Company has an updated Charter of Operation in accordance with article 14 of Law 4706/2020 which includes:

- The organisational structure, the objects of the units, committees of the Board of Directors or other standing committees as well as the duties of their heads and their reporting lines;
- A report on the main features of the Internal Control System (ICS), which includes the internal audit unit, risk management and regulatory compliance;
- The recruitment process for senior executive officers and their performance evaluation;
- The procedure for compliance of persons exercising managerial functions and persons with close links to them with the obligations of Article 19 of Regulation (EU) 596/2014;
- The procedure for the disclosure of any dependency relationship between independent non-executive members of the Board of Directors and persons with close links to such persons;
- The procedure of complying with the obligations arising from the law on related party transactions;
- The policies and procedures for preventing and dealing with conflict of interest situations;
- The Company's policies and procedures for compliance with the laws and regulations governing its organization and operation as well as its activities;
- The procedure that the Company has in place for the management of privileged (inside) information and the proper information of the public, in accordance with the provisions of Regulation (EU) 596/2014;
- The policy and procedure for the periodic evaluation of the Internal Control System (ICS) by persons with relevant professional experience and without dependency;
- The training policy for the members of the Board of Directors, the executives and other executives of the Company, in particular those involved in internal control, risk management, regulatory compliance and information systems;

- The Sustainable Development Strategy and Policy followed by the Company;

The Company's Charter of Operation and any amendments thereto shall be issued and approved by the Board of Directors. A summary of the Charter of Operation is included on the Company's website <http://www.fourlis.gr>.

15.6.32 Risk Management System

The Risk Management is based on the definition of objective purposes based on which the most significant events that may affect the Company are identified, the relevant risks are assessed and the Company's response to them is decided.

The adequacy of the Risk Management System is based on:

- The nature and extent of the risks it faces;
- the extent and categories of risks that the Board of Directors considers to be within acceptable limits for the Company;
- the materialisation likelihood of the risks;
- the Company's ability to reduce the impact of risks that are ultimately materialised;
- the cost of operation of specific control activities, in relation to the benefit from the risk management.

The Risk Management is a process that:

- is carried out by the Company's executive officers and other employees;
- is designed to identify potential events that may affect the Company;
- manages risks within the framework of undertaking risks set by the Board of Directors in order to provide reasonable assurance of achieving the Company's objectives.

The methodology followed for risk management is divided into four phases:

- **Setting of objectives:** The Company's objectives are set at a strategic level, in cooperation with the Management. The Company faces a variety of risks from external and internal sources. Setting clear objectives is a necessary condition for effective identification, assessment and response to risks/events. The Company's objectives are aligned with the management's view of risk taking.
- **Risk identification:** The Risk Identification is based on the accumulated knowledge and experience of the Management, employees and other stakeholders of the Company and is conducted through structured discussions. Each working group has a facilitator who leads the discussion on the risks that may affect the achievement of the Company's objectives.
- **Risk Assessment:** The probability of the risk is assessed using the following approaches depending on whether the risk is recurrent or not: (a) for recurring risks, the frequency of their occurrence throughout the year; (b) for continuous risks or risks characterised by one occurrence, the probability of occurrence of the risk over a given period of time. To assess the impact of a risk, the impact on the Company's and the Group's assets and resources is considered. The adverse effects can be: a) financial (loss of

revenues, reduction of profits, decline in return on invested capital); b) commercial (loss of customers or contracts, reduction of customer satisfaction); c) human and social (damage to physical integrity, deterioration of social climate, civil liability claims); d) on the Company's image and reputation taken into account by all stakeholders (customers, suppliers, regulators, general public).

- Response to risk: Following an assessment of the relevant risks, the Management determines the Company's response. In this process, the Company considers the relative costs and benefits of response options to risks, taking into account the measurable direct and indirect costs associated with the risk response. Further, the opportunity cost associated with the use of resources employed for the risk response is taken into account.

The Company uses an Enterprise Risk Management Methodology, which follows the COSO Framework, to manage its risks. The Regulatory Compliance and Risk Management Department of the Company ensures the implementation of the risk management methodology and regularly informs the Audit Committee and, through it, the Board of Directors.

15.6.33 Internal Control System (ICS)

The Company's Internal Control System (ICS) includes the total set of policies, procedures, duties, behaviours and other elements that characterise the Company, which are implemented by the Board of Directors, the Management and other employees of the Company and have the following objectives:

- The consistent implementation of the operational strategy with the effective use of available resources;
- the identification and management of material risks associated with the Company's business and operations;
- the effective operation of the internal audit unit;
- ensuring 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 and the non-financial statement;
- the compliance with the regulatory and legislative framework as well as the internal regulations governing the Company.

The Company has the following key features of the Internal Control System (ICS):

- Code of Conduct and procedures for monitoring its implementation;
- An approved organisation chart fully developed, for all levels of the hierarchy and with distinction between primary and secondary functions, clearly identifying the area of responsibility per sector/department;
- Composition and operation of the Audit Committee;
- Organisational structure and operation of the Internal Audit Unit;
- Organizational structure and operation of the Regulatory Compliance and Risk Management Unit;

Fourlis

- Description of the strategic plan, its development process and its implementation;
- Long- and short-term action planning per major activity, with a corresponding report and identification of deviations on a periodic basis and justification of them;
- Complete and up-to-date Articles of Association which clearly define and reflect the scope of the Company's operation, work and main objectives;
- Description of the duties of the directorates, departments and descriptions of job positions;
- Recording of policies and procedures of important Company operations and identification of control activities;
- Procedures for compliance with the applicable legal and regulatory framework (Regulatory Compliance);
- Risk assessment and management procedures;
- Procedures for the completeness and reliability of financial reporting;
- Procedures for recruitment, training, delegation of responsibilities, target setting and performance evaluation of the officers;
- Procedures for the security, adequacy and reliability of information systems;
- Procedures for safeguarding personnel and assets;
- Description of reporting lines and communication channels within and outside the Company;
- Mechanism for monitoring and evaluating the efficiency and effectiveness of the procedures;
- Process for periodic evaluation of the adequacy and effectiveness of the ICS by an independent evaluator, communication of results and development of a plan to address weaknesses;
- Policies on environmental management system and other environmental, social and governance-related issues (ESG factors).

The business objectives, the internal organization and the environment in which the Company operates are constantly changing. As a result, the risks, it faces, change. Therefore, an adequate and effective Internal Control System (ICS) requires periodic reassessment of the nature and scope of the risks to which it is exposed. In any case, however, the aim is not to eliminate (which is impossible), but to manage these risks in a framework that is desirable for the Company.

There are 5 key components of the Internal Control System (ICS):

- the control environment;
- the risk assessment;
- the control activities;
- information and communication;
- monitoring.

Control Environment:

The control environment is the foundation of the Internal Control System (ICS) applied by the Company.

Fourlis

It influences the way business strategies and objectives are developed, the structure of corporate processes and the process of identifying, assessing and fully managing business risks. It also influences the design and operation of the control activities, the information and communication systems and the monitoring mechanisms of the Internal Control System (ICS).

The control environment is essentially the sum of many individual elements that determine the overall organization and way of management and operation of the Company.

Risk Assessment

The adequacy and effectiveness of the Company's Internal Control System (ICS) is based on: a) the nature and extent of the risks it faces; b) the extent and categories of risks that the Board of Directors deems acceptable to assume; c) the materialisation likelihood of the aforementioned risks; d) the Company's ability to reduce the impact of the risks that are ultimately materialized; and e) the cost of operation of specific control activities, in relation to the benefit from the risk management.

The Risk Assessment requires determination of objective purposes. Based on these, the significant events that may affect them should be identified, the relevant risks should be assessed and the Company's response to them should be decided.

Control Activities

The control activities are the policies, procedures, techniques and mechanisms that are put in place to ensure that the decisions of the Board of Directors regarding the management of risks that threaten the achievement of the Company's objectives are implemented. They apply to the entire Company and are performed by executives at all levels (Board of Directors, Management, other employees) and in all corporate business activities.

The control activities consist of several categories of actions that vary in cost and degree of effectiveness, depending on the circumstances. They include approvals, authorizations, confirmations, reviews of operational performance, asset security. They are part of employees' daily work and are incorporated into company policies and procedures, which should be reviewed periodically in order to be appropriately updated.

Any control activity applied must be linked to the existence of a relevant risk, as otherwise its operation imposes costs (direct or indirect) on the company, without providing any benefit in terms of achieving its business objectives. When choosing between possible alternative control activities to cover a risk, the cost-benefit ratio shall be taken into account.

Information & Communication

An element of the Internal Control System (ICS) is the manner in which the Company ensures the identification, collection and communication of information, in a time and manner that allows its various executives to perform their responsibilities. This flow can be in all directions, inside (top-down, bottom-up, horizontal) and outside the Company.

Monitoring

The monitoring of the Company's Internal Control System (ICS) consists in the continuous assessment of the existence and operation of the components of the internal control framework. This is achieved through a combination of ongoing supervisory activities, but also individual assessments. The identified deficiencies of the Internal Control System are disclosed to the higher levels of the Company, while the most significant ones are disclosed to the top management and the Board of Directors.

Periodic evaluation of the Internal Control System (ICS)

The periodic evaluation of the Internal Control System (ICS) is carried out in particular with regard to the adequacy and effectiveness of financial reporting, on an individual and consolidated basis, to the risk management and regulatory compliance, in accordance with recognised evaluation and internal control standards, as well as the implementation of the corporate governance provisions of the applicable legal framework. The assessment of the Internal Control System is performed by an independent person with proven relevant professional experience, in accordance with the international best practices (including but not limited to the International Standards on Auditing, the Framework of International Standards on Internal Audit and the COSO Internal Control Framework System).

15.6.34 Regulatory Compliance System

The main mission of regulatory compliance is to establish and implement appropriate and updated policies and procedures in order to achieve full and continuous compliance of the Company with the relevant applicable regulatory framework in a timely manner and to have a complete picture of the degree of achievement of this objective at all times. The complexity and nature of the Company's activities, including the development and promotion of new products and business practices, has been assessed in order to establish the relevant policies and procedures.

The Company has a Regulatory Compliance and Risk Management Department whose main mission is to ensure the Company's compliance with the applicable institutional and supervisory framework governing its business activities and operation. For this reason, the Regulatory Compliance Department monitors and analyses developments and amendments to the institutional and supervisory framework and conducts impact/deviation analyses. Based on these analyses, the Regulatory Compliance Department formulates proposals and action plans/actions.

In particular, the Company must comply at least with the following framework:

- Company law and corporate governance legislation (e.g. L. 4548/2018, L. 4706/2020, N 4449/2017, HCMC Decision no. 1.891/2020, HCCG);

Fourlis

- Stock exchange institutional and supervisory framework (e.g. L.4443/2016, L. 3556/2007, HCMC Decision no. 3/347/2005, HCMC Circular no. 33/3.7.2007, 25/17.07.2008 of the Board of Directors of the ASE, ASE Regulation);
- Regulation (EU) No. 596/2014 (MAR) and other provisions of the national and European regulatory framework on the abuse of privileged (inside) information and market manipulation;
- Legislation related to the Sustainability Reports;
- European and national legislation on product specifications;
- European and national legislation on personal data protection, information protection, confidentiality;
- Other institutional and supervisory framework.

The institutional and supervisory framework with which the Company complies and which is supervised by the Regulatory Compliance Department is detailed in the Charter of Operation.

15.6.35 Supplier Due Diligence Acceptance Policy

The Company deems it necessary that all external partners, to whom outsourced services or work are entrusted, shall maintain a high level of integrity and legality when acting on its behalf. To this end, the Company applies a check on the legality and integrity of its external partners. This check is broken down into three distinct stages.

Pre-contractual stage

Each external partner is required to provide the Company with specific documents and information before signing the cooperation agreement (e.g. legal documents for legal entities, identification documents for natural persons, financial statements). At this stage, every effort is made to evaluate the potential external partner and, in particular, to identify, evaluate and manage potential risks and conflicts of interest. The documents and information collected, are checked by the Regulatory Compliance & Risk Management Department, who, depending on the outcome of the check, recommends to the competent Director and the Procurement Department the approval of the cooperation and the preparation of the relevant contractual documents or the rejection of the possible cooperation.

Contractual stage

At this stage, the contractual texts are drafted based on the requirements imposed by the nature of each cooperation, the relevant institutional framework, if any, and the restrictions provided for by the Company's internal policies. Once the contractual texts have been drafted and approved by the competent executives, the stage of signing them and putting them into effect with the start of the provision of the services envisaged follows.

During the provision of services / Post-contractual stage

All external partnerships are constantly monitored for potential risks during their execution. Depending on the duration of each cooperation, specific time points are foreseen at which the provision of services is evaluated and the external partner is re-evaluated in order to establish that nothing has changed from what was established in the pre-contractual evaluation stage and whether the information needs to be updated, as well as the level of the services offered, in order to establish whether they meet what has been agreed and whether the expected result is finally achieved.

If it is found necessary to terminate the cooperation for any reason, the provisions of the relevant contract regarding the issue of termination shall be examined and every effort shall be made to ensure that the consequence of such termination as regards all parties to the contract are as provided for, without exposing the Company to any risk. Furthermore, depending on the nature of the services covered by the terminated contract and the needs of the Company, a new external partner is sought for these services.

The Company maintains a register of external partners, as well as a record of the outsourcing contracts it has drawn up and all documents collected and evaluated for existing partners, always complying with the provisions of the applicable legislation on the protection of information and personal data.

15.6.36 Internal Audit Unit

The Internal Audit Unit operates in accordance with Articles 15 and 16 of Law 4706/2020, the Hellenic Code of Corporate Governance that the Company has voluntarily adopted (<http://www.helex.gr/el/esed>) and the provisions of the Company's Charter of Operation. The operation of the Internal Audit Unit is described in detail in the Audit Committee Charter approved by the Board of Directors of the Company and posted on the Company's website (<http://www.fourlis.gr>).

The responsibilities of the Internal Audit Unit include monitoring, control and evaluation:

- of the implementation of the Company's Charter of Operation, in particular with regard to the adequacy and accuracy of the financial and non-financial information provided, risk management, regulatory compliance and the corporate governance code adopted by the Company;
- of the quality assurance mechanisms;
- of corporate governance mechanisms;
- of compliance with the commitments contained in the Company's prospectuses and business plans regarding the use of funds raised on the regulated market.

The responsibility of the Internal Audit Unit includes the following:

- providing assurance that the risk identification and management procedures implemented by the Management are adequate;
- providing assurance as to the effectiveness of the internal control system;
- providing assurance as to the quality and reliability of the information provided by the Management to the Board of Directors regarding the internal control system.

Fourlis

The Internal Audit Unit is distinctly the Company's third line of defence and is independent from the rest of the Company's organisational units (IIA - The Three Lines Model).

The Head of the Internal Audit Unit is appointed by the Board of Directors of the Company following a proposal of the Audit Committee, is a full-time employee, personally and operationally independent and objective in the performance of his/her duties and has the appropriate knowledge and relevant professional experience. He/She is administratively subordinate to the Chief Executive Officer and operationally to the Audit Committee.

The Head of the Internal Audit Unit shall submit to the Audit Committee the annual audit program and the necessary resource requirements, as well as the impact of resource constraints or the audit work of the Internal Audit Unit in general. The annual audit program is prepared on the basis of the Company's risk assessment after taking into account the opinion of the Audit Committee.

The Head of the Internal Audit Unit attends the general meetings of shareholders.

For its areas of responsibility, the Internal Audit Unit prepares reports to the audited units with any findings, the risks arising from them and suggestions for improvement, if any.

These 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 on the scope of its control, if any, the final internal control proposals and the results of the response of the Company's audited units to its proposals, are submitted quarterly to the Audit Committee. In addition, the Internal Audit Unit applies periodic confirmation (follow-up) of the degree of implementation of the agreed actions and informs respectively the Audit Committee. In addition, the Internal Audit Unit submits reports at least every three (3) months to the Audit Committee, including the most significant issues and its proposals related to the above tasks, which the Audit Committee presents and submits together with its comments to the Board of Directors. The Internal Audit Unit is responsible for the absolute preservation of the confidentiality of data and confidentiality in general.

The Internal Audit Unit cooperates and coordinates its work with other organizational units of the Company that constitute the first and second line of defense and have similar assurance purposes (e.g. Regulatory Compliance & Risk Management Unit, Procurement and Corporate Governance Department, Information Security Department) in order to effectively and efficiently cover all areas of audit interest (operational, financial, compliance), without overlapping with each other.

The Internal Audit Unit, at the request of the Management, may provide advisory services on issues such as: evaluation of procedures, information systems to ensure that they are in line with the Internal Control systems; the undertaking of advisory projects is approved by the Audit Committee and their nature and duration should not hinder the objectivity and independence of the Internal Auditors.

In case the subsidiaries have separate Internal Audit Units, the Internal Audit Unit of the parent company ensures the uniform development and implementation of internal control in the Group companies.

Fourlis

The Head of the Internal Audit Unit provides in writing any information requested by the Hellenic Capital Market Commission, cooperates with it and facilitates in every possible way the work of monitoring, control and supervision by it.

15.6.37 Shareholders Service and Corporate Communications Unit

The Shareholders Service and Corporate Communications Unit ensures:

- the provisions of shareholders with direct, accurate and equal information and their support in the exercise of their rights under the applicable legislation and the Company's Articles of Association;
- the distribution of dividends and bonus shares, the issue of new shares for cash, the exchange of shares, the time period for the exercise of the related options or changes in the initial vesting periods, such as the extension of the time period for the exercise of options;
- the provision of information on regular or extraordinary general meetings and the decisions taken by them;
- the acquisition of treasury shares and their disposal and cancellation, as well as the plans for the allocation of shares or free allocation of shares to members of the Board of Directors and employees of the Company;
- exchange of data and information with central securities depositories and intermediaries in the context of shareholders' identification;
- broader communication with the shareholders;
- the provision of information to the shareholders in compliance with the provisions of the law on the provision of facilities and information by the Company;
- monitoring of the exercise of shareholding rights, in particular as regards the percentage of shareholders' participation and the exercise of voting rights at general meetings;
- the provision of information to shareholders through the necessary announcements concerning regulated information (article 91 of L.4548/2018) and corporate events (article 104 of L.4548/2018);
- compliance with the obligations set out in Article 17 of Regulation (EU) 596/2014 regarding the disclosure of privileged (inside) information and other applicable provisions.

15.6.38 Information Security Department

The Company has a Group-wide Information Security Department, which is responsible for the formulation, implementation and supervision of the information security and cyber security strategy, with the aim of protecting the information assets, data and information systems of the Company and its subsidiaries.

The Information Security Department reports to the Group's Chief Executive Officer, and provides services to all Group companies.

Its main responsibilities include in particular:

- the development and implementation of the Group's information security strategy;

Fourlis

- the design, implementation and continuous monitoring of the information security framework;
- the management of information security risks and the compliance with applicable regulatory and legislative framework;
- the integration of security principles in projects, infrastructures and applications (security-by-design);
- the implementation and monitoring of technical and organisational security controls;
- the development of performance and risk indicators to monitor the level of security;
- the training and awareness of the staff on information security issues;
- the management of information security incidents and the coordination of response actions;
- the supporting of internal and external audits and inspections;
- the cooperation with competent bodies and external partners to enhance information security.

The Information Security Department is also responsible for monitoring compliance with security policies and reporting to management on the level of risk, security incidents and the effectiveness of protection measures.

The Group implements an integrated Information Security Management System, which aims to ensure confidentiality, integrity and availability of information, as well as to offer protection against internal and external threats, intentional or unintentional.

The Information Security Management System is governed by the Group's approved Information Security Policy, which defines the basic principles, governance framework, roles and responsibilities for the protection of information assets and the management of related risks. This Policy is supported by a set of individual policies, procedures and controls that specify its requirements and cover, among other things:

- management of access and benefits;
- information asset management;
- security of operations and networks;
- security of system development and procurement;
- security of relations with suppliers;
- security incident management;
- business continuity and resilience;
- compliance with regulatory and legislative requirements.

The Company manages information security in a systematic manner and in alignment with international standards and European regulatory requirements, including but not limited to the ISO/IEC 27001 and the NIS2 Directive, seeking to continuously strengthen and mature the Information Security Management System.

Fourlis

The adequacy and effectiveness of the relevant procedures are regularly assessed through internal and external audits, including, inter alia, the periodic evaluation of the Internal Control System and annual audits by statutory (certified) auditors in the context of financial reporting, which include data related to information security.

In the past, the Group faced an IT security incident, which was managed promptly and effectively, without any data leakage and without any material impact on the continuity of its operations. This experience has been used to further strengthen prevention, detection and response mechanisms, as well as to upgrade the overall resilience of information systems and infrastructures.

As part of the overall risk management strategy, the Company also implements additional protection and risk transfer measures, where appropriate, complementary to the technical and organisational security measures.

The Information Security Department cooperates with the other organizational units of the Company in the context of the overall risk management and the Internal Audit System, contributing to business continuity, the protection of the Company's reputation and compliance with the applicable institutional framework.

15.7 If the Company deviates from the corporate governance code to which it is subject or which it applies, the corporate governance statement shall include a description of the deviation with reference to the relevant parts of the corporate governance code and a justification for such deviation. If the Company does not apply certain provisions of the corporate governance code to which it is subject or which it applies, the corporate governance statement shall include a reference to the provision it does not apply and an explanation of the reasons for non-implementation.

The Company implements the Hellenic Code of Corporate Governance with minimal deviations, which are presented and justified in the table below:

HELLENIC CODE OF CORPORATE GOVERNANCE (JUNE 2021)	Explanatory Note/Justification for a deviation from the specific practices of the Hellenic Code of Corporate Governance
The contracts of the executive members of the Board of Directors provide that the Board of Directors may demand the reimbursement of all or part of the bonus awarded due to breach of contractual terms or inaccurate financial statements of previous years or generally on the basis of incorrect financial data used to determine this bonus (special practice 2.4.14, Remuneration of members of the Board of Directors).	The existing contracts of the executive directors with the company do not include this clause. For the contracts of executive members of the Board of Directors that will arise in the future and after the expiry of the term of the current Board of Directors, the Company will comply accordingly.

The Hellenic Code of Corporate Governance is posted on the website of the Hellenic Corporate Governance Council, at: <http://www.esed.org.gr>.

15.8 Report on the fit and proper policy of the members of the Board of Directors, also including the requirements of L. 5178/2025 on gender balance in the Boards of Directors.

The Company has a Fit and Proper Policy for the members of the Board of Directors which is approved by the Board of Directors and submitted for final approval to the General Assembly's Meeting of Shareholders of the Company. The second version of the Fit and Proper Policy for the members of the Board of Directors based on the provisions of L.4706/2020, and taking into account the L.5178/2025 on gender balance in the Boards of Directors, was approved by the Ordinary General Assembly's Meeting of Shareholders on 20/6/2025 and is posted on the Company's website (<http://www.fourlis.gr>). The basic concepts and principles of the Company's Fit and Proper Policy are the following:

- Fit and Proper policy shall mean the set of principles and criteria applied at least in the selection, replacement and renewal of the term of office of the members of the Board of Directors in the context of the assessment of individual and collective suitability.
- Individual suitability is the degree to which a person is considered to have, as a member of the Board of Directors, sufficient knowledge, skills, experience, independence of judgment, good moral character and good reputation to perform his/her duties as a member of the Board of Directors of the Company, in accordance with the suitability criteria set out in the Company's Fit and Proper Policy.
- Collective suitability shall mean the suitability of the members of the Board of Directors as a whole.
- The Fit and Proper Policy aims to ensure the quality of staffing, effective operation and fulfillment of the role of the Board of Directors based on the overall strategy and medium/long-term business objectives of the Company with the aim of promoting the company's interest.

Fourlis

- The Fit and Proper Policy is clear, adequately documented and governed by the principle of transparency and proportionality.
- The evaluation criteria of individual suitability are general and shall apply to all members of the BoD, regardless of their capacity and title as executive, non-executive or independent non-executive members.
- The composition of the Board of Directors reflects the knowledge, skills and experience required for the exercise of its responsibilities. This includes the requirement for the Board of Directors to have an adequate understanding of the areas for which the members are collectively responsible and to have the necessary skills to exercise the actual management and supervision of the Company, with respect to, among other things:
 - Its business activity and the main risks associated with it;
 - the Strategic planning;
 - the financial reports;
 - the compliance with the legislative and regulatory framework;
 - the understanding of corporate governance issues;
 - the ability to identify and manage risks;
 - the impact of technology on its activities;
 - the adequate gender representation (gender balance).
- The Fit and Proper Policy explicitly provides for an adequate gender representation of at least 25% of the total number of Board members and in case of a fraction, this percentage is rounded to the previous integer, subject to par. 3 of article 3A of L. 4706/2020, as added by article 5 of L. 5178/2025 with effect from 30/6/2026, where this percentage is 33% of the total number of members of the Board of Directors, rounded to the nearest integer. Further, when the Board of Directors includes three or more executive members, it should include at least one of the underrepresented gender.
- The Fit and Proper Policy refers to the Company's Equal Opportunities and Diversity Policy to ensure that it is taken into account when appointing new members of the Board of Directors.
- The monitoring of the implementation of the Fitness Policy constitutes the responsibility of the Board of Directors. The Internal Audit Unit, the Regulatory Compliance & Risk Management Unit, the Nomination and Remuneration Committee and the Company Secretary shall assist in the implementation of the Fit and Proper Policy where required. The results of the Fit and Proper Policy assessment are recorded as well as the actions that should be taken to address any shortcomings identified at both individual and collective suitability levels.
- The documentation regarding the approval of the Fit and Proper Policy and any amendments thereto shall be kept in an electronic file.

15.9 Report on the acts of the Committees of article 10 of L.4706/2020 and in particular the Audit Committee and the Nomination and Remuneration Committee with reference to the work carried out by the Committees

The reports on the acts of the Audit Committee and the Nominations and Remuneration Committee follow.

15.9.1 Report on the acts of the Audit Committee

All meetings of the Committee were attended by the Internal Audit Director and the Chief Financial Officer in addition to the Secretary of the Committee. Depending on the issues of the meetings, the heads of the units responsible for Financial Reporting, Non-Financial Reporting (Sustainability Reporting), IT, Information Security, Risk Management, Regulatory Compliance, Corporate Governance, Sustainable Development as well as the statutory (certified) auditors-accountants of the financial report, the statutory auditors of the Sustainability Report and the external evaluators of the Internal Control System were invited to participate, where deemed necessary.

The relevant information material (internal audit reports, management reports, auditors' reports and presentations, financial and non-financial information, etc.) was timely distributed to the members of the Committee for them to study it and then be able to express their informed opinions. Minutes were kept for the meetings of the Audit Committee in which the issues discussed and approved by the Members present were recorded.

The Audit Committee is a three-member committee and consists of three independent non-executive members of the Board of Directors. The Board of Directors reviewed the fulfillment of the independence requirements of the members of the Committee for the financial year 2026, under article 9 par. 3 of L.4706/2020, at the meeting dated 26/1/2026 (prior to the meeting for the approval of the Financial Report for the year 2025). The members of the Audit Committee as a whole, have proven sufficient knowledge in the sector in which the Company operates, the Chairman and one member of the Committee have sufficient knowledge and experience in auditing and accounting, while the other member of the Committee has knowledge and experience in technology, information systems and information security.

The following table provides information on the attendance of the members at the meetings of the Audit Committee for the financial year 2025.

Composition of the Audit Committee	Title	Audit Committee meetings in 2025	Rate of attendance at meetings
		Total 7	

Fourlis

Stylianos Stefanou, son of Markos	Independent Vice-Chairman, Independent Non-Executive Member, Chairman of the Audit Committee and Member of the Nomination and Remuneration Committee	7	100%
Maria Georgalou, daughter of Sofoklis	Director, Independent Non-Executive Member, Member of Audit Committee	7	100%
Stavroula Kampouridou, daughter of Alexandros	Director, Independent Non-Executive Director, Member of the Audit Committee, Member of the Digital Transformation Committee	7	100%

An external evaluation of the Audit Committee was carried out by EY during the second evaluation of the Internal Control System according to article 14 par. i of L.4706/2020. The conclusion of the Evaluation Report on the Adequacy and Effectiveness of the Internal Control System was unconditional.

The Audit Committee also conducts annually a self-assessment of its effectiveness, and the results are discussed at the Board of Directors. In addition, as part of the collective evaluation of the Board of Directors, the members of the Board of Directors also evaluate its Committees and the results are discussed at the Board of Directors. For the financial year 2025, both the results of the Audit Committee's self-assessment and the results of the evaluation by the members of the Board of Directors were discussed at the meeting of the Board of Directors dated 24/11/2025.

In the exercise of its responsibilities, the Audit Committee had full and unhindered access to all necessary information and was provided with the necessary resources and infrastructure for its effective operation.

The Secretary of the Board of Directors of the Company acts as Secretary of the Committee and attends all meetings of the Committee and keeps the minutes of the Committee.

During the financial year 2025, the members of the Audit Committee held a total of seven (7) meetings, during which they discussed the following issues:

- Meeting dated 14/1/2025
 - Issue 1st: Approval of the minutes of the previous meeting of the Audit Committee
 - Issue 2nd: Briefing of the Audit Committee members on the progress of the implementation of the corrective actions related to the security incident dated 27/11/2024
 - Issue 3d: Internal Audit A. Approval of the Internal Audit Unit's budget for the year 2025 B. Approval of the Internal Audit Unit training plan for the year 2025 C. Progress of implementation of the project for adaptation to the revised International Standards for the Professional Practice of Internal Auditing

Fourlis

- Meeting dated 4/4/2025
 - Issue 1st: Approval of the minutes of the previous meeting of the Audit Committee
 - Issue 2nd: External Audit - Annual Financial Statements 2024 - Report on the acts of the Audit Committee 2024 A. Supplementary Report of the External Auditors to the Audit Committee of FOURLIS HOLDINGS SA pursuant to article 11 of EU Regulation no. 537/2014 for the financial year 2024 B. Annual Financial Report 1/1 - 31/12/2024 of FOURLIS HOLDINGS SA: Evaluation of the drafting process and review in terms of completeness and application of accounting principles C. Report - Proposal of the Audit Committee to the Board of Directors of FOURLIS HOLDINGS SA dated 8/4/2024 on the approval of the Financial Statements 2024
 - Issue 3d: Internal Audit A. Informing the Audit Committee on the progress of internal audits carried out by external partners B. Report on the FOURLIS HOLDINGS SA internal audit work for the period 16 November 2024 - 15 March 2025 C. Implementation of Corrective Measures -Status Update D. Planning of the FOURLIS HOLDINGS SA internal audit projects for the period March - May 2025 E. Report on the results of the internal audit work of FOURLIS HOLDINGS SA for the audit year 2024, F. Report of the Audit Committee on Internal Audit work and findings to the Board of Directors of FOURLIS HOLDINGS SA dated 7/4/2025 G. Revision of the Charter of Operation of the IAU (IA Charter) H. Revision of the Internal Audit Procedures Manual (Internal Audit Manual) I. Approval of the job descriptions of all the positions included in the organization of the IAU J. Planning the evaluation of the Head of Internal Audit K. Approval of the Audit Committee's Report on Acts for the year 2024
 - Issue 4th: Regulatory Compliance - Risk Management A. Annual Regulatory Compliance Report including the Report on the Personal Data Regulation for the year 2024 B. Regulatory Compliance Planning including GDPR for the year 2024 C. Annual Whistleblowing System Report for the year 2024 D. Annual Report on Fraud Cases for the year 2024 affecting Fourlis Group Companies E. Annual Report on Risk Management for the year 2024 F. Risk Management Unit Project Planning for the year 202..
 - Issue 5th: ESG information
 - Issue 6th: Other issues A. Approval to obtain non-audit services from the audit company performing the statutory audit of the Financial Statements (#110)
- Meeting dated 23/5/2025
 - Issue 1st: Approval of the minutes of the previous meeting of the Audit Committee
 - Issue 2nd: External Audit - Annual Financial Statements 2023 - Report on the Acts of the Audit Committee 2023 B. Management letter for the financial year 2024

- Issue 3d: Informing the Audit Committee on the Group Consolidated Financial Statements for the A' quarter of 2025 of FOURLIS HOLDINGS SA
- Issue 4th: Internal Audit A. Revision of the Annual Internal Audit Plan (IA Plan 2025) B. Informing the Audit Committee on the progress of the internal audits conducted by external partners C. Report on FOURLIS HOLDINGS SA's internal audit work for the period 16 March - 15 May 2025 D. Status of Implementation of Corrective Measures (Action Plan status update) E. Scheduling of FOURLIS HOLDINGS SA's internal audit projects for the period May - August 2025 F. Report of the Audit Committee on Internal Audit works and findings to the Board of Directors of FOURLIS HOLDINGS SA dated 26/5/2025 G. Planning for the evaluation of the Internal Audit Unit / Head of Internal Audit H.
- Issue 5th: Regulatory Compliance A. Report on the results of the Regulatory Compliance Unit for the A quarter of 2025 and Planning for the B quarter of 2025 B. Informing the AC on the progress of the audit conducted by an external partner on the processors of customer personal data on behalf of the Group companies C. Informing the Audit Committee on the scheduling of on-site audits on the processors of customer personal data on behalf of the Group companies D. Establishment of a register of required Licences for the store operation of all Group subsidiaries in all countries of operation
- Issue 6th: External evaluation of the Internal Control System (ICS)
- Meeting dated 15/7/2025
 - Issue 1st: Approval of the minutes of the previous meeting of the Audit Committee
 - Issue 2nd: Briefing of the Audit Committee on Information Security, Cybersecurity and IT Strategy A. Strategic Vision for Information Security and Cybersecurity B. Information Security and Cybersecurity Framework C. Key activities carried out so far D. Next steps
 - Issue 3d: Evaluation of the Internal Audit Unit / Head of Internal Audit
- Meeting dated 5/9/2025
 - Issue 1st: Approval of the minutes of the previous meeting of the AC
 - Issue 2nd: External Audit - Group Financial Statements A Half of 2025 - Financial Reporting Procedure A. Presentation by the external auditors on the development of their adjustment plan and the review of the A' Half of 2025 B. Consolidated Group Financial Statements of the Company for the A' Half of 2025 C. Presentation of the Audit Committee to the Board of Directors on the Company's semi-annual financial report D. Press Release for the semi-annual financial report of FOURLIS HOLDINGS SA
 - Issue 3d: Internal Audit A. Revision of the Annual Internal Audit Plan 2025 B. Informing the Audit Committee on the progress of the internal audits conducted by external partners C.

- Report of the FOURLIS HOLDINGS SA's internal audit work for the period May 16, 2024 - August 31, 2025 D. Corrective Measures Implementation Status (Action Plan status update)
- E. Planning of the Company's internal audit projects for the period September - November 2025 F. Report of the Audit Committee on Internal Audit work and findings to the Board of Directors of FOURLIS HOLDINGS SA dated 8/9/2025 G. Evolution of the process of selecting external partners for internal audits
- Issue 4th: Regulatory Compliance - Risk Management A. Report of the Regulatory Compliance Unit for B' Quarter 2025 (until 31/8/2025) and Planning for the C' Quarter 2025 (from 1/9/2025) B. Briefing of the AC on Risk Management issues
- Issue 5th: Self-evaluation of the effectiveness of the Audit Committee A. Results of the self-evaluation of the effectiveness of the Audit Committee of the Board of Directors of FOURLIS HOLDINGS SA
- Issue 6th: External evaluation of the Internal Control System (IAC) A. Second evaluation of the Internal Control System by an external evaluator (evaluation period 2023 - 2025) - progress review B. Update of the Internal Control System (ICS) evaluation policy and process
- Issue 7th: Other issues A. Approval to obtain non-audit services from the audit company performing the statutory audit of the Financial Statements (#110 to #111)
- Meeting dated 20/11/2025
 - Issue 1st: Approval of the minutes of the previous meeting of the Audit Committee.
 - Issue 2nd: Group Financial Statements for the nine-month-period of 2025 - Financial Reporting Procedure A. Setting a meeting with the external auditors to schedule the audit for the financial year 2025 B. Consolidated Group Financial Statements for the period 1/1 - 30/9/2024 of FOURLIS HOLDINGS SA C. Briefing of the AC on the Press Release on the Group's financial results for the period 1/1 - 30/9/2025 D. Briefing of the Audit Committee on the progress in drafting responses to the Letter with Prot. No.: HCMC 2164 16.9.2025 of the Hellenic Capital Market Commission
 - Issue 3d: Internal Audit A. Briefing of the AC on the progress of internal audits carried out by external partners B. Report on the internal audit work of FOURLIS HOLDINGS SA for the period 1 September - 15 November 2025 C. Planning of internal audit projects of FOURLIS HOLDINGS SA for the period November 2025 - March 2026 D. Report of the Audit Committee on Internal Audit works and findings to the Board of Directors of FOURLIS HOLDINGS SA dated 24/11/2025 E. Presentation of the draft of the Internal Audit Plan 2026 to be discussed

Fourlis

- Issue 4th: Evaluations A. Briefing of the AC on the progress of the evaluation of the Company's Internal Control System and its significant subsidiary by EY B. Briefing of the AC on the planning of the evaluation of the Company's Corporate Governance System
- Issue 5th Regulatory Compliance - Risk Management A. Proposed Action Plan of the Regulatory Compliance Unit for the year 2026 B. Report on the results of the Regulatory Compliance Unit for Quarters C' and D' (until 20/11/2025) of 2025 C. Proposed Risk Management Unit Action Plan for the year 2026 D.
- Issue 6th: Other issues A. Approval of delivery of non-audit services by the auditing company that conducts the statutory audit of the Financial Statements (#112)
- Meeting dated 15/12/2025
 - Issue 1st: Update the AC members on the security incident as of 27/11/2024.
 - Issue 2nd: External Audit - Financial and Non-Financial Reporting Procedure A. Meeting with the external auditors to schedule the audit of the FY 2025 B. Meeting with the external auditors to schedule the audit of Sustainability Report for the FY 2025 C. Briefing of the AC on the progress in the drafting of responses to the Letter with Prot. No.: HCMC 2164 16.9.2025 of the Hellenic Capital Market Commission
 - Issue 3d: Evaluation of the Internal Audit System
 - Issue 3d: Internal Audit A. Internal Audit Self-Assessment B. Approval of the Annual Internal Audit Program for 2026 C. Approval of the Internal Audit Unit budget for the year 2026 D. Approval of the Internal Audit Unit training plan for the year 2026

The Audit Committee reported the results of all its acts in writing to the Board of Directors with its findings and made specific proposals to implement corrective actions where it deemed appropriate.

15.9.2 Report on the Acts of the Nomination and Remuneration Committee

During financial year 2025, the members of the Nomination and Remuneration Committee held a total of eight (8) meetings during which they discussed the following issues:

- Meeting dated 22/1/2025
 - Issue 1st: Review of the remuneration of the members of the Board of Directors for the fiscal year 2025 and submission of a relevant proposal to the Board of Directors for approval.
 - Issue 2nd: Discussion of issues relating to other current works of the Nomination and Remuneration Committee.
- Meeting dated 28/3/2025
 - Issue 1st: Certification of the achievement of the determined corporate objectives constituting the criterion for the allocation of the rights of the Second Series of the Plan for the free distribution of

common registered shares with voting rights (stock grants) pursuant to article 114 of L. 4548/2018 (hereinafter referred to as: "the Rights") adopted by the Ordinary General Assembly of the Company's shareholders on 16.06.2023 (as currently in force after the amendment of Chapter 2.1 B of the Plan/Program under the resolution of the Ordinary General Assembly of the Company's shareholders dated 21.06.2024). Submission of a proposal to the Board of Directors regarding the determination of the beneficiaries and the allocation of the Rights.

- Issue 2nd: Submission of a proposal to the Board of Directors regarding the determination of corporate objectives - criteria for the implementation of the Third Series of the Program for the free distribution of common registered shares with voting rights (stock grants) pursuant to article 114 of L. 4548/2018 adopted by the Ordinary General Assembly of the Company's shareholders on 16.06.2023 (as currently in force after the amendment of Chapter 2.1 B of the Plan/Program under the resolution of the Ordinary General Assembly of the Company's shareholders on 21.06.2024).
 - Issue 3d: Submission of a proposal to the Board of Directors regarding the assignment of the duties of the Chief Executive Officer of the Group's subsidiary "TRADE LOGISTICS SA".
 - Issue 4th: Discussion of issues relating to other current works of the Nomination and Remuneration Committee.
- Meeting dated 30/4/2025
 - Agenda Issues: Resignation of the Company's CEO and executive member of the Board of Directors, as well as of the member of the Sustainability and Digital Transformation Committees. Launch of the succession procedure (recruitment and selection of a replacement for the above-mentioned resignation).
 - Meeting dated 23/5/2025
 - Issue 1st: Approval of the Remuneration Report of the members of the Board of Directors for the financial year 1/1/2024 - 31/12/2024 (article 112 of L. 4548/2018).
 - Issue 2nd: Proposal of the Nomination and Remuneration Committee to the Board of Directors on the option of granting remuneration to the members of the Board of Directors, consisting of a share in the profits of the fiscal year and the determination of the relevant responsibility of the General Assembly, in accordance with the provisions of article 109 § 2 of L. 4548/2018. Subsequent proposal for the relevant amendment of article 25 of the Articles of Association.
 - Issue 3d: Approval of the revised version of the Remuneration Policy for the members of the Board of Directors.
 - Issue 4th: Approval of the revised version of the FOURLIS Group's Executive Officers' Remuneration Policy.

Fourlis

- Issue 5th: Proposal of the Nomination and Remuneration Committee to the Board of Directors for the distribution of part of the balance of the net retained earnings of the fiscal year 2024 as remuneration to Executive Members of the Board of Directors and the Company's senior executive officers.
 - Issue 6th: Approval of the revised version of the Fit and Proper Policy for the members of the Board of Directors.
 - Issue 7th: Approval of the revision of the Performance Stock Grant Program for the free award of stock grants to executives of the Company and its related companies, which was approved by the Ordinary General Assembly of the shareholders at its meeting dated 16.06.2023, in accordance with article 114 of L. 4548/2018.
 - Issue 8th: Procedure for the recruitment and selection of a candidate/nominee for the position of CEO of the Company and the position of Executive Member of the Board of Directors.
 - Issue 9th: Discussion of issues relating to other current works of the Nomination and Remuneration Committee.
- Meeting dated 11/6/2025
 - Issue 1st: End of the procedure for the recruitment and selection of a candidate/nominee for the position of CEO of the Company and the position of Executive Member of the Board of Directors. Submission of a proposal to the Board of Directors.
 - Issue 2nd: Resignation of the Group's Chief Information Officer from his job. Submission of a proposal to the Board of Directors regarding benefits under the Executive Compensation Policy.
- Meeting dated 25/7/2025
 - Issue 1st: Resignation of the Group's Chief Information Officer from his job. Submission of a proposal to the Board of Directors regarding the benefits under the Remuneration Policy for the members of the Board of Directors.
 - Issue 2nd: Submission of a proposal to the Board of Directors regarding the determination of corporate objectives - criteria for the implementation of the Third Series of the Program for the free distribution of common registered shares with voting rights based on performance (performance stock grants) pursuant to article 114 of L. 4548/2018, adopted by the Ordinary General Meeting of the Company's shareholders on 16.06.2023 (as currently in force, already amended by the resolutions of the Ordinary General Meetings of the Company's shareholders on 21.06.2024 and on 20.06.2025).
- Meeting dated 4/9/2025

Fourlis

- Agenda Issues: Discussion on the current work of the Nomination and Remuneration Committee.
- Meeting dated 17/11/2025
- Issue 1st: Information of the Nomination and Remuneration Committee on issues related to the Committee's self-evaluation, as well as the recruitment and selection/succession plan process for nominated members of the Board members and top and senior executives.
- Issue 2nd: Discussion on other current work of the Nomination and Remuneration Committee.

15.10 Detailed CVs of members of the Board of Directors and senior management officers

The Curricula Vitae of members of the Board of Directors and senior management officers (executives) are listed below.

15.10.1 Curricula Vitae of members of the Board of Directors

Vasileios Fourlis, Chairman of the BoD, Executive Member

Personal Information:

Nationality: Greek

Current Positions:

Chairman of the Board of Directors of FOURLIS HOLINGS S.A. , Chairman of the Board of Directors of TRADE ESTATES REIC, Vice-Chairman of the Board of Directors of HOUSEMARKET S.A. (IKEA), member of the Board of Directors of SPORTSWEAR MARKET S.A.

Member of the Board of Directors of the Hellenic Society for Environment and Culture.

Previous Professional Experience:

He has been a member of the Boards of Directors of the Association of Enterprises and Industries (SEV), the Hellenic Corporate Governance Council (HCGC or "ESED") of the company TITAN Cement S.A., OTE S.A., IMITHEA S.A. (Henry Dunant Hospital Center), Piraeus Bank, Vivartia S.A., National Insurance Company and the Hellenic Foundation for European & Foreign Policy (ELIAMEP).

In 2004 he was awarded the "Kouros Entrepreneurship Award" by the President of the Hellenic Republic.

Academic Qualifications:

Fourlis

Master of Science in Management (International Business), Boston University/ Brussels, graduated in 1989

Master of City Planning (Economic Development and Regional Planning), University of California /Berkeley,

graduation year 1985

Bachelor of Arts (Honors in Economics and Urban Studies), College of Wooster, graduation year 1983

Website where this resume is posted:

[Resume/Curriculum Vitae](#)

Dafni Fourlis, Vice-Chairman of the Board of Directors, Executive Member

Personal Information:

Nationality: Greek

Current Positions:

Vice-Chairman of the Board of Directors of FOURLIS S.A. and Chairman of the Board of Directors of HOUSEMARKET S.A. and INTERSPORT ATHLETICS S.A. Non-executive member of TRADE ESTATES REIC REIC.

Previous Professional Experience:

FOURLIS BROS. SA (currently: FOURLIS HOLDINGS SOCIETE ANONYME).

Academic Qualifications:

Business Administration from Deree College

Website where this resume is posted:

[Resume/Curriculum Vitae](#)

Stylianos Stefanou, son of Markos, Independent Vice-Chairman, Independent Non-Executive Member, Chairman of the Audit Committee and Member of the Nomination and Remuneration Committee

Personal Information:

Nationality: Greek & Cypriot

Recent Jobs:

2005 - to date Entrepreneur - Acquisition of METAXA factory. Exclusive production of METAXA products, Skinos Mastiha, Green Cola, Three Cents & Mastiqua soft drinks and other alcoholic and non-alcoholic beverages. Haagen-Dazs Master Franchisee in Cyprus and Haagen-Dazs Franchisee in Greece.

Fourlis

2016 - to date Independent Member of the Board of Directors, Chairman of the Audit Committee and Remuneration Committee of the insurance company CNP Zois SA.

2020 - to date Independent Member of the Board of Directors, member of the Audit Committee of the insurance companies CNP Insurance & CNP Cyprialife, in Cyprus.

2021 - to date Independent Member of the Board of Directors of FOURLIS HOLDINGS SA, Chairman of the Audit Committee and member of the Nomination and Remuneration Committee

2024 - to date Independent Vice-Chairman of FOURLIS HOLDINGS SA.

Previous professional experience:

1985 - 1990 KPMG London Office - Senior Audit Supervisor

1990 - 1992 METAXA - Financial Planning & Analysis Manager

1992 - 1997 METAXA - Chief Financial Officer

1997 - 2005 METAXA - CEO and Head of UDV European Operations. Shareholder in a JV with BOLS BV

2001 - 2004 Independent Member of the Board of Directors of Hellenic Bank Unit Trust

2007 - 2021 Independent Member of the Board of Directors, Chairman of the Audit Committee and Member of the Nomination and Remuneration Committee in ELGEKA SA

2009 - 2012 Member of the Board of Directors of ERT. Chairman of the Board of Directors during the last ten months of his term of office

Education/ Training:

1982 - 1985 THE LONDON SCHOOL OF ECONOMICS

BSc (Hons) in Economics (Accounting & Finance)

1985 - 1990 KPMG - London Office

1988 - to date FCA - Member of the Institute of Chartered Accountants in England and Wales

2020 - to date Continuous participation in ESG training seminars

Website where this resume is posted:

[Resume/Curriculum Vitae](#)

Ioannis Vasilakos, Chief Executive Officer, Executive Member

Yannis Vasilakos is CEO and member of the Executive Committee of the Fourlis Group.

He has extensive experience in the retail industry, having held senior management positions in Greek and multinational companies. From 2010 to 2025, he worked at Kotsovolos, a subsidiary of the UK-based "Dixons Carphone Group", where he held successive positions of increased responsibility. During the period

Fourlis

from May 2018 to 2025, he served as Vice-Chairman and Chief Executive Officer, responsible for the management and development of business activities in Southeastern Europe. Previously, he had served as Director of Operations and Commercial Director.

In the past, he has worked at Public Retail World Group (Multirama) as Retail Manager and Commercial Director, at Informer Group as Business Unit Manager in the hospitality solutions sector, and at Pouliadis & Co. as Marketing Manager of business solutions.

He is a graduate of Ashridge Business School in the UK and the American College of Greece.

Website where this resume is posted:

[Resume/Curriculum Vitae](#)

Lida Fourlis, Executive Member of the Board of Directors, Director of Sustainable Development and Social Responsibility, Chair of the Sustainability Committee

Personal Information:

Nationality: Greek

Current positions:

Director-Executive member of the Board of Directors of FOURLIS HOLDINGS S.A. (since 2008)

Consultant-Executive member of the Board of Directors of SPORTSWEAR MARKET S.A.

Chairman of the Board of Directors of TRADE STATUS S.A. (DP...am shops) (since 2006)

Chairman of the Board of Directors of WELLNESS MARKET S.A. (since 2023)

Director of Sustainable Development and Social Responsibility of FOURLIS Group (since 2008)

Chairman of the Sustainability Committee

Previous Professional Experience:

1989- 1997: Fourlis Bros. SA - Marketing Department

1998- 2008: Director of Human Resources Department of FOURLIS Group

Academic Qualifications:

BA - Honours in Economics, American College of Greece - Deree College

MBA - Amos Tuck School- Dartmouth College U.S.A.

Website where this resume is posted:

[Resume/Curriculum Vitae](#)

Nikolaos Lavidas, Director, Independent Non-Executive Director, Chairman of the Nomination and Remuneration Committee, Member of the Digital Transformation Committee

Personal Information:

Nationality: Greek

Current Job:

Fourlis

2022-present: AB Vassilopoulos S.A: He has been appointed CEO and heads the Executive Committee of AB Vassilopoulos Group, a member of the Ahold Delhaize Group. AB Vassilopoulos is a company with a turnover of about 2 billion euros, 592 stores and 14.000 associates.

2019- 2022: Upfield Greece: He took over the General Management of the company in August 2019, initially with responsibility for Greece, Cyprus and Albania and then for the wider Southeastern Europe region, assuming responsibility for Slovenia, Serbia, Croatia, Bosnia, Montenegro, Kosovo, Skopje, Romania, Moldova and Bulgaria. A key priority was to strengthen the existing organisation of the newly created company and its systemic separation from Unilever following the recent acquisition of the margarine and oils business by KKR and to put the business back on a growth track.

Previous Professional Experience:

2011- 2019: Sklavenitis Group: Initially, he assumed the role of General Manager of Development with the main responsibility of reorganizing the company and creating the appropriate framework to support a series of acquisitions, which led to the creation of the largest retail group in Greece with a turnover exceeding €3 billion, with more than 500 stores nationwide and a workforce of over 30.000 employees. Following the acquisition of Carrefour's operations in Greece in 2016, he assumed the position of General Administrative Officer with the main objective of absorbing its local network and its smooth integration into the Sklavenitis operating system.

1996-2011 Kraft Foods Greece: In 2009, after a 14-year career at Kraft Food Greece, while holding various positions of increasing responsibility, he assumed the position of CEO with the main responsibility of merging the local organizations of Kraft and Cadburys, which led to the creation of the largest company in the snacks industry in Greece.

Education/ Training:

He holds a Master's degree in International and Commercial Law (1994 - LLM in International and Commercial Law, University of Buckingham, UK, Graduated with Distinction) and a Bachelor of Business Administration (1993, BSc in Business Administration University of Buckingham, UK Graduated with Merit).

Website where this resume is posted:

[Resume/Curriculum Vitae](#)

Maria Georgalou, Independent Non-Executive Member, Member of Audit Committee

Personal data:

Nationality: Greek

Current Job:

Vice-Chairman BESPOKE SA

Previous Professional Experience:

2022 - Vice-Chairman of Chipita Foods S.A.

Fourlis

2014 – 2021 : CHIPITA S.A. Deputy Chief Executive Officer

2013 – 2019: DOLPHIN GROUP (ARGENTINA), Greece Real Estate Investment Representative

2011 – 2014 : DRY CLEANING SERVICES LTD, Member of the founding team, Master Franchisee of 5asec, (Romania, Greece, Serbia, Croatia, Skopje).

2004 – 2011 : DELTA HOLDING S.A. / VIVARTIA SA, Group Finance Director (2007 to 2011), Business Development Director (2004 to 2007)

1995 – 2004: EMPORIKI VENTURE CAPITAL S.A., Executive Director - Member of the Investment Committee, Venture Capital Company - 100% subsidiary of Emporiki Bank of Greece

1990 – 1992: DE BENEDETTI GROUP OF COMPANIES (Greece): Financial Analyst (Financial Manager) at Eurohellenic SA and Cofir SA (Spain) (a company listed on the Madrid Stock Exchange)

1979- 1989: GEORGALOS HNOS SA, AGROGEO SA AND AGROFABRIL SA, Assistant of the internal auditor/administrative-accounting department, Family business in the food sector

She participates in the Board of Directors of the company "Bespoke SA" and its subsidiaries.

Education/ Training:

Certified Public Accountant (C.P.A - Chartered Public Accountant) Universidad de Belgrano - Buenos Aires - Argentina and Michael Ham Memorial College (Valedictorian).

Since 2023 she is a member of the Board of Directors of TRADE ESTATES REIC.

Website where this resume is posted:

[Resume/Curriculum Vitae](#)

Stavroula Kampouridou, Independent Non-Executive Director, Member of the Audit Committee and Member of the Digital Transformation Committee

Stavroula Kampouridou is the CEO of DIAS S.A., of the Interbanking Payment System (Automated Clearing House- ACH) of Greece, a position held since the 1st January of 2021. Under its leadership, DIAS has recorded five consecutive years of historically high growth, expanded direct payments in Greece and Cyprus, completed its interconnection with the European TIPS system and processed €545 billion of transactions by 2025. The IRIS direct payment service has exceeded 4.3 million active users, substantially accelerating the nationwide adoption of account-to-account direct payments.

She has more than 22 years of experience in technology, payments and financial innovation sectors. Prior to joining DIAS, she was Technology Advisor to the Governor of the Bank of Greece, where she founded the FinTech Innovation Hub and the country's first Regulatory Sandbox. In the past she has held senior positions at the National Bank of Greece and IBM.

She is currently a member of the Board of Directors of EACHA (European Automated Clearing House Association), as well as an Independent Non-Executive Director and member of the Audit Committee of

Fourlis

HelleniQ Energy Holdings S.A. and Fourlis Holdings S.A., actively contributing to governance in the European payments, energy and retail sectors.

She holds a B.Sc. degree in Computer Science from the University of Athens with distinction and an M.Sc. degree in Electrical Engineering from Stanford University, where she studied on a full university scholarship.

Website where this resume is posted:

[Resume/Curriculum Vitae](#)

Konstantinos Paikos, Independent Non-Executive member, Member of the Nomination and Remuneration Committee, Member of the Digital Transformation Committee and Member of the Sustainability Committee

Current Job:

Eurobank, (Sept. 2025 - today)

Deputy General Manager, Group Chief Digital Officer

Previous professional experience:

Organization of Football Match Prognostics (OPAP S.A.), Oct. 2019 - Aug. 2025

Director Digital & AI

Eurobank, (May 2006 – Sept. 2019)

Head of Digital Services for Individuals, Group Digital Banking Division (Sept. 2015 - Sept. 2019)

Manager, Development & Promotion of Digital Services, Group e-Business Division (May 2006 - Sept. 2015)

EFG e-Solutions, Eurobank Group (Feb. 2002 - May 2006)

Digital Marketing Manager

Education/ Training:

Athens Laboratory of Business Administration (A.L.B.A.), Greece (1998 - 1999)

Master of Business Administration (MBA)

New York University (N.Y.U.), USA (1997 - 1998)

Postgraduate degree (PgDip) in Business Administration

University of Salford, Great Britain (1993 - 1997)

Bachelor's degree (BSc) in Biomedical Technology

Collaborations - Participation in Teams / Professional Awards:

Member of the Board of Directors of the Interactive Communication Organization of Greece (2009 - 2018)

Member of the Organizing Committee of the Greek Delegation for the Mobile World Congress (2016-2017)

Member of the founding team of the Center for Young Entrepreneurship "Enter-Grow-Go - The EGG" (2013)

Member of the Electronic Banking Committee, Hellenic Banking Association (2016-2017)

Member of the jury of "Mobile Awards", "eVolution Awards" (2015- 2017-2019) & "Ermis Awards" (2004)

Fourlis

Member of the mentor committee of "Beyond Hackathon" and "Crowdhackathon" Innovation competitions (2015-2017-2018)

Inclusion in the "IT Powerlist 100" list of Netweek Technology Magazine (2023)

Award granted by Eurobank for 10 years of consecutive excellent performance (2016)

Languages: Greek (Native Language), English (Bilingual), French (beginner level)

Website where this resume is posted:

[Resume/Curriculum Vitae](#)

15.10.2 CVs/Resumes of senior executive officers (managers)

Panagiotis Katiforis, CEO of HOUSEMARKET, member of the Executive Committee

Personal Information:

Nationality: Greek

Recent Jobs:

Mr. Panagiotis Katiforis is the CEO of House Market (IKEA) from 2011 until to date. House Market is a subsidiary of FOURLIS HOLDINGS S.A., which operates the IKEA stores in Greece, Cyprus and Bulgaria.

Previous Professional Experience:

From 2007 to 2011 he was General Manager of SARA LEE Hellas. From 2000 to 2007 he was an executive officer of Kimberly Clark in various positions, responsible for Europe and Greece. From 1994 to 2000 he held various managerial positions at Beiersdorf Hellas, while from 1985 to 1993 he worked in the family business, which focused on the production and marketing of handmade silverware.

Since 2011 he is a member of the BoD of HOUSE MARKET (IKEA) and Trade Logistics.

Education/ Training:

He holds a degree in Marketing Management from the American College of Greece (Deree College) (1993) and an MBA with specialization in Finance from Strathclyde Graduate Business School, Glasgow, Scotland.

Website where this resume is posted:

[Resume/Curriculum Vitae](#)

Evangelos Batris, CEO SPORTSWEAR MARKET, member of the Executive Committee

Personal Information:

Nationality: Greek

Year of Birth: 1975

Recent Jobs:

Fourlis

Mr. Evangelos Batris is CEO of SPORTSWEAR MARKET SA (former INTERSPORT AEE) from 2020 up to date and of SPORTSWEAR MARKET HELLAS Single Member Ltd (FOOTLOCKER). SPORTSWEAR MARKET SA is a subsidiary of FOURLIS HOLDINGS S.A. , which operates the Intersport stores in Greece, Cyprus, Bulgaria and Romania.

Previous Professional Experience:

From 2010 to 2019 he was a manager in various positions at Nike, responsible for the EMEA headquarters in the Netherlands, Eastern Europe & Middle East, and the Greek office in commercial roles.

From 2002 to 2010 he held various management positions at Coca - Cola Hellenic, while from 1999 to 2002 he worked at Allianz as Private Banking Account Officer.

Since 2020 he is a member of the Board of Directors of Intersport SA in Greece. He is also the legal representative of Genco Trade Srl in Romania and Genco Bulgaria Ltd in Bulgaria.

Education/ Training:

He holds a BSc in Electrical Engineering from Patras University, Greece (1998) and a MSc in Business Administration from Cardiff Business School, UK (1999).

Website where this resume is posted:

[Resume/Curriculum Vitae](#)

Athanasios Vlassis, Chief Executive Officer of Trade Logistics, member of the Executive Committee

Personal Information:

Nationality: Greek

Recent Jobs:

Mr. Athanasios Vlassis is Chief Executive Officer of Trade Logistics from July 2025 up to date. Trade Logistics belongs to the FOURLIS group and provides warehousing and distribution services to the concepts of the group and to third companies.

Previous Professional Experience:

From 1994 to 1996 he was a Director in BIOVET, a company distributing veterinary medicines. From 1996 to 2008 he was an executive officer of Carrefour Marinopoulos in various positions in the supply chain, responsible for Greece and Cyprus. From 2008 to 2025 he worked as a Director (executive officer) at OTE (Hellenic Communications Organisation) Group. His managerial duties included the management of two distribution centres, the management of the Group's fuel, vehicle fleet & materials recycling.

Fourlis

From July 2025 until today he is a member of the Board of Directors of TRADE LOGISTICS.

Education/ Training:

He holds a degree in Chemical Engineering from the University of Patras (1990) and a Diploma in Business Administration from ALBA (2006).

Website where this resume is posted:

[Resume/Curriculum Vitae](#)

Sophia Spiliotopoulou, Head of Holland & Barrett Business Unit

Personal Information:

Nationality: Greek

Year of Birth: 1967

Current Positions:

Head of Business Unit Holland&Barrett

Previous Professional Experience:

KORRES S.A.

REGIONAL PRESIDENT EUROPE (May 2019 - June 2022)

Head of the European Agency, member of the Management Team. European P&L responsibility for the business units of DACH (Germany/Austria/Switzerland), France, UK, Greece and Exports.

TRADE DIRECTOR (May 2012 - April 2019)

Head of the commercial team leading Sales, Exports, Business Development, Business Intelligence, Marketing, Trade Marketing and Training.

PEPSICO

Integration Manager SNACKS & BEVERAGES (October 2010 - Feb 2012), Head of the Integration team leading the planning and implementation of the integration of the two PepsiCo businesses in Greece: Beverages (Pepsi - Ivy) and Snacks (Tasty Foods), in the areas of Sales, Finance, HR, BIS & Supply Chain.

REGIONAL DIRECTOR FOR SOUTHEAST EUROPE, FOOD & BEVERAGE & REVENUE MANAGEMENT (Jan. 2009 - Oct. 2010)

She has led the Food & Beverage Marketing Operations of the countries: Turkey, Romania, Bulgaria, Serbia, Bosnia, Croatia, Greece and Israel.

Fourlis

MARKETING DIRECTOR IN MARKETING & RELATED BUSINESS, (May 2003 - Dec 2008)

Head of the Marketing and Trade Marketing department of PEPSICO's Snack food division in Greece.

UNILEVER

DETERGENTS MARKETING MANAGER, (Sept. 2000– April 2003)

Responsible for the profitable growth of the Detergents portfolio of the trade marks: SKIP, SURF, CAJOLINE and OMO

HAIR MARKETING MANAGER, (1998 - 2000)

Responsible for the profitable growth of the overall hair portfolio: ORGANICS, ULTREX, TIMOTEI, SUNSILK, MOD`S HAIR.

Prior to the above, she held various positions of increasing responsibility at Unilever - i.e. TRADE MARKETING MANAGER (1997 - 1998), HAIR GROUP MANAGER (1996 - 1997), BRAND MANAGER (1993 - 1996), TRAINEE MANAGER (1992 - 1993), FACTORY QUALITY CONTROL ASSISTANT (1989 - 1990)

Academic Qualifications:

CITY UNIVERSITY LONDON: MBA in Engineering Management, Major in Marketing, 1990-1991

UNIVERSITY OF PATRAS: Chemical Engineer (MEng), specializing in petroleum technology, 1984 - 1989

Graduation in 1984 from the 7th High School of Patras

Website where this resume is posted:

[Resume/Curriculum Vitae](#)

Maria Theodoulidou, Director of Procurement and Corporate Governance, Company Secretary and member of the Executive Committee

Personal Information:

Nationality: Greek

Recent Jobs:

2024 - to date: FOURLIS Group of Companies

Director of Procurement and Corporate Governance, Company Secretary and member of the Group Executive Committee

Responsibilities for procurement, regulatory compliance, risk management, non-financial reporting, corporate governance and legal services.

Fourlis

Financial Director of Planning, Audit and Corporate Governance of FOURLIS Group (2022 - 2024) and member of the Executive Committee.

Financial Director of Planning and Control of FOURLIS Group (2009 - 2022) and member of the Executive Committee.

Internal Audit Director of the Group (2000-2008)

Areas of professional experience: Financial Management, Corporate Governance, Procurement, Regulatory Compliance (Compliance), Internal Audit, Risk Management, Financial and Non-Financial Reporting, Controlling and Internal Control Systems, Taxation, Project Management and Business Operations Redesign.

Previous professional experience:

1995 – 2000 KPMG

Director of the Advisory Department (1999 - 2000), Chief Consultant (1997 - 1998), Senior Consultant (1995 - 1996)

1993 - 1994 01 PLIROFORIKI

Project Manager

Education/ Training:

Harvard Business School, Boston, Massachusetts, Making Boards More Effective

University of Manchester, Great Britain, M.Sc. in Operations Management

Polytechnic University of Crete, Greece, Certified Production and Management Engineer (2nd in the admission row)

19th General Lyceum of Thessaloniki

Professional Certifications:

Certification in Information Systems Auditing (Certified Information Systems Auditor /CISA)

Certification in Internal Control Certification in Control Self- Assessment /CCSA)

Certification in Internal Audit (CIA)

Certification in Environmental Audit

Certification as an ISO 9000 Internal Auditor

Participation in Boards of Directors/Committees:

Independent Member of the Audit Committee of the Greek Electricity Distribution Network Operator (DEDDHE)

Member of the Audit Committee of TRADE ESTATES REIC

Member of the Boards of Directors of FOURLIS Group (SPORTSWEAR MARKET SA, HOUSEMARKET (CYPRUS) LTD, SPORTSWEAR MARKET CYPRUS LTD)

Fourlis

Chairman of the Corporate Governance Committee of the Hellenic American Chamber of Commerce

Member of Women Execs on Boards (Harvard University)

Member of SEV Corporate Governance Committee

Member of the SEV Tax Committee

Non-Executive Member of Director's Club in Greece

Member of the Public Register of Internal Auditors of Greece

Member of the Technical Chamber of Greece

Member of the Panhellenic Association of Production and Management Engineers

Instigator of the Act-to Youth Professional Solidarity Initiative

Website where this resume is posted:

[Resume/Curriculum Vitae](#)

Alexandros Stergiou, Director of Information Technology, member of the Executive Committee

Alexandros Stergios is an experienced and accomplished IT professional with a long track record of leadership and proven ability to align technology strategy with business objectives. He focuses on creating maximum business value with optimal resource utilisation and a strong operational footprint.

He has a master's degree in business administration, Innovation and Technology from Athens Information Technology and a Bachelor's degree in Applied Mathematics for Computer Science from the National and Kapodistrian University of Athens. His professional career began in 2000 at Intracom Holdings, where for eight years he developed deep technological expertise through multi-level IT roles.

In 2008 he joined Cyta Hellas, where he distinguished himself first as Head of Systems Development and then as Director of IT. During his tenure, he led critical technology transformation projects, designed and implemented innovative solutions and played a key role in the company's successful entry into the mobile telephony market.

From 2019 to February 2025, he served as IT Director at Natural Gas Greece. There he led the digital transformation of the organisation, leveraging cloud technologies, designing strategic solutions and implementing innovative services - also including a pioneering AI system for home energy monitoring.

From 2025, he holds the position of Chief Information Officer at Fourlis Group, where he oversees the holistic digital transformation of the group. He focuses on enhancing customer experience through technology, innovation and flexible information systems architectures, while at the same time ensuring business continuity and strategic growth.

Website where this resume is posted:

[Resume/Curriculum Vitae](#)



Vassilis Kouktzoglou, Group Information Security Manager, member of the Executive Committee

Personal Information:

Nationality: Greek

Resident: Athens, Greece

Recent Jobs:

Feb. 2025 - to date: As Group Chief Information Security Officer (CISO) of FOURLIS Group Holdings SA and member of the Executive Committee, he leads the holistic transformation of the Group's Information Security and Cybersecurity strategy. He designs and implements a modern, resilient and regulatory mature security ecosystem that ensures business continuity, compliance with international standards and alignment with European and global requirements, embedding security as a fundamental pillar of corporate culture and innovation. He focuses on the continuous evolution of the governance framework, the diffusion of a security culture at all levels and the "security-by-design" principle in every technological initiative of the Group.

Previous professional experience:

Jun. 2021 - Feb. 2025: He worked at Vodafone Hellas as Information Security & Data Protection Lead. He was responsible for • coordinating Vodafone's Information Security and Data Protection Strategy and Policies; • overseeing projects in the area of Information Security, Data Protection and Privacy, in alignment with other actions such as the NIS Directive and the 5G Security Toolbox; • overseeing the design and implementation of security plans that ensure maximum compliance with Security Standards (e.g, ISO/IEC 27001), local regulations and legislation; • overseeing the identification of Information Security, Data Protection and Privacy risks, contributing to the strategic planning of the organisation, reviewing relevant policies and promoting security and privacy awareness; • advising the company on requirements arising from local and international Information Security, Data Protection and Privacy regulations.

Mar. 2018- May 2021: He worked at ERNST & YOUNG (EY) as Senior Consultant, Cyber Security, Data Protection & Privacy. He was responsible for • providing Cybersecurity, Data Protection and Privacy consulting services, helping clients identify, manage and mitigate risks related to Information Security and IT business processes, including Information Security risk management and assessment (e.g., policies, procedures, guidelines, awareness campaigns), Information Security Transformation programs, Cybersecurity Management and IT Governance and Data Protection and Privacy. • compliance with various

Fourlis

regulations, directives and standards (e.g., NIS Directive, EEECC, GDPR, ISO27000 series, ISO20000, ITIL 4).

May 2017 - Feb. 2018: He worked at the Cyber Defence Company of the Hellenic Army Information Support Center as an Information Security Engineer and was responsible for consulting on the development and implementation of the Information Security Management System according to the ISO/IEC 27001:2013 standard; • the infrastructure software management; • the penetration testing of web applications; • the research of security assessment tools and attack practices.

Education/ Training:

Oct. 2015 - Feb. 2017: Master's degree in Information Systems from the Athens University of Economics and Business. Specialization: Information and Systems Security, MSc Thesis: "Detection and analysis of metrics to quantify the threat level in Critical Infrastructure Risk Assessment". Grade: 9.6/ 10.0 | Ranking: 1.

Oct. 2011 - Jun. 2015: Undergraduate Diploma in Computer Science from the Athens University of Economics and Business. Specializations: Information Systems and Information Security, Databases and Information Management. Grade: 9.0/ 10.0 | Ranking: 1.

Professional Education:

- Certified Information Systems Security Professional (CISSP)
- Assoc. Chief Information Security Officer (CCISO)
- Certified Information Security Manager (CISM)
- ITIL® Foundation (ITIL 4 Edition)
- OneTrust Certified Professional
- Foundations of Purple Teaming

Publications:

Apr. 2018 Stergiopoulos, G., Kooktzoglou, V. and Gritzalis, D. (2017) 'Using Formal Distributions for Threat Likelihood Estimation in Cloud-Enabled IT Risk Assessment', Computer Networks (Special Issue), Elsevier.

Dec. 2017 Stergiopoulos, G., Kouktzoglou, V., Theocharidou, M. and Gritzalis, D. (2017) 'A Process based Dependency Risk Analysis Methodology for Critical Infrastructures', Int. J. Critical Infrastructures (Special Issue), Vol. 13, NOS. 2/ 3, PP.184 -205.

Honorary Distinctions:

- M.SC. IN INFORMATION SYSTEMS SCHOLARSHIP AWARD

Fourlis

- M.SC. IN INFORMATION SYSTEMS SCHOLARSHIP
- JOHN S. LATSIS PUBLIC BENEFIT FOUNDATION SCHOLARSHIP
- M.SC. IN INFORMATION SYSTEMS ADMISSION SCHOLARSHIP
- "IOANNIS KAVOURAS" AWARD
- STATE SCHOLARSHIPS FOUNDATION (IKY) SCHOLARSHIP

Website where this resume is posted:

[Resume/Curriculum Vitae](#)

Chrysanthi Triantafyllou, Internal Audit Director (since 1/6/2024)

Personal Information:

Nationality: Greek

Recent Jobs:

June 2024 - to date: Group Internal Audit Manager, FOURLIS HOLDINGS S.A.

Preparation and execution of the Internal Audit Plan based on risk assessment.

Checking the effectiveness of control activities and reporting.

Suggestions for improvement and agreement of actions with operational managers.

Report to the Audit Committee.

Previous professional experience:

August 2021 - May 2024: Chief Internal Auditor, TRADE ESTATES REIC

Preparation and execution of the Internal Audit Plan based on risk assessment.

Checking the effectiveness of control activities and reporting.

Suggestions for improvement and agreement of actions with operational managers.

Report to the Audit Committee.

October 2006 - July 2021: Group Senior Internal Auditor, FOURLIS HOLDINGS S.A.

Planning, design, organization and exercise of Internal Audit in the companies of FOURLIS HOLDINGS Group, INTERSPORT and IKEA in Greece, Cyprus, Romania, Bulgaria and Turkey.

Preparation of audit reports.

Participation in the preparation of progress reports to the Management and the Audit Committee.

October 2005 - February 2006: Internal Audit Consultant, OPUS S.A. MANAGEMENT AND INFORMATION TECHNOLOGY CONSULTANTS

Development of internal control procedures and their integration into the range of operations of client companies.

Fourlis

Preparation of the internal audit charter, preparation of the implementation and enforcement infrastructure.

Training of executives of client companies in the Internal Audit System.

Training of executives of client companies for the operation of the Internal Audit Service.

August 2002 - July 2005: Internal Audit Executive, PUBLIC PROPERTIES S.A. (former TOURISTIKI ANAPTYXI (Touristic Development Company) S.A.

Developing internal control procedures and integrating them into the company's range of operations.

Drafting of the internal audit charter.

Identification of key risk categories and preparation of an annual audit plan and a three-year audit plan.

Planning, designing, organizing and conducting financial and management audits in the company's branches,

Control of central services treasury management,

Checking approvals of funding for branches.

Preparation of progress reports to the Management.

February 2002 - July 2002: Practicing Certified Public Accountant, S.O.L. S.A. (Body of CPA)

Audit of the Financial and Accounting Statements of societies anonymes.

Execution of financial audits of societies anonymes, with a time horizon of three years - five years, following the instructions of these contractors for the listing of SAs on the Athens Stock Exchange.

March 2000 - January 2002: Practicing Certified Public Accountant, Grant Thornton SA

Audit of the Financial and Accounting Statements of societies anonymes.

Carrying out financial audits of companies in order to merge or acquire them with/by third parties.

Execution of financial audits of societies anonymes, with a time horizon of three years - five years, following the instructions of these contractors for the listing of SAs on the Athens Stock Exchange.

Education/ Training:

1995 - 2000 UNIVERSITY OF MACEDONIA in Thessaloniki Department of Economics.

Professional Qualifications/Certifications:

Certified Internal Controls Auditors of the INTERNATIONAL INSTITUTE FOR INTERNAL CONTROLS.

Certification in the subject "BASIC CONCEPTS OF REGULATORY COMPLIANCE" from the KAPODISTRIAN UNIVERSITY OF ATHENS.

Certification in the subject "INTERNAL AUDIT" from the KAPODISTRIAN UNIVERSITY OF ATHENS.

Certification in the learning subject "COSTING" from the KAPODISTRIAN UNIVERSITY OF ATHENS.

Languages:

English (Very good knowledge), Greek (Native Language)

Website where this resume is posted:

Fourlis

Resume/Curriculum Vitae

Elena Pappa, Group Director of Investor Relations and Corporate Communications, member of the Executive Committee

Personal Information:

Nationality: Greek

Resident: Athens, Greece

Recent Jobs:

Currently serving as Director of Investor Relations and Corporate Communications for the Fourlis Group, she is responsible for developing communication strategies and messages that align with the corporate vision and business objectives of the Fourlis Group, contributing to the creation of additional corporate value.

Previous professional experience:

- February 2020 to July 2023

Director of Investor Relations, Communications and Sustainability, Sarantis Group, Athens, Greece.

Responsible for the development and execution of the Group's investor relations and communications strategy. Responsible for the creation of the Group's sustainable development action plan and strategy as well as ESG reporting.

- June 2006 to February 2020

Director of Investor Relations, Sarantis Group, Athens, Greece

- September 2005 to June 2006

Risk Management Associate, Egnatia Finance, Athens, Greece

- August 2004 to August 2005

Markets Officer (FSA REGISTERED), Portfolio Structuring and Execution, ABN AMRO BANK N.V., London, United Kingdom

- November 2001 to August 2004

Front Office Market Risk Analyst, Financial Markets, ROYAL BANK OF SCOTLAND, London, United Kingdom

- July 2001 to October 2001

Trainee, Credit Quantification Team, Lehman Brothers, London, UK

Academic qualifications:

- December 2009 - June 2010

Diploma in International Financial Reporting Standards.

Fourlis

Certified by the Association of International Accountants (AIA), Epsilon Net S.A., Epsilon Business Education, Athens, Greece.

- September 2005 - September 2007

Master of Business Administration (MBA), International MBA program.

Athens University of Economics and Business, Athens, Greece.

- September 2000 - September 2001

M.Sc. in Mathematical Trading and Finance (with distinction).

Department of Investment, Risk Management and Insurance, Cass Business School (Bayes Business School), London, UK.

- September 1996 - June 2000

BSc in Mathematics (Honours).

Department of Mathematics, University of Athens, Athens, Greece.

Other academic qualifications

July 2021: Media and Crisis Management Training (Hill & Knowlton Strategies, Athens)

March 2019: Certification Sustainability (CSR) Practitioner Program, Advanced Edition 2019 - Athens, Greece, Center for Sustainability and Excellence.

Collaborations - Participation in Groups / Awards:

- Founding Member of [The Boardroom](#), Athens, Greece.

An organization with a holistic approach to board-readiness, empowerment and skills development of women executives through management training programs, leadership development programs and strategic networking.

- Distinction in the M.Sc. in Mathematical Trading from Cass Business School (Bayes Business School).

- Award from the I.K.Y. (S.S.F.) (State Scholarship Foundation) for ranking in the top 2% during the 2nd and 3rd year of the Bachelor's Degree in Mathematics.

Website where this resume is posted:

[Resume/Curriculum Vitae](#)

Tessy Latsou, Group Finance Director, member of the Executive Committee

Personal Information:

Nationality: Greek

Resident: Athens, Greece

Recent Job:

Fourlis

Group CFO, responsible for the Financial Management, the application and compliance with the Accounting Principles, the preparation, consolidation and publication of the Financial Statements, Controlling and Financial Planning.

Previous professional experience:

April 2019 to October 2023

Chief Financial Officer Gr. Sarantis SA (parent company of Sarantis Group). Responsible for Financial Management, Consolidation and Publication of Financial Statements and Financial Planning. Leading the development and execution of projects related to digital transformation issues as well as programming systems.

October 2005 to March 2019

Group Financial Controller, Sarantis Group, Athens, Greece

April 2001 to September 2005

Chief Financial Officer, FAMAR SA and FAMAR Holdings, Athens, Greece

March 1999 to March 2001

Reporting & Controlling Manager, Imperial Tobacco SA, Athens, Greece

May 1993 to February 1999

Reporting Manager, Roche Hellas SA, Athens, Greece

October 1990 to April 1993

Financial Analyst, Russel Hellas SA, Athens, Greece

Academic qualifications:

October 2005 - June 2006

Diploma in International Financial Reporting Standards.

Certified by the Association of International Accountants (AIA), Epsilon Net S.A., Epsilon Business Education, Athens, Greece.

September 1987 - September 1992

Athens University of Economics and Business, Department of Economics

Participation as a member:

Founding Member of The Boardroom, Athens, Greece.

An organization with a holistic approach to board-readiness, empowerment and skills development of women executives through management training programs, leadership development programs and strategic networking.

Member of the Hellenic Association of Treasurers - HAT

Member of the Economic Chamber of Greece



Website where this resume is posted:

[Resume/Curriculum Vitae](#)

Haris Thomopoulos, Director of Human Resources, member of the Executive Committee

Personal Information:

Nationality: Greek

Recent Jobs:

Group HR Director

Previous professional experience:

HR Director -COSMOTE Technical Services S.A. Business Partner (1.2022 - present) - OTE & DT Group

HR Senior Manager -Technology Run & Operations Business Partner (1.2012-12.2021) - OTE & DT GROUP.

HR Senior Manager -Group Training & Development Systems (8.2010 - 1.2012) – COSMOTE Group

HR Training Manager (9.2008 - 8.2010) – COSMOTE Group

HR Development Systems Supervisor (10.2007 - 9.2008) – COSMOTE Group

1.2005 -10.2007 HR Generalist – Praktiker Hellas S.A.

9.2004 -1.2005 HR Manager – Carrefour Hellas S.A.

1.2001 – 9.2004 HR Specialist - EVGA. S.A. (Filippou Investments Group)

2000-2001 Lecturer (Tourism Law, Marketing, Management) - Avgerinopoulou Vocational Education Institute (IIEK)

Previous Roles/Positions

1989-2000 Full/part time & temporary jobs in parallel to my Academic Studies: Administration Officer - International Baccalaureate Organisation (Cardiff, UK), Hotel employee - Ledra Marriott Hotel, Printing house Employee - Tr. Georgallides Co, Assistant Supervisor of Production - Sandy Cosmetics Co.

Education/ Training:

1999 - 2000 MSc in Human Resource Management*

Cardiff University (U.K.)

Business School

1994 - 1998 Political Science, International and European Studies**

University of Athens (GR)

School of Law, Economics & Political Science

1989 - 1994 Tourism Management

University of Patras (GR)

School of Business Administration & Economics

1986 - 1989 6th Lyceum of Athens

Collaborations - Participation in Teams / Professional Awards:

Fourlis

- HR Awards Winner – Best Team Building Initiatives (2023), Best Talent Management Strategy & Initiatives (2018).
- Internal Communication & Employee Engagement Awards - Best Benefits/EVP Communication (2024).
- COSMOTE Awards Winner - Digital Telco (2021), CTS Forward (2023).
- Founding Member of the Negotiator’s Association of Greece (2016).
- Member of the Greek People Management Association (2010-), Member of E.E.D.E- Institute of Human Resource Management (2001-2005).
- Junior Achievement International Volunteer - Lecturer on entrepreneurship to High school students, S.E.V & E.P.I. (2003).
- Assistant Researcher at the Centre of European & International Information of the Institute of European and Foreign Policy-ELIAMEP (1997 – 1998).
- Contributor to the International Relations Tribune (1997-1999) (Academic Journal, Greece).
- Member of S.A.F.I.A. (Student Association for International Affairs) (1997-1999).

Languages: English (Bilingual), German (Basic Knowledge), Greek (Native Language)

- English: Cambridge Certificate of Proficiency, Grade A

- French: D.E.L.F.

- Italian: C.E.L.I. 2, Universita di Perugia, Grado B

- Greek: Native speaker

Website where this resume is posted:

[Resume/Curriculum Vitae](#)

15.11 Information on the participation of the members of the Board of Directors in its meetings and in the meetings of the Committees of article 10 of L.4706/2020 with detailed reference of each member separately

The following table provides information on the attendance of the members of the Board of Directors at its meetings for the financial year 2025.

Composition of the Board of Directors	Title	Board of Directors Meetings in 2025 Total 15	Rate of attendance at meetings
Vassilios Fourlis, son of Stylianos	Chairman of the Board of Directors, Executive Member	15	100%
Dafni Fourlis of Anastasios	Vice-Chairman of the Board of Directors, Executive Member	15	100%

Composition of the Board of Directors	Title	Board of Directors Meetings in 2025 Total 15	Rate of attendance at meetings
Lida Fourlis, daughter of Stylianos	Director, Executive Member, Chairman of the Sustainability Committee	15	100%
*Ioannis Vasilakos, son of Dimitrios	Chief Executive Officer, Executive Member, Member of the Sustainability Committee, Member of the Digital Transformation Committee	8	100% (since 1/7/2025)
* Dimitrios Valachis, son of Efstratios	Chief Executive Officer, Executive Member, Member of the Sustainability Committee, Member of the Digital Transformation Committee	7	100% (until 30/6/2025)
Stavroula Kampouridou, daughter of Alexandros	Director, Independent Non-Executive Director, Member of the Audit Committee, Member of the Digital Transformation Committee	15	100%
Stylianos Stefanou, son of Markos	Independent Vice-Chairman, Independent Non-Executive Member, Chairman of the Audit Committee and Member of the Nomination and Remuneration Committee	15	100%
Maria Georgalou, daughter of Sofoklis	Director, Member of the Audit Committee, independent non-executive director	15	100%
Nikolaos Lavidas, son of Panagiotis	Director, Independent Non-Executive Director, Chairman of the Nomination and Remuneration Committee, Member of the Digital Transformation Committee	15	100%
Konstantinos Paikos, son of Petros-Elias	Director, Independent Non-Executive Director, Member of the Nomination and Remuneration Committee, Member of the Sustainability Committee, Member of the Digital Transformation Committee	15	100%

*Mr. Valachis Dimitrios attended all the Board of Directors' meetings during the period 1/1/2025-30/6/2025 and left the company. Accordingly, Mr. Vasilakos Ioannis attended all the Board of Directors' meetings since 1/7/2025 when he took office.

The following table provides information on the participation of members in the meetings of the Committees of article 10 of L.4706/2020, namely the Audit Committee and the Nomination and Remuneration Committee for the financial year 2025:

Composition of the Audit Committee	Title	Audit Committee meetings in 2025 Total 7	Rate of attendance at meetings
Stylios Stefanou, son of Markos	Independent Vice-Chairman, Independent Non-Executive Member, Chairman of the Audit Committee and Member of the Nomination and Remuneration Committee	7	100%
Maria Georgalou, daughter of Sofoklis	Director, Independent Non-Executive Member, Member of Audit Committee,	7	100%
Stavroula Kampouridou, daughter of Alexandros	Director, Independent Non-Executive Director, Member of the Audit Committee, Member of the Digital Transformation Committee	7	100%

Composition of the Nominations and Remuneration Committee	Title	Nominations and Remuneration Committee meetings in 2025 Total 8	Rate of attendance at meetings
Nikolaos Lavidas, son of Panagiotis	Director, Independent Non-Executive Member, Chairman of the Nomination and Remuneration Committee	8	100%
Stylios Stefanou, son of Markos	Independent Vice-Chairman, Independent Non-Executive Member, Chairman of the Audit Committee and Member of the Nomination and Remuneration Committee	8	100%
Konstantinos Paikos, son of Petros-Elias	Director, Independent Non-Executive Member, Member of the Nomination and Remuneration Committee, Member of the Sustainability Committee, Member of the Digital Transformation Committee	8	100%

In addition, information is provided on how members can participate in the meetings of the Digital Transformation and Sustainable Development Committees for the FY 2025:

Composition of the Digital Transformation Committee	Title	Meetings of the Digital Transformation Committee in 2025 Total 4	Rate of attendance at meetings
Konstantinos Paikos, son of Petros-Elias	Director, Independent Non-Executive Member, Chairman of the Digital Transformation Committee, Member of the Nomination and Remuneration Committee, Member of the Sustainability Committee,	4	100%
Stavroula Kampouridou, daughter of Alexandros	Director, Independent Non-Executive Director, Member of the Audit Committee, Member of the Digital Transformation Committee	4	100%
Ioannis Vasilakos, son of Dimitrios	Chief Executive Officer, Executive Member, Member of the Sustainability Committee, Member of the Digital Transformation Committee	4	100%

Composition of the Sustainability Committee	Title	Meetings of the Sustainability Committee in 2025 Total 3	Rate of attendance at meetings
Lida Fourlis, daughter of Stylianos	Director, Executive Member, Chairman of the Sustainability Committee	3	100%
Ioannis Vasilakos, son of Dimitrios	Chief Executive Officer, Executive Member, Member of the Sustainability Committee, Member of the Digital Transformation Committee	3	100%
Konstantinos Paikos, son of Petros-Elias	Director, Independent Non-Executive member, Member of the Nomination and Remuneration Committee, Member of the Sustainability Committee, Chairman of the Digital Transformation Committee	3	100%

15.12 Information on the number of shares held by each member of the Board of Directors and each senior executive officer (manager) in the Company

The following table provides information on the number of shares held by the members of the Board of Directors and the main executives as of 31/12/2025. The table includes indirect holdings as well.

Full Name	Title	Direct Position 31/12/2025	Indirect participation
Vassilios Fourlis,	Chairman of the Board of Directors, Executive Member	259.422	610.000
Dafni Fourlis,	Vice-Chairman of the Board of Directors, Executive Member	9,016,116	-
Lida Fourlis,	Chief Executive Officer, Executive Member	816.504	50.000
Panagiotis Katiforis	Chief Executive Officer of HOUSEMARKET, member of the Executive Committee	80.741	-
Evangelos Batris	CEO of SPORTSWEAR MARKET, member of the Executive Committee	148.480	-
Elena Pappa	Director of Investor Relations and Corporate Communications, member of the Executive Committee	18.662	-
Maria Theodoulidou	Director of Procurement and Corporate Governance, Company Secretary and member of the Executive Committee	22.557	-
Spiliotopoulou Sofia	Head of WELLNESS MARKET Business Unit, member of the Executive Committee	19.500	-
Latsou Anastasia Stavroula	Director of Finance	4.333	-

The senior executives who do not hold shares of the Company are Mr. Athanasios Vlasis, Mr. Alexandros Stergiou, Mr. Vassilios Kouktzoglou, Mr. Haris Thomopoulos and Mrs Chrysanthi Triantafyllou.

15.13 Confirmation that the independent non-executive members of the Board of Directors meet the independence requirements under article 9 of Law 4706/2020 prior to the publication of the annual financial report 2025 with explicit reference to the date of the meeting of the Board of Directors, when the review was carried out

The Board of Directors confirmed that the independent non-executive members of the Board of Directors fulfilled the independence requirements under article 9 of Law 4706/2020, prior to the publication of the 2025 annual financial report, and in particular at the meeting dated 26/1/2026.

15.14 References and reports of the independent non-executive members of the Board of Directors pursuant to article 9 of Law 4706/2020

The independent non-executive members of the Board of Directors, since the entry into force of Law 4706/2020, are obliged to submit reports and statements to the ordinary or extraordinary General Assembly of the Company, either jointly or individually.

The content of the above reports must include, at a minimum, a reference to their obligations, as described in article 7 of Law 4706/2020: the non-executive members of the Board of Directors, including the independent non-executive members, have, in particular, the following obligations:

- a) Monitor and review the Company's strategy and its implementation, as well as the achievement of its objectives;
- b) Ensure the effective supervision of the executive members, including monitoring and controlling of their performance;
- c) examine and express opinions on proposals submitted by executive members on the basis of existing information.

15.15 Evaluation of the Internal Control System based on article 4 of Law 4706/2020 and the decision no. 1/891/30.9.2020 of the Hellenic Capital Market Commission, as currently applicable

The Company has a specific procedure for the periodic evaluation of the Internal Control System (ICS) by an objective, independent, certified and sufficiently experienced evaluator as defined in article 9 and article 14 of Law 4706/2020 and specified by the decision no.1/891/30.9.2020 of the Board of Directors of the Hellenic Capital Market Commission. In addition, the Company has a specific procedure for the proposal, selection and approval of the reviewer of the ICS.

The procedure for the periodic evaluation of the ICS shall specify the subjects to be evaluated, the format and recipients of the evaluation report, the periodicity, the assignment procedure to the independent evaluator and the subsidiaries included in the evaluation.

Objects for the Evaluation of the ICS

The evaluation items as defined in the Company's ICS evaluation procedure are the following:

Control Environment:

The assessment of the Company's control environment focuses on:

- The framework of integrity and ethical values within which the decisions of the Board of Directors are taken and the monitoring procedures for their faithful observance;

Fourlis

- The organisational structure of the Company, through which the areas of responsibility of the business units - directorates, the control of their operations and the reporting lines are defined;
- The structure, organisation and functioning of the Board of Directors, with regard to its relations with the executive management, the supervision of the ICS and its composition;
- The corporate responsibility by which the Company's top executive management establishes its organisational structure to achieve the corporate objectives;
- Human resources, with regard to recruitment, remuneration, training and performance evaluation policies.

The control environment is the foundation of the Internal Control System (ICS) applied by the Company. It influences the way business strategies and objectives are developed, the structure of corporate processes and the process of identifying, assessing and fully managing business risks. It also influences the design and operation of the control activities, the information and communication systems and the monitoring mechanisms of the Internal Control System (ICS).

The control environment is essentially the sum of many individual elements that determine the overall organization and way of management and operation of the Company.

Risk Management

The assessment of the ICS focuses on the risk assessment procedures, the Company's risk response procedures and the risk development monitoring procedures.

In particular, the role, operation and responsibilities of the Risk Management Unit and its practices are evaluated.

The adequacy and effectiveness of the Company's Internal Control System (ICS) is based on: a) the nature and extent of the risks it faces, b) the extent and categories of risks that the Board of Directors deems acceptable to assume, c) the materialisation likelihood of the aforementioned risks, d) the Company's ability to reduce the impact of the risks that are ultimately materialized, and e) the cost of operating specific control activities, in relation to the benefit from the risk management.

The Risk Assessment is based on the determination of objective business purposes by the Company's executive management. Based on these, the significant events that may affect them should be identified, the relevant risks should be assessed and the Company's response to them should be decided.

Control Activities

The assessment of the security control activities of the ICS focuses on issues of conflict of interest, segregation of duties and security of the Company's information systems.

The control activities are the policies, procedures, techniques and mechanisms that are put in place to ensure that the decisions of the Board of Directors regarding the management of risks that threaten the

Fourlis

achievement of the Company's objectives are implemented. They apply to the entire Company and are performed by executives at all levels (Board of Directors, Management, other employees) and in all corporate business activities.

The control activities consist of several categories of actions that vary in cost and degree of effectiveness, depending on the circumstances. They include approvals, authorizations, confirmations, reviews of operational performance, asset security. They are part of employees' daily work and are incorporated into company policies and procedures, which should be reviewed periodically in order to be appropriately updated.

Any control activity applied must be linked to the existence of a relevant risk, otherwise its operation imposes costs (direct or indirect) on the company, without providing any benefit in terms of achieving its business objectives. When choosing between possible alternative control activities to cover a risk, the cost-benefit ratio shall be taken into account.

Information & Communication System

The evaluation of the Company's ICS, in terms of the effectiveness of information and communication, focuses on the effectiveness of the process of developing and disseminating both financial and non-financial information.

An element of the Internal Control System (ICS) is the manner in which the Company ensures the identification, collection and communication of information, in a time and manner that allows its various executives to perform their responsibilities. This flow can be in all directions, within (top-down, bottom-up, horizontal) and outside of the Company to shareholders, investors and supervisory authorities.

Monitoring of the ICS

The evaluation of the Company's ICS also aims at the effective operation of the mechanisms and structures of the Company that are in charge of the continuous evaluation of the elements of the ICS, namely the Audit Committee, the Internal Audit Department and the Compliance Unit.

The monitoring of the Company's Internal Control System (ICS) consists in the continuous assessment of the existence and operation of the components of the internal control framework. This is achieved through a combination of ongoing supervisory activities, but also individual assessments. The identified deficiencies of the Internal Audit System are communicated to the Company's higher levels, while the most significant ones are communicated to the top management and the Board of Directors.

With regard to the Audit Committee, the evaluation focuses on the process of monitoring the effectiveness of the entire ICS with which the Committee is entrusted.

With regard to the Internal Audit Department, the evaluation focuses on compliance with Articles 15 and 16 of Law 4706/2020 and in particular:

Fourlis

- The existence and implementation of the Internal Audit Unit's Charter of Operation approved by the Company's Board of Directors;
- The integration of the Internal Audit Unit's operation into the Company's governance framework, its organisational independence and staffing adequacy;
- An overview of tools and techniques used by the Internal Audit Unit;
- The overview of a combination of knowledge and skills of the staff employed in the Internal Audit Unit;
- The overview, on a sample basis, of the audit reports of the Internal Audit Unit of the Company and its subsidiaries as to their timely submission as well as their appropriateness and completeness in accordance with the provisions of article 16 of L. 4706/2020.

With regard to the Compliance Unit, the assessment focuses on compliance with the corporate governance provisions of L. 4706/2020 and in particular:

- its independence, access to all necessary sources of information, timely and accurate communication of its findings, and training and information to monitor the effective adoption and rigorous implementation of changes made in the regulatory framework;
- the adequacy of staffing with personnel with sufficient knowledge and experience to carry out these responsibilities;
- the existence of an annual action plan approved by the Audit Committee and the monitoring of its implementation.

Periodicity of the evaluation of the ICS

The periodic evaluation of the Internal Control System (ICS) is carried out in particular with regard to the adequacy and effectiveness of financial and non-financial reporting, on an individual and consolidated basis, with regard to risk management and regulatory compliance, in accordance with recognised evaluation and internal control standards, as well as the implementation of the corporate governance provisions of the applicable legal framework. The assessment of the Internal Control System is performed by an independent person with proven relevant professional experience, in accordance with the best international practices (including but not limited to the International Standards on Auditing, the Framework of International Standards on Internal Audit and the COSO Internal Control Framework System).

The Board of Directors of the Company is responsible for the adequate and effective operation of the Corporate Governance System and the Internal Audit System as defined in Articles 1 to 24 of Law 4706/2020. As part of this responsibility, the Board of Directors shall establish a periodic evaluation of the ICS every three (3) years with a first reporting period of 17/7/2021 to 31/12/2022 completed within 2023 and a second reporting period of 1/1/2023 - 31/12/2025, completed in February 2026.

Fourlis

In any case, the evaluation of the ICS is part of the overall evaluation of the Company's Corporate Governance System, in accordance with article 4 par. 1 of L. 4706/2020. The Corporate Governance System of the Company was assessed in 2023 for the period 17/7/2021 - 31/12/2022 and in 2026 for the period 1/1/2023 - 31/12/2025.

The Board of Directors of the Company is obliged to cooperate with the Hellenic Capital Market Commission in the event that the latter requires an evaluation of the Company's ICS on a case-by-case basis.

Procedure for Assigning the evaluation of the ICS

The procedure of proposing, selecting, approving and ultimately assigning the evaluation of the ICS is initiated by the Company's Board of Directors' order to the Chief Executive Officer to obtain three (3) written and signed proposals from objective, independent, proven, certified and sufficiently experienced evaluators. The Evaluators are legal or natural persons or an association of persons.

Subsequently, the CEO of the Company, with the assistance of the Company's Corporate Governance Director, collects up to three (3) written and signed offers from evaluators who meet the following specific regulatory criteria as clearly defined in article 9 of L.4706/2020 and in the decision no.1/891/30.9.2020 of the Board of Directors of the Hellenic Capital Market Commission:

- Independence (article 9 of Law 4706/2020). Indicative signs of independence are:
 - ✓ Not holding, directly or indirectly, more than zero point five percent (0.5%) of the Company's share capital in terms of voting rights;
 - ✓ freedom from any financial, business, family or other type of dependency relationship with the Company, its Board of Directors or its senior management, which could influence their decisions;
- Objectivity (Decision 1/891/30.9.2020); Impartial attitude and mindset. In the context of ensuring independence and objectivity, the evaluation of the ICS cannot be carried out by the same Evaluator for a third consecutive evaluation.
- Certification and adequacy of knowledge and resources (Decision 1/891/30.9.2020). The head of the project team leading the ICS evaluation project and in any case the signatory of the evaluation should have the appropriate professional certifications (depending on the professional standards relied upon) and proven relevant experience (such as for example in ICS evaluation projects and corporate governance structures). The Evaluator also takes all necessary measures to ensure that during the execution of the project the persons involved have appropriate knowledge and experience in the tasks assigned to them and that appropriate quality assurance systems, adequate human and material

Fourlis

resources and procedures are used and applied in order to ensure the continuity, regularity and quality of the execution of the works.

The next step of the assignment process is the proposal of the Company's CEO to the Company's Audit Committee as to the appropriate evaluator based on the regulatory criteria mentioned above as well as technical and financial criteria.

The Company's Audit Committee reviews the proposal of the CEO and in turn makes a recommendation to the Company's Board of Directors, which is ultimately responsible for the selection of the evaluator and the assignment of the evaluation of the ICS.

The selected evaluator then initiates the project and concludes with the evaluation report described below.

Evaluation Report of the ICS and Recipients

The ICS Evaluation concludes with a summary and a detailed report covering all the findings and potential risks related to the evaluation objects. The two reports shall necessarily indicate the time of their preparation, the reference date of the evaluation and the period covered.

The recipients of the summary and detailed report are the Board of Directors and the Audit Committee of the Company.

The Company shall submit without delay to the Hellenic Capital Market Commission, and in any case within three (3) months from the date of the report of the evaluation report, the summary of the report and, if required, the whole report.

The annual Corporate Governance Statement includes a report on the results of the Evaluation Report.

Significant Subsidiaries included in the ICS Evaluation

According to article 2 of Law 4706/2020, a significant subsidiary of the Company is defined as one that has or may have a material effect on the financial position or performance or the business activity or the general economic interests of the Company. Also, in accordance with the decision 1/891/30.9.2020 of the Board of Directors of the Hellenic Capital Market Commission, the ICS evaluation includes, in terms of scope and periodicity, the significant subsidiaries of the Company.

The Company defines significant subsidiaries as those subsidiaries that cumulatively meet the following criteria:

- Their contribution to the total turnover is at least 25% and
- Their contribution to total assets is at least 25% and
- Their contribution to the total number of employees is at least 25%.

These criteria shall be reassessed every three years.

Fourlis

In the context of the second evaluation of the Corporate Governance System and the Internal Control System, HOUSEMARKET SA is defined as a significant subsidiary of the Company. The evaluation range includes the application of article 14 of Law 4706/2020.

Second Evaluation of the ICS

The second evaluation of the ICS was assigned to ERNST & YANG (HELLAS) under the 9/9/2025 contract. The purpose of the work of "ERNST & YOUNG (HELLAS)" with T.I.N. 094316657 is to obtain assurance on behalf of your Company regarding the adequacy and effectiveness of the Company's ICS, in accordance with the provisions of case no. (i) of par. 3 and of par. 4 of article 14 of L. 4706/2020, the Decision 1/891/30.09.2020 of the Board of Directors of the Hellenic Capital Market Commission and the Decision 2/917/17.06.2021 amending the Decision No. 1/891.

The overall project was led by Ms Kyriaki Katsani, Partner with CPA (SOEL) Reg.No. 44231, who participated in all stages of the project and was responsible for the final approval and signing of the deliverables.

Kyriaki is a Partner in the Audit Services Department of EY Greece and Head of Special Investigations and Corporate Compliance Services. She has more than 25 years of professional experience in audit, assurance and consulting services.

She is a Certified Public Accountant and a Certified Fraud Examiner (CFE) by the Association of Certified Fraud Examiners (ACFE).

She holds the IFRS Diploma from the ACCA and the Postgraduate Diploma in Professional Education provided by the Institute (Organisation) of Chartered Certified Public Accountants (CPA) (SOEL).

She is a member of the Institute of Internal Auditors (IIA), a member of the Institute of Certified Public Accountants (SOEL), a member of the Hellenic Economic Chamber and has a Class A signature right.

Kyriaki has been a speaker at numerous conferences, EY trainings, corporate events and webcasts, as well as university workshops, actively enhancing the professional community with her knowledge and experience.

She has extensive expertise in External Audit of Financial Statements, Internal Audit and Safeguards (Control Activities), Financial Fraud Investigation, Compliance Audits and Corporate Governance issues of listed companies in Greece.

She has provided a wide range of services, including regular IFRS and US GAAP audits, special audits and compliance audits of listed companies in European and US markets, covering a wide range of portfolios and business sectors.

With respect to independence, ERNST & YOUNG (HELLAS) confirms that as a Company and/or as individuals employed by the Company, EY does not have any relationship or have entered into any form of transaction or have any financial interest in relation to the Company that would prohibit it from providing the specified Services, as required by ERNST & YOUNG (HELLAS)'s Code of Ethics and the International

Federation of Accountants' Code of Professional Conduct. In the event that circumstances are identified where independence is threatened, ERNST & YOUNG (HELLAS) undertakes to take all necessary measures to reduce to an acceptable level or eliminate the risk of undermining its independence. In addition, it has the right to terminate with immediate effect the relevant Agreement it has signed with the Company, in whole or in part, if it reasonably determines that it can no longer provide the Services in accordance with applicable law or our professional obligations.

The methodological approach included four (4) stages:

- Investigation and assessment of the current situation;
- Identification of weaknesses and preparation of a gap analysis report;
- Communication and review of findings with competent units of the Company;
- Drafting of the ICS Evaluation Report.

The conclusion of the Evaluation Report on the Adequacy and Effectiveness of the ICS was unconditional since no material weaknesses were identified and the relevant Analytical Report dated 27/2/2026 was submitted to the Board of Directors and the Audit Committee of the Company and its summary was submitted to the Hellenic Capital Market Commission, in accordance with the deadlines of L.4706/2020 and the decision 1/891/30.9.2020 of the Hellenic Capital Market Commission.

15.16 Evaluation of the Corporate Governance System according to article 4 of Law 4706/2020

Second Evaluation of the CGS

The evaluation of the CGS is carried out internally by the Company's Internal Audit Department with the assistance of any other Departments required and with the supervision of the Audit Committee.

In accordance with the Policy and Procedure for the periodic evaluation of the adequacy and effectiveness of the Corporate Governance System established and implemented by the Company and approved by the Board of Directors (BoD) on 15/5/2023, an assessment of the Company's compliance with the applicable institutional and supervisory requirements of corporate governance (L. 4706/2020 and Decision 1/891/30.09.2020 of the HCMC's Board of Directors), in order to address the impact of any failure to comply with them.

In accordance with L. 4706/2020 (article 4 par. 1) "The Board of Directors shall define and supervise the implementation of the Corporate Governance System under the provisions of Articles 1 to 24, monitor and evaluate periodically at least every three (3) financial years its implementation and effectiveness, taking appropriate actions to address any deficiencies". In the above context, the scope of the CGS evaluation is determined by the Board of Directors supported by the Company's Procurement and Corporate Governance Department.

Scope of Control & Methodology

The subject of this study was the evaluation of the adequacy and effectiveness of the Company's Corporate Governance System (CGS), in accordance with the provisions of:

- i. The Policy and Procedure for the periodic evaluation of the adequacy and effectiveness of the Company's Corporate Governance System;
- ii. The Law No. 4706/2020;
- iii. The Decision 1/891/30.09.2020 of the Board of Directors of the Hellenic Capital Market Commission (HCMC);
- iv. The Hellenic Code of Corporate Governance of the Hellenic Corporate Governance Council

and based on the Report and the results of the Evaluation of the Adequacy and Effectiveness of the Internal Control System conducted by EY, completed in February 2025 and the reports and annual reports of the Internal Audit Unit for the years 2023, 2024 & 2025. The second evaluation period covered the period from 1/1/2023 to 31/12/2025.

In particular, the following areas were evaluated:

1. Evaluation of the adequacy and effectiveness of the Internal Control System (ICS);
2. Maintenance of approved and updated conflict of interest procedures and ensuring that any cases of conflict of interest are identified, investigated and managed within a reasonable period of time;
3. Adequacy and effectiveness of shareholder communication mechanisms;
4. Maintenance of an approved and updated remuneration policy in accordance with the requirements of the institutional and supervisory framework and its application to the remuneration (regular and extraordinary) of the persons covered by the policy;
5. Adherence to an approved and updated Fit and Proper policy and implementation of the suitability assessment criteria;
6. Composition, organisation and operation of the Board of Directors;
7. Organisation and operation of the Committees of the Board of Directors;
8. Maintenance of an updated and duly approved Charter of Operation of the Company in compliance with the minimum content required by the institutional and supervisory framework and of its major subsidiaries;
9. Compliance with the provisions of Article 22 of L. 4706/2020 in the case of share capital increases with cash payment or bond issue with public offer and publication of a prospectus;
10. Compliance with provisions in cases of disposal, through one or more transactions, of assets that fall under the provisions of Article 23 of Law 4706/2020;
11. Adoption and implementation of a code of corporate governance prepared by a reputable body.



The audit was conducted in accordance with the International Standards for the Professional Practice of Internal Auditing, as issued by the Institute of Internal Auditors. These Standards require that we plan and perform the audit in order to form a reasonable, but not absolute, opinion on whether the audited entity's system of internal control is adequate, effective or efficient in all significant respects.

Conclusion

Based on the work performed, as well as the evidence obtained, on the assessment of the adequacy and effectiveness of the Company's CGS, for the period 1/1/2023 - 31/12/2025, nothing has come to the attention of the Internal Audit Department that could be considered as a material weakness of the Company's CGS in accordance with the Regulatory Framework.

Within this analytical report, further findings, which do not constitute material weaknesses as required by the Regulatory Framework, have been recorded and included, accompanied by relevant analyses, risks and their consequences and the Company's management response to them, including relevant action plans with clear timelines where deemed necessary.

The relevant Analytical Report was submitted to the Board of Directors and the Audit Committee of the Company in March 2023.

The third evaluation of the CGS will cover the period from 1/1/2026 to 31/12/2028 and will take place within 2029.