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1. Basic principles of the Charter of Operation

1.1 Scope of the Charter of Operation

The Charter of Operation has been drafted in accordance with the requirements of article 14 of L.4706/2020. Upon its preparation and drafting, the provisions of the EU Regulation 596/2014 and of L.4443/2016 on insider dealing and market manipulation, of L. 3556/2007 on disclosure requirements for significant holdings, of L. 3693/2008 on the Audit Committee and the statutory auditors, of L. 3873/2010 on Corporate Governance Statement, of L. 3884/2010 on the exercise of rights by minority shareholders of listed companies, of L. 4449/2017 (Regulation 537/2014 EC) on statutory audit of financial statements, public oversight of audit work and provisions for the Audit Committee and of L. 4548/2018 on the reform of the Law on Societes Anonymes with the incorporation of provisions on corporate governance of the Directives 2007/36/EC, 2017/828/EC, 1^A/890/2020 EC, 1^B/890/2020 EC, 891/2020 EC, 2/905/2021 HCMC, EU Regulation 679/2016 on the protection of personal data (GDPR), EU Directive 1937/2019 on the protection of persons reporting violation of EU law, of the IAS 24, have also been taken into account. Upon its preparation and drafting, the provisions of the Greek laws, EU regulations, EU directives and decisions of the Hellenic Capital Market Commission that appear in Chapter 9 "Legislative and Regulatory Compliance Procedure" of this Charter of Operation, have also been taken into account.

The Charter of Operation applies to HOUSEMARKET SA (hereinafter referred to as the Company), and 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 managers and their performance evaluation;
- The compliance procedure for persons exercising managerial duties 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 process 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 business 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

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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 Policy followed by the Company.

1.2 Validity, amendment and monitoring of enforcement of the Charter of Operation

As effective date of this Charter of Operation is defined the date of its approval by the Board of Directors of the Company. Further, in the annual internal audit plan a completeness and enforcement check of the Charter of Operation is included, whereas the external auditor in their Audit Report shall confirm that the Company has an updated Charter of Operation with a prescribed content, pursuant to article 14 of L.4706/2020.

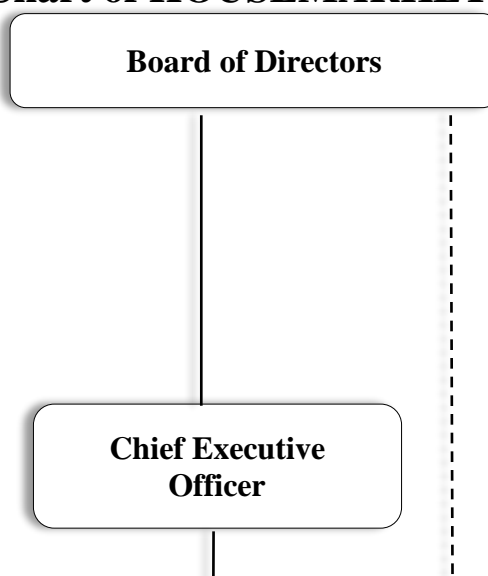
All amendments to this Charter are effective after a relevant decision of the Board of Directors, which is responsible for their approval.


1.3 Annexes and relevant references of the Charter of Operation

All Regulations, Policies, Procedures, Guidelines, Manuals and Methodologies referred to in this Charter are included in the Company's OPIS system and access is controlled.

2. Organizational structure of HOUSEMARKET SA

2.1 Organisation Chart of HOUSEMARKET SA



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2.2 Management Officers

2.2.1. Board of Directors


The Board of Directors was elected by the Annual General Assembly of the Company's shareholders at its meeting, that was held on 21/10/2022 for a five-year term of office. Already, following reconstitutions of the Board of Directors due to replacements of departing members, the Board of Directors of HOUSEMARKET SA is currently as follows:

Chairman of the Board of Directors,	Daphne Furlis, daughter of Anastasios
Vice-Chairman of the Board of Directors	Vassilios Furlis, son of Stylianos
Chief Executive Officer	Panagiotis Katiforis, son of Dimitrios
Director	Ioannis Vasilakos, son of Dimitrios
Director	Lida Furlis, daughter of Stylianos
Director	Maria Theodoulidou, daughter of Ioannis
Director	Stelios Stefanou, son of Markos

The Company is governed by a Board of Directors (BoD) consisting of seven (7) members in order to ensure diversity of gender, age, knowledge, qualifications, experience that serve the Company's objectives and a balance between executive and non-executive members. The members of the Board of Directors are elected by the General Assembly of the Company's shareholders for a term of five (5) years, which is extended until the first ordinary General Assembly's meeting after the expiry of the Board's term of office, which may not exceed five (5) years. The General Assembly shall directly elect the independent members of the Board of Directors.

The Board of Directors, when it is constituted, determines the responsibilities of the executive and non-executive members of the Board of Directors and the general representation of the Company.

The Board of Directors is responsible for the administration and representation of the Company

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and the management of its assets. 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. All the powers of the Board of Directors are subject to the articles on non-competition and contracts of the Company with members of the Board of Directors of L. 4548/2018 and of L. 4706/2020 as applicable.

The Board of Directors may, exclusively and only in writing, delegate the exercise of all or part of its powers and responsibilities, except those requiring collective action, and the representation of the Company to one or more persons, members or not, of the Board of Directors, managers and employees of the Company or third parties, while at the same time determining the extent of this delegation.

The Board of Directors shall meet immediately after its election and shall be constituted as a body.

2.2.2. Responsibilities of the members of the Board of Directors

The Board of Directors shall consist of seven (7) members, of which four (4) are executive members, one (1) non-executive, and two (2) are independent non-executive members.


The status of the members of the Board of Directors as executive or non-executive shall be determined by the Board of Directors.

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

Chairman of the Board of Directors

The Board of Directors is responsible for the administration (management and disposal) of the Company's assets and the representation of the Company. It decides on all general issues concerning the Charter of Operation, 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 Board of Directors may, exclusively and only in writing, delegate the exercise of all or part of its powers and responsibilities (except those requiring collective action) and the representation of the Company to one or more persons, members or not, while at the same time determining the extent of this delegation. The Board of Directors, immediately after its election, shall meet and constitute itself as a body and elect from among its members the Chairman, the Vice-Chairman and the Chief Executive Officer of the Company. The Chairman of the Board of Directors shall chair its meetings. The Chairman, when he/she is absent or incapacitated, shall be replaced by the Vice-Chairman to the full extent of his/her powers. If, for any reason, a vacancy occurs, the remaining Directors, provided that there are not less than three, shall elect at the first meeting of the Board of Directors, on an interim basis, a replacement for the remainder of the term of office of the Director being replaced. This election shall be submitted for approval at the next ordinary or extraordinary General Assembly's Meeting. The acts of a director so elected shall be considered valid, even if his/her election is not approved by the General Assembly.

The members of the Board of Directors 1. A Director who is absent may be represented by

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another Director. Each Director may represent only one absent Director. A quorum and a valid meeting of the Board of Directors shall exist when more than one-half of the Directors are present or represented, but in no case shall the number of Directors present or represented be less than three (3). The decisions of the Board of Directors are taken by an absolute majority of the Directors present and of those represented. Minutes are kept for the discussions and decisions of the Board of Directors. Copies and extracts of the minutes of the Board of Directors shall be certified by the Chairman or his/her legal deputies or by persons appointed by the Board of Directors. No Director may refuse to sign the minutes of any meeting attended. However, he or she may ask for his or her opinion to be written down in the minutes if he or she disagrees with the decision taken. However, non-signing of the minutes does not invalidate the decision duly and legally taken.

2.2.3. Representation of the Company

By virtue of the minutes of the meeting and following a relevant proposal of the Chief Executive Officer, the Board of Directors shall revoke any of its previous decisions relating to the determination of responsibilities and the representation of the company.

2.2.4. Internal Audit Division

The services of the Internal Audit Division are provided by the FOURLIS Group. The Internal Audit Division shall operate in accordance with Articles 15 and 16 of L.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 internal auditors perform their duties in accordance with the Company's Code of Ethics and apply the principles of independence, objectivity and confidentiality. The Internal auditors shall comply with the International Professional Practices Framework and adhere to the IIA Audit Standards for the Professional Practice of Internal Audit (IIA Standards), as well as to the IIA Code of Ethics, the applicable legislation and the Company's policies and procedures. The operation, organisation and responsibilities of the Internal Audit Division are described in detail in the Internal Audit Charter, which is approved by the Board of Directors of the Company following a proposal by the Audit Committee. The Head of the Internal Audit Division 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. As Head of the Internal Audit Department, he cannot be a member of the Board of Directors or a voting member of any standing committee of the Company and cannot have close ties with anyone holding one of the above positions in the Company or a Group company. The Company shall inform the Hellenic Capital Market Commission of any change in the Head of the Internal Audit Department by submitting the minutes of the relevant Board of Directors meeting within twenty (20) days of such change.

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2.2.5. 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.

2.2.6. Company Secretary

The services of the Company Secretary are provided by the FOURLIS Group. 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.

2.2.7. Legal Counsel


Legal Counsel services are provided by the FOURLIS Group. The responsibilities of the Company's Legal Counsel also include the services provided to the Group companies.

2.2.8. Data Protection Officer (DPO)

The services of a Data Protection Officer (DPO) are provided by the FOURLIS Group. The responsibilities of the DPO, which include the services provided to the Group companies as well.

2.2.9. Regulatory Compliance Officer

Regulatory Compliance services are provided by the FOURLIS Group where a Regulatory Compliance Unit for the Group and its significant subsidiaries operate in accordance with L.4706/2020. The main mission of the regulatory compliance unit 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.

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The Regulatory Compliance Unit is independent and subject to operational reporting to the Board of Directors and administrative reporting to the CEO; the Regulatory Compliance Officer has access to all required sources of information, has sufficient knowledge and experience and prepares the Company's annual regulatory compliance action plan which is approved by the CEO. The Regulatory Compliance Officer monitors the implementation of the annual action plan.


2.2.10. Risk Management Officer

Risk Management services are provided by the FOURLIS Group where a Risk Management Unit operates for the Group and its significant subsidiaries in accordance with L.4706/2020. The Risk Management Officer is responsible for monitoring the implementation of the Company's risk management system and coordinating the relevant teams that have been established and operate in the Company. The Company's risk management system is a key element of the Internal Control System (ICS) and, by extension, of the Corporate Governance System that the Company applies.

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 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

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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 risk response is taken into account.

The Risk Management Unit reports administratively to the Chief Executive Officer of the Company and operationally to the Board of Directors.

The Company implements a risk management system based on the Enterprise Risk Management Methodology, which follows the COSO Framework, to manage its risks.

2.3 Descriptions of responsibilities of Divisions

The Company has a system (OPIS) in which all operating procedures (Operating Procedures Information System) of its Divisions and Departments have been posted and the procedure for updating them has been specified and the relevant responsibilities have been assigned. The access to the operating procedures is controllable. The approval of the operating procedures to be posted in the OPIS system is given by the Operating Procedures Review and Approval Group in which the CEO participates. More than 800 operating procedures in total for the Company are posted in the OPIS system.

All of the following addresses of the Company are responsible for complying with the franchise agreement with Inter-IKEA Systems BV in their respective fields.

In addition, all of the following directorates of the Company are responsible for identifying the need to revise the operating procedures of their field and for recommending the creation of new procedures to the Company's Operating Procedures Approval Team.

2.3.1. Central Store Network Operations Division Greece (Stores Operations)


The main responsibilities of the Central Greek Stores Network Operation Division include all issues related to the effective operation and smooth performance of the Company's physical stores in Greece. The Managers of the physical stores in Greece report directly to the Greek Stores Network Manager.

2.3.2. Central Expansion Division (Expansion)

The main responsibilities of the Central Expansion Division include the evaluation of new investment opportunities for the expansion of the Company's physical store network.

2.3.3. HOUSEMARKET Bulgaria and Cyprus Central Subsidiaries Division

The main responsibilities of HOUSEMARKET Bulgaria and Cyprus Central Subsidiaries Division include all issues related to the effective operation and smooth performance of

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HOUSEMARKET SA subsidiaries in Bulgaria and Cyprus. The Managers of Bulgaria and Cyprus report to the CEO of the Company.


2.3.4. Central Financial Department

The Company's Central Financial Department, assisted and cooperating with the Financial Department of the FOURLIS Group, consists of individual departments, the operation of which is under the general supervision of the CEO.

2.3.4.1 Financial Department for Planning and Control

The Financial Department for Planning and Control includes:

- Accounting services
 - Sales;
 - Commodity markets;
 - Stock control;
 - Supplies of non-marketable goods;
 - Management of fixed assets;
 - Payments and supplier agreements;
 - Accounting plan management;
 - Control of accounting entries.
- Financial Reporting services
 - Maintenance of the accounting policies manual;
 - Auditing and issuing of financial statements based on International Financial Reporting Standards (IFRS);
 - Preparation of disclosures in financial statements;
 - Control of the implementation and compliance with the Uniform Accounting Plan;
 - Group Accounting Help desk;
 - Support for the Group's contract system (Edoc).
- Tax management services
 - Compliance with tax legislation (tax compliance);
 - Tax planning;
 - Support for tax audits;
 - Help-desk for tax questions;
 - Preparation of a file of intra-group transactions of the Group and its subsidiaries.
- Budgeting Services - Reporting
 - Help desk of the Group's Budgeting - Reporting departments;
 - Audit and issuance of management information financial statements;


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- Audit and issuance of budgets and their revisions;
- Presentations of administrative information;
- Support for management information systems (SAP BPC);
- Other financial management planning and control services.
- Financial Audit Services
 - Coordination of statutory audits of the Group's financial statements; Cooperation with external auditors;
 - Financial management, planning and control project management;
 - Cooperation with the Group Audit Committee on financial reporting and corporate governance issues;
 - Risk management financial planning and control management;
 - Support to the Group's Financial Directors team;
 - Control of control activities for Group procedures.

2.3.5. Central Human Resources Division

The main responsibilities of the Central Human Resources Division, which is assisted and cooperates with the Human Resources Department of the FOURLIS Group, and which also includes the services provided to the HOUSEMARKET Group companies, are summarized as follows:

- Human Resources Management Planning;
- Staffing;
- Remunerations and benefits;
- Payroll;
- Training and management of subsidised training programs;
- Performance Evaluation Systems;
- Human Resources Development Systems;
- Management of Human Resources Information Systems;
- Internal Communication;
- Human Resources Project Management;
- Organisation and execution of corporate HR events;
- Human Resources Risk Management;
- Health and Safety of Facilities and Human Resources;
- Relations Management with an employee union/association;
- Representation of the Company before judicial authorities.

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2.3.6. Information Technology Division

The main responsibilities of the Central Division of Information Technology, which is assisted and cooperates with the Information Technology Department of the FOURLIS Group and which also includes the services provided to the HOUSEMARKET Group companies, are summarized as follows:

- SAP ERP application support;
- SAP BPC application support;
- Systems Support;
- Payroll application support;
- Support for other applications (Edoc, OPIS, etc.);
- Help desk of store information systems;
- Information systems project management;
- Information systems strategy;
- Information Systems Security;
- Information systems risk management.

2.3.7. Central Division for New Markets (New Business)

The main responsibilities of the Central Division for New Markets are summarised below:

- Overseeing and operating new sales channels (e.g. online sales);
- Identifying and evaluating new business opportunities.


2.3.8. Central Sales, Range and Logistics Division (Sales, Range and Logistics)

The Central Sales, Range and Logistics Division comprises of the departments:

- Sales Department (Sales & Range)
- Department of Logistics (Logistics)

The main responsibilities of the Sales, Range and Logistics Division are summarized below:

- Determination of the pricing policy
- Establishment of a discount policy
- Forecasting ordered quantities of products based on expected demand

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- Promotion of sales
- Orders for quantities of products
- Receiving and internal product management - logistics at the physical locations (stores and warehouses)
- Maintaining safety stock and optimal total stock

2.3.9. Central Communication Division (Communication)

The Central Communication Division comprises of the following departments:

- Communication & Interior Design
- Marketing
- Restaurant (IKEA Food Business)

The main responsibilities of the Communication & Interior Design department are summarised below:

- Presentation and communication of the IKEA brand within the stores
- Design and decoration of the stores
- Renewal of the corporate marketing message in the commercial areas of the stores

The main responsibilities of the Marketing Department are summarised below:

- Market research and evaluation of findings on competition and new market trends
- Determination of advertising policy and corporate messages to strengthen the corporate brand message
- Managing public relations and contacts with market players


The main responsibilities of the Restaurant Department are summarised below:

- Offering quality meals at an unbeatable price
- Management of sensitive inventory and optimal placement of orders to suppliers
- Strengthening the IKEA brand as a quality destination for a family

2.3.10. Central Customer Relations Division

The main responsibilities of the Central Customer Relations Division are summarised below:

- Management of customer service before, during and after the sale
- Management of customer relationship management (CRM) systems
- Operation of all transaction points with customers (cash registers, product returns, etc.)
- Equipment of physical stores with consumables and purchasing tools necessary for use by customers

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2.3.11. Physical stores (regardless of size)

The Physical Stores follow the corporate structure with appropriate adjustments depending on their size, with the heads of the Divisions reporting to the respective Central Divisions of the Company and reporting administratively to the respective Physical Store Manager.

2.4 Standing Committees under Art. 10 of L.4706/2020

The Company's senior executives form standing committees to set medium- to long-term objectives, monitor the Company's performance through the analysis of performance indicators and identify and manage risks in a timely manner. The standing committees, their scope and participants are as follows:

2.4.1. Company Management Team (COMT) Committee

The Company Management Team Committee (COMT) meets between one and three times a year with the following main topics:


- Setting the basic guidelines for the annual budget and long-term planning
- Monitoring the performance of specific indicators based on current year targets
- Identification and monitoring of any significant issue that affects or is expected to affect the Company's performance

The participants are the following:

- Chief Executive Officer
- Director of Sales, Range and Logistics
- Director of Communications
- Director of New Markets (New Business)
- Chief Financial Officer
- Human Resources Director/Manager
- Customer Service Manager
- Store Operations Manager Greece
- Directors of subsidiaries in Bulgaria and Cyprus

Once a year the Company Management Team Committee (COMT) meets with an extended COMT and includes as participants the following:

- IT Director/Manager
- Director of Communication & Internal Design
- Restaurant Department Manager
- Director of the Range & Logistics Department
- Store Managers

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- Expansion Manager

The minutes of the meetings of the Company Management Team (COMT) Committee are available exclusively to the participants.

2.4.2. Commercial & Operational Committee (ComOp)

The Company's Commercial Policy and Operations Committee (ComOp) meets bi-monthly six times in a year with the main topics being:

- Determination of the Commercial Policy
- Progress and Review of Trade Policy Targets
- Evaluation of new Commercial Opportunities

The participants are the following:

- Chief Executive Officer
- Director of Sales, Range and Logistics
- Director of Communications
- Director of New Markets (New Business)
- Customer Service Manager

The Company's Commercial Policy and Operations Committee (extended ComOp) may meet with an extended composition and includes as participants the following:

- Directors of subsidiaries in Bulgaria and Cyprus
- Store Operations Manager Greece

The minutes of the meetings of the Committee on Commercial Policy and Operations (ComOp) are available exclusively to the participants.


2.4.3. Risk Assessment Group (RAG), Crisis Response Team (CRT), Crisis Management Team (CMT)

The Company's Risk Assessment Group (RAG) meets every two years with the main focus on:

- Assessment of the risks arising from the operation of the business;
- Making decisions to reduce the likelihood of these risks occurring.

The participants are the following:

- Chief Financial Officer
- Director of Security of the FOURLIS Group
- Director of Communications
- Director of Sales, Range and Logistics

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- Store Operations Manager Greece
- Directors of subsidiaries in Bulgaria and Cyprus
- Restaurant Department Manager
- Director of Human Resources of the Company
- Company's Risk Management Officer

The minutes of the Risk Assessment Group (RAG) meetings are available exclusively to the participants and are submitted to the CEO of the Company for approval.

Extraordinarily and based on the data and the degree of risk, the following groups/teams may be convened:

- Crisis Response Team (CRT)
- Crisis Management Team (CMT)


The Crisis Response Team (CRT) consists of the following:

- CEO of the Company
- Chief Financial Officer
- Customer Service Manager
- Store Operations Manager Greece
- Human Resources Director/Manager
- Director of Communications
- Director of Sales, Range and Logistics
- Legal Counsel
- Store manager, if it is a crisis related to a specific physical store
- Company's Risk Management Officer

The Crisis Management Team (CMT) consists of the following:

- Chairman of the Board of Directors of FOURLIS HOLINGS S.A.
- CEO of the FOURLIS Group
- CEO of the Company
- Human Resources Director/Manager of the FOURLIS Group
- Chief Financial Officer of Treasury, Investor Relations and Risk Management of FOURLIS Group
- Financial Director for Planning and Control
- Legal Counsel
- Company's Risk Management Officer

The minutes of the meetings of the Crisis Response Team and the Crisis Management Team are available exclusively to the participants.

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2.4.4. Operating Procedures Approval Team

The Company's Operating Procedures Approval Team meets as and when required and at least annually, with the main purpose of approving new operating procedures and approving amendments to existing procedures.

The Company's Operating Procedures Approval Team consists of the following:

- CEO of the Company
- Director of Subsidiaries in Bulgaria
- Financial Director for Planning and Control

3. Internal Control System (ICS) of the Company


The Company's Internal Control System (ICS) is one of the key elements of the Corporate Governance System and is defined as the set of internal control mechanisms including risk management, internal control and regulatory compliance. The ICS covers on a continuous basis every activity of the Company and contributes to its safe and effective operation.

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;
- Compliance with the regulatory and legislative framework as well as the internal regulations governing the Company.

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.

To this direction, the key elements of the ICS are framed by the Risk Management System, the Internal Audit Department, the Regulatory Compliance and the FOURLIS Group's Whistleblowing System presented below.

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3.1 Key Components of the Internal Control System (ICS)

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:

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 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 operating 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.

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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 should 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 communicated to the Company's higher levels, while the most significant ones are communicated to the top management and the Board of Directors.

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 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 evaluation process of the Company's ICS is further discussed in chapter eleven (11) "Periodic Evaluation of the Internal Control System" of this Charter of Operation.

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3.2 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.

All of the above are recorded in the Company's Risk Register.

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.

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 of the Risk Assessment Group.
- **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).

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- 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 risk response is taken into account.

The Company uses Enterprise Risk Management Methodology, which follows the COSO Framework, to manage its risks.

3.3 Internal Audit Division

The Company uses the services of the Internal Audit Department of the FOURLIS Group.

The Internal Audit Division operates in accordance with Articles 15 and 16 of L.4706/2020, the Hellenic Code of Corporate Governance that the Company has voluntarily adopted and the provisions of the Company's Charter of Operation. The internal auditors perform their duties in accordance with the Company's Code of Ethics and apply the principles of independence, objectivity and confidentiality. The Internal auditors shall comply with the International Professional Practices Framework and adhere to the IIA Audit Standards for the Professional Practice of Internal Audit (IIA Standards), as well as to the IIA Code of Ethics, the applicable legislation and the Company's policies and procedures.


The operation, organisation and responsibilities of the Internal Audit Division are described in detail in the Internal Audit Charter, which is approved by the Board of Directors of the Company following a proposal by the Audit Committee.

The Head of the Internal Audit Division 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. As Head of the Internal Audit Department, he cannot be a member of the Board of Directors or a voting member of any standing committee of the Company and cannot have close ties with anyone holding one of the above positions in the Company or a Group company.

The Company shall inform the Hellenic Capital Market Commission of any change in the Head of the Internal Audit Department by submitting the minutes of the relevant Board of Directors meeting within twenty (20) days of such change.

The responsibilities of the Internal Audit Division 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,

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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 in the regulated market.

The responsibility of the Internal Audit Division also 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.

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


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.

In order to carry out the work of the Internal Audit Department, the Head of the Department has access to any organisational unit of the Company and has access to any information required for the performance of his/her duties.

For its areas of responsibility, the Internal Audit Division prepares reports to the audited units with any findings regarding 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 Division 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 Division 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 Department oversees the implementation of internal control systems in the Group's subsidiaries and is responsible for the adoption of common internal control principles in all companies. In this context, it has developed and follows an Internal Audit Manual, which has been prepared in accordance with the Standards for Professional Practice of Internal

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Auditing of the Institute of Internal Auditors and the provisions of the relevant legislation. This manual ensures the provision of uniform guidelines and procedures for the operation of the Division and the subsidiaries that have an Internal Audit Unit.


3.4 Regulatory Compliance:

The Regulatory Compliance services are provided by the FOURLIS Group where a Regulatory Compliance Unit for the Group and its significant subsidiaries operate in accordance with L.4706/2020. The main mission of the regulatory compliance unit 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 Regulatory Compliance Unit is independent and subject to functional reporting to the Board of Directors and administrative reporting to the CEO; the Compliance Officer has access to all required sources of information, has sufficient knowledge and experience and prepares the Company's annual regulatory compliance action plan which is approved by the CEO. The Compliance Officer monitors the implementation of the annual action plan.

The Regulatory Compliance Unit has the following main responsibilities:

- Develops, maintains and reviews the Company's regulatory compliance policies and procedures;
- Develops and prepares the Company's annual compliance action plan;
- Monitors the implementation of the Company's annual action plan and ensures the necessary resources for this purpose;
- Informs the CEO on the implementation of procedures and policies through reports;
- Receives and manages internal reports under the Whistleblowing system;
- Updates and maintains the conflict of interest register and draws up reports thereon;
- Carries out audits related to regulatory compliance;.
- Makes proposals and implements or recommends the implementation of corrective and/or preventive actions based on the findings of his/her audits;
- Provides training on regulatory compliance issues;
- Acts as a consultant on regulatory compliance issues and participates in projects to develop and promote new business activities and practices.

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3.5 FOURLIS Group Information Reporting System (Whistleblowing)

The Company, as a member of the FOURLIS Group, has access to the Group's Whistleblowing System. FOURLIS Group fully complies with Directive 2019/1937 of the European Parliament and of the Council on the protection of persons reporting violations of the Union law.

Purpose and scope

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 FOURLIS Group 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.


Personal scope of application

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

- Employees or non-employees including civil servants;
- 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;

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- Third parties connected to the reporting parties who could be retaliated against in a work context, such as colleagues or relatives of the reporting parties;
- legal entities which the reporting parties own, work for or are otherwise associated in an employment relationship.

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 FOURLIS Group 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.

Internal reporting channels, features and procedures


The Information Reporting - Whistleblowing System, in compliance with the criteria of impartiality and independence, designates the Group's Director of Regulatory Compliance as the person responsible for receiving and managing reports. The latter may secure the assistance of other persons or services within the Group in order to manage the reports more effectively. Other persons or agencies shall in any case be bound by the principles of the Whistleblowing System.

Reports can be submitted and received through three alternative channels:

- By sending a written report via email to codeofconduct@fourlis.com, or
- By phone calling +30 210 6293010, or
- By requesting a personal meeting within a reasonable period of time. The request must be made in writing or by a phone call.

After submission and receipt of the report, the Regulatory Compliance Officer is responsible for the following:

- Subject to the relevant legislation, he/she shall decide whether or not an anonymous report can be managed;
- He/she shall acknowledge receipt of the report to the reporting party within seven days of receipt;
- Monitor and manage the report diligently. May secure the assistance of other persons or services within the Group in order to manage reports more effectively. Other persons or agencies shall in any case be bound by the principles of the Whistleblowing System;
- He/she shall provide information on the progress and possible conclusion of the management to the reporting party within a reasonable period of time not exceeding three months from the acknowledgement of receipt or, if no acknowledgement has been sent to the reporting party, three months from the end of the seven-day period following the submission of the report;
- Provide information to the reporting party on any external channels of communication that may be more appropriate for the management of the report; The external channels of communication always refer to channels established by public authorities.

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The Regulatory Compliance Officer diligently maintains the logbook and prepares the "Information Report" once a year. The Report is submitted to the Audit Committee and the CEO of the Company.

Basic principles of the Information Reporting-Whistleblowing System

Clarity and accessibility

The information provided during induction training in any company and position within the FOURLIS Group is clear and makes it easy for stakeholders to report information through internal reporting channels. In addition, the Group's website www.fourlis.gr provides clear and easily accessible information as well as the Code of Conduct that incorporates the above.

Confidentiality:

The FOURLIS Group's Whistleblowing System ensures that the identity of the reporting party and the reported person is not disclosed to anyone other than the authorised staff members who are authorised to receive or monitor the reports without the express consent of that person. The same applies to any other information from which the identity of the reporting party can be deduced, directly or indirectly.

The identity of the reporting party and of the reported person, as well as any other information referred to in the previous paragraph, may be disclosed only where it is necessary and proportionate to an obligation imposed by EU or national law in the context of investigations by national authorities or judicial proceedings, inter alia, in order to safeguard the rights of defence of the reported person.

Protection of personal data

Any processing of personal data in the context of the management of the reports, including the exchange or transfer of personal data from/to the competent authorities, is carried out in accordance with Regulation (EU) 2016/679 (GDPR) and Directive (EU) 2016/680. Any exchange or transmission of information by the institutions, bodies, offices or agencies of the Union shall take place in accordance with Regulation (EU) 2018/1725.


Personal data which are manifestly not related to the handling of a specific report are not collected or, if collected accidentally, are deleted without undue delay.

Diligence in record keeping

The Information Reporting (Whistleblowing) System shall keep records of each report received in accordance with the principle of confidentiality. The reports shall be stored for a period of time not exceeding what is necessary and proportionate to comply with requirements imposed by EU or national law.

When the telephone line with recording of the conversation is used for reporting, subject to the consent of the reporting party, the Company has the right to document the verbal reporting in one of the following ways:

- by recording the conversation in a stable and retrievable format; or

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- By a full and accurate transcript of the conversation prepared by the staff members responsible for handling the report.

The Company shall provide the reporting party with the opportunity to verify, correct and agree to the transcript of the conversation by signing it.

When a person requests a meeting with the Group's Regulatory Compliance Officer to make a report, the Company shall ensure, subject to the consent of the reporter, that full and accurate minutes of the meeting are kept in a stable and retrievable format.

The Company has the right to keep minutes of the meeting in one of the following ways:

- by recording the conversation in a stable and retrievable format; or
- by preparing and keeping accurate minutes of the meeting taken by the staff members responsible for handling the report.


The Company shall provide the reporting party with the opportunity to verify, correct and agree to the transcript of the conversation by signing it.

Protection of reporting parties and reported persons

The Whistleblowing System shall take appropriate measures to prohibit any form of retaliation against reporting parties, including threats and attempts to retaliate, including, but not limited to, retaliation in the following form:

- suspension, dismissal or equivalent measures;
- demotion or deprivation of promotion;
- transfer of duties, change of place of work, reduction of salary, change of working hours;
- training deprivation;
- a negative performance appraisal or negative job recommendation;
- the imposition or application of discipline, reprimand or other disciplinary measure, including a financial penalty;
- coercion, intimidation, harassment or marginalisation;
- discrimination, disadvantage or unfair treatment;
- failure to convert a temporary employment contract into a permanent one, when the employee had a legitimate expectation that he would be offered permanent employment;
- non-renewal or early termination of a temporary employment contract;
- damage, including damage to reputation, in particular on social media, or economic loss, including business loss and loss of income;
- blacklisting on the basis of a sectoral or sectoral formal or informal agreement, which may imply that the person will not find a job in the sector or industry in the future;
- early termination or cancellation of a contract for goods or services;
- cancellation of a licence or approval;
- referral for psychiatric or medical follow-up.


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.

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Definitions

For the purposes of the Whistleblowing System, the following definitions apply:

- "Violations." acts or omissions that are illegal and related to the scope of the Information Reporting (Whistleblowing) System.
- "Information on violations": information, including reasonable suspicion, about actual or potential violations that have been committed or are reasonably likely to be committed in the organisation in which the reporting person works or has worked or in other organisations with which the reporting person has had contact through his or her work and about attempts to conceal violations.
- "Report" or "Reporting": providing information, orally or in writing, about violations.
- "Internal Report": the oral or written provision of information about violations within a private or public sector legal entity.
- "External Report": providing oral or written information on violations to the competent authorities.
- "Reporting Party": a natural person who publicly reports or discloses information about violations, information obtained in the course of his or her employment.
- "Mediator": a natural person who assists the reporting party in the reporting process in a workplace context, whose assistance should be confidential.
- "Working Context": current or past employment activities in the public or private sector, regardless of the nature of those activities, through which persons obtain information about violations and in the context of which those persons could be retaliated against for reporting such information.
- "Reported Person": a natural or legal person named in the report or public disclosure as the person to whom the breach is attributed or with whom the person is associated.
- "Retaliation": any direct or indirect act or omission which occurs in a work context and is the result of an internal or external report or disclosure, and which causes or is likely to cause unjustified harm to the reporting party.
- "Monitoring Measure": any action taken by the recipient of the report or any competent authority to assess the accuracy of the allegations contained in the report and, where appropriate, to address the reported breach, including through measures such as internal investigation, inquiry, prosecution, action to recover funds or the closure of the procedure.
- "Update": providing information to the reporting parties on the measures planned to be taken or already taken in the context of monitoring and the reasons for such monitoring.
- "Competent Authority": any national authority designated to receive reports in accordance with Chapter III of Directive 2019/1937 of the European Parliament and of the Council and to provide information to the reporter, and/or designated to carry out the tasks provided for in this Directive, in particular as regards monitoring measures.

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4. Procedure for Recruitment and Evaluation of Senior Management Officers

With absolute assurance of meritocracy and respect for the privacy of nominees and their personal data, the Company follows specific procedures for the recruitment, hiring and subsequent evaluation of its executives.

4.1 Executives Recruitment Procedure

Depending on the organisational level of the post in question, the process of attracting candidates and recruiting the most suitable ones is initiated in four ways:

- Outsourcing the launching of the process to specialised consultancy firms which will be responsible for finding candidates. The specific method is generally used to find candidates for senior management positions (see below).
- Registration for a job advertisement on the Group's website and/or on partner websites for the purpose of job search.
- Recruitment/promotion/transfer from within (open resourcing).
- Collaboration with renowned educational institutions from the public and private sectors.


The next step of the recruitment procedure is the collection of CVs of the candidates and then their interview and evaluation by specific Company's executives only, always with a view to the protection of personal data. The main selection criterion is the candidates' proven and necessary experience and knowledge of the subject of the post offered.

The final step of the recruitment process is the offer made by the Company through the Human Resources Department to the successful candidate and, of course, the completion of all legal procedures for the commencement of the employment relationship between the candidate and the Company.

Specifically for the outsourcing of the recruitment process of senior executives to specialised consultancy firms, the detailed steps to be followed are as follows:

4.1.1. Assignment

- If necessary, recruitment can be outsourced to specialised consultancy firms which are responsible for finding candidates.
- As a general rule, the assignment is given for the highest ranks (grades) of the company (from grade 8), while there is of course the possibility of assigning consultants for lower ranks (grades), if the position to be filled is particularly specialised.
- In any case, in order to approve the cooperation with a consulting company, the approval of the CEO of the Company and the notification of the Director of Human Resources of

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the FOURLIS Group is required.


- The final choice of the company selected depends on its expertise in filling the specific position as well as the cost - the latter not being the determining factor, provided that the consultant has proven to have the necessary experience required to find the right nominee.
- The consultancy firm should, in its offer, in addition to the description of the approach it will follow (e.g. advertisement, headhunting) and its fee, include the tools it will use (e.g. DISC).

4.1.2. Processing of CVs & Selection/ Evaluation of Suitable Nominees

- The Consultancy should at regular intervals, as agreed, provide the HR Director of the company with the profile of the nominees it will meet (anonymous profiles), in order to certify each time that the search for the right nominee is in the right direction.
- In consultation with the company's Human Resources Director and the respective position Director, those nominees who are considered the most suitable to fill the position (short list) are selected.
- The final selection of the nominee is made by the head of the position in agreement with the company's HR Director. Depending on the grade of the position, the selection process also involves the CEO of the Company together with the FOURLIS Group HR Director, as well as the matrix/functional manager (if applicable).
- In any case, the consultancy is obliged to seek the necessary letters of reference from the nominee's previous employers.

4.1.3. Job offer

- Once the shortlisted candidates are selected, they are contacted by telephone to deliver the job offer.
- The offer letter is presented to the final nominee by the Human Resources Department in the presence of the head of the post, if the latter so wishes.
- In the job offer the working hours, the physical location of the job and the remuneration are communicated.
- If the job offer is accepted, the candidate will be required to provide the necessary supporting documents for recruitment.
- In case of non-acceptance by the nominee, then a job offer is made to the runners-up in order of priority and the appointment for the recruitment is set.

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4.2 Executives Evaluation Procedure

The Company's evaluation process aims to create an environment of meritocracy in which all employees are aware of their strengths and areas for improvement in terms of their performance at their workplace. In particular, the main objects of performance evaluation are:

- Feedback: informing employees about their performance so that efforts to improve them can continue; Strengthening and confirming the "strengths" of the employee.
- Development: clarifying, through constructive discussion, the needs of employees to improve, in order to develop and grow.
- Performance improvement: giving appropriate attention to areas that workers need to improve.
- Designing a plan of action: defining specific actions to ensure that employees' potential is realised.
- Promote communication between the employee under evaluation and the immediate supervisor/team leader.


The evaluation process is followed once a year, starting with the setting of personal targets for the next 12 months. Personal goals are set based on corporate priorities and are usually measurable. At the same time, the evaluation process also covers qualitative parameters of skills, leadership, teamwork, etc.

The Human Resources Division is responsible for following the evaluation process, maintaining and developing the necessary software to which all employees have personal access. The software provides the ability to record the achievement of objectives, self-assessment, evaluation by the immediate supervisor and recording of comments on improvement actions and training needs of the assessed persons.

5. Conflict of interest policy

The Company has, and applies a Conflict-of-Interest Policy in accordance with article 14 of L.4706/2020. The Conflict of Interest Policy also includes procedures to prevent conflicts of interest, measures for the disclosure and management of conflicts of interest and any circumstances and conditions under which, exceptionally, it would be acceptable for a Board member or a Senior Executive Officer to have conflicting interests, provided that such interests of the member or Executive Officer are significantly limited or appropriately managed. All actual and potential conflicts of interest are subject to adequate disclosure, discussion, documentation, decision-making and appropriate management (i.e. the necessary measures are taken to limit conflicts of interest).

A conflict of interest may arise if a member of the Company's Board of Directors, a senior executive officer, director or equivalent, employee, or family member of any of the above,

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engages in an act or asserts an interest that makes it objectively difficult to perform his or her duties, or if he or she receives an improper personal benefit as a result of his or her position.

Objective of the Conflict-of-Interest Policy

The objective of the Policy is to provide guidance to all Covered Persons on how conflicts of interest are defined, how they can be recognised and what procedures should be followed when they occur. Specifically, the objective of the Conflict-of-Interest Policy is to map out how the Company:

- identifies situations where conflicts of interest may arise that may pose a material risk to the interests of the investing public, shareholders, suppliers, customers, employees (stakeholders);
- adopts appropriate procedures, mechanisms and systems to manage such conflicts;
- designs and implements procedures and systems aimed at preventing any damage to the interests of the stakeholders from any conflict of interest.

Scope of the Conflict-of-Interest Policy


This Policy applies to all activities of the Company and to all Human Resources, with particular emphasis on the members of the Board of Directors, senior executives, managers or their equivalents and employees of the Company, as well as persons with family ties to all the above categories (Covered Persons).

Identification and categorisation of conflict-of-interest situations

In determining the types of conflicts of interest that may arise in the Company's activities, the Company takes into account the following in particular:

- the possibility that a Covered Person or a Person related to a Covered Person by family ties to a Covered Person may gain financial gain or avoid financial loss to the detriment of the Company's stakeholders or the Company itself;
- the existence of an interest for the Covered Persons or Persons related to a Covered Person by family ties, in the outcome of a service or activity or transaction provided to the Company's stakeholders by the Company, which interest is distinct from both the interest of the Company and the interest of the Company's stakeholders;
- the possible existence or actual existence of an incentive for the Covered Persons or Persons related to a Covered Person by family ties, to favour a certain stakeholder or group of stakeholders of the Company to the detriment of either the interest of the Company or the interest of other stakeholders;
- the receipt by a certain Covered Person, or persons related to a Covered Person by family ties, of consideration in connection with any corporate transaction in the form of money, goods, or services.

The Conflict-of-Interest Avoidance Policy covers the conflict of interest that may arise in the following cases:

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- Conflicts between the interests of the Company and the interests of a stakeholder or a group of stakeholders;
- Conflicts between the interests of one stakeholder or group of stakeholders and the interests of another stakeholder or group of stakeholders;
- Conflicts between the interests of a member of the Company's Human Resources or a group of members of the Company's Human Resources, or a Covered Person, or a person related by family ties to a Covered Person, and the interests of the Company and/or its stakeholders.

Independence, separate supervision and separation of functions

The Company is committed to implementing policies and procedures according to which the Human Resources of each management unit will act independently with respect to the interests of their respective stakeholders.

If deemed necessary, the Company takes organizational measures to ensure separate supervision and separation of functions of its managements, in order to prevent the simultaneous involvement of an HR employee in different services or activities, which may lead to situations of conflict of interest or possibly hinder the proper management of such situations.

The Company shall ensure that the above separation of functions of its employees contributes to the performance of work for the Company, on behalf of the Covered Persons, in an objective and efficient manner.

Management of confidential / proprietary information


Confidential information for the purposes of this Policy means internal or confidential information about the Company's business that is not publicly available.

i. Management of confidential information

Ensuring confidentiality and managing information about the Company's business is one of the main principles governing the Company's activities.

The access option to confidential information is limited to those persons who need to know information of a confidential nature in the context of their duties within the Company ("Need to Know Policy"). This will avoid, as far as possible, the misuse of such information, as well as possible conflicts of interest, by virtue of control of access to the source of such information.

The above policy of strictly necessary information is also ensured by the Company's IT systems, which do not allow access to information that is not considered necessary for the performance of a specific task. Consequently, the Company's employees have access only to the information / data that are considered necessary for the fulfillment of their duties within the Company's service departments.

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ii. Implementation of "Chinese Walls" between the Company's business-organisational units

In order to protect and control access to important information that is not publicly available, the Company implements a system of "Chinese Walls", designed to prevent the leakage of confidential information among the different organizational units of the Company. The operation of this system involves not only the separation of data and IT systems, but also the physical separation of the different organisational units, so that persons employed in each unit do not have direct physical access to files and information relating to the work of another unit, which could lead to situations of conflict of interest.

Through the establishment and implementation of the Chinese Walls, the Company creates barriers to the movement of information to ensure that critical information held by one of its organizational units is not used by individuals in another such unit when it is not necessary in the performance of their duties within the Company. Furthermore, the Chinese Walls is a key tool for preventing conflict of interest situations and preventing insider trading.

Consequently, the implementation of a system of Chinese Walls provides the Company and its employees with the possibility to develop their activities and duties without being influenced by other information available to the Company that could give rise to a conflict of interest.

iii. Measures to avoid undue influence

The Company shall take measures to avoid or limit the exercise of improper influence on the manner in which a Covered Person carries out activities within the scope of his or her responsibilities within the Company.

Policies & Procedures

The Company takes measures and implements policies and procedures to determine the means of dealing with conflict-of-interest situations regarding the following issues:


- Human Resources Remuneration;
- Gifts and personal benefits.

i. Human Resources Remuneration

The Company shall take the necessary measures to ensure that the remuneration, the method of evaluation and the assigned responsibilities do not encourage behaviours of the Human Resources and/or Covered Persons that may lead to situations of conflict of interest or excessive risk taking.

ii. Gifts & personal benefits

A) Gifts received by employees: Covered Persons, as referred to above, are not permitted to accept gifts of value and gifts in the form of money or in kind, regardless of the amount. Excluded from this prohibition are low value promotional gifts, such as office supplies bearing the logo of the company offering the gift (up to €100). If the Covered Person cannot assess whether accepting a gift is in compliance with this Conflict of Interest Policy and this Charter of Operation in general, he/she should seek guidance from the Company's Human Resources Department.

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B) Gifts offered to customers and partners by the Company: It is permitted to offer gifts to the Company's associates, provided that the CEO has given prior approval. A record of the gifts provided to customers as described above is kept by the Company. Promotional gifts of low value, such as office supplies bearing the Company's logo (up to €100), are excluded from the obligation to obtain pre-approval as described above.

Training & Communication

The Company provides the necessary training and information on conflict-of-interest issues to all Covered Persons and Human Resources in general. In particular, with regard to the training of Human Resources, the following measures are adopted:

- Training policy for board members, management executives and other executives of the Company: The Company ensures the continuous training and education of the members of the Board of Directors, senior executives and those involved in internal control, risk management, regulatory compliance and information systems. Specifically, the Company ensures that the aforementioned persons attend, at regular intervals, training seminars relevant to the scope of their duties and to the object of the Company's business.
- The Company enhances awareness of Human Resources regarding conflict-of-interest situations by providing relevant information through the internal network, internal seminars, open discussions, etc.
- The Company ensures the development of HR's ability to identify and manage conflict of interest situations through training and continuous education provided to HR by the relevant managers and external experts.
- Appropriate provision is made in the training and preparation programs for new employees to cover conflict of interest issues.
- The Board of Directors shall ensure that all Covered Persons are, at all times, adequately aware of their obligations with respect to conflict-of-interest situations.


Monitoring of conflict-of-interest situations

The Internal Audit Department conducts periodic audits of compliance with the provisions of this Conflict-of-Interest Policy and, in general, with this Charter of Operation.

Information to stakeholders on conflict-of-interest situations

In certain cases where, despite the measures taken to avoid or manage conflicts of interest, it is deemed that it is not possible to adequately ensure the prevention or full management of the conflict of interest, the Company shall inform the relevant stakeholders, before taking action to address the conflict of interest, of the nature and source of such situations.

Record keeping & periodic reviews

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The Company maintains a conflict-of-interest log which records the cases where a conflict of interest has arisen, the activities/services in the context of which a conflict of interest may arise, as well as the procedures to be followed for the prevention and management of such cases. The Compliance Officer is responsible for the maintenance and updating of the aforementioned file, while the Board of Directors is responsible for the evaluation of the Conflict of Interest Policy on a regular basis, in order to determine whether and how the Policy should be revised and to take a decision on its revision, when it deems it necessary and based on the Existing Legislation, so that the Company can achieve its objectives more effectively, while being adequately harmonized with the Existing Legislation. The Compliance Officer prepares special reports, at least on an annual basis, which are submitted to the CEO of the Company, regarding the activities referred to in the above record keeping.


6. Legislative and Regulatory Compliance Procedure

In compliance with article 13 of L.4706/2020 on organizational arrangements in the context of implementing an effective Corporate Governance system, the Company uses the services of the Compliance Department of the FOURLIS Group where a Compliance Unit operates for the Group and its major subsidiaries in accordance with L.4706/2020. The main mission of regulatory compliance is the monitoring of the establishment and implementation of 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 Compliance Officer is responsible for adhering to the annual audit planning regarding the Company's regulatory compliance and in particular with regard to the audit areas highlighted by the annual planning of the Internal Audit Department.

Within the framework of the FOURLIS Group, the Company operates on the basis of this Charter. The Regulatory Compliance Unit monitors, within the scope of its responsibilities and Corporate Governance, at least the following:

Description of Law
L.4443/2016 For the protection of the Capital Market from acts of persons holding privileged information and market manipulation
L.3556_2007 disclosure obligations of significant shareholdings
L.3666_2008 Ratification and implementation of the United Nations Convention on the United Nations Convention against Corruption
L.3693_2008 Harmonization of Greek legislation with Directive 2006/43/EC on statutory audits of annual accounts and consolidated accounts, amending Council Directives 78/660/EEC and 83/349/EEC and repealing Council Directive 84/253/EEC
L.3884_2010 Incorporation into Greek law of Directive 2007/36/EC of the European Parliament and of the Council, of 11 July 2007, on the exercise of certain rights by

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shareholders of listed companies - Amendment and adaptation of the codified law 2190/1920 on public limited companies and of L. 2396/1996

L.4099_2012 Collective investment undertakings in transferable securities and mutual fund management companies, Directive 2009/65/EC. Adaptation of Greek legislation to the provisions of Directives 2010/78/EU, 2010/73/EU, 2011/96/EU, 2009/133/EC, 2004/113/EU

L.4443_2016 PRIVATE INFORMATION taking the necessary measures to comply with Articles 22, 23, 30, 31 par. 1, 32 and 34 of Regulation 596/2014 on market abuse, repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC and transposing Directive 2014/57/EU on criminal sanctions for market abuse and implementing Directive 2015/2392

L.4449_2017 Mandatory audit of annual and consolidated financial statements public supervision of the audit work and other provisions

L.4548_2018 reform of the Law of Societes Anonymes

L.4557_2018 ANTI MONEY LAUNDRY Prevention and suppression of money laundering and terrorist financing (incorporation of Directive 2015/849/EU) and other provisions

L.4706_2020 Corporate governance of public limited companies, modern capital market, incorporation into Greek law of Directive (EU) 2017/828 of the European Parliament and of the Council, measures implementing Regulation (EU) 2017/1131 and other provisions

Description of the EU Regulation

EU Regulation 302-2018 on tackling unjustified geographic blocking

EU Regulation 537-2014 mandatory audit of public interest entities

EU Regulation 596-2014 MARKET ABUSE

EU Regulation 679-2016 GDPR

EU Directive Description

EU DIRECTIVE 2014-56 mandatory audits of annual and
CELEX_32014L0056_EL_TXT

EU DIRECTIVE 2017-828 encouraging long-term active shareholder engagement
CELEX_32017L0828_EL_TXT

DIRECTIVE 2019-1937 WHISTLEBLOWERS CELEX_32019L1937_EL_TXT


Description of the decision of the Securities and Exchange Commission (EC)

HCMC BoD Decision 3_347_12.7.2005 OBLIGATION TO DISCLOSE INSIDE INFORMATION

HCMC BoD Decision 890_1A_18.9.2020 REGULATORY_SYSTEM OF SANCTIONS_L.4706

HCMC BoD 890_1B_18.9.2020 Circular 60_GUIDELINES_FIT AND PROPER POLICY_L.4706

HCMC BoD 891_30.9.2020_INTERPRETATIVE EVALUATION OF THE INTERNAL CONTROL SYSTEM (ICS)_L.4706__Gov.Gaz.B_4556-2020

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HCMC BoD 905_2_3.3.2021-CODE OF CORPORATE GOVERNANCE OF A BODY OF A RECOGNISED STANDING
Description of IAS
I.A.S. 24_2004 (16_12_2004)-Disclosures of related parties
I.A.S. 27_2004 (31_3_2004)-Consolidated and separate financial statements

7. Executives Education and Training Policy

The Company ensures the continuous training and education of the members of the Board of Directors, senior executives and those involved in internal control, risk management, regulatory compliance and information systems. Specifically, the Company ensures that the aforementioned persons attend, at regular intervals, training seminars relevant to the range of their duties and to the object of the Company's business.


Particularly, as regards the members of the Board of Directors, immediately after the new members of the Board of Directors take up their duties, a special introductory induction program for new members 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, new members are informed of their obligations regarding the Code of Conduct, the Code of Corporate Governance, the Charter of Operation, 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.

The first training program for each employee of the Group is an introductory program, through which it ensures that newly hired employees are informed about the structure of the FOURLIS and HOUSEMARKET Groups, the Principles, the Code of Conduct and the Internal Labour Regulation of each company, as well as issues related to the protection of personal data. This program is implemented in person and at a distance (e-learning). In addition, all Group employees are members of the FOURLIS Group's Learning Academy, "FOURLIS Learning Academy", which has been operating since 2011, and participate in programs according to the requirements of their role and their needs for personal development.

Within the framework of the Academy, in 2016 the FOURLIS Retail Diploma program was launched, which was designed and created with the main objective of offering high level knowledge from university professors and senior executives of both the market and the FOURLIS Group, in a range of fields mainly focused on retail management. Employees of the HOUSEMARKET Group also participate in the program.

8. Sustainable Development Strategy and Policy

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

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The Group's Values and Mission

At Fourlis Group, sustainability is a key pillar of its strategy. The Group is committed to operating responsibly and with respect for 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 has been integrated into the Group's business strategy. The Sustainable Development and Social Responsibility Department 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 Fourlis Group conducts a dual materiality analysis as part of its continuous improvement of its approach to sustainable development and social responsibility. For matters arising, it applies to 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 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.

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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.

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 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.

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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 Fourlis 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 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.

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9. FINAL PROVISIONS

The Board of Directors of the Company is responsible for the approval and amendment of these Regulations, which shall come into force upon their approval and until they are amended or repealed by a relevant decision of the Board of Directors.