



OPERATING REGULATION

Approved by the Board of Directors of the Company on 11/10/2024
First Review 26/3/2025



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A. INTRODUCTION

A.1 Preamble

The Board of Directors (hereinafter referred to as the "BoD") of the societe anonyme "ATTICA DEPARTMENT STORES SINGLE MEMBER SOCIETE ANONYME" (hereinafter referred to as the "Company"), with GEMI no. 005628201000 and based in the Municipality of Athens, having regard to the fact that it is a significant subsidiary of IDEAL HOLDINGS S.A:

- The provisions of Law 4548/2018 on the reform of the law of societe anonymes.
- The provisions of Law 4449/2017 on the statutory audit of annual and consolidated financial statements, public supervision of the audit work and other provisions.
- Article 14 § 1 of Law 4706/2020 in view of the fact that the sole shareholder of the Company is IDEAL HOLDINGS S.A. (GEMI no. 00279401000), whose shares are listed on the Athens Stock Exchange
- Any other relevant legislative or regulatory provision

establishes an Operating Regulation (hereinafter referred to as the "Regulation"), which, as a corporate organisational act of self-binding, is governed by the general principles:

- The mandatory and binding nature of its regulations for the Company's bodies, committees, organisational units, executives and staff.
- Transparency, consistent information and dissemination of its content to the Company's staff.

This Regulation has been drafted in such a way as to reflect the size of the Company, its object as a department store operator and the principles of modern organization.

A.2 Scope of the Operating Regulation

This Regulation specifies, among other things:

1. The organisational structure of the Company and the main responsibilities of the executive and non-executive members of the Board of Directors.
2. A report on the main features of the internal audit system.
3. The structure, responsibilities and relationships of the Company's Division and Departments and their relationship with the Management.
4. The procedures for the recruitment of the Company's executives and the assessment of their performance.
5. The procedures for monitoring the transactions carried out by persons employed by the Company, whether under an employment contract or otherwise, and who have access to privileged information, as well as persons who exercise managerial functions in the Company and persons closely associated with such persons, in securities of the Company or associated companies, if the securities are traded on a regulated market.
6. The procedures for monitoring other financial activities of persons who exercise managerial functions in the Company and which are related to the Company and key customers or suppliers.



7. The procedures for the public disclosure of transactions of persons exercising managerial functions in the Company and persons closely associated with such persons, as well as other persons for whom the Company has a disclosure obligation under the applicable legislation.
8. The rules governing transactions between associated companies, as defined in the applicable legislation, the monitoring of such transactions and their proper disclosure to the Company's bodies and shareholders.

The Regulation aims to define the framework for the organization and operation of the Company in order to ensure its continuous compliance with the legislative and regulatory provisions that govern its organization and operation. Its objective is to provide transparency and efficiency to the corporate governance system applied by the Company and to record additional rules of sound and responsible management and internal audit to those applicable by law, in order to strengthen the confidence of shareholders, employees, customers, suppliers and competent authorities in the Company.

A.3 Obligations to comply with the Operating Regulation

The Regulation shall be applied by the following persons (hereinafter referred to as "Persons Liable"):

1. Board members and Company Executives.
2. The Company's employees who are linked to a dependent employment relationship.
3. The Company's partners who provide their services under a contract for the provision of independent services or work, if this is a cooperation based on a special relationship of trust or if the cooperation contract with the Company expressly subjects them to this Regulation.

A.4 Validity and procedure for amending the Operating Regulation

This Regulation, as well as any amendments thereto, shall enter into force immediately upon their approval by the Board of Directors of the Company and shall be binding on all Persons Liable.

The Board members as well as the Executives, individually or collectively, periodically assess the appropriateness and effectiveness of the Regulations. Upon written recommendation of a Board member, the Board of Directors shall decide on any necessary amendments to the Regulation. The Regulation and its amendments are posted on the Company's website.

B. CORPORATE GOVERNANCE

B.1 Shareholders

The Company's shares are ordinary and registered. The Company reserves the right to issue preference shares, with



or without voting rights, in accordance with the provisions of the Company's Articles of Association and the law.

1. Each share entitles the holder to one vote at the General Meeting (hereinafter "GM"), unless the voting right has been suspended as a result of administrative sanctions imposed.
2. The principle of equal treatment applies to all shareholders of the Company (majority or minority, domestic or foreign), both in the exercise of their rights and in terms of access to corporate information.
3. Majority shareholders may not exercise in an abusive manner the rights arising from direct or indirect majority control to the detriment of the other shareholders and the Company. Similarly, minority shareholders may not exercise in an abusive manner minority rights to the detriment of other shareholders and the interests of the Company.
4. All shareholders of the Company have the rights stipulated in the provisions of the law and its Articles of Association, namely:
 - a) to be present to vote at the GMs.
 - b) to be informed in a timely and effective manner in relation to the Company, at regular intervals and in accordance with the law.
 - c) to participate in the profits of the Company, according to the dividend per share.
 - d) to request the annulment of the annulable decisions of the General Meeting.
 - e) to challenge the invalidity of the invalid decisions of the General Meeting.
 - f) to participate in the proceeds of the liquidation.
 - g) to freely transfer their shares.
 - h) to exercise the right of pre-emption to increase the share capital.
 - i) to exercise, collectively or individually, in accordance with the provisions of the law on societate anonime, the rights to postpone the adoption of a decision of the GM, to convene an extraordinary GM, to enter items on the agenda of the GM, to submit draft decisions on items on the agenda of the GM, special information on the Company's affairs, provided that it is useful for the assessment of items on the agenda of the GM, on the course of the Company's affairs and the Company's assets, as well as on the remuneration and other benefits to the Board members and the Company's directors.
 - j) to exercise the right of judicial control of the Company, especially when it becomes evident from the entire course of the Company that the management of the corporate affairs is not being carried out as required by sound and prudent management.
 - i) to request the exercise of the Company's claims against the Board members.

B.2 General Meeting

1. The supreme body of the Company is the GM of Shareholders, which elects the BoD that manages and represents the Company in court and out of court. The Articles of Association and the law set out in detail how the Company's



bodies operate.

2. The annual individual and any consolidated financial statements of the Company are submitted by the BoD to the GM for approval.
3. The GM has the right to decide on any corporate matter, including, but not limited to, the election of the Certified Public Accountants, amendments to the Articles of Association and important business transactions such as, in particular, split, conversion, revival, merger, issuance of bonds with the right to convert the bonds into shares of the Company, reduction of the capital, except in accordance with Article 21 (5) of Article 49(6) of Law 4548/2018, establishment of a share allocation plan to the members of the BoD and the staff of the Company, as well as its associated companies within the meaning of Article 32 of Law 4308/2014, in the form of share options.
4. The Company supports the possibility for an increased participation of the shareholders in the GM and to exercise their voting rights, in accordance with the provisions of the law and its Articles of Association.
5. The Company supports and facilitates the exercise of shareholders' rights, including institutional investors, aiming to improve its communication to shareholders, based on the provisions of Law 4548/2018.
6. In order for shareholders to participate meaningfully and vote at the GM:
 - They are provided with sufficient and timely information as to the date and time, place, agenda of the GM, as well as information on the items to be discussed as provided for in Articles 121 - 123 of Law 4548/2018.
 - The Company makes available to its shareholders the documents accompanying the agenda, as well as its Articles of Association and a summary of its Regulation of Operating, by posting them on its website.
 - Shareholders have the possibility to submit questions to the BoD, the Certified Public Accountant and the Head of the Internal Audit Unit, as well as to propose solutions for discussion within reasonable time and subject limits.
 - The results of the vote of the GM, as well as the decided amendments to the Articles of Association, are legally published in accordance with the provisions of Law 4548/2018.
7. Every shareholder who legally participates in the GM has the right to speak on the items on the agenda, to express his/her opinion freely and to ask questions. The Chairperson of the GM may set time limits for all speakers by default, as well as cut off a speaker who does not refer to an item on the agenda or violates the time limit or abuses the right to express an opinion and ask questions.
8. The Chairperson of the GM is responsible for the orderly and timely conduct and conclusion of the GM. In particular, the Chairperson:
 - must comply with the agenda within reasonable time limits.
 - manages the entire procedure in order to comply with the provisions of the law, the Articles of Association and this Regulation and to prevent the risk of defective decisions of the GM.
 - Opens the meeting, determines the order of speakers, gives and removes the floor when the speaker violates the time limit or abuses the right to express his/her opinion and ask questions, organises the method of answers as a whole or individually, gives the floor to members of the BoD and the Certified Public Accountant to



participate in the discussion or answer questions submitted by shareholders, determines the voting procedure and announces the result.

- Shareholders may exercise their voting rights in person or by proxy, in accordance with the formalities laid down by law.

B.3 Board of Directors

The Board of Directors, acting collectively, manages the Company and exercises control over all its activities. It manages the corporate assets, represents the Company and takes decisions on all matters concerning the Company with a view to promoting the object of the company, with the exception of matters which, according to the law or the Articles of Association, belong to the exclusive competence of the General Meeting. The Board of Directors operates in accordance with the requirements of the relevant legislation, the Company's Articles of Association, this Regulation, any special operating regulation and always taking into account the existing needs of the Company.

B.3.1 Composition

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

B.3.2 Obligations-Duties of the BoD

In accordance with the provisions of the Law and the Company's Articles of Association:

1. The BoD manages the Company and develops its strategic orientation, having as its primary obligation and duty the continuous pursuit of strengthening the long-term economic value of the Company and defending the general corporate interest.
2. In exercising its powers and fulfilling its obligations, the BoD takes into primary consideration the interests of the Company's shareholders, employees, other stakeholders and parties whose interests are related to those of the Company, as well as the social utility of its actions. The BoD exercises fair business judgment and act with the diligence of a prudent businessman operating in similar circumstances.
3. The BoD strictly complies with the provisions of the law in the context of the activities of the Company and its associated companies.
4. Critical decisions for the Company, especially regarding the specification of its objects and the definition of its strategy, are taken only by the BoD.
5. The BoD of the Company prepares and submits a management report to the GM every year, which details, among other things, the Company's transactions with its associated companies in accordance with Article 32 of Law 4308/2014 and International Accounting Standard 24.

B.3.3. Non-compete clause

According to the Company's Articles of Association, the Members of the Board of Directors who participate in any way in the management of the Company, as well as its Executives, are prohibited from carrying out any acts, without the permission of the General Meeting, for their own account or for the account of third parties, in any of the objects pursued by the Company and from participating as general partners and as partners or administrators of Limited Liability Companies in companies pursuing such objects.



B.3.4 Responsibilities of the Board of Directors

1. The BoD identifies and controls the business strategy, the main action plans, the risk policy, the annual financial statements and business plans, determines the objectives to be achieved and the ways to achieve them, decides on major capital expenditures, acquisitions, spin-offs.
2. It supervises and replaces its members (in the event of death, resignation or loss of membership otherwise) in accordance with the specific provisions of the law and its articles of association.
3. It determines the general remuneration policy of the Company.
4. It ensures the reliability of the financial statements and their independent audit by Certified Public Accountants.
5. In order to fulfil its role, it has the right of free access to accurate, relevant and timely information.
6. It shall meet whenever required by law, the articles of association or the needs of the Company, with the necessary frequency to perform its duties effectively.
7. It may, by its decision, for the execution of certain powers that do not require collective action, authorize one or more of its members and/or other persons, non-Board members, employees of the Company or non-employees of the Company, while determining their scope and communicating the relevant authorizations.
8. In the event of an increase in the Company's share capital by cash payment, it shall submit to the GM a report, which shall include the general guidelines for the investment project to be financed by the funds of the increase, an indicative timetable for its implementation, as well as a report on the use of the funds raised from previous share capital increases, provided that a period of less than three (3) years has elapsed since the completion of each increase. The decision of the GM shall include the full content of the report.

B.3.5 Responsibilities of the Chairperson of the BoD

The main responsibilities of the Chairperson of the Board of Directors are as follows:

1. He/she determines the items on the agenda, ensures the good organisation of the work of the Board of Directors, convenes its members and chairs its meetings.
2. He/she accepts the disclosures of the members of the Board of Directors regarding resignations and cases of conflict of interest.

B.3.6 Responsibilities of the executive members

The executive members of the BoD, with regard to the management of the Company and within the framework of the tasks assigned to them, have the following executive powers:

1. Implementation of the strategic direction, visioning, corporate objectives and business plans for all the Company's activities, as defined by the Board of Directors and in accordance with its decisions.
2. Development, implementation and communication of policies and action plans in line with BoD decisions.
3. Setting of objectives, policy and limits for risk management at an overall level and approval of the risk management policy.



4. Ensuring that the Directors take all necessary measures to effectively manage risks and systematically monitor the response to risks in accordance with the approved policy.
5. Ensuring systematic and continuous communication with customers, staff, supervisory authorities and other agencies.
6. Setting of clear business objectives and policies to the directors, in their business areas of responsibility, reporting on the work of their business area of responsibility.
7. Consultation at regular intervals with the non-executive members of the BoD on the appropriateness of the strategy implemented.
8. Consistent implementation of the Company's business strategy with efficient use of available resources.
9. Ensuring the completeness and reliability of the data and information required for the accurate and timely determination of the Company's financial position.
10. Compliance with the institutional framework governing the operation of the Company.
11. Representation of the Company
12. Responsibility for implementing the decisions of the GMs.
13. Ensuring compliance with the decisions of the BoD, especially for their area of responsibility.
14. Creation of a culture of morality, social sensitivity and respect for the environment within the Company.
15. In existing crisis or risk situations, as well as when circumstances require measures to be taken that are reasonably expected to have a significant impact on the Company, they shall promptly inform the BoD in writing, either jointly or separately, by submitting a report with their assessments and proposals, which shall be discussed before the BoD.

B.3.7 Responsibilities of the non-executive members

The non-executive members of the BoD, with regard to the management of the Company and within the framework of the general duties assigned to them and reserved to them by their status as Board members, have the following responsibilities:

1. Systematic supervision and monitoring of decision making by the Management.
2. Monitoring and reviewing of the Company's strategy and its consistent implementation, as well as the achievement of its objectives, with efficient use of available resources.
3. Monitoring of the implementation of the policy and limits for risk management at an overall level.
4. Monitoring of the provision of systematic and continuous communication both within and outside the Company.
5. Monitoring of alignment of the business planning for the achievement of the corporate objectives with the decisions of the GM.
6. Ensuring effective supervision of executive members, including monitoring and control of their performance.
7. Examination and formulation of opinions on proposals submitted by executive members on the basis of existing information.

B.4 Remuneration of Board members

1. Matters relating to the remuneration of Board members are decided by the GM, unless otherwise provided for by



law, in accordance with the long-term interests of the Company and its shareholders.

2. In addition, remuneration may be granted to members of the BoD for their services to the Company under a special relationship, in accordance with the provisions of Articles 109(3), 99 to 101 of Law 4548/2018 and Article 16 of the Company's articles of association.

C. ORGANISATIONAL STRUCTURE OF THE COMPANY

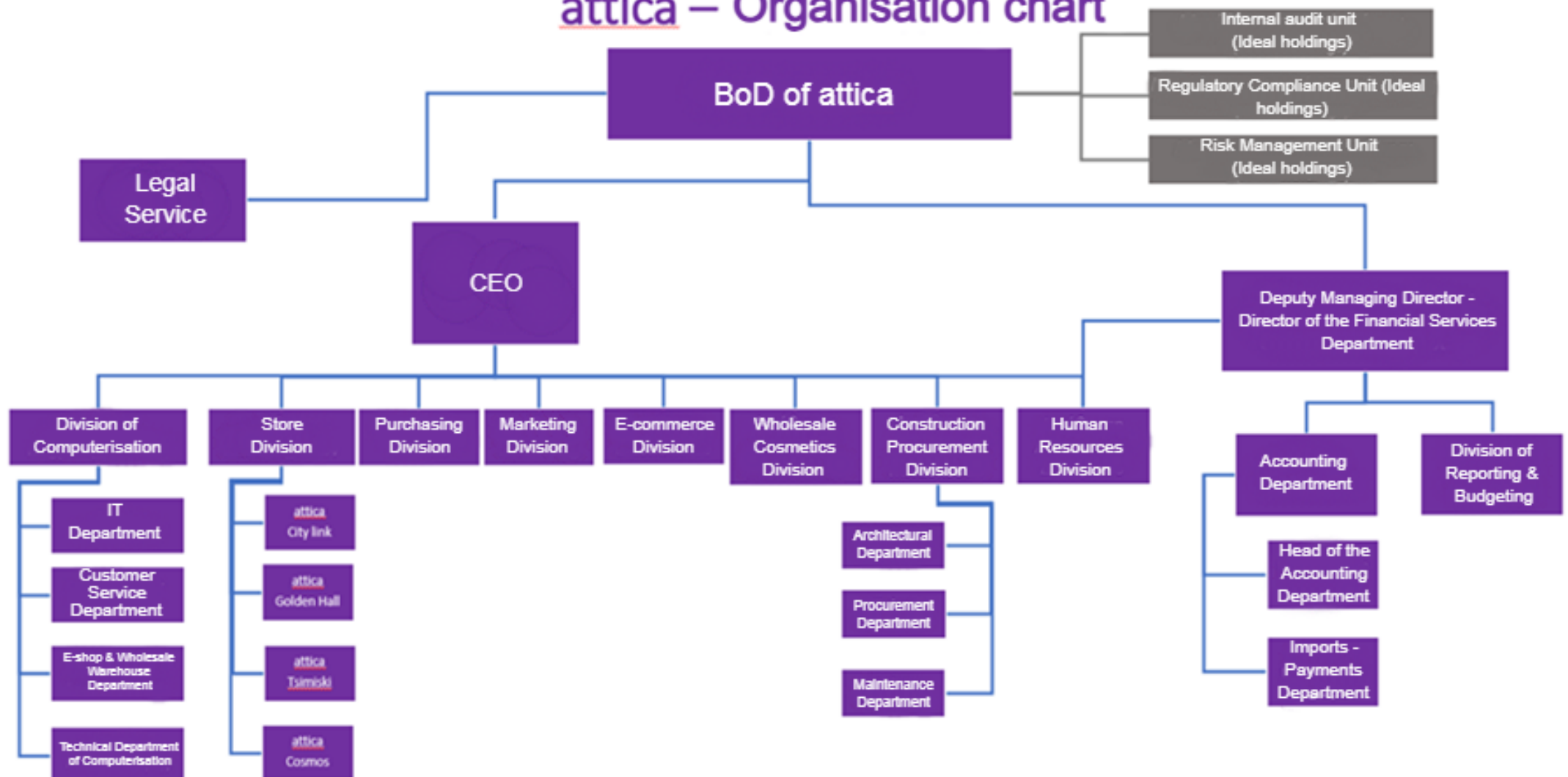
C.1 Organisation chart

The organisational chart shows the organisational structure of the Company, with reference to its Units, Divisions, Departments and services, as well as their hierarchy.



attica
THE DEPARTMENT STORE

attica – Organisation chart





attica
THE DEPARTMENT STORE



C.2 Divisions and Departments of the Company

C.2.1 Director of Human Resources (HR)

The Department of Human Resources is, at an administrative level, under the authority of the CEO and, at an operational level, under the authority of the Deputy CEO and its task is to continuously increase the efficiency and performance of human resources. It is responsible for the recruitment procedures regarding the staffing of the Company with competent and effective human resources. It is responsible for labour relations, labour legislation, staff regulations and disciplinary matters. It develops regulations and procedures for staff employment matters (all types of staff leave, working hours, etc.). It is responsible for issuing the payroll of the Company's staff, as well as for the management of systems and procedures for its assessment. In addition, it ensures the training of staff.

Its main activities are:

1. The selection of suitable internal or external candidate employees (with specific qualifications depending on the position to be filled), in accordance with the Recruitment Procedure.
2. The control of the recruitment procedures to fill the Company's vacancies.
3. The training and development of the Company's employees is one of the most important pillars for the achievement of its corporate objectives and the Company's needs for training its staff are regularly evaluated and assessed and the training programmes conducted are as relevant as possible to each task and as comprehensive as possible in order to provide maximum benefit to the Company.
4. The implementation of an integrated Employee - Staff Performance Assessment System.
5. The management and monitoring of employee movements and salary changes (periodically & temporary).
6. The monitoring of leave - absences and overtime.
7. The study and monitoring of labour and insurance legislation.
8. Ensuring that other matters related to staff payroll (salary advances, loans, etc.) are handled in accordance with management's choices.
9. The preparation and settlement of the company's payroll.
10. The maintenance and updating of employees' personal files.

The Head of the Human Resources Division is responsible for maintaining and monitoring its activities

C.2.2 Wholesale Cosmetics Division

The Wholesale Cosmetics Division is, at an administrative and operational level, under the CEO and is responsible for:

- Import, promotion and marketing of cosmetics of selective distribution, available at selected distribution points, including attica department stores, concept stores, luxury hotels, etc.
- Import and marketing of lifestyle cosmetics and skin cosmetics distributed mainly in pharmacies and attica department stores.
- Search for new cosmetic agencies.

The Head of the Wholesale Cosmetics Division is responsible for maintaining and monitoring its activities



C.2.3. Procurement & Construction Division

The Procurement & Construction Division is, at an administrative and operational level, under the authority of the CEO and consists of:

(a) The Procurement Department

The Procurement Department is part of the Procurement & Construction Division and its purpose is to identify the need for consumables and the process of ordering and receiving them

(b) The Technical Services Subdivision

The Technical Services Subdivision comes under the Procurement & Construction Division and prepares the Capital Expenditure Budget (Capex) for new facilities, their renovation and maintenance (Opex), prepares studies or outsources them, commissions and supervises the works.

The Subdivision is composed of:

(b.a) the Architectural Department which comes under the Technical Services Subdivision and draws up the annual programme of renovations and removals in accordance with the instructions of the Management, prepares the studies, determines the specifications, receives tenders, draws up agreements, draws up a timetable of works, supervises the construction, checks the budgets.

(b.b) The Maintenance Department which comes under the Technical Services Subdivision and continuously inspects the building facilities and recommends the execution of the necessary maintenance work, supervises the operation and maintenance work of the general facilities, in particular elevators, air conditioning installations, boiler rooms, pumping stations, electrical networks of substations, water supply networks, and ensures the supervision of the implementation of the approved maintenance programs of the buildings and facilities.

The Head of the Procurement & Construction Division is responsible for maintaining and monitoring its activities

C.2.4. Store Division

The Store Division, at an administrative and operational level, comes under the authority of the CEO and supervises the Company's stores.

The stores are dedicated to the sale of clothing - footwear - cosmetics - accessories and are currently the following:

- attica - City Link
- attica - Golden Hall
- attica - Tsimiski
- attica - Cosmos

The Head of the Store Division is responsible for maintaining and monitoring its activities

C.2.5 Marketing Division

The Marketing Division reports administratively and operationally to the CEO and is responsible for attica's image, the design, development, and implementation of the advertising and promotion plan for both the attica brand and the



brands of our department store tenants and boutiques managed by the Company. It is also responsible for signage and displays within the department stores, as well as for the development of customer loyalty programs.

The Head of Marketing Division is responsible for maintaining and monitoring its activities.

C.2.6 E-Commerce Division

The e-Commerce Department reports administratively and operationally to the CEO and is responsible for managing the Company's website and online store and implementing marketing strategies through digital tools and platforms, with the aim of optimizing sales and profitability of the online store.

The Head of the e-Commerce Division, shall be responsible for maintaining and monitoring its activities.

C.2.7 Division of Computerisation

The Division of Computerisation, at an administrative and operational level, comes under the authority of the CEO and consists of:

(a) The Information Technology (IT) Department that comes under the Division of Computerisation and is responsible for:

- IT infrastructure/hardware and Data Network Management
- Development. Commercial Application Support and Management
- EDI Operations
- Helpdesk and User Support
- Business Reporting and Execution of Month/Year End processes (Financials & Logistics)
- IT Security

(b) The Customer Service Department under the Division of Computerisation and responsible for:

- Customer Request Management for Shops and Eshop customers
- Management and supervision of Telephone Contact Centre - outsourced
- Support for Eshop Returns Processes
- Management of customer communications on social media
- Mystery Shopping Program Management

(c) The Eshop & Wholesale Warehouse Department (Paiania) under the Division of Computerization and is responsible for:

- Receipts - returns of suppliers' goods
- Execution of Eshop customer orders
- Execution of Wholesale Customer Orders

(d) The Technical Department of Computerisation under the Division of Computerisation.

- Its main tasks are the monitoring and restoration of Hardware & Software, the monitoring and restoration of network, the monitoring and updating of mail server-AD server and other servers, the monitoring and updating of the Cash System and Sap Servers (Back Office), the monitoring of good operation and completion of Backup, the cooperation with software development companies for corrections and improvements, the collection of requests from users and forwarding them to the appropriate companies, the development of new functions, the maintenance of Systems, the monitoring of all peripheral systems, the monitoring of new technologies and



proposals to the Management, user Help Desk, the information of users about security incidents and policies for the correct use of computers

The Head of the Division of Computerisation is responsible for maintaining and monitoring its activities.

C.2.8 Purchasing Division

The Purchasing Division, at an administrative and operational level, comes under the authority of the CEO and is responsible for the commercial management of the department stores.

Its main responsibilities include the following.

- It negotiates commercial terms of purchase & deposit with new or existing suppliers, ensuring the most favourable financial deal possible.
- Preparation of the purchase budget.
- Order placement.
- Monitoring and management of the smooth progress of purchase and consignment partnerships, such as delivery and payment progress, defective purchase products, returns of goods, stock management of purchase marks.
- Management of the discount policy of department stores.
- Collaboration with Marketing, e-commerce, VM and HR departments for information on brand & fashion trends, proper presentation of collections in department stores and staff information/training.
- Design of the layout of the signage & allocation of sq.m., in collaboration with the architectural department and management.

The CEO is responsible for maintaining and monitoring the activities of the Purchasing Division.

C.2.9 Financial Services Division

The Financial Services Division, at an administrative and operational level, comes under the authority of the Deputy CEO or its Director and consists of:

(a) the Accounting Division.

which comes under the authority of the Deputy CEO/Director of the Financial Services Division and is staffed by its Director and the Head of the Accounting Office mentioned above and consists of:

(a.a) The Imports - Payments Department, which comes under the authority of the Head of the Accounting Office and deals with the overall completion of the company's imports of foreign goods, with the registration and control of invoices and credit invoices issued by domestic suppliers for the purchase of goods, as well as with the communication and preparation of agreements with suppliers and transport companies.

(a.b) The Treasury Department, which comes under the authority of the Head of the Accounting Office and exercises the financial management of the treasury, monitors the accounts kept in the Banks, takes care of the fulfilment of the obligations-payment of debts of the Company to Suppliers, Creditors, Customers, the Greek State and informs the Management.

(a.c) The General Accounting Department, which comes under the authority of the Head of the Accounting Office and keeps the accounting books, controls the vouchers for expenses and supplies of all departments, controls the entry of all vouchers for the month, reconciles the General Accounts and the Commercial



Management Accounts, reconciles creditors' and customers' balances and informs them (by telephone & in writing) of any differences, updates the Fixed Asset Register with the purchase of any new asset or removes an asset already registered due to its sale or destruction. Finally, it prepares and compiles at the end of the month and year the P&L Account of the company by Store and delivers it in time to the Management.

(b) The Reporting & Budgeting Subdivision which comes under the authority of the Deputy CEO and/or Director of the Financial Services Division and deals with the design of effective budgeting models for the individual Divisions and Departments and for the entire Company, cooperates with the individual Divisions and Departments for the preparation and presentation of the annual budget and the annual financial statements and regularly informs on the development of the financial figures of the Company and its Head reports as above.

The Deputy CEO and/or Director of the Financial Services Division is responsible for maintaining and monitoring its activities.

C.2.10 Legal Service

The Legal Service, at an administrative and operational level, comes under the authority of the Board of Directors and the CEO and is staffed by external Legal Advisors on a fixed fee basis, who (a) provide legal advice to the Management and in particular directly to the CEO, orally or in writing, by drafting advisory and information notes, regarding the drafting and preparation of any form of commercial cooperation agreement to which the Company will be a party, the way to handle and deal with current issues of the Company (including, but not limited to, lease relations, labour relations, etc.), for the protection of the trademarks represented by the Company, for the manner of collection of claims of the Company against third parties and in general for any matter arising in the operation of the Company; (b) exercise, whenever necessary, any or legal remedy or appeal and attend the proceedings before any competent Court. The Board of Directors, through the CEO, is responsible for maintaining and monitoring the activities of the Legal Department; and (c) inform the competent bodies and authorities of the Company on issues of regulatory compliance and compliance with any corporate governance obligations of the Company, in cooperation with the competent Committees provided for in this Regulation.

D. INTERNAL CONTROL SYSTEM

D.1 General features

1. The sole shareholder of the Company is IDEAL HOLDINGS S.A. (GEMI no. 000279401000), which has listed its shares on the Athens Stock Exchange. Therefore, the Company is supervised in accordance with Article 2 of Law 4706/2020 by the adequate and effective Internal Audit System of IDEAL HOLDINGS S.A., which consists of all its internal audit mechanisms and procedures, including risk management, internal audit and regulatory compliance, covering on a continuous basis every activity of the Company and contributing to its safe and effective operation.

2. The internal audit system aims at the following objectives, in particular:

a) The consistent implementation of the operational strategy, with the effective use of available resources.



b) The effective operation of the Company's Risk Management Unit, through the identification and management of material risks related to the Company's business activity and operation.

c) The effective operation of the Internal Audit Unit of IDEAL HOLDINGS S.A., the organisation, operation and responsibilities of which are defined by law and its Operating Regulation.

d) 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, as well as its non-financial position, in accordance with Article 151 of Law 4548/2018.

e) The effective operation of the Regulatory Compliance Unit of IDEAL HOLDINGS S.A., through the compliance with the regulatory and legislative framework, as well as the rules of procedure governing the operation of the Company.

3. The Board of Directors of IDEAL HOLDINGS S.A. ensures that the functions that constitute the Internal Audit System are independent of the business areas they control, and that they have the appropriate financial and human resources, as well as the powers for their effective operation, as required by their role. The reporting lines and the allocation of responsibilities are clear, enforceable and well documented.

D.2 Internal Audit Unit

The Internal Audit function is performed by the Internal Audit Unit of the Parent Company. The Unit is an independent organisational unit, which aims to monitor and improve the operations and policies of the Parent Company and the Company and is a significant subsidiary of the Parent Company.

The operation, organisation and responsibilities of the Internal Audit Unit are set out in detail in the Internal Audit Unit's Operating Regulation, which is approved by the Board of Directors of the Parent Company, following a proposal by the Parent Company's Audit Committee.

The Head of the Internal Audit Unit is a full-time exclusive employee of the Parent Company, personally and functionally independent and objective in the performance of his/her duties and has the appropriate knowledge and relevant professional experience. At an administrative level, it comes under the authority of the CEO of the Parent Company and, at an operational level, it comes under the Audit Committee of the Parent Company. As Head of the Internal Audit Unit, he/she may not be a member of the Board of Directors or a voting member of any standing committee of the Company or a Group company and may not have close ties with anyone holding one of the above positions in the Company or a Group company.

The main task of the Internal Audit Unit is to monitor the implementation of the Company's Operating Regulation, risk management and regulatory compliance policies and procedures, as well as corporate governance mechanisms, and to ensure the effective operation of the Internal Audit System.

The Internal Audit Unit reports at an operational level to the Audit Committee of the Parent Company and, at an administrative level, to the CEO of the Parent Company.

1. The Head of the Internal Audit Unit:



- is responsible for the design and operation of the Internal Audit Unit.
- has access to any organisational unit of the Group and has access to any information required for the performance of his/her duties.
- prepares and submits to the Audit Committee the annual audit programme and the requirements of the necessary resources, as well as the impact of resource constraints or control work in general, based on the Group's risk assessment, after taking into account the opinion of the Audit Committee.
- is responsible for implementing the approved annual audit programme, revising it if necessary, and submitting the revised programme to the Audit Committee as described above.
- determines the scope of each individual task included in the annual audit programme, appoints the internal auditor to carry it out and assists in the completion of the internal auditor's work.
- allocates resources, defines the periodicity, selects the scope, defines the scope of work, applies the techniques required to achieve the control objectives and issues reports.
- reviews and assesses the reports of the internal auditors.
- ensures annual training of internal auditors, in accordance with approved resources and Audit Committee instructions.
- establishes procedures for keeping records of the activities of the Internal Audit Unit.
- obtains the assistance of the necessary Group staff, as well as specialised services within or outside the Group, to carry out its activities.
- periodically informs the Audit Committee on the effectiveness of the activities and general issues of the Internal Audit Unit.
- It cooperates with the Group's supervisory bodies and external auditors and provides in writing any information requested by the Hellenic Capital Market Commission, facilitating in every possible way the monitoring of the audit and supervision by the latter.
- Within the framework of its responsibilities, as defined by law and its Operating Regulation, it has access to the Board of Directors and the Audit Committee, whose members facilitate its work and provide it with the information and data necessary for the exercise of its duties.
- carries out extraordinary audits at the request of the Board of Directors or the Audit Committee.
- carries out ex officio checks on matters that come to its attention and that it considers serious and necessary.
- prepares reports to the audited organisational units/subsidiaries with the findings from the monitoring, control and assessment of the Group's operation, the risks arising from them, as well as the proposals for improvement. These reports, after incorporating the relevant views of the heads of the audited units, the agreed actions or the acceptance of the risk of non-action by them, the limitations on the scope of its audit, the final Internal Audit



proposals and the results of the response of the Group's audited units to its proposals, are submitted quarterly to the Audit Committee.

- submits at least quarterly reports to the Audit Committee, including the most important issues and its proposals as reported to the audited organisational units.
- communicates to the Audit Committee the results of internal and external assessments and the level of compliance of the Internal Audit Unit.
- is responsible for reviewing and updating the Unit's Operating Regulation, as specifically stated therein.
- is responsible for the destruction of personal data, as specifically mentioned in the Unit's Operating Regulation.
- if necessary, in the event of his absence for any reason whatsoever, designates the internal auditor to act as his/her replacement for a specified period of time, specifying in a limited manner the responsibilities assigned to him/her.
- monitors the updating of the legislation on corporate governance and, based on the interpretative circulars of the Hellenic Capital Market Commission, adopts best practices and Internal Audit standards for the implementation of the current legislation.
- attends the GMs of the shareholders of the Group's companies, as a representative of the Group's Internal Audit Unit.

2. The responsibilities of internal auditors include the following:

- The handling of assigned audits by the Head of the Internal Audit Unit.
- Reporting to the Head of the Internal Audit Unit upon completion of each audit.
- Maintaining a file and electronic records for each audit project.
- Monitoring the implementation of outstanding and agreed actions included in the final reports.
- Their involvement in issues of policy and process assessment, operational risk management and assessment, other issues related to their audit work and their self-assessment process.

3. Within the scope of their responsibilities, as defined by law and the Unit's Operating Regulation, the internal auditors have access to the Group's books and data necessary for the implementation of their work, as well as to its premises and activities, if required and upon agreement with the Company's Board of Directors.

4. A record of the procedures of the Internal Audit Unit is contained in its Operating Regulation.

D.3 Risk Management Unit

1. The Board of Directors of the Company pays particular attention to the identification and management of the most significant risks inherent in the Company's operation, in an adequate and effective manner. To this end, it



entrusts the Risk Management Unit of the parent company IDEAL HOLDINGS S.A. with the management of the Company's risks

2. The Risk Management Unit of IDEAL HOLDINGS S.A. reports to the CEO of the parent company and cooperates with the Board of Directors, the CEO and other designated executives of the Company for the effective management of risks throughout the Group. This collaboration ensures that the Company's risk management policies, procedures and strategies are aligned with those in place and consistently applied at all levels of the organization throughout the Group.

The Risk Management Unit of IDEAL HOLDINGS S.A. applies common policies and approaches for the identification, assessment and mitigation of risks in the Group, maintains regular communication and exchange of information with the Company and suggests best practices, tools and technologies to improve the efficiency and response to risks. The parent company can consolidate the risk reports from all its subsidiaries, achieving an overall view of risk at group level. This facilitates the detection of potential systemic risks and early intervention. The unified approach to risk management strengthens the Group's overall resilience and competitiveness, contributing to its long-term sustainability and growth.³ To this end, while maintaining the full legal responsibility of the members of the Board of Directors, the Risk Management Unit of IDEAL HOLDINGS S.A. provides assistance to the Company's Board of Directors in the following areas, with the following responsibilities:

a) Identification and assessment of all types of risks

- It records events that are common in the Company's business environment or in specific functions, updating them both periodically and when necessary, as the factors that may affect them are constantly changing.
- It takes into account the Company's objects, as defined by the BoD, it assists in the identification of significant events that may affect either negatively the pursuit of these objectives, making them potential risks for the Company, or positively.
- Conducts structured interviews and discussions, combining the knowledge and experience of the Company's management and employees.
- It gathers data on events that have negatively affected the Company in the past, identifying their root causes.
- The business risks that are identified are appropriately categorized and linked to the respective objects and the corporate processes or units they are likely to affect.
- Events that are likely to have a positive impact on the achievement of the Company's objects feed back the process of defining them, so that their exploitation is possible through the implementation of relevant actions.
- With the assistance of the BoD, it assesses and classifies the identified potential risks, taking into account their nature and extent, their probability of occurrence, the potential impact they will have on the Company, such as commercial, social, environmental, reputational, etc., as well as the cost of operating specific safeguards, in relation to the benefit of risk management.

b) Management and response of the Company to risks



- With the assistance of the BoD, the way to respond to risks is determined in order to reduce their probability and potential impact within acceptable tolerance limits.
- The costs (direct or indirect) and benefits of each possible response, including, but not limited to, avoiding the risk by stopping the activities that cause it, reducing the likelihood of its occurrence or potential impact by putting in place relevant safeguards, transferring the risk or accepting the risk, are assessed.

c) Monitoring the development of risks

- Assists in the development of an implementation plan for the management's decision on how to manage and address the risk in question, by adopting appropriate policies, procedures, techniques and mechanisms (safeguards), which apply to the entire Company, taking into account the cost-benefit ratio.
- Indicatively, the above safeguards may include approvals, authorisations, confirmations, operational performance reviews, asset security, etc., and are reviewed periodically to ensure that they are appropriately updated.

D.4 Regulatory Compliance Unit

1. The BoD of the Company attaches particular importance to ensuring its compliance with the applicable legislative and regulatory framework, by having appropriate policies and procedures in place. To this end, it cooperates with the Regulatory Compliance Unit of IDEAL HOLDINGS S.A.
2. The Regulatory Compliance Unit of IDEAL HOLDINGS S.A. aims to assist the Company's Board of Directors in ensuring the Company's full and ongoing compliance with the applicable legislative and regulatory framework and the internal Regulations and Policies governing its operation, providing a complete picture of the degree to which this objective has been achieved at all times.
3. It constitutes an independent and objective unit of IDEAL HOLDINGS S.A., having access to all required sources of information and providing timely and accurate communication of its findings to the BoD.
4. The Regulatory Compliance Unit at an administrative level comes under the authority of the CEO of IDEAL HOLDINGS S.A. and at an operational level under the Board of Directors through the Audit Committee of IDEAL HOLDINGS S.A.
5. It submits to the Audit Committee of IDEAL HOLDINGS S.A. for approval its annual action plan regarding regulatory compliance, which it implements.
6. It stays abreast of the constant changes in the legislative and regulatory framework, with sufficient knowledge and experience to carry out its role.
7. While maintaining in full the statutory responsibility of the members of the BoD of the Company, it provides its assistance to the BoD of the Company in the following areas, having the following responsibilities, within the framework of the Parent Company's Regulatory Compliance Policy adopted and implemented by the Company:

a) Recording appropriate corporate procedures for the timely regulatory compliance of the Company with the laws and regulations governing its organisation and operation, as well as its activities. When establishing policies and



procedures, the complexity and nature of the Company's activities are assessed. The procedures are approved by the BoD and the relevant organisational units are informed.

b) Verifying the adequacy of the above procedures and monitoring their effective adoption and strict implementation.

E. REGULATIONS

E.1 Procedure for the recruitment - assessment of directors

E.1.1 Human resources

Based on the fundamental principle that human resources constitute a significant source of competitive advantage for the Company and with the basic orientation of providing high quality services, dedicated to the principles of integrity and ethical values, importance is given to the existence of appropriate infrastructure and procedures for the management and continuous training and assessment of the Company's human resources, so that each position is staffed by people with the appropriate knowledge and skills, and to the shaping of a culture that promotes honest communication, team spirit, flexibility and creativity.

E.1.2 Recruitment of directors

The recruitment of all directors is covered by the relevant procedures of the Human Resources department, which set out the following:

a) Identification of staffing needs.

The need to fill specific management positions is at the discretion of the executive members of the Board.

b) Final approval of staffing.

The final approval of the need for staffing and the level of coverage of the vacancy is made by the CEO or Deputy CEO.

c) Search - selection of candidates

The search for the right candidate is carried out by the Human Resources Division in various ways including, but not limited to advertisements and postings on online platforms, in cooperation with recruitment agencies and other appropriate ways.

d) Assessment of candidates

1. The pre-selected candidates, according to the needs of the position to be filled and depending on their previous experience/studies, are assessed in terms of knowledge, skills, abilities, potential, motivation, prospects, through successive interviews with the HR Director and the CEO or the Deputy CEO, if necessary.

2. The assessment interview aims to thoroughly investigate the candidate's suitability, experience, education, motivation and skills for the job.



3. For the recruitment of Directors, the principles and criteria set out in the Suitability Policy of the parent company IDEAL HOLDINGS S.A. for the members of the BoD are taken into account, including the diversity criteria, which are adjusted according to the staffing needs. In particular, emphasis is placed on the principles of:

- Provision of equal opportunities and equal treatment among the candidates for the post.
- Evaluation of sufficient professional training, combined with expertise, to match their desires with the need of the business.
- Ability to easily adapt to the Company's culture.

e) Preselection

At this stage, a list of candidates is drawn up, based on the extent to which they meet the specifications of the post and satisfy all the staffing criteria.

f) Final selection of the candidate

The final selection of the candidate, from the shortlist, is made by the CEO or Deputy CEO in collaboration with the HR Director.

g) Job Offer

The Human Resources Director discusses the terms of employment with the selected candidate before the cooperation begins and the job offer is drawn up in writing.

E.1.3 Assessment of the performance of directors

1. A system is used to assess the skills and performance of all directors, which is in line with the Company's business activities and reflects its values. In this way, it is ensured that the competences of the candidates are assessed in a fair and objective manner, so that the most suitable candidates are selected and utilised in order to maintain a high standard of staff.

2. The assessment criteria are the knowledge in the area of responsibility of each Director, as well as the competences at the level of individual and operational behaviours.

3. The assessment is carried out annually by the CEO and the Deputy CEO of the Company.

4. Assessment forms are handed over for all staff to the Director of Human Resources.



E.2 Training policy for Board members and executives

1. The Company, following the firm and fundamental principle that its human resources are an important source of competitive advantage, attaches particular importance to ensuring the quality of its Board, directors and other executives, especially those involved in internal audit, risk management, regulatory compliance and information systems, which is also fulfilled through their continuous training.
2. With regard to the training of Board members, the BoD decides on the preparation of training induction programmes for new Board members. In addition, it decides on the implementation of training programmes for Board members in any other circumstances, if the need for this is identified and in particular taking into account the results of the individual and collective assessment and changes in corporate governance and regulatory framework.
3. With regard to the directors and other executives of the Company, the executive members of the Board of Directors or the General Director decide on the preparation of training programmes for new executives, as well as on the implementation of training programmes for executives in any other case, if the need for this is identified and especially taking into account the results of their assessment and changes in the legislative and regulatory framework that pertains to their responsibilities. To this end, the assistance of the Head of each organisational unit or the Nomination Committee, if any, may be requested.
4. Through the continuous education and training of the members of the BoD and the Company's executives, it is ensured that the Company has highly qualified administrative, managerial and other executives, who add value to the Company with their skills and knowledge, achieving its business objectives and promoting the corporate interest.

E.3 Sustainable Development Policy

The medium- to long-term strategic plan for the Company's development includes, among other things, the investment policy to be followed in order to achieve and maintain its business objectives over time.

The competent body for the formulation and implementation of the investment policy is the Company's BoD, which bases its decisions on the Company's needs regarding acquisitions, mergers, strategic alliances, high budget investments, divestments of assets and any other strategic action that may affect the capital structure and growth prospects of the Company.

1. In particular, the Company, with responsibility, integrity, transparency, efficiency and innovation:
 - seeks the correct application and strict adherence to the principles of corporate governance. The members of the BoD, in the performance of their duties, act with full responsibility towards stakeholders, such as customers, creditors, employees and social groups directly affected by its operation.
 - seeks maximum transparency in all procedures and actions of its bodies, opposing any practice of corruption and bribery by its executives, employees and associates.
 - has policies and procedures in place to ensure its compliance with the applicable legal and regulatory framework, to operate responsibly and to continuously improve its performance.



- ensures the health and safety of its employees by creating an excellent, healthy and safe working environment.
- Applies a policy of equal opportunities for all its employees, through continuous training and systematic assessment of its human resources irrespective of sex, colour, race, national or social origin, citizenship, sexual orientation, marital status, religion or belief. On this basis, it has created a climate of open communication and transparency, with a commitment to continuous training of its people, contributing to their personal development.
- supports and constantly seeks to protect human rights, by actively opposing and defending its workplaces against all forms of discrimination and illegal actions.
- It invests in its product distribution processes, adopting principles for responsible environmental management, particularly in the areas of energy consumption and waste production, aiming at the continuous improvement of its environmental and energy strategy, with a continuous effort to reduce its environmental footprint.
- develops social work in various areas by providing support, social contribution and financial support.
- seeks to enhance its financial value in the Greek market and internationally by establishing an excellent cooperation with suppliers and distributors, while being consistent with its tax obligations and its obligations to its shareholders.

E.4 Compliance procedure with Articles 99 to 101 of Law 4548/2018

1. The Company strictly complies with all the provisions of Articles 99 to 101 of Law 4548/2018, regarding transactions with related parties, following a procedure of compliance with the obligations arising from them.
2. The Company provides by decision of the BoD or, under the terms of Article 100 of Law 4548/2018, of the GM of Shareholders, special authorisation for the execution of such transactions, whenever required by law and based on the relevant provisions. It shall also make the necessary announcements, disclosures and publications.
3. Prior to the execution of any transaction, which may fall within the categories referred to in Article 99 of Law 4548/2018, it is checked whether it constitutes a contract for which a special authorisation is required, as well as whether the contract to be signed or the transaction to be carried out falls within the exceptions of Article 99 (3) of Law 4548/2018.
4. If it is established that the preparation of the transaction or the execution of the act requires authorisation, the procedure provided for in Articles 100 and 101 of Law 4548/2018 is followed before the conclusion of the contract or the act takes place.
5. In addition, in the context of the disclosure of transactions with related parties, the Company applies procedures that ensure, with reasonable assurance, that the financial statements it prepares (half-yearly, annual) contain the appropriate disclosures required by law and the standards applied by the Company.
6. Transactions between the Company and its related parties are carried out under conditions equivalent to those prevailing in transactions on a purely commercial basis, i.e. those that would have been carried out with any other natural or legal person, under normal market conditions, at the time the transactions were carried out.
7. The BoD periodically assesses transactions with related parties, as defined in the contested provisions, the



conditions under which they are carried out and the fulfilment of the legal requirements for their execution. It also periodically assesses any transactions that do not fall outside the current transactions limits in order to determine whether the legal requirements for their designation as such are still met. The persons considered to be related parties for the transactions in question do not participate in this assessment if they are Board members.

8. The monitoring of transactions between the Company and related parties is carried out by the Company's Financial Services Department.

9. The monitoring - confirmation of transactions is carried out mainly through the sending of a special form for the confirmation of transactions, which is sent to the debtors (companies - natural persons), thirty (30) days after the end of each calendar half-year.

10. This form, which is appropriately established to cover all the necessary information - disclosures required by IAS 24 and the law, is signed by the Company's Director of Financial Services and sent to the relevant financial departments of each associated company, as well as to each liable related party (natural person), indicating that it must be returned, duly signed, within twenty (20) days of its dispatch, confirming the relevant transactions.

11. Upon receipt of these forms, the Company's Financial Services Department processes the information contained therein and performs reconciliations with its own books and records.

12. Subsequently, and after the necessary controls have been carried out to ensure the accuracy of the data, the Financial Services Division proceeds with the process of entering the disclosures required by IAS 24 in its annual and half-yearly financial statements, which are prepared in accordance with International Financial Reporting Standards (IFRS).

13. At the same time, these analyses are brought to the attention of the Certified Public Accountants, who audit the Company's financial statements, in order to verify their accuracy on an annual basis.

14. In addition, the process of related party transactions and disclosures is controlled by the Internal Audit Unit.

E.5 Policy and procedure for the prevention and management of conflicts of interest

1. The Company has, adopts and implements adequate and effective policies and procedures for the prevention, identification and suppression of conflicts of interest between the Company or its associated persons (within the meaning of Article 32 of Law 4308/2014 and IAS 24) and the members of the BoD of Directors, persons to whom the responsibilities of its BoD and executives have been delegated, as set out in detail in the "Policy and procedure for the prevention of and response to conflicts of interest", which is an Annex to this Regulation.

2. In particular, the aforementioned persons must not pursue their own interests that are contrary to the interests of the Company. In addition, they must disclose in a timely and adequate manner to the BoD and the Regulatory Compliance Unit of the parent company "IDEAL HOLDINGS S.A." their own interests that may arise from transactions of the Company that fall within the scope of their duties, as well as any conflict of interest that may arise during the performance of their duties. Adequate disclosure is considered to be one that includes a description of both the transaction and the self-interest. This obligation applies to both existing and potential conflicts of interest. They



must also disclose any personal and business relationship they or their families have with any third parties that the Company works with (customers, suppliers, consultants, etc.).

3. The aforementioned persons must not, without the authorisation of the GM, do on their own account or on behalf of third parties, any acts related to any of the objects pursued by the Company and must not participate as general partners or as sole shareholders or sole partners in companies pursuing such objects. Participation in subsidiaries of the IDEAL HOLDINGS S.A. Group, as well as participation in the Management of the aforementioned companies, is excluded from this prohibition. The aforementioned persons, in case they wish to perform any of the above acts or to undertake any of the above actions, must inform the competent bodies so that the procedures for the required authorisation by the General Meeting can be initiated, following the recommendation of the BoD.

4. The aforementioned persons shall be made aware of their said obligations before taking up their duties and relevant responsibilities, which they shall fully accept and undertake to comply with.

5. The BoD, in cooperation with the Regulatory Compliance Unit of the parent company "IDEAL HOLDINGS S.A.", regularly monitors potential conflicts of interest in order to identify existing or potential conflicts of interest.

6. Any existing or potential conflict of interest duly disclosed by the person concerned or brought to the attention of the competent bodies in the course of their surveillance or from any other source is assessed by them in the context of the management of all the information brought to their attention or sought from any appropriate source, discussed and documented. The BoD then takes a decision on the existence or not of a conflict of interest and on the ways to suppress it. During the above procedure, the assistance of the Regulatory Compliance Unit of the parent company "IDEAL HOLDINGS S.A." is requested, whenever deemed necessary. The person to whom the existing or potential conflict of interest relates shall provide all the information and clarifications required, but does not vote when the BoD takes the relevant decision, if he or she is a member of the BoD.

E.6 Policy and procedure for the periodic assessment of the Internal Audit System pursuant to Article 14(3)(j) of Law 4706/2020

E.6.1 General information

The IDEAL HOLDINGS S.A. Group to which the Company belongs has, adopts and implements adequate and effective policies and procedures for the periodic assessment of the Internal Audit System (IAS), in particular with regard to the adequacy and effectiveness of financial reporting, on an individual and consolidated basis, risk management and regulatory compliance, in accordance with recognised standards for the assessment of internal audit, as well as the application of the provisions on corporate governance of Law 4706/2020.

In the implementation of the above policies and procedures, the Company takes into account and applies the relevant provisions defined and specified in the decision of the Hellenic Capital Market Commission no. 1/891/30.09.2020 on the assessment of the IAS and the application of the provisions on corporate governance of Law 4706/2020.

E.6.2 Time - Periodicity



The assessment shall be carried out periodically. Periodicity is defined as the period of time between two consecutive assessments and is set at three (3) years, starting from the reference date of the last assessment. The time shall be defined as the time at which the assessment is required to be carried out.

The assessment of the IAS is part of the overall assessment of the Company's corporate governance system, which is provided for in Article 4(1) of Law 4706/2020, which takes place periodically, every three (3) fiscal years, in accordance with the specific provisions of this Regulation.

E.6.3 Selection procedure for the persons carrying out the assessment

1. The assessment shall be carried out by persons with proven relevant professional experience and who do not have a relationship of dependence in accordance with Article 9(1) of Law 4706/2020.
2. The Audit Committee of IDEAL HOLDINGS S.A. is responsible for the process of selecting the appropriate person to carry out the assessment. The Committee may invite any body or agency meeting the characteristics set out below to submit a proposal for the provision of the assessment service. The Committee, through its Chairperson, may conduct direct negotiations - discussions with the candidates concerned. After the review of the proposals, the verification of the required characteristics of the candidates, as well as the negotiations - discussions with the interested candidates, who are informed of all their obligations under the law, the decisions of the Hellenic Capital Market Commission and this Regulation, the Committee prepares a report on the conclusions of the selection process, with its final proposal, which is submitted to the Board of Directors of the Company.
3. The person entrusted with the assessment (hereinafter referred to as the "Assesor") is appointed by the BoD, following an assessment of the Audit Committee's proposal. The proposal is advisory in nature, is assessed by the BoD, and in case of reservations or a different opinion of the Board, it is reassessed by the Committee and resubmitted, taking into account the comments of the Board.
4. The Audit Committee, when carrying out the assessment, monitors the agreed work, being responsible for its compliance and ensuring that the person carrying out the assessment is facilitated in every possible way.

C.6.4. Characteristics of the persons carrying out the assessment

The Assessor is a legal or natural person or an association of persons. The Assessor must have the following characteristics:

a) Issues of independence and objectivity

The Assessor and the members of the assessment project team do not have a dependency relationship according to Article 9(1) of Law 4706/2020, as specified by par. 2 of the same article. They shall also be objective in the performance of their duties.

Objectivity is defined as an impartial attitude and mentality, which allows the Assessor to perform its as it believes and not to accept compromises in terms of quality. Objectivity requires that the Assessor's judgement is not influenced by third parties or various events.

The assessment of the IAS may not be carried out by the same Assessor for a 3rd consecutive assessment.



b) Proven relevant professional experience and training

The project leader of the IAS assessment project team and, in any case, the signatory of the assessment, must have the appropriate professional qualifications (depending on the professional standards invoked) and proven relevant experience (for example in IAS assessment projects and corporate governance structures).

The Assessor must take all necessary measures to ensure that, during the execution of the project, the persons involved have appropriate knowledge and experience of the tasks assigned to them, ensuring that they use appropriate quality assurance systems, adequate human and material resources and procedures to ensure the continuity, regularity and quality of the execution of the works.

E.6.5 Policy - Procedure for the assessment of the Internal Audit System

α) General guidelines

The assessment of the IAS is carried out on the basis of best international practices. These include, for example, the International Auditing Standards, the Institute of Internal Auditors: The International Professional Practices Framework, and the COSO: Internal Control Integrated Framework.

The assessment of the IAS also includes the Company's significant subsidiaries based in Greece, as defined in Article 2(16) of Law 4706/2020, i.e. the subsidiaries that have or may have a material impact on the financial position or performance or the business activity or the general economic interests of the Company. The BoD decides before the start of the project, based on the above criteria, which subsidiaries of the Group will be included in the assessment as well as the scope of the assessment project in relation to its subsidiaries. The basic principle followed is that the more a subsidiary materially affects or may materially affect the financial position or performance or business activity or the general economic interests of the Company, the broader the scope of the assessment.

b) Subjects of the assessment

The following are subjects of the assessment, which may be further specified by a decision of the Company's BoD.

i) Control environment

The control environment consists of the set of structures, policies and procedures that provide the basis for the development of an effective IAS, as it provides the framework and structure for achieving the fundamental objectives of the IAS.

The control environment is essentially the sum of many individual elements that determine the overall organisation and the way the Company is managed and operated. The review of the control environment shall include in particular the following:

- **Integrity, ethical values & Management Conduct:** Examine whether a clear framework of integrity & ethical values has been developed to guide the Board's decision-making, and whether monitoring procedures are in place to ensure that they are faithfully adhered to, so that any deviations are identified in a timely manner and appropriately corrected.
- **Organisational structure:** Examining whether the Company's organisational structure provides the framework



for planning, execution, control and supervision of corporate operations through an organisational chart for all business units and operational activities, according to which the main areas of responsibility within the Company are defined and appropriate reporting lines are established, depending on the size of the Company and the nature of its operations.

- **Board of Directors:** The structure, organisation and functioning of the BoD and its committees shall be examined, in particular with regard to: a) the relationship with the Executive Management b) the responsibilities for overseeing the operation and effectiveness of the IAS and c) the composition of the BoD (e.g. size, suitability and diversity of Board members, etc.).
- **Corporate responsibility:** Examining the functioning of the top executive management and how it establishes, under the supervision of the BoD, the appropriate structures, reporting lines, areas of responsibility and authority to achieve the Company's objects.
- **Human resources:** Examining, by way of example, the practices of recruitment, remuneration, training and performance assessment of staff to demonstrate the Management's commitment to the principles of integrity, ethical values and staff competence.

ii) Risk management

It includes a review of the risk identification and assessment procedure, the Company's procedures for managing and responding to risks and the procedures for monitoring the development of risks. In particular, the following are reviewed:

- The role, function, work and responsibilities of the Risk Management Unit of the parent company.
- The existence of appropriate and effective policies, procedures and tools (for example, the maintenance of risk registers) for the identification, analysis, control, management and monitoring of any form of risk involved in the Company's operations.

iii) Control mechanisms and safeguards

It includes an overview of the control mechanisms for critical safeguards, with a focus on safeguards related to conflicts of interest, segregation of duties and information systems governance and security.

iv) Information and communication system

It concerns the review of the process of developing financial reporting, including the reports of control mechanisms (e.g. supervisory and regulatory authorities, Certified Public Accountants, etc.), and non-financial reporting (e.g. environmental, social and labour issues, respect for human rights, anti-corruption, issues related to bribery, as well as other issues provided for in Article 151 of Law 4548/2018), as well as the review of critical internal and external communication processes of the Company.

v) Monitoring of the IAS

It involves the review of the Company's structures and mechanisms that are tasked with the continuous assessment of IAS elements and the reporting of findings for correction or improvement. In particular, the



functioning of the following structures and mechanisms are reviewed:

- **Audit Committee:** It includes a review by the Assessor of the process of monitoring of the IAS effectiveness by the Audit Committee.
- **Internal Audit Unit:** It includes the review by the Assessor of the following elements regarding the organisation and operation of the Internal Audit Unit and its compliance with the provisions of Articles 15 and 16 of Law 4706/2020 and the applicable regulatory framework, i.e. policies, procedures, practices and applicable legislative and regulatory requirements, in particular:
 - The existence and implementation of the Internal Audit Unit's Operating Regulation approved by the Board of Directors of the Company.
 - The integration of the Internal Audit Unit's operation into the Company's governance framework, its organisational independence and staffing adequacy.
 - An overview of tools and techniques used by the Internal Audit Unit.
 - The review of the combination of knowledge and skills of the staff employed in the Internal Audit Unit.
 - The review, on a sample basis, of the audit reports of the Internal Audit Unit of the Company and its subsidiaries as to their timely submission as well as their appropriateness and completeness in accordance with Article 16 of Law 4706/2020.
 - The effective operation of the supervisory bodies of the Internal Audit Unit, as provided for by the regulatory framework and the Company's Operating Regulation.
- **Regulatory Compliance:** It includes the review by the Assessor of the monitoring process of compliance with the regulatory and legislative framework, as well as the internal regulations governing the operation of the Company. The provisions on corporate governance of Law 4706/2020 are also part of the above framework. In particular, the following are reviewed:
 - The Regulatory Compliance Unit, in terms of its independence, access to all required sources of information, timely and accurate communication of its findings, and training and information to monitor the effective adoption and strict implementation of changes in the regulatory framework.
 - The adequacy of procedures relating to the prevention and suppression of money laundering, where provided for.
 - The adequacy of staffing with people that have sufficient knowledge and experience to carry out their responsibilities.
 - The existence of an annual action plan approved by the Audit Committee and the monitoring of its implementation.

c) Assessment report and recipients

At the end of its assessment, the IAS Assessor shall submit an Assessment Results Report, which shall include both a



summary and analysis of its observations, the time of its preparation, the assessment reference date and the period covered by the Assessment Report, which shall start from the day following the reference date of the previous assessment.

The summary includes the Assessor's conclusion, depending on the assessment standards relied upon, regarding the adequacy and effectiveness of the IAS. It also includes the major findings of the assessment, the risks and consequences arising from them and the Management response to them, including related action plans with clear and realistic time frames.

The detailed report shall include all the findings of the assessment, with the relevant analyses.

The recipients of the Assessment Report are the Audit Committee and the Board of Directors of IDEAL HOLDINGS S.A. The Board of Directors takes into account the Assessment Report, as part of the overall assessment of the Company's corporate governance system, in accordance with Article 4(1) of Law 4706/2020, and takes appropriate actions to address any findings, monitoring its results.

IDEAL HOLDINGS S.A. submits without delay to the Hellenic Capital Market Commission, and in any case within three (3) months from the date of reference of the Assessment Report, the summary of the report and, if required, the entire report.

The annual Corporate Governance Statement includes a relevant reference to the period the assessment was carried out, the details of the person who carried it out and the results of the Assessment Report.

E.7 Policies and procedures for the Company's compliance with the laws and regulations according to Article 14(3)(h) of Law 4706/2020

The Company in compliance with Article 14(3)(h) of Law 4706/2020 on organisational regulations in the context of implementing an effective system of Corporate Governance through the functions of the Regulatory Compliance Unit of IDEAL HOLDINGS S.A. - which are duly detailed in this Regulation - seeks the timely, continuous and full compliance with the applicable regulatory framework and to be aware at all times of the degree of pursuit of this object.

The Head of the Regulatory Compliance Unit of IDEAL HOLDINGS S.A. is responsible for adhering to the annual audit planning regarding the timely regulatory compliance of the Company and in particular with regard to the control areas highlighted by the annual planning of the Internal Audit Unit.

F. Financial reporting

F.1 Financial statements

1. The Company prepares its financial statements in accordance with International Financial Reporting Standards (IFRS), which are included in the consolidated financial statements prepared by the parent company IDEAL HOLDINGS S.A.



2. The annual reports of the BoD include explanations as to the causes and results of any material change, as well as any information on any material change or deviation from the Company's previously announced profitability targets or other strategic objectives.
3. The financial statements of the Company on an individual basis are published at the intervals required by law.
4. The audit of the financial statements is conducted in accordance with the principles of International Standards on Auditing by Certified Public Accountants, whose independence is a fundamental requirement for the audit.
5. The Certified Public Accountants are required to disclose immediately to the Company any reason that could give rise to an exception or raise a doubt as to their impartiality.

G. AMENDMENTS TO THE REGULATION

1. The Operating Regulation, as well as any amendments thereto, are issued and approved by the BoD of the Company. The Regulation is amended whenever necessary, in order to remain up-to-date, given the changes in the institutional framework governing the Company, and in line with the corporate culture and its business needs.
2. The BoD may instruct its executive members to determine by acts or decisions the procedures for further specification or application of the principles and rules set out in the Regulation.

H. ANNEXES TO THE REGULATION

The following Annexes form integral parts of this Regulation:

Annex A: Policy and procedure for the prevention of and response to conflicts of interest.