

## REGULATION FOR THE OPERATION OF THE AUDIT COMMITTEE

This regulation was drafted as a means to provide sufficient information as regards the duties, responsibilities and obligations of the Audit Committee.

### *Introduction:*

The Audit Committee is a committee of the Board of Directors, established with the aim of assisting them with respect to the fulfillment of their supervisory responsibilities as regards the financial reporting and information, of ensuring the compliance of the Company and its subsidiaries with the legislative and regulatory framework of operation, as well as of ensuring the audit system procedure and the exercise of supervision over the operation of the auditing function.

### *Members and Tenure:*

The Audit Committee is comprised of the three (3) non-executive members of the Board of Directors, of which the one independent non-executive member who presides the meetings and has experience/knowledge on financial and accounting matters and meets the other conditions set by the applicable legislation.

The tenure of the members of the Audit Committee is directly connected to that of the Board of Directors.

The members of the Committee must not occupy any other positions or possess any other capacities or proceed to any transactions that could be considered as being out of the scope of the Committee, according to the legislation.

### *Responsibilities:*

The main responsibilities of the Audit Committee are:

- The monitoring and evaluation of the adequacy of the internal audit and risk management system of the Company. The Committee is informed of the annual audit program of the Internal Audit Unit prior to its implementation and holds regular meetings with the Head of the Internal Audit Unit, so as to discuss issues of his/her competence, as well as problems that may arise as a result of the internal audit procedure.
- The monitoring of the findings of the Supervisory and Tax Authorities including the responses of the Management of the Company.
- The biannual examination of the adequacy of the Internal Regulation of the Company.
- The monitoring of the financial reporting processes.
- The monitoring of the procedure of statutory audit of the biannual and annual individual and consolidated financial statements of the Company, which are prepared according to the International Financial Reporting Standards (IFRS) and whose approval is at the discretion of the Board of Directors of the Company. The Committee takes into account the supplementary report submitted by the Certified Accountant/Auditor that contains the results of the statutory audit carried out and meets at least the specific requirements in accordance with Article 11 of Regulation (EU) No 537/2014 of the European Parliament and Council of the 16<sup>th</sup> of April of 2014. In addition, the Committee reviews the financial reports prior to their approval by the Board of Directors and evaluates their completeness and consistency in relation to the information provided to it and the accounting principles applied by the Company.
- The Committee examines the most significant financial-accounting reporting matters and the notes to the financial statements, focusing on the areas and the methods utilized to evaluate assets and liabilities that are open to subjective interpretation.
- The examination of any taxation or legal matters that may have a significant impact on the financial statements.
- In collaboration with the Management of the Company and the internal and external Auditors, the Committee examines the adequacy of the information systems of the Company including the significant risks and the established controls to minimize them.
- The Committee recommends the statutory external auditor or firm of auditors (the Auditor) to the Board of Directors, so that the latter can submit their proposal for the appointment of a statutory external auditor or firm of auditors to the General Meeting.

- The Committee ensures the independence and objectivity of the Auditor specifically through the examination of the compliance of the firm as to the rotation of the auditors, the amount of the remuneration paid by the Company and the provision of other services (e.g. consulting services) by the statutory auditor or the firm of auditors.
- The Committee is informed by the Auditor or the firm of auditors at least once a year, on all matters relating to the progress and the results of the statutory audit. In this framework, the Committee receives a report on the weaknesses of the internal audit system, especially the weaknesses of procedures relating to financial reporting and the preparation of financial statements.
- The Committee ensures that the internal and external auditor can communicate freely with the Board of Directors by acting as their main liaison.
- The Committee meets with the Auditor (either with or without the presence of the Management of the Company) to discuss the aforementioned matters, potential disputes which may arise between the Auditor and Management of the Company, as well as any other significant changes that may occur in the audit plan.
- The Committee proposes to the Board of Directors the appointment, replacement, and termination of the Internal Auditor and is responsible for the periodic evaluation of his/her performance.
- The Committee receives and examines the periodic internal audit reports and supervises the progress of the implementation of the propositions of the Internal Auditor that are adopted by the Management, as these are expressed in the corresponding reports.
- The Committee ensures transparency by examining issues of transparency pertaining to the procedures of awarding and execution of public tenders in accordance with the applicable legislation in force.
- The Committee monitors the transactions of the subsidiaries of the Company and its affiliated companies in Greece and abroad as to the interests and the activities of the group.
- The Committee proposes the appointment of a person responsible for the policy relating to the disclosure of wrongdoing, determines his/her responsibilities, as well as any remuneration (whistleblowing policy).

*Meetings:*

The Audit Committee convenes as necessary, but at least four times per annum at the invitation of its Chairman and meets with the regular auditor of the Company without the presence of members of the Company's Management at least twice a year. For the execution of its work, the Audit Committee convenes within the first quarter of each year so as to determine the annual plan and the frequency and duration of the meetings that will take place throughout the year, so as to cover the areas and systems that fall within its remit.

At the discretion of the Audit Committee, the meetings of the Committee may be attended by any Company Executive or other person who can contribute with his/her knowledge to the execution of the Committee's work and who is involved in the governance of the Company, including the CEO, CFO and the Head of the Internal Audit Unit.

In all cases, the relevant minutes are kept.

The Audit Committee convenes by invitation of its Chairman, which invitation is communicated to the members of the Committee at least two (2) working days before the holding of the meeting. The invitation includes the items on the Agenda, the date, time, and place of the meeting. The items of the agenda as well as the relevant documentation will normally be made available to each member at least two (2) working days before the holding of the meeting. The relevant documentation can also be circulated via e-mail. The Audit Committee is in a quorum and the meeting is valid when at least two of its members (three in total) are present. The participation in a meeting of a member of the Audit Committee through audiovisual conferencing will be considered valid for this purpose. The resolutions of the Audit Committee are passed by absolute majority of the members present. The Audit Committee may also convene an unsolicited meeting, provided that all its members are present. The Audit Committee may elect a secretary for the purpose of keeping the minutes of the meetings, which are available to all its members and the Board of Directors.

## **REGULATION FOR THE REMUNERATION & NOMINATION COMMITTEE FOR THE ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS**

This regulation was drafted as a means to provide sufficient information regarding the duties, responsibilities and obligations of the Remuneration and Nomination Committee for the election of members of the Board of Directors.

### *Introduction:*

The Remuneration and Nomination Committee for the election of members of the Board of Directors is a committee of the Board of Directors and is formed for the purpose of: (a) assisting the Board of Directors in the performance of their duties relating to the remuneration provided by the Company, by designing remuneration policies that are aimed at the long-term success of the Company and the group and at maximizing the value of the shareholders, taking into account that the senior and upper management executives of the Company and the companies of the group shall be adequately remunerated, in a way that is in compliance with the strategic objectives of the Company, the practices of the competition and any regulatory requirements, and (b) finding suitable persons to be elected as members of the Board of Directors and proposing candidates to the Board of Directors that the latter will nominate for election either by the General Meeting of the Company's shareholders or by the Board of Directors itself, in cases where this is provided by law.

### *Members and Tenure:*

The Committee is comprised of three (3) members, the majority of whom are independent non-executive members. The Chairman of the Committee is appointed by the Board of Directors of the Company and must be an independent- non-executive member. The tenure of the members of the nomination committee shall coincide with the term of office of the Board of Directors with the possibility of its renewal. In any case their term of office in the Committee shall not exceed nine (9) years in total..

### *Responsibilities:*

- The Committee proposes the remuneration policy of the Company including performance-based bonuses (incentive bonuses), stock options, as well as employee loyalty incentive programs.
- Specifically with respect to the remuneration of executives and managers, the Committee proposes the amount of their fixed salary, the performance-related remuneration schemes, the pension schemes, as well as the severance packages.
- The Committee proposes the criteria and the general framework for the selection of the members of the Board of Directors and reviews periodically and consistently the needs for renewal of the Board of Directors in accordance with the Suitability Policy.
- It proposes procedures for determining the internal relations of the members of the Board of Directors.
- It determines the criteria for the selection of the new directors, as well as the transfers.
- Formulates proposals to the Board of Directors regarding the remuneration policy submitted for approval to the general meeting, in accordance with paragraph 2 of article 110 of Law 4548/2018.
- Formulates proposals to the Board of Directors regarding the remuneration of persons falling within the scope of the remuneration policy in accordance with article 110 of Law 4548/2018, and regarding the remuneration of the Company's executives, especially the head of the internal unit audit where the relevant recommendation is made in consultation with the Audit Committee
- Examines the information included in the final draft of the annual salary report, providing the opinion to the Board of Directors, before submitting the report to the general meeting, in accordance with article 112 of Law 4548/2018.

*Meetings:*

The Committee convenes as necessary.

In all cases, the relevant minutes are kept.

The Remuneration and Nomination Committee for the election of members of the Board of Directors convenes by invitation of its Chairman, which invitation is communicated to the members of the Committee at least two (2) working days before the holding of the meeting. The invitation includes the items on the Agenda, the date, time, and place of the meeting. The items of the agenda, as well as the relevant documentation will normally be made available to each member at least two (2) working days before the holding of the meeting. The relevant documentation can also be circulated via e-mail. The Remuneration and Nomination Committee for the election of members of the Board of Directors is in a quorum and the meeting is valid when at least two of its members (three in total) are present. The participation in a meeting of a member of the Remuneration and Nomination Committee for the election of members of the Board of Directors, through audiovisual conferencing will be considered valid for this purpose. The resolutions of the Remuneration and Nomination Committee for the election of members of the Board of Directors are passed by absolute majority of the members present. The Remuneration and Nomination Committee for the election of members of the Board of Directors may also convene an unsolicited meeting, provided that all its members are present. The Remuneration and Nomination Committee for the election of members of the Board of Directors may elect a secretary for the purpose of keeping the minutes of the meetings, which are available to all its members and the Board of Directors.

## **REGULATION FOR THE EXECUTIVE COMMITTEE**

*Introduction:*

The Executive Committee is a body of the Company that assists the Board of Directors and the management of the Company both in matters relating to strategic decisions and in matters relating to the planning of the day-to-day management of corporate affairs. The role of the Executive Committee is essential for the achievement of the inter-company communication, the coordination of the departments' projects and the support of the Chief Executive Officer at both an informative and advisory level.

*Members and Tenure:*

The Executive Committee is comprised of the Chief Executive Officer, any possible Deputy Chief Executive Officer and the senior Management Executives that are direct reports to the Chief Executive Officer or any possible Deputy Chief Executive Officer based on the Organizational Chart.

The tenure of the Committee is indefinite.

*Responsibilities:*

The Executive Committee acts in accordance with the instructions and directions of the Board of Directors. The Committee is responsible for the implementation of the strategy drawn up by the Board of Directors. The Committee assists the Board of Directors in the adoption of resolutions relating to the strategy of the Company and the Group and proposes alternative strategic options to the Board of Directors, as well as the participation of the Company and/or the companies of the Group in tenders for the awarding of new projects by processing, analyzing and approving the submitted offers. The Committee deals with, resolves, and/or introduces to the Board of Directors of the Company matters relating to the planning of the day-to-day management of the corporate and intra-group affairs.

In order to fulfill its purpose, the Executive Committee is entrusted with the following responsibilities: the approval of the annual budget and the corporate business plan, the supervision and consultation of the Company with respect to the compliance with the corporate strategy, the monitoring of the investments, acquisitions and divestitures, as well as the development activities of the Company, the

adoption of decisions relating to the signing of contracts of the parent company and/or the subsidiaries controlled by the parent company -for contracts implying a financial commitment exceeding the amount of one million euros (€ 1,000,000)-, as well as the participation of the Company and/or the companies of its Group in tenders. The operation of the Executive Committee aims to:

- Support the operation of the Board of Directors
- Focus on responsibility
- Improve the speed and efficiency of decision-making,
- Ensuring the objectivity and reliability of decisions.

The principles of ethics and the rules of internal governance of the Executive Committee are:

- Compliance with the requirements of the legislation, the Articles of Association, and the Internal Regulation of the Company, as well as with the decisions of its bodies
- Loyalty to the Company and prevention of damage to its interests
- Guarantee of the confidentiality of information
- Non-exploitation of confidential information
- Prohibition of the external activities that could impede an independent decision-making and could lead to a conflict of interest

#### *Meetings:*

The Executive Committee convenes at regular intervals, twice (2) a month and in extraordinary meetings if required. In all cases, the relevant minutes are kept. All the members of the Executive Committee shall participate in the meetings of the Committee. However, it is at the discretion of the Executive Committee to invite, whenever this is deemed appropriate, any member of the Board of Directors and/or key executives involved in the governance of the Company. The Executive Committee convenes by invitation of its Chairman, which invitation is communicated to the members of the Committee at least two (2) working days before the holding of the meeting. The invitation includes the items on the Agenda, the date, time, and place of the meeting. The items of the agenda as well as the relevant documentation will normally be made available to each member at least two (2) working days before the holding of the meeting. The relevant documentation can also be circulated via e-mail. The Executive Committee is in a quorum and the meeting is valid when at least four of its members (five in total) are present. The participation in a meeting of a member of the Executive Committee, through audiovisual conferencing will be considered valid for this purpose. The resolutions of the Executive Committee are passed by absolute majority of the members present. The Executive Committee may also convene an unsolicited meeting, provided that all its members are present. The Executive Committee may elect a secretary for the purpose of keeping the minutes of the meetings, which are available to all its members and the Board of Directors.

## **REGULATION FOR THE RISK MANAGEMENT COMMITTEE**

This regulation was drafted as a means to provide sufficient information regarding the duties, responsibilities, and obligations of the Risk Management Committee.

#### *Introduction:*

The Risk Management Committee is a committee of the Board of Directors and is formed as a means to ensure the management of risks within the Company and the group.

#### *Members and Tenure:*

The Risk Management Committee will consist of the following persons:

- The Group Chief Executive Officer (Chairman of the Committee)
- The Group Deputy CEO
- The Executive VP, Group Chief Commercial Officer
- The Group Chief Financial Officer
- The Group Chief Technology Officer
- The VP, Technology Governance

- The Group Chief Services Officer
- The Group Chief Legal and Compliance Counsel
- The Group Information Security Director

The meetings of the Committee may be attended by as many other executives as the Chairman of the Committee deems each time necessary to invite to the meetings as a means to assist the work of the Committee.

The tenure of the Committee is indefinite.

*Responsibilities:*

The main responsibilities of the Risk Management Committee of the Group are:

- Approves and supervises the execution of the Group Information Security and Information Compliance strategy in alignment with the Group Business strategy.
- Balances Risk and Value at an executive level, by approving and monitoring the execution of the Enterprise Risk Management Framework.
- Monitors the Group certifications in all areas.
- Approves and supervises the execution of the patent strategy towards Intellectual Property (IP) protection.
- Monitors security and information compliance incidents, security and information compliance findings and takes decisions for improvement.
- Supports the security of information and information compliance initiatives by providing the appropriate resources.
- Promotes information security and compliance and appoints specific individuals in charge of the various aspects of information security.

*Meetings:*

The Committee convenes as necessary, but at least four (4) times per annum. For the execution of its work, the Risk Management Committee convenes within the first quarter of each year, so as to determine the annual plan and the frequency and duration of the meetings that will take place throughout the year, so as to cover the areas and systems that fall within its remit.

In all cases, the relevant minutes are kept.

The Risk Management Committee convenes by invitation of its Chairman, which invitation is communicated to the members of the Committee at least two (2) working days before the holding of the meeting. The invitation includes the items on the Agenda, the date, time, and place of the meeting. The items of the agenda as well as the relevant documentation will normally be made available to each member at least two (2) working days before the holding of the meeting. The relevant documentation can also be circulated via e-mail. The Risk Management Committee is in a quorum and the meeting is valid when at least five of its members (nine in total) are present. The participation in a meeting of a member of the Risk Management Committee, through audiovisual conferencing will be considered valid for this purpose. The resolutions of the Risk Management Committee are passed by absolute majority of the members present. The Risk Management Committee may also convene an unsolicited meeting, provided that all its members are present. The Risk Management Committee may elect a secretary for the purpose of keeping the minutes of the meetings, which are available to all its members and the Board of Directors.

## REGULATION FOR THE RESPONSIBLE GAMING COMMITTEE

The present regulation was drawn up as a means to provide sufficient information regarding the duties, responsibilities, and obligations of the Responsible Gaming Committee.

### *Introduction:*

The Responsible Gaming Committee deals with the overview, design, and implementation of plans and the submission of proposals to the Board of Directors as regards the long-term strategy and the goals of the Company and the Group with respect to the responsible participation in games of chance.

### *Members and Tenure:*

The Committee comprises of:

- The Group Chief Executive Officer (and in his absence, the Group Deputy CEO)
- The Executive VP, Group Chief Commercial Officer
- The VP, Technology Governance
- The Group Chief Services Officer
- The Group Director of Corporate Affairs

as well as any other executives with responsibilities on corporate communication, sustainable development, corporate compliance, and corporate marketing that the Chairman deems each time necessary to invite to the meetings as a means to assist the work of the Committee.

The tenure of the Committee is indefinite.

### *Responsibilities:*

The responsibilities of the Responsible Gaming Committee are in line with the best practices of the gaming industry and governed by the framework established by the most important global gaming organizations, such as the World Lottery Association and the European Lotteries Association and/or lottery vendors, and are as follows: Research, Training and Information Programs for the employees, Product & Services Development, Online Games, Responsible Advertising and Marketing Communication, Customer Information, Retail network Programs, Games Design, Support Programs, Responsible Gaming for EGMs, Involvement of stakeholders and social partners, Evaluation and Reporting.

### *Meetings:*

The Committee convenes as necessary, but at least two (2) times per annum.

In all cases, the relevant minutes are kept.

The Responsible Gaming Committee convenes by invitation of its Chairman, which invitation is communicated to the members of the Committee at least two (2) working days before the holding of the meeting. The invitation includes the items on the Agenda, the date, time, and place of the meeting. The items of the agenda as well as the relevant documentation will normally be made available to each member at least two (2) working days before the holding of the meeting. The relevant documentation can also be circulated via e-mail.

The Responsible Gaming Committee is in a quorum and the meeting is valid when at least three of its members (five in total) are present. The participation in a meeting of a member of the Responsible Gaming Committee, through audiovisual conferencing will be considered valid for this purpose. The resolutions of the Responsible Gaming Committee are passed by absolute majority of the members present. The Responsible Gaming Committee may also convene an unsolicited meeting, provided that all its members are present. The Responsible Gaming Committee may elect a secretary for the purpose of keeping the minutes of the meetings, which are available to all its members and the Board of Directors.