



## **CORPORATE GOVERNANCE CODE**

**December 2013**

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## **INTRODUCTION**

This Corporate Governance Code was drawn up by the Company DIAGNOSTIC AND THERAPEUTIC CENTER OF ATHENS HYGEIA SA and aims at recording the best corporate governance practices that the Company follows both voluntarily and pursuant to the legislation in force (Law 2190/1920, Law 2778/1999, Law 3016/2002, Law 3693/2008, Law 3884/2010, etc).

During its preparation, the Company took into account the Corporate Governance Code drafts for Listed Companies as released by the Hellenic Federation of Enterprises (SEV) and the generally accepted corporate governance principles adopted within European Union member states.

This Code aims at:

- Studying and adopting the best Corporate Governance practices that must be implemented by any contemporary company
- Improving the dissemination of information to private individuals and institutional shareholders
- Achieving effective compliance of the Company to the demands of the legislation in force.

The term “Corporate Governance” describes the way in which companies are managed and audited. Corporate Governance could be described as all the relationships between the executive management of a corporation, and its BoD, its shareholders and all the other parties participating in its activities. It also specifies the manner in which a company’s objectives are set and the main risks it may face during operation are detected. A risk management system is organized and it becomes possible to monitor the Management’s performance when implementing the aforementioned practices so as to achieve its objectives and monitor the achieved results. Adoption of best corporate governance practices contributes towards promoting business competitiveness in terms of effectiveness of internal organization and lower capital costs, while also promoting transparency in all financial activities of private corporations, as well as public entities and institutions.

As a result of the Company adopting and implementing this Corporate Governance Code, certain corporate governance practices, in addition to the ones stipulated in the provisions of the relevant legislation, have been implemented, such as:

- A. In its majority, the BoD shall consist of Non-Executive Members.
- B. An Executive Committee shall be formed as a Body to assist the BoD.
- C. A Central Procurement Committee shall be formed with the aim of offering efficient and centralized management of supplies.
- D. Evaluation of the BoD shall take place every two (2) years.

This Code is the framework on which the corporate governance statement will be based. In accordance with Codified Law 2190/1920, as amended by Law 3873/2010, the corporate governance statement must constitute a special section of the annual BoD management report.

## **GENERAL PRINCIPLES**

### **Roles and Responsibilities of the BoD**

The BoD is responsible for deciding on any issue concerning the management of the Company’s assets, as well as its administration and representation in general and its activities. Furthermore, it takes all the necessary measures and decisions to fulfill the aims of the Company. However, in accordance to the provisions of the law and these Articles, any matters which fall under the exclusive jurisdiction of the General Meeting or have already been decided by the General Meeting are excluded from the responsibilities of the BoD.

The BoD, pursuant to a relevant provision in the Articles and following its decision, may assign part or all of its powers and responsibilities to one or more individuals, who may in turn, and provided this is stipulated by a BoD decision, assign these to other BoD members, Company employees or third parties. Moreover, in accordance with the same terms, the BoD may form collective bodies and assign to them any of its powers on issues that have been specially stipulated by it and also draw up their operating regulation.

When performing its duties, the BoD must take into account all parties whose interests are connected to or affected by the interests of the Company, such as creditors and employees.

### **Size and Composition of the BoD**

The size and composition of the BoD must allow for efficient performance of its duties and must reflect the Company's size, activities and shareholding structure. The BoD must consist of members with moral integrity, vast knowledge, and suitable qualifications and experience, so that they may serve the corporate activities.

### **Role of BoD Chairman**

The Chairman is in charge of the BoD and his/her activities include setting the daily agenda for meetings, and ensuring that all BoD tasks are organized properly and all meetings conducted efficiently. The Chairman is also responsible for ensuring that the BoD members receive proper and timely information and that there is effective communication with all shareholders, driven by the fair and equal treatment of all shareholder interests.

### **Duties of BoD Members**

Each BoD member must be committed to the Company. The BoD members must act with integrity and for the best interests of the Company, while they must safeguard the confidentiality of unpublished information. They must not be in a competitive relationship with the Company and they must avoid any position or activity that creates or may seem to create conflict between their personal interests and those of the Company, including holding a position on the BoD or Management of competitors without having received permission from the General Meeting.

The BoD members must contribute their experience and devote proper time and due diligence to their duties. They must also limit any other professional commitments (especially participation in the BoD of other companies) to the extent required so that they may satisfactorily perform their duties as BoD members.

Finally, the BoD members must try to participate in all BoD meetings, as well as any committees they have been assigned to.

### **Selection of BoD Candidate Members**

BoD candidates must be selected based on meritocracy and objective criteria.

The BoD must ensure the smooth succession of its members, as well as its high-ranking management executives, aiming at the long-term success of the Company.

### **Function of the BoD**

The BoD must convene regularly so as to perform its duties effectively.

It must receive information from the Management and any Committees on time, so as to be able to effectively perform the duties stemming from its responsibilities.

### **Internal Audit System**

The BoD must present a clear evaluation of the real position and prospects of the Company to the shareholders and the public, while ensuring the credibility of the financial statements and the validity of the announcements it is required to issue.

The BoD must implement an effective internal audit system, with the aim of safeguarding the Company's investments and assets, as well as detecting and addressing the most significant risks.

It must monitor the proper implementation of the business strategy and re-assess it regularly. It must regularly review the main risks faced by the Company and the effectiveness of the internal audit system with regard to managing said risks. This review must cover all material audits, including any financial and operational audits, compliance audits and risk management system audits.

Through the Audit Committee, the BoD must also have direct and regular contact with the external and internal auditors, so as to receive regular updates with regard to the proper operation of the audit system.

### **Level and Structure of Remunerations**

The level and structure of remunerations must aim at attracting and keeping in the Company BoD members, management executives and Company employees whose skills, knowledge and experience will assist in achieving the corporate objectives and activities.

The level of the remunerations must correspond to the qualifications of said individuals and their contribution to the Company. The BoD must have a clear picture of the qualifications, performance and remunerations of the Company executives, so as to be able to develop them to their fullest potential for the interests of the Company.

### **Communication with Shareholders**

The BoD must ensure that there is continuous and constructive dialogue with the Company shareholders, especially those with significant holdings and long-term prospects.

### **General Shareholder Meeting**

The BoD must ensure that the General Shareholder Meeting is prepared and held in a manner that facilitates the shareholders in effectively exercising their rights. Shareholders must be fully informed on all issues pertaining to their participation in the General Meeting, including the items on the agenda and their rights during the General Meeting. Within the context of the law and the relevant provisions of the Articles, the BoD must facilitate the participation of the shareholders in the General Meeting, especially minority shareholders, foreign shareholders and shareholders living in isolated areas. The BoD must use the General Shareholder Meeting as a forum for facilitating the shareholders' open and essential dialogue with the Company.

## **PART A – Collective Bodies of the Company**

### **I. Board of Directors**

#### **1. Roles and Responsibilities of the BoD**

The BoD must exercise its leadership role effectively and manage all corporate affairs for the benefit of the Company and all the shareholders, ensuring that the Management implements the corporate strategy. The aim of the BoD is to constantly strive to meet the corporate objectives, to boost the Company's long-term financial value and to safeguard the general corporate interests. The BoD is responsible for deciding on any issue regarding the Company's management, its assets and the pursuit of its aim, while it must take all measures and decisions required, as well as act without any limitation (excluding issues under the General Meeting's exclusive responsibility) and represent the Company before the courts and extrajudicially.

Furthermore, it must ensure the fair and equal treatment of all shareholders, including minority and foreign shareholders.

The BoD responsibilities are explicitly defined in the Company's Articles of Association and the Internal Operation Regulation or any other internal Company documents.

The BoD is able to supervise all the Company's activities, either directly or via Committees instituted legally or voluntarily, based on this Corporate Governance Code, the Internal Operation Regulation and the Company's Articles of Association. Moreover, it may introduce suitable procedures depending on the case and assess their effective implementation by evaluating the relevant findings.

The BoD responsibilities include, but are not limited to:

- approving the Company's long-term strategy and operating objectives,
- approving the budget and business plan, as well as making decisions on major capital expenses, acquisitions and sales,
- selecting and substituting, whenever necessary, the Company's executive leadership, and supervising the succession planning,
- monitoring the performance of senior Management and harmonizing the senior executives' remuneration with the long-term interests of the company and its shareholders,
- ensuring the credibility of the financial statements, company information, financial reporting systems and published data, and the efficiency of the internal audit and risk management systems,
- being vigilant with regard to existing and potential conflicts of interest between the Company and the Management, BoD members or major shareholders (including shareholders with direct or indirect power to formulate or affect the BoD composition and conduct), and adopting a suitable plan for resolving said conflicts; to this end, the BoD must adopt a procedure for supervising the transactions of all stakeholders,
- ensuring an effective procedure of Company compliance to the relevant laws and regulations,
- having the responsibility of making decisions and monitoring the Company's Management system effectiveness, including decision-making processes and assignment of powers and duties to other executives, and the formulation, dissemination and implementation of the Company's main principles and values governing its relations with all parties whose interests are related to the Company's interests.

The BoD may assign all or part of its management and representation powers to one or more persons, BoD members or not, Company employees or third parties, having also determined the extent of delegated powers.

The Company is liable for the persons to whom the aforementioned powers have been delegated, as its bodies, for all the powers delegated to them.

The BoD may form committees to support the preparation of its decisions and ensure effective management of possible conflicts of interest during the decision-making process.

## **2. Composition**

- The BoD must be composed of the necessary number of members required for its effective operation. The BoD must be marked by a high level of integrity and have diverse knowledge, qualifications and experience so as to meet the corporate objectives.
- The BoD is elected by the General Shareholder Meeting in quorum and by majority, in accordance with the provisions of the Articles of Association, while their re-election is not precluded.
- The BoD members are elected by the shareholders for a term stipulated in the Articles of Association.
- If possible, the BoD must in its majority be composed of non-executive members (including independent non-executive members) and at least 2 executive members.

- The names of the candidate BoD members for election or re-election must be accompanied by adequate CV details, as well as the BoD's opinion with regard to the independent nature of the proposed members, in accordance with the independency criteria stipulated by law, as well as any other relevant information that may assist the shareholders to make a decision based on a well-founded opinion.
- The independent non-executive members must be free of any conflicts of interest with the Company or any related companies, as defined in Article 42E (5) of Codified Law 2190/1920, the International Accounting Standards and Circular 45/21.07.2011 of the Hellenic Capital Market Commission, as well as be free of any close ties with the Management, the main shareholders and the Company.
- Throughout their term in office, independent non-executive members cannot hold a percentage higher than 0.5% of the Company's share capital, and must not have a dependency relationship with the Company or any parties associated with the Company.
- The independent members are appointed by the General Shareholder Meeting. The BoD must determine whether a candidate fulfills the independence conditions before proposing said individual's election to the General Shareholder Meeting.
- To assess the independency of both the candidates and the acting members, the BoD must consider that a dependency relationship exists if a member:
  - ✓ Has a business or any other professional relationship with the Company or any related company as defined in Article 42E (5) of Codified Law 2190/1920, and said relationship affects the Company's business activities, especially when the relationship is with a major supplier or client of the Company.
  - ✓ Is the BoD Chairman or a management executive of the Company, as well as if they hold the aforementioned positions or are executive BoD members at a company related to the Company as defined in Article 42E (5) of Codified Law 2190/1920, or they have an employment relationship or salaried order with the Company or companies related to it.
  - ✓ Is an up to second degree relative or a spouse of a BoD executive member, or a management executive or a shareholder who holds the majority share capital of the Company or another company related to it as defined in Article 42E (5) of Codified Law 2190/1920.
  - ✓ Has been appointed pursuant to Article 18 (3) of Codified Law 2190.

### **3. BoD Meetings**

- Alternatively, apart from the Company's registered headquarters, the BoD may validly convene at any other location, in Greece or abroad, in accordance with the relevant provisions of the Articles of Association.
- The BoD may also convene via teleconference.
- The BoD must convene at suitably regular intervals that ensure the effective performance of their duties.
- The BoD Chairman is in charge of the BoD Meetings and in the event of his/her absence or inability to attend, their substitute will be in charge, who may assign a person to act as Secretary of the BoD.
- The BoD makes decisions by majority, based on the number of members present and/or legally represented.

### **4. Duties of BoD Members**

- Each BoD member must be committed to the Company. Τα μέλη του Δ.Σ. The BoD members must act with integrity and to the best interest of the Company, while they must safeguard the confidentiality of unpublished information.
- The Chairman is in charge of the BoD and his/her activities include setting the daily agenda, and ensuring that all BoD tasks are organized properly and all meetings conducted efficiently. The Chairman is also responsible for ensuring that the BoD members receive proper and timely

information and that there is effective communication with all shareholders, driven by the fair and equal treatment of all shareholder interests.

- Other professional commitments of the BoD members (including significant non-executive commitments to companies and non-profit organizations) must be disclosed before they are appointed to the BoD. Any changes to the aforementioned commitments must be reported to the BoD as soon as they occur.
- Prior to being appointed, the non-executive members of the BoD must ensure that they have ample time available to perform their duties.

#### Responsibilities of executive members

- In accordance with the law and the Articles of Association, the BoD selects which of its members will act as executive members and assigns to one or more of them, to other bodies, to Company executives or to third parties (by order of the aforementioned members to this effect) the daily issues pertaining to the Company's management as well as part of its powers.
- The executive members are responsible for carrying out the decisions of the BoD and for constantly monitoring the Company's activities. As Management Executives, they are tasked with the responsibility of managing the Company, while as BoD members, they contribute towards developing the Company's strategy.

#### Responsibilities of non-executive members

- In accordance with the law and the Articles of Association, the BoD selects which of its members will act as non-executive members, who will be tasked to promote all corporate issues and especially to safeguard the principles of proper corporate governance. The non-executive BoD members shall supervise that BoD decisions are carried out and shall handle Company issues and sectors assigned to them by decision of the BoD. To form an opinion, they must rely on updates they shall receive from executive members, who have a direct overview of the Company's daily management. However, the non-executive members must seek – and naturally evaluate – information useful for forming a complete and documented overview of the current management.
- At least two of the non-executive members assigned by the General Meeting are independent. Said members may, provided it is deemed necessary, submit to the Company's Regular or Extraordinary General Meeting, either individually or jointly, reports or statements separate to those of the BoD.

## **II. Other Administrative and Supervisory Bodies**

Pursuant to the provisions of the legislation in force, the Articles of Association, the Internal Operation Regulation and this Corporate Governance Code, apart from the Audit Committee, which is elected by the General Meeting, the BoD may also form other committees and assign to them part of its management and/or supervisory responsibilities (especially for issues pertaining to the staff, planning, audits, etc), as it sees necessary so as to serve its objectives and ensure effective management of Company affairs and supervision of Company activities. The BoD sets out the detailed terms of operation, the composition, the term and the responsibilities of said committees, which are as follows (without prejudice to the possible existence of similar responsibilities by corresponding bodies of the parent company of the Group where the company belongs):

### **A. Audit Committee**

The Audit Committee's task is to assist the BoD in fulfilling its mission with regard to ensuring the effectiveness of audit mechanisms when it comes to the accounting presentation of financial results, operation of corporate risk management systems, compliance with the legislative and regulatory framework and effective application of the Principles of Corporate Governance.

The Audit Committee members are appointed by the General Shareholder Meeting, following a relevant BoD proposal. The Audit Committee is composed of at least 2 non-executive members and 1 independent



non-executive member of the BoD. The independent non-executive member of the Audit Committee must have adequate proven knowledge on accounting and auditing issues.

The BoD may elect members to the Committee to replace members who have resigned, passed away or lost their capacity in any way. The election decision must be validated by the next General Meeting, which may replace the elected members.

By invitation of the Chairman, the Audit Committee may convene as frequently as necessary, but at least once every quarter.

The main responsibilities of the Audit Committee include:

#### Internal Audit System

- Supervise the audit operation, evaluate the activities of the internal and external auditors and ensure coordination of auditors' auditing activities, independence, quality and performance.
- Evaluate the results of the auditing activities by reviewing the audit reports of internal and external auditors.

#### Internal Audit

- Review and approve the Internal Audit Department's work schedule
- Monitor the implementation of the auditing work schedule
- Recommend special and extraordinary audits
- Review and assess the results of performed audits
- Communicate any significant findings to the BoD
- Evaluate the internal auditors, in collaboration with the Company's Management

#### External Audit

- Recommend the appointment of external auditors to the General Meeting
- Evaluate the independence and adequacy of external auditors, in collaboration with the Company's Management
- Hold regular meetings with the external auditors and receive updates on their activities
- Receive and review reports from the external auditors on matters pertaining to the progress of the mandatory audits and the adequacy of the internal audit system, especially with regard to possible inadequacies of the procedures when it comes to financial information and preparation of financial statements
- Evaluate the results of auditing activities
- Communicate any significant matters to the Company's BoD

#### Financial Information

- Receive updates on significant financial matters and evaluate their impact on the Company's financial statements
- Receive and review financial and statistical reports
- Review and evaluate the published semi-annual and annual financial statements (consolidated and parent company)
- Hold discussions with the Management and the external auditors on the published semi-annual and annual financial statements (consolidated and parent company)

#### Compliance Issues

- Evaluate issues pertaining to compliance with laws and regulations by reviewing the results of internal and external audits
- Hold meetings with the Company's Legal Department and receive updates on significant legal cases
- Hold discussions with the Company's Management on significant compliance issues

## **B. Executive Committee**

The Executive Committee mainly aims at assisting the BoD in its task, by taking on some of its duties, including:

- Provide final recommendations for the budget
- Establish and participate in companies valued up to €3,000,000
- Purchase fixed assets valued between €1,000,000 and €3,000,000
- Hire and offer raises and benefits to management executives
- Implement changes to the organizational chart, and submit proposals for forming and running various committees
- Appoint the members of the Procurement Committee
- Adopt the internal operating procedures of the Procurement Committee, as well as recommend introducing, amending or abolishing the other internal operating procedures of the Company

The Executive Committee is composed of 3 to 7 members and said members are appointed by the BoD. The Committee members' term of office is annual, with the option of being reappointed.

## **C. Procurement Committee**

The Committee has the following responsibilities:

- Ensure compliance to the procurement procedure framework
- Submit remarks and proposals for improving the procurement framework within a constantly changing environment
- Approve or reject chosen suppliers and make final negotiations with them wherever deemed necessary
- Ensure fair market value for the goods that fall under its jurisdiction
- Specify the procurement procedure for implementing complex projects, provided it is deemed necessary
- Offer advice and exchange opinions on procurement matters

The Committee is composed of 3 to 5 members.

The members are appointed by the Company's Executive Committee, which also appoints one of the members as Chairman.

The Committee members' term of office is annual, with the option of being reappointed.

### **1. Part B – Internal Audit & Risk Management**

The BoD must implement an effective internal audit system, with the aim of safeguarding the Company's investments and assets, as well as detecting and addressing the most significant risks.

The internal audit system is defined as all the procedures implemented by the BoD, the Management and the rest of the Company's staff and it aims at ensuring effectiveness and efficiency of corporate activities, credibility of financial information and compliance to the applicable laws and regulations.

The BoD must monitor the proper implementation of the business strategy and re-assess it regularly. It must also regularly review the main risks faced by the Company and the effectiveness of the internal audit system with regard to managing said risks. This review must cover all material audits, including any financial and operational audits, compliance audits and risk management system audits. Through the

Audit Committee, the BoD must also have direct and frequent contact with the regular auditors, so as to receive regular updates from them with regard to the proper operation of the audit system.

The BoD must certify with a written statement that the annual and interim financial statements reflect the Company's financial position in an objective manner. This statement must be followed by a relevant statement by the Company's auditors.

The BoD must form an internal audit unit, as required by the Greek legislation, which shall operate in accordance with a written operation regulation and shall evaluate whether the internal audit system is suitable. The internal audit unit is independent from the rest of the business units. When performing its duties, it must have access to all Company documents, services or employees and must report to the BoD's Audit Committee.

The BoD members are ultimately responsible for ensuring that the internal audit system is adequate and effective, and for monitoring and supervising its efficient implementation. The BoD is responsible for formulating a specific strategy with regard to ensuring a safe internal audit system. At the same time, the BoD must evaluate the internal audit system annually.

The Internal Audit Department must assist in the evaluation of the internal audit system, by adopting practices of a systematic and professional approach towards assessing and improving the effectiveness of the procedures for risk management, internal audit systems and corporate governance.

The responsibilities of the Internal Audit Department include:

- Record, critically review and control the Company's internal audit and risk management system
- Review the system of communicating financial and administrative information to the Company's Management
- Confirm that the policies and procedures introduced with the aim of meeting the Company's corporate objectives are implemented
- Audit the Company's accounting and information systems in general
- Review the methods for safeguarding the Company's fixed assets
- Perform extraordinary audits, after agreement with the Company's Management
- Check whether the Internal Operation Regulation is followed as well as renew it, as specified by the Company's BoD
- Check whether the commitments included in the Company's bulletins with regarding pumping capitals through the Stock Exchange are met
- Check whether remunerations and all kinds of benefits to members of the Management are legitimate with regard to the decisions of the relevant Company bodies
- Check the relations and transactions between the Company and the companies related to it

During the inspections, the Internal Audit Department shall submit proposals that aim to continuously improve the internal audit systems, so as to achieve higher productivity and efficiency.

### **Part C – BoD Evaluation**

With regard to the evaluation of the BoD's efficiency, every 2 years, each member must fill out a BoD operation self-evaluation form and submit it to the Chairman.

If the Chairman believes that there are issues that need to be resolved, these shall be discussed during a BoD meeting and actions for addressing any inadequacies detected shall be determined.

## **Part D – Remuneration Policy**

### **I. General**

The procedures for determining remunerations must be marked by objectivity, transparency and professionalism and be free of any conflicts of interest.

The criterion for offering remunerations to BoD members, management executives and other Company staff must be based on creating long-term corporate value, promoting meritocracy and achieving balance between their short- and long-term performance. This way the Company will be able to attract and keep executives with suitable qualifications and skills.

The main responsibility of the BoD with regard to offering remunerations to its members is based on determining the remunerations for executive and non-executive members.

Specifically, with regard to the executive BoD members, their remuneration must be linked to the corporate strategy, the Company's objectives and the achievement of said objectives, with the ultimate aim being to create long-term value for the Company.

As for the non-executive members, it is proposed that their remuneration reflects the time they have spent fulfilling their responsibilities. It is also proposed that their remuneration not be directly connected to the Company's performance so as not to discourage any disputes on the part of the Management when it comes to assuming increased business risks.

The remunerations of the executive BoD members must be pre-approved by the BoD or the General Meeting, upon recommendation of the relevant Committee, while final approval of remunerations both for executive and for non-executive members shall be issued by the General Shareholder Meeting.

## **Part D – Relations with Shareholders-Investors**

- The Company shares are registered, intangible and indivisible.
- Each share has one voting right at the General Meeting.
- The shareholder rights stemming from the share are proportionate to the percentage of ownership the share represents.

### **I. Communication with Shareholders**

The Company must ensure that there is continuous and unimpeded communication with the shareholders through the Investor Relations Department. In collaboration with the Management and the BoD, said Department must:

- Provide valid and timely information to shareholders and investors on all matters pertaining to the Company
- Acknowledge the shareholders' rights as these are set out in the legislation in force and encourage their right to participate equally and effectively in General Shareholder Meetings

The BoD must ensure that there is constant and constructive dialogue with Company shareholders, especially the ones with significant holdings in the Company's share capital and long-term prospects. It must also in all events ensure the equal treatment of all shareholders, including minority and foreign shareholders.

The Company's Management must be available for meetings with Company shareholders with significant holdings so as to discuss issues pertaining to the broader strategy and corporate governance. It must then inform the BoD accordingly with regard to the views of said shareholders. The Company's Management must ensure that the views of all shareholders are communicated to the BoD.

The Company must keep an active website, where it shall post a information on its corporate governance, organizational structure and ownership regime, as well as any other information deemed useful for shareholders and investors, in accordance with the legislation in force.

## **II. General Shareholder Meeting**

The General Meeting is the supreme company body, convened in accordance with the legislation in force and the Company's Articles of Association and entitled to decide on any matter pertaining to the Company. Shareholders are entitled to participate in the General Meeting, either in person or by legally authorized proxy, in line with the legal procedure in force.

The BoD must ensure that the General Shareholder Meeting is prepared and held in a manner that facilitates the shareholders in effectively exercising their rights. Shareholders must be fully informed on all issues pertaining to their participation in the General Meeting, including the items on the agenda and their rights during the General Meeting.

In combination with the provisions of Law 3884/2010, at least 20 days prior to the General Meeting, the Company must post on its website, both in Greek and English, information regarding:

- The date, time and location of the General Shareholder Meeting
- The main rules and participation practices, including the right to introduce items to the agenda and submit questions, as well as the deadlines for exercising such rights
- The terms of representation by proxy and the forms used for appointing or revoking proxies
- The proposed agenda of the Meeting, including the drafts of the decisions to be discussed and voted on, as well as any accompanying documents
- The proposed list of candidate BoD members
- The total number of shares and voting rights on the convention date

The Company's BoD Chairman, the General Manager and the Chairmen of the BoD committees must attend the General Shareholder Meeting so as to offer information and updates on matters to be discussed and on questions or clarifications requested by the shareholders. Moreover, the Company's Internal Audit Manager and the regular certified auditor must also attend the General Shareholder Meeting.

Any person appearing as a shareholder in the files of the organization where the Company's transferable securities are recorded is entitled to participate and vote at the Company's General Meeting. In order to exercise these rights, it is not necessary for shareholders to block their shares or comply with any other similar procedural requirements. The shareholder may appoint a representative if they so wish, in the line with the provisions of the Articles of Association and the law.

The Chairman of the BoD temporarily chairs the General Meeting. The Chairman shall appoint one or two of the shareholders or proxies in attendance to serve as temporary secretaries.

After validating the table of shareholders eligible to vote, the General Meeting must immediately elect the final presiding committee, which is composed of the Chairman and one or two secretaries, who also act as tellers.

The General Meeting Chairman must allow ample time for the shareholders to submit their questions.

The decisions of the General Meeting must be made in accordance with the provisions of the legislation in force and the Company's Articles of Association.

A summary of the General Shareholder Meeting minutes, also translated and available in English, must be posted on the Company's website within 5 days from the date the General Shareholder Meeting was held, provided this is required by the legislation and/or the Company's shareholding structure.