



Report of Independent Non- Executive Members of the Board of Directors of the company "INTRALOT S.A - INTEGRATED LOTTERY SYSTEMS AND SERVICES" for the fiscal year 01/01/24-31/12/24 (in accordance with article 9 par. 5 of L. 4706/2020)

To the Annual General Meeting of Shareholders

This Report was jointly prepared by the Independent Non- Executive Members of the Board of Directors of the company with the corporate name "INTRALOT S.A - INTEGRATED LOTTERY SYSTEMS AND SERVICES" and the distinctive title "INTRALOT" (hereinafter the "Company") in accordance with the provisions of article 9 par. 5 of L 4706/2020 and relevant HCMC guidelines (Ref. No. 1591/05.07.21 & 428/21.2.22) and is submitted to the Company's Annual General Meeting of shareholders on August 28, 2025 .

In accordance with the provisions of article 7 of L.4706/2020, Non Executive Members, including Independent Non Executive Members shall in particular have the following obligations:

- a) To monitor and examine the Company's strategy and the implementation thereof, as well as the achievement of the Company's objectives ;
- b) To ensure effective oversight of Executive Members, including the monitoring and control of their performance; and
- c) To examine and express views on proposals submitted by Executive Members, on the basis of the information available.

On the date this Report was prepared, the Company's Board of Directors, which was elected by the Annual General Meeting of Shareholders on 30.05.24, was constituted on the same day (30.05.2024) and reconvened in accordance with the Minutes of the Company's Board of Directors of December 5, 2024, consists of eleven (11) members Four (4) Members are Executive Members and seven (7) are Non- Executive Members, four (4) of whom are Independent and meet the independence requirements in article 9 par. 1 and 2 of L 4706/2020. The term in office of Members of the Board of Directors is six (6) years (that is up to 30.05.2030) and may be extended to the end of the deadline within which the next Annual General Meeting must convene, and until a decision on that matter is taken by the Company.

Members of the Company's Board of Directors are individually and collectively suitable, meeting the suitability and reliability criteria prescribed by approved Suitability Policy of the Company.

Its line-up adequately represents the genders, a diversity of knowledge, qualifications and experience and contributes to effective corporate management and the administration of corporate affairs for the benefit of the Company and its shareholders.

The Board of Directors operates effectively to achieve the company's objects and exercises its powers in accordance with the provisions of the law on societies anonymes, the Articles of Association, the updated Company's Operation Regulation and the Hellenic Corporate Governance Code.

The Board's priorities during 2024, were to implement the Company's business strategy, to ensure the completeness and reliability of data and information and non-financial information in preparing reliable financial statements, to recognize and manage material risks associated with the business activity and the Company's operations as well as the preparation of a Sustainability Report in accordance with the new sustainability data requirements included in the EU Directive (Corporate Sustainability Reporting Directive), as incorporated by Law 5164/2024. Also, updated Policies and Procedures and in particular updated its Internal Regulation, the Anti-Corruption Policy that it applies, in accordance with the ISO 37001:2016 standard and the Company's Enterprise Risk Management (ERM) framework.

The evaluation of the current Board of Directors of the members of the BoD and its Committees (Audit Committee and Remuneration and Nomination Committee of BoD Members), was carried out for the period from 01.01.24 – 31.12.24 and was completed in the first quarter of 2025, by Grant Thornton Business Solutions SA. The external evaluator concluded that the Board of Directors and the BoD Committees have operated effectively in key areas of evaluation, to which both the Chairman of the BoD and the Chairmen of the BoD Committees have contributed with their individual performance.

Furthermore, in March 2025, the assessment of the adequacy and effectiveness of the Company's Corporate Governance System was successfully completed with a reference date of 31.12.2024 based on the requirements arising from par. 1 of article 4 of Law 4706/2020, by the independent consulting firm "Grant Thornton Certified Public Accountants and Business Consultants S.A." this assessment did not reveal any material weaknesses in the Company's Corporate Governance System.

The Board of Directors proceeds to resolutions in accordance with the law and the Articles of Association of the Company. All Independent Non-Executive Members of the Board of Directors, during 2024, attended BoD meetings and/or agreed on decision taking for the preparation of the financial statements and for matters approved by the General Meeting with a qualified quorum and majority. Moreover, the Board of Directors examines in each case whether there is a conflict of interest or the issue on which it takes

a decision falls within the provisions of articles 99-101 of L.4548/2018 on related party transactions.

Furthermore:

- Executive members of the Board of Directors have knowledge and experience in supervising Company operations and activities and stand out for their integrity, objectivity and professionalism. During the year they effectively managed and administered company affairs dedicated to the approved corporate objectives, generating significant financial results for the benefit of the Company, its employees and shareholders.
- Non - executive members of the Board are able to communicate seamlessly with Company management executives and receive regular updates from heads of department.
- Independent Non - Executive Members of the Board of Directors, in the context of their participation in the Board of Directors and Committees, actively participate in shaping decisions, operate with a sense of responsibility, of independence in shaping opinions and of transparency, ensuring the implementation of good corporate governance practices and effective supervision on management decisions, thereby safeguarding the interests of all internal and external stakeholders. During the year, no decisions were taken by the Board of Directors with which the Independent Members disagree.
- During 2024, the Non Executive Members met once time without the presence of the Executives and was discussed the performance of the Executive members during the year.
- The Company has set up an Audit Committee which, in accordance with the decision of the Company's Annual General Meeting of Shareholders on 30.05.2024 is a Board of Directors Committee comprised of a total of three (3) Independent Non- Executive Members.
- The Company has set up a Remuneration and Nomination Committee which consists of three (3) Independent Non-Executive Members. The Committee's key mission is for the Board of Directors to assist in formulating proposals to the Board of Directors about the Remuneration Policy, to examine the information in the final draft of the Remuneration Report in accordance with article 112 of L. 4548/2018, and the procedure for identifying and selecting suitable potential Board members to ensure its problem-free continued operation as a collective management and representation body for the Company and its Committees in accordance with the current Suitability Policy implemented by the Company
- In the labour sector, the Company encourages and ensures a generally safe and healthy working environment without discrimination, harassment or retaliation and ensures labour relations that promote mutual trust, constructive cooperation, two-way communication and recognition, eliminating all forms of forces of mandatory work and discrimination at work.

Lastly, as Independent Non - Executive Members of the Company's Board of Directors, we confirm that we agree with the content of the Company's Board of Directors, Management Report and the Corporate Governance Statement which forms an integral

part of the Board of Directors' Report and was approved by the Board of Directors on 31.03.2025. The Board of Directors Report has been included in the Annual Financial Report for the year ended on 31.12.2024.

Peania, 31.07.2025

The Independent Non – Executive Members of INTRALOT