

## **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 fulfilment 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 operation.

### *Members And Tenure*

The Audit Committee is comprised of at 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 according 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, 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.