

## **Report of the Independent Members of the Board of Directors of FOURLIS HOLDINGS SA to the Ordinary General Assembly of the Shareholders dated 20/6/2025, in accordance with article 9 par. 5 of L.4706/2020**

### **To the Ordinary General Assembly of the Shareholders of the year 2025**

Ladies and Gentlemen Shareholders,

This report is submitted jointly by the independent non-executive members of the Board of Directors (the "BoD") of FOURLIS HOLDINGS SA (the "Company") to the Ordinary General Assembly of the Company's Shareholders dated 20 June 2025, in accordance with article 9 par. 5 of L. 4706/2020.

During the preparation of this Report, the Board of Directors of the Company consists of nine (9) members, of which four (4) are executive, five (5) are independent non-executive. The detailed CVs of the members are available on the Company's website. The percentage rate of the under-represented gender on the Board is 44% (four out of nine members).

The Board of Directors is characterized by diversity, including members with different backgrounds who possess diverse skills, knowledge and experience and gender diversity. For their election the requirements of the law have been taken into account, the Fit and Proper Policy for the members of the Board of Directors, as well as the Equal Opportunities and Diversity Policy adopted by the Company.

The Board of Directors, which operates effectively in order to serve the Company's long-term interests and sustainability, exercises its responsibilities in accordance with the provisions of the legislation on Sociétés Anonymes and companies with securities listed on a regulated market, the Company's Articles of Association, the Rules of Operation of the Board of Directors and taking into account the requirements of the Hellenic Code of Corporate Governance (HCCG) which it has adopted and implemented.

The executive members of the Board of Directors deal with the day-to-day management issues of the Company and the supervision of the execution of the decisions of the Board of Directors. The executive members of the Board of Directors participate in a strictly limited number of other Boards of Directors (except for the Group's companies). The executive members of the Board of Directors include two (2) members of the under-represented gender.

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

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

Board of Directors.

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

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

A non-executive member of the Board of Directors is considered independent, provided that, in his / her appointment and during his / her term of office, he / she does not directly or indirectly hold a percentage of voting rights greater than zero point five per cent (0,5%) of the share capital of the Company and is free from financial, business, family or other types of dependency relationships, which can influence his / her decisions and his / her independent and objective judgment.

The Independent Vice-Chairman supports the Chairman and acts as a liaison between the Chairman and the members of the Board of Directors.

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

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

The Independent Vice-Chairman monitors and ensures the smooth and effective communication between the Committees of the Board of Directors and the Board of Directors. He / she coordinates the non-executive members of the Board of Directors, including the independent members, in fulfilling their obligations.

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, under the internal rules and the relevant laws and regulations.

The three-member Audit Committee of the Board of Directors consists of three (3) independent non-executive members of the Board of Directors, and its Chairman is an independent non-executive member of the Board of Directors. Its primary purpose is to support the Board of Directors in its duties to ensure the adequate and effective operation of the Company's Internal Control System regarding the supervision of regular audit, the financial and non-financial reporting process (ESG) and the internal control, regulatory compliance and risk management system, the supervision of the Internal Audit Department and the sustainable development.

The three-member Nomination and Remuneration Committee of the Board of Directors consists of three (3) independent non-executive members of the Board of Directors, and its Chairman is an independent non-executive member of the Board of Directors. Its primary purpose is to support the Board of Directors in its duties regarding the remuneration of the persons falling within the scope of the Remuneration Policy and the Company's executive officers, in particular, the Head of the Internal Audit Unit and to ensure the smooth succession of the members of the Board of Directors as well as the senior executive officers in order to achieve the Company's long-term success.

The three-member Sustainability Committee of the Board of Directors consists of two (2) executive and one (1) independent non-executive member of the Board of Directors, and its Chairman is an executive member. The main role of the Committee is to support the Board of Directors in relation to the oversight, coordination and promotion of policies, procedures and actions related to Sustainable Development / Sustainability and to oversee the fulfillment of the Group's ESG (Environment, Society, Governance) disclosure obligations.

The four-member Digital Transformation Committee of the Board of Directors consists of three (3) independent non-executive members and one (1) executive member of the Board of Directors, and its Chairman is an independent non-executive member. The main task of the Committee is to be an advisory body to the Board of Directors on issues relating to the monitoring of developments in the fields of digital technology and the supervision of the Group's utilisation of related actions, in order to achieve its strategic objectives, as well as cybersecurity.

In this context, within the year 2025, a meeting of the non-executive members of the Board of Directors of the Company was held, without the presence of the executive members in order to discuss the performance of the executive members during the year 2024.

For the year 2024, with the coordination of the Nomination and Remuneration Committee, the methodology of collective evaluation of the Board of Directors, of the Committees of the Board of Directors, of the Chairman of the Board of Directors as well as of the Company Secretary was applied. In the same way, the methodology of the individual evaluation of the members of the Board of Directors was also applied.

Furthermore, in 2024, with the cooperation of the Nomination and Remuneration Committee and the Audit Committee, the replacement of the Head of the Internal Audit Unit was completed. In addition, the Nomination and Remuneration Committee started in 2024 and will complete in 2025, the process of defining the targeted composition profile of the Board of Directors in relation to the Company's strategy and Fit and Proper Policy.

The Nomination and Remuneration Committee recommended a review of the Remuneration Policy of the members of the Board of Directors and Executive Officers and the targeting of the long-term incentive plan (LTI).

For the year 2024, with the coordination of the Audit Committee, a tender for the services of auditors was conducted and after the evaluation of the bids, it was proposed to the Board of Directors and then to the General Assembly, the appointment of Grant Thornton for the audit of the financial statements and the 2024 Sustainability Report.

In 2024, the Board of Directors oversaw the Company's response to consumer pressures as well as a cybersecurity incident that affected its information systems in November 2024. This incident underscored the importance of continuous investment in the Group's organizational readiness and digital resilience, aiming to continuously enhance prevention, response, and recovery in a high-threat environment.

Within the framework of corporate governance, the Board of Directors approved the adoption of further policies and procedures in order to comply with the provisions of Articles 1-24 of Law 4706/2020 on corporate governance, but also with the currently applicable Hellenic Code of Corporate Governance as well as to strengthen the corporate culture, which is founded on values of business ethics and the protection of the interests of the shareholders, as well as of all the stakeholders.

Within the year 2024, two new Board of Directors' Committees were established, the Sustainability Committee and the Digital Transformation Committee, recognizing the need for the Board of Directors to emphasise the developments in the areas of ESG and technology and cybersecurity that significantly impact the Group's operations.

The Board of Directors meets ordinarily and extraordinarily, if required. All members of the Board of Directors attended the meetings of 2024 in person. All the independent non-executive members of the Board of Directors participated in the meetings that had as an agenda issue, either the preparation of the financial statements or an issue subject to the approval of the General Assembly with an increased quorum and majority.

Furthermore, the issues submitted to the General Assembly of the Shareholders, to which this report is addressed, have been unanimously approved by the members of the Board of Directors, including the independent non-executive members.

The independent non-executive members of the Board of Directors provide effective supervision of the proposals of the executive members, examine them thoroughly, openly express their views and are capable of challenging them constructively, on the basis of information they have received, ensuring that the interests of all stakeholders are taken into account in the discussions and decision-making of both the Board of Directors and its Committees, in which they participate.

The effective participation of independent non-executive members in the Board of Directors and in the work of its Committees proves that they act with independent will and due diligence, devoting sufficient time to the effective performance of their duties, so that their participation will be in the interest of all stakeholders.



Kifissia, on the 26th of May 2025

The independent non-executive members of FOURLIS HOLDINGS SA

Stylios Stefanou, son of Markos

Nikolaos Lavidas, son of Panagiotis

Maria Georgalou, daughter of Sofoklis

Stavroula Kampouridou, daughter of Alexandros

Konstantinos Paikos, son of Petros-Elias