



## **INTERNAL REGULATION**

11th Revision 22/05/2026

## TABLE OF CONTENTS

<b>1. INTRODUCTION.....</b>	<b>3</b>
<b>2. OBJECT.....</b>	<b>4</b>
<b>3. ORGANIZATIONAL STRUCTURE OF THE COMPANY .....</b>	<b>5</b>
<b>3.1. GENERAL MEETING .....</b>	<b>5</b>
<b>3.2. BOARD OF DIRECTORS .....</b>	<b>6</b>
<b>3.3. SECRETARY OF THE BOARD OF DIRECTORS .....</b>	<b>6</b>
<b>3.4. COMMITTEES OF THE BOARD OF DIRECTORS.....</b>	<b>7</b>
3.4.1. AUDIT COMMITTEE .....	7
3.4.2. REMUNERATION & NOMINATION COMMITTEE .....	8
3.4.3. SUSTAINABLE DEVELOPMENT COMMITTEE.....	8
<b>3.5. MANAGEMENT COMMITTEES .....</b>	<b>9</b>
3.5.1. MANAGEMENT COMMITTEE.....	9
3.5.2. INVESTMENT COMMITTEE .....	10
<b>3.6. LEGAL COUNSEL.....</b>	<b>11</b>
<b>3.7. INTERNAL CONTROL SYSTEM.....</b>	<b>11</b>
<b>3.8. RISK MANAGEMENT UNIT (RMU).....</b>	<b>11</b>
<b>3.9. COMPLIANCE &amp; CORPORATE GOVERNANCE UNIT.....</b>	<b>12</b>
<b>3.10. INTERNAL AUDIT SERVICE (IAS).....</b>	<b>12</b>
<b>3.11. DIVISIONS.....</b>	<b>12</b>
3.11.1. INVESTMENTS DIVISION .....	12
3.11.2. LEGAL, COMPLIANCE & CORPORATE GOVERNANCE DIVISION .....	14
3.11.3. FINANCE DIVISION .....	16
3.11.4. STRATEGY & INVESTOR RELATIONS DIVISION.....	17
3.11.5. MARKETING & COMMUNICATIONS DIVISION.....	18
3.11.6. HUMAN RESOURCES DIVISION .....	20
3.11.7. OPERATIONS DIVISION .....	21
<b>4. POLICIES AND PROCEDURES .....</b>	<b>22</b>
<b>4.1. DISCLOSURE OF DEPENDENCY RELATIONSHIPS .....</b>	<b>22</b>

<b>4.2. CONFLICT OF INTEREST.....</b>	<b>22</b>
<b>4.3. TRAINING OF BOD MEMBERS AND OTHER OFFICERS .....</b>	<b>22</b>
<b>4.4. RECRUITMENT AND PERFORMANCE EVALUATION OF SENIOR OFFICERS .....</b>	<b>23</b>
<b>4.5. REGULATORY COMPLIANCE.....</b>	<b>23</b>
<b>4.6. SUSTAINABLE DEVELOPMENT .....</b>	<b>23</b>
<b>4.7. MARKET ABUSE .....</b>	<b>23</b>
<b>4.8. RELATED-PARTY TRANSACTIONS .....</b>	<b>24</b>
<b>4.9. EVALUATION OF THE INTERNAL CONTROL SYSTEM (ICS) .....</b>	<b>24</b>
<b>4.10. CORPORATE GOVERNANCE SYSTEM (CGS) EVALUATION.....</b>	<b>24</b>
<b>ANNEXES .....</b>	<b>25</b>

## 1. INTRODUCTION

This Internal Regulation (hereinafter the "Regulation") of the Company "LAMDA Development S.A." (hereinafter the "Company") was prepared in accordance with the regulatory decisions of the Hellenic Capital Market Commission and the provisions of Law 4706/2020 on the corporate governance of sociétés anonymes listed on Euronext Athens. The current revision of this Regulation shall enter into force upon approval of the Board of Directors of the Company (the "BoD") during the meeting dated 22/05/2026.

This Regulation is based on the organizational structure of the Company, it corresponds to its size and object and contains binding provisions regarding the powers and responsibilities of the Company's administrative bodies and senior management.

This Regulation governs, *inter alia*:

- The organizational structure, the scope of the committees, the Divisions/Departments/Units, as well as the duties of their heads and their reporting lines;
- The policies and procedures ensuring the Company's compliance with legislative and regulatory provisions governing its organization, operation, and activities;
- The reporting of the main features of the Internal Audit System, namely the operation of the Internal Audit Service, Risk Management Unit and Compliance Unit;
- The Procedure for disclosing any dependency relationships of the independent non-executive members of the BoD and persons closely associated with them;
- The policies and procedures for preventing and addressing conflicts of interest;
- The Procedure for the recruitment of senior management officers and the evaluation of their performance;

- The Sustainable development policy followed by the Company;
- The Procedure for ensuring compliance of persons discharging financial responsibilities, as defined in article 3, par. 1(25) of Regulation (EU) No. 596/2014, as well as persons closely associated with them, within the meaning of article 2, par. 14 of these presents, including the requirements provided under article 19 of Regulation (EU) No. 596/2014;
- The Procedure for managing inside information and properly informing the public, in accordance with Regulation (EU) 596/2014;
- The Procedure for the compliance with the obligations arising from articles 99 to 101 of Law 4548/2018, on related-party transactions.
- The Policy and Procedure for the periodic evaluation of the Internal Control System according to recognised evaluation standards, as well as for the implementation of the provisions on corporate governance under Law 4706/2020.
- The Training Policy for Directors, Management Officers & Other Officers of the Company involved in Internal Audit, Risk Management, Regulatory Compliance and Informational Systems.

The Purpose of the Regulation is to regulate the organization and operation of the Company in order to ensure:

- Business Integrity;
- Transparency of business;
- Oversight of the Management and in particular the decision-making process;
- Compliance with the legislation and in particular with the obligations laid down for listed companies.

The respective heads of the various Divisions supervise and direct the operations of their subordinate Divisions / Departments / Units as detailed below, and report directly to the CEO and cooperate with the competent officers that are responsible for other matters.

This Regulation shall be read in conjunction with the provisions of the Company's Articles of Association and shall be communicated to the Company's employees, who shall comply with it, while it is also published on the Company's website.

Responsibility for revising the Internal Regulation rests with the Human Resources Division and the Compliance & Corporate Governance Unit.

## **2. OBJECT**

The Company is active in the development of real estate and in the provision of all kinds of services related to the construction, operation, management and disposal of real estate.

The purpose of the Company in accordance with its articles of association is:

- The acquisition, management and disposal of shares and in general of shares options or other participations in companies of any form and of any economic activity sector, for own account.

- The acquisition, management, development, construction, exploitation and disposal of all kinds of real estate property.
- The provision of business administration services.
- The planning, construction, supervision and management of technical projects.
- The provision of services to support operational needs of third companies in any business sector, such as airports and air transport, commodities distribution, amenity centers, hotels, yachts, shopping centres, etc.
- Any activity relevant to the above.

### **3. ORGANIZATIONAL STRUCTURE OF THE COMPANY**

The Company is organizationally divided into Divisions (and, where applicable, into Units and Departments), each with a clear and specific scope. The scope and core responsibilities of each Division are adjusted in accordance with the prevailing needs of the Company.

The organizational structure is determined based on the recommendations of the competent Chiefs to the Chief Executive Officer, subject to the concurrence of the Human Resources Division. In the event that the proposed changes affect the Organizational Chart and/or the applicable Internal Regulation, the Human Resources Division shall seek the assistance of the Compliance & Corporate Governance Unit. The responsibilities of each Division at any given time are determined according to the needs of the Company. Employees are vested with appropriate and sufficient responsibilities to perform the duties of the position assigned to them.

The organization of the Company, as reflected in its currently valid organizational chart, is structured in line with its fundamental purpose.

#### **3.1. GENERAL MEETING**

The General Meeting of shareholders is the supreme organ of the company and has the power to decide upon all matters relating to the company. Its duly-taken decisions are binding upon all the Shareholders, including those absent or disagreeing. The result of the voting is announced by the chair of the general meeting as soon as it is obtained. The results of the voting are published on the Company's website under the responsibility of the BoD within five (5) days at the latest from the date of the General Meeting, specifying, for each resolution, at least the number of shares represented by the valid votes cast, the shareholding represented by such shares, the total number of valid votes, and the number of votes in favour and against any resolution and the number of abstentions.

The Company assists and provides for both the participation of the shareholders in the general meetings and for the material exercise of their rights to the extent possible. In order to ensure the greatest possible participation of shareholders in the General Meeting on the basis of full information, the company puts in place mechanisms for the timely publication of the invitation to the General Meeting, which must at least specify the date, venue, proposed agenda and exact description of the procedures for the participation and

voting of shareholders. To the extent that any questions of shareholders on items on the agenda are not answered during the meeting, the Company implements a procedure for submitting the relevant answers.

### **3.2. BOARD OF DIRECTORS**

The BoD is the competent body responsible for decisions on all matters relating to the representation, management, administration, and, in general, the pursuit and realization of the Company's object. In particular, the BoD:

- May delegate the powers of management and representation of the Company to one or more persons, whether Members or not, simultaneously determining the scope of such delegation, as well as their right to further delegate the exercise of the powers so assigned, or part thereof, to other Members of the BoD or third parties. Such delegation may be made generally for an indefinite or fixed period of time, or specifically for certain acts.
- Has the authority to decide on the issuance of bond loans, except for those for which the General Meeting is competent pursuant to Articles 71 and 72 of Law 4548/2018. With regard to bond loans convertible into shares, the BoD may decide on their issuance following authorization by the General Meeting, in accordance with Article 24 of Law 4548/2018.
- Consists of executive, non-executive, and independent non-executive members. The capacity of BoD members as executive or non-executive is determined by the BoD. The independent non-executive members are elected by the General Meeting.

### **3.3. SECRETARY OF THE BOARD OF DIRECTORS**

The Board of Directors is supported by a Secretary, who is the Head of Legal, Compliance & Corporate Governance Division and attends its meetings. All members of the BoD have access to the services of the Secretary. The role of the BoD Secretary is to provide practical support to the Chairman and the other members of the BoD, collectively and individually, ensuring the compliance of the BoD with applicable laws and regulations, as well as the Company's internal rules.

Under the supervision of the Chairman of the BoD, the responsibilities of the Secretary include:

- Ensuring the proper flow of information between the BoD and its committees, as well as between senior executives and the BoD;
- Designing an induction program for BoD members immediately after the commencement of their term of office, and ensuring their continuous and comprehensive briefing on matters concerning the Company;
- Ensuring the effective organization of both BoD meetings and shareholders' meetings, and the overall proper communication of the latter with the BoD, as well as of BoD members among themselves, in compliance with the applicable legal and statutory requirements;
- Keeping the minutes of the meetings of the BoD and the General Meeting.

Further information regarding the operation of the BoD, the role and responsibilities of the executive and non-executive members, as well as of the Chairman of the BoD, the Chief Executive Officer, and the Secretary of the BoD, is set out in the Rules of Procedure for the BoD, which is published on the Company's website and attached hereto as an Annex.

### **3.4. COMMITTEES OF THE BOARD OF DIRECTORS**

The Committees reporting directly to the BoD are the Audit Committee, the Remuneration & Nomination Committee, and the Sustainable Development Committee.

#### **3.4.1. AUDIT COMMITTEE**

The Audit Committee was initially established under Article 37 of Law 3693/2008, in accordance with the specific terms and provisions of the aforesaid law, upon decision of the Annual General Meeting of Shareholders, dated 5 May 2009. The implementation of the provisions of Law 4449/2017, made necessary the re-establishment of the Audit Committee, which was carried out in accordance with a relevant decision of the Annual General Meeting of Shareholders, dated 15 June 2017. Upon enactment of the provisions of Law 4706/2020, arose the need for the re-establishment of the Audit Committee and the adjustment of its Charter.

The purpose of the Audit Committee is to support the effective governance of the Company and its subsidiaries under its control, in accordance with applicable legislation and, in particular, Article 44 of Law 4449/2017, as amended by Law 4706/2020, with regard to the financial reporting process, the effectiveness of the Internal Control Systems (ICS) and Corporate Governance System (CGS), the oversight of the statutory audit, as well as information and information systems security

In particular, for the purpose of assisting the Company's BoD in the performance of its duties, the Audit Committee:

- Serves as the channel of communication between the BoD, the Internal Audit Service, the statutory auditors, and the Company's Senior Management Officers in relation to the work assigned to it.
- Assists the BoD in fulfilling its duties with respect to the following:
  - Proper application of accounting principles and the process of preparing financial reporting.
  - Ensuring the adequate and effective operation of the Internal Control System, i.e., the entirety of internal audit mechanisms and procedures, including risk management, internal audit, and regulatory compliance, as well as the Corporate Governance System, namely Articles 1–24 of Law 4706/2020.
  - Oversight of the statutory audit.
  - Oversight of the security of the Company's information and information systems.
  - Informing the investment community regarding the Sustainable development policy adopted by the Company.

More information on the aim, composition, responsibilities, operation, term of office and evaluation of the Audit Committee, as well as the tasks and responsibilities of the Chair of the Audit Committee, are set forth in the Audit Committee Charter, which is uploaded on the Company's website and attached hereto as an Annex.

### **3.4.2. REMUNERATION & NOMINATION COMMITTEE**

The Remuneration & Nomination Committee was initially established pursuant to the decision of the BoD dated 01/03/2011, resulting from the merger of the Remuneration Committee (established on 16/07/2004) and the Nomination & Corporate Governance Committee (established on 11/09/2007). With the implementation of the provisions of Law 4706/2020, it became necessary to re-establish the Committee and adapt its Operating Regulation accordingly.

The purpose of the Remuneration & Nomination Committee is to support the effective governance of the Company and its subsidiaries under its control. More specifically, the purpose of the Committee is to assist the BoD with respect to the following:

- the general principles that govern the management of human resources of the Company, and more specifically the Remuneration, fringe benefits and incentives policy, for the BoD members, the General Manager or his Deputy, if such position is provided by the organization scheme, as well as the top management according to the conditions of the market and the economy in general, as well as
- The enhancement of the administrative centres of the Company; and ensuring the efficient management of the Company, by identifying, presenting and nominating suitable candidates to fill vacancies on the BoD; More specifically, for the purpose of nominating candidates to serve on the BoD, the Committee takes into account the factors and criteria set by the Company according to the adopted Policy on the Suitability of the members of the Board of Directors.

More information on the aim, composition, responsibilities, operation, term of office and evaluation of the Remuneration & Nomination Committee, as well as the tasks and responsibilities of its Chair, are set forth in the Rules of Procedure for the Remuneration & Nomination Committee, which is uploaded on the Company's website and attached hereto as an Annex.

### **3.4.3. SUSTAINABLE DEVELOPMENT COMMITTEE**

The Sustainable Development Committee was initially established pursuant to the decision of the Company's BoD dated 07/02/2024. It is a mixed Committee consisting of BoD members, the majority of whom are independent and non-executive, as well as senior officers of the Company. The exact number of Committee members is determined by decision of the Board of Directors, which shall also be responsible for the appointment of the Chair and the members of the Committee.

The mission of the Committee is to assist the BoD in strengthening and overseeing the Company's and the Group's long-term commitment to achieving their strategic Sustainable Development objectives. The main responsibilities of the Sustainable Development Committee include monitoring the implementation of the Sustainable Development Strategy, supporting its integration into the business model of the Company and its subsidiaries, as well as ensuring its alignment with the Group's overall strategy.

Further information regarding the purpose, composition, responsibilities, operation, term of office, and evaluation of the Sustainable Development Committee is set out in its Rules of Procedure, which are published on the Company's website and attached hereto as an Annex.

### **3.5. MANAGEMENT COMMITTEES**

#### **3.5.1. MANAGEMENT COMMITTEE**

The Management Committee is appointed by the Chief Executive Officer and consists of the Chiefs of the following Divisions:

- Investments Division
- Property & Facility Management
- Programme Execution Division
- Ellinikon Project, Controls Division
- Development Division Malls, Metropolitan Park, Leisure/ Culture & Hospitality
- Development Division, Residential,
- Commercial Division, Residential
- Ellinikon Project Legal Department
- Urban Planning and Permitting Division
- Legal, Compliance & Corporate Governance Division
- Finance Division
- Strategy and Investor Relations Division
- Marketing and Communications Division
- Human Resources Division
- Operations Division
- Marinas

The Management Committee acts as the coordinating body that monitors the Company's operation in relation to its annual objectives, submits strategic or operational recommendations to the BoD, and takes decisions based on the responsibilities of its members, as defined below.

The aforesaid Committee convenes on a regular basis, and, as the case may be, whenever deemed necessary by any of its members.

The Directors are required to inform the employees of their Divisions about the issues discussed and the developments arising from each meeting.

### 3.5.2. INVESTMENT COMMITTEE

The Investment Committee is responsible for implementing the Company's Investment Strategy through the development of its investment objectives, the evaluation of new investment and business opportunities for the Company, and the approval of investments exceeding the value of three (3) million euros.

Investments below three (3) million euros do not require special approval by the Investment Committee and remain within the decision-making authority of the hierarchy of the competent Divisions (Chiefs, CEO, etc.).

The permanent voting members of the Investment Committee are as follows:

- Chief Executive Officer – Chairman
- Chief Investment Officer – Member
- Chief Financial Officer – Member
- Chief Strategy and Investor Relations Officer – Member

In the event of a tie, the Chairman's vote counts as two votes and determines the outcome.

The competent departments submit their investment proposals to the Investment Committee. The Chief Investment Officer is designated as the Coordinator of the Investment Committee. The Coordinator is responsible for setting the date on which the Committee will convene, advising the competent departments on the preparation of investment proposals, and confirming the completeness of the file before it is submitted for voting and approval by the Investment Committee.

The General Counsel / Chief Legal Officer may also participate in the meetings of the Investment Committee without voting rights.

Depending on the type and nature of the proposed investment, the Investment Committee may invite other Company officers to provide opinions (within their competence) following the relevant invitation.

The secretariat of the Investment Committee is appointed by the Chairman or the Coordinator. The Committee meets upon invitation by the Coordinator, following consultation with the Chief Executive Officer, in order to decide on the approval or rejection of the proposed investment, or its further submission to the BoD of the Company for review.

The relevant material must be sent by the Proponent to the Coordinator, who in turn circulates it to the other members of the Investment Committee at least two (2) working days prior to the scheduled meeting date.

The submission to the Investment Committee must include an assessment of the proposed investments regarding their alignment with the Company's Sustainable Development Strategy. Proposed investments must contribute to at least one pillar of the Company's Sustainable Development Strategy, while at the same time not significantly harming another pillar. The Company's Sustainability Department may assist in preparing the above assessment and must in any case be informed accordingly. A quorum of the Investment Committee is deemed to exist when at least four (4) permanent members participate.

Decisions of the Investment Committee:

- For any investment not exceeding ten (10) million euros, provided that the total annual investments do not exceed thirty (30) million euros, the Investment Committee has the authority to decide on their expediency without further approval.
- In all other cases, the Investment Committee submits its reasoned recommendation to the Company's BoD for approval.

Further information regarding the Investment Committee is set out in its Operating Regulation, which is attached hereto as an Annex.

### **3.6. LEGAL COUNSEL**

The Legal Counsel is in charge of the Group's legal affairs that are of material significance for the implementation of the Management's strategic goals. The Legal Counsel provides legal advice to the BoD and the Management in general and supervises and coordinates the effective legal support of the Group both in terms of legal management of the corporate affairs, and in terms of cooperation with external associates. Lastly, the Legal Counsel finalises the formulation of the Group's opinions.

### **3.7. INTERNAL CONTROL SYSTEM**

The Company's Internal Control System (hereinafter the "ICS") encompasses all internal control 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.

The main components of the Company's ICS are:

- The audit environment through which the overall organisation and the manner of management of the Company are decided;
- Risk management;
- The auditing mechanisms and the safeguards contributing to the application of the directions issued by the management for an effective risk management in order to achieve the Company goals;
- The information and communication system;
- The broader monitoring of the ICS.

Within the framework of the ICS, and taking into account the "three lines model," the Company has established, on the second line, the Risk Management Unit and the Compliance Unit, and, on the third line, the Internal Audit Service. The core mission of the above is set out below.

### **3.8. RISK MANAGEMENT UNIT (RMU)**

The mission of the Risk Management Unit (hereinafter the "RMU") is to make a substantial contribution to the development of a modern operating framework at all organizational levels, for the identification, assessment, and management of the risks faced by the Company.

The RMU also supervises and guides the Company's units to ensure that the risks undertaken are consistent with the risk appetite and tolerance limits defined and shaped by Senior Management.

The RMU has a functional reporting line to the Audit Committee, while administratively it reports to the Operations Division.

Further information regarding the RMU is set out in the Risk Management Charter, which is attached hereto as an Annex.

### **3.9. COMPLIANCE & CORPORATE GOVERNANCE UNIT**

The Compliance & Corporate Governance Unit has as its primary mission the assurance of the Company's compliance with the applicable institutional and supervisory framework, as set out in the annual Compliance Action Plan (hereinafter the "Action Plan"), as well as the coordination and oversight of Corporate Governance matters. The Action Plan is approved by the Audit Committee and reflects the Compliance Pillars together with the specific actions to be implemented for monitoring compliance, which govern the Company's business activities and operations. In the context of strengthening the Company's integrity and transparency, the Compliance & Corporate Governance Unit ensures the establishment of a comprehensive compliance program.

The Compliance & Corporate Governance Unit has a functional reporting line to the Audit Committee, while administratively it reports to the Legal, Compliance & Corporate Governance Division.

Further information regarding the Compliance & Corporate Governance Unit is set out in the Operating Regulation of the Compliance & Corporate Governance Unit, which is attached hereto as an Annex.

### **3.10. INTERNAL AUDIT SERVICE (IAS)**

The purpose and mission of the Internal Audit Service (hereinafter the "IAS") is to provide independent, objective assurance and advisory services, designed to add value and improve the operations of the Company and its subsidiaries. The IAS assists the Group in achieving its objectives by adopting a systematic, professional approach to evaluating and enhancing the effectiveness of risk management processes, as well as internal control and corporate governance systems.

The IAS is an independent organizational unit within the Company. The Chief of the IAS reports functionally to the Audit Committee and administratively to the Chief Executive Officer.

Further information regarding the IAS and its responsibilities, as well as the responsibilities of its Chief, is set out in the Internal Audit Service Charter, which is attached hereto as an Annex.

### **3.11. DIVISIONS**

#### **3.11.1. INVESTMENTS DIVISION**

The Investments Division is responsible for the evaluation and, in cooperation with other Divisions of the Company or the Group, the overall implementation of the Company's and other Group companies' Investment

Strategy, the assessment of new investment opportunities, as well as the development of new investment targets for the Company or its subsidiaries. Indicatively, within the framework of the implementation of the Ellinikon project, the Investments Division is entrusted with the establishment of strategic partnerships and the implementation of investments.

**The Division is overseen by the Chief Investment Officer, who reports to the Chief Executive Officer.** Its responsibilities include, indicatively:

- Designing and implementing the Company's investment transactions relating to operational real estate, such as offices, tourism and hospitality services, education, healthcare, rental housing (e.g., student residences), etc.
- Responsibility for designing and implementing all of the Company's investment transactions in new business sectors, acquisitions/mergers, corporate transformations, as well as investments in start-ups.
- Investments in new marinas, in cooperation with LAMDA MARINAS INVESTMENTS S.M.S.A.
- Coordinating transactions relating to land acquisitions and sales.
- Identifying and securing financing instruments and incentives for the Company's New Investments and Business Developments, and designing and implementing corporate and other investment transactions.
- Designing and implementing the Company's investment transactions relating to energy, as well as monitoring and optimizing the Group's energy needs.

**In addition, the following sectors fall under the Investments Division:**

### **1. Technology**

Responsible for supporting the Company and its subsidiaries. Its responsibilities include, indicatively:

- Developing new technology projects and upgrading/maintaining existing ones, to support the Company's operations as well as the proper functioning and sustainability of its supporting infrastructure.
- Monitoring, supporting, and maintaining infrastructures, processes, and partnerships regarding information systems security.
- Providing advisory services to other Divisions, Departments, and subsidiaries of the Company on Technology matters.

### **2. Sustainability**

Responsible for Sustainable Development matters concerning the Company and its subsidiaries. Its responsibilities include, indicatively:

- Supporting the Board of Directors and the Sustainable Development Committee in strengthening and overseeing the long-term commitment of the Company and the Group.

- Ensuring the Group’s compliance with the applicable institutional and regulatory framework governing its business activities and operations in relation to Sustainable Development matters.

Improving the Group’s performance on Sustainable Development issues by developing knowledge and fostering a culture that promotes Sustainable Development.

### **3.11.2. LEGAL, COMPLIANCE & CORPORATE GOVERNANCE DIVISION**

The Legal, Compliance & Corporate Governance Division is responsible for providing legal support and advice, ensuring compliance with applicable laws and regulations, monitoring regulatory developments, and managing corporate governance matters.

**The Division is headed by the General Counsel / Chief Legal Officer, who reports to the Chief Executive Officer.** At the same time, this role also serves as Legal Counsel and Secretary of the Board of Directors.

The Division includes:

1. Group Legal Services.
2. Ellinikon Project Legal Department.
3. Compliance & Corporate Governance Unit.
4. Data Protection Officer (DPO).
5. Archive.

Indicatively, the main responsibilities of the Legal Services, Regulatory Compliance & Corporate Governance Division include:

#### **1. Group Legal Services:**

- Supervising the operation of all individual departments of the Division and ensuring smooth cooperation among them, as well as with the other Divisions and departments of the Company.
- Overseeing, supervising, and guiding all legal matters of the Company and the other Group Companies, including matters relating to the Program for the development of the Metropolitan Pole of Ellinikon – Agios Kosmas (hereinafter the “Program”).
- Ensuring the proper legal operation of the Company and the other Group Companies.
- Overseeing, supervising, and guiding all legal cases concerning the Company and other Group Companies, including matters relating to the Program, regardless of whether these are undertaken and handled internally (by the Legal Division staff and its departments) or externally (with the assistance of specialized external legal advisors selected for this purpose).
- Providing legal advice and/or opinions on the organization and implementation of projects of the Company and other Group Companies, including projects related to the Program.
- Receiving, on behalf of the Company, all documents formally served to it.

#### **2. Ellinikon Project Legal Department**

The Ellinikon Project Legal Department (hereinafter “EPLD”) is responsible for providing legal services throughout all phases of the design, development, construction, commercial exploitation, and/or operation of the Program, through staff dedicated exclusively to its operations.

**The Department is headed by the Legal Counsel, The Ellinikon, who reports to the Chief Executive Officer and, on a matrix basis, to the General Counsel / Chief Legal Officer.** Its responsibilities include:

- Supervising and handling all legal matters relating to the Program and the companies, and ensuring their proper legal management.
- Conducting legal review of all types of contracts relating to the Program in all its aspects. Preparing and updating contract templates in line with current business needs. Providing legal advice and/or opinions regarding the Program and the companies, with the aim of advancing their objectives and safeguarding all types of rights and interests.
- Managing legal matters before Courts, Public Authorities, and Agencies, and representing the Program and the Company before them.
- Coordinating legal tasks assigned to external lawyers and other legal partners (e.g., notaries, court bailiffs, etc.) who directly or indirectly support the Program and the Company.

### **3. Compliance & Corporate Governance Unit (hereinafter the “Unit”)**

The main mission of the Compliance & Corporate Governance Unit is to ensure the Company’s compliance with the applicable institutional and supervisory framework, as set out in the annual Compliance Action Plan (hereinafter the “Action Plan”), as well as the coordination and oversight of Corporate Governance matters. The Action Plan is approved by the Audit Committee and sets out the Compliance Pillars as well as the individual actions to be implemented for monitoring compliance and governing the Company’s business activities and operations. As part of strengthening the Company’s integrity and transparency, the Unit ensures the creation of a comprehensive compliance program.

### **4. Data Protection Officer (DPO)**

The Company has appointed a Data Protection Officer (hereinafter “DPO”), who reports functionally to the Chief Executive Officer and administratively to the Compliance & Corporate Governance Unit.

The main responsibilities of the DPO include:

- Informing the Company of its obligations under data protection legislation, such as the General Data Protection Regulation (hereinafter “GDPR”), other provisions of national and European legislation, as well as Decisions, Guidelines, and Directives of institutional bodies, such as the Hellenic Data Protection Authority and the European Authorities.
- Monitoring the Company’s compliance with the above legislation.
- Drafting Policies and Procedures governing the Company’s processing of personal data.
- Ensuring the training and awareness of employees of the Company involved in processing activities, and overseeing related audits.
- Providing advice, when requested, regarding data protection impact assessments.

- Cooperating with the competent Supervisory Authority when required by applicable legislation.
- Acting as the point of contact with the Supervisory Authority for issues relating to personal data processing, including prior consultation as referred to in Article 36 of the GDPR, and carrying out consultations, as appropriate, on any other matter.

## 5. Archive

Registering and archiving all contracts, disputes, and ownership titles (movable and immovable), as well as ensuring the proper functional organization of all such documents.

### 3.11.3. FINANCE DIVISION

The Finance Division is responsible for ensuring the timely and accurate internal delivery of financial reports and the provision of financial advice and analysis. The Division includes:

1. Accounting & Tax.
2. Treasury.
3. Financial Planning & Analysis.
4. Insurance.

**The Division is overseen by the Chief Investment Officer, who reports to the Chief Executive Officer.** Its responsibilities include, indicatively:

- Providing regular reports to the Management Team, the Chief Executive Officer, and the Board of Directors on the financial status of the Company.
- Ensuring timely and accurate internal management reporting and coordinating the Group's annual budgeting process.
- Providing financial advice and analysis to support timely and well-documented financial decision-making.
- Ensuring compliance with accounting and tax laws, as well as legislative and regulatory matters affecting the Company and all its subsidiaries.
- Ensuring that forecasts and risks are fully taken into account and that decisions are aligned with the overall financial strategy.
- Managing sources and uses of funds and ensuring that the Company has sufficient reserves to meet its operational and investment needs.
- Managing the insurance coverage plan for the Company and all its subsidiaries.

#### 1. Accounting & Tax

- Managing the accounting records and reporting for the Company and all its subsidiaries.
- Creating and ensuring a strong controlled financial environment, ensuring that all control points operate effectively and that financial transactions are accurately recorded in the Company's books.

## 2. Treasury

- Planning and ensuring the Company's liquidity, managing debts, and optimizing interest income and expenses.
- Ensuring that the Company and all business units have the necessary funds at the right time to operate in the most efficient manner.

## 3. Financial Planning & Analysis

- Providing insights through analysis and interpretation of commercial and financial information.
- Ensuring timely and accurate management reports and coordinating the preparation process of the Group's annual budget and long-term business plan.

## 4. Insurance

- Supporting the insurance needs of the Group, the Ellinikon Project, and the Company's operating real estate assets.
- Transferring the majority of the associated financial risk to insurance companies through an insurance coverage plan.

### 3.11.4. STRATEGY & INVESTOR RELATIONS DIVISION

The Strategy & Investor Relations Division is responsible for managing relationships with shareholders, the investment community, and potential new investors, while ensuring compliance with stock exchange legislation. The Division includes:

1. The Investor Relations Department.
2. The Shareholder Service & Corporate Announcements Department.

**The Division is overseen by the Chief Strategy & Investor Relations Officer, who reports to the Chief Executive Officer.** Its responsibilities include, indicatively:

#### 1. Investor Relations Department

- Managing relationships with the Company's existing shareholders and the broader investment community.
- Attracting new investors / shareholders according to the Company's needs.
- Preparing and providing information to the Company's Management regarding its shareholding structure.
- Participating in defining the policy on capital structure, which is necessary and impacts the business strategy of the Company and its subsidiaries.
- Participating in the search for and securing of any required equity and debt capital, excluding bank lending, necessary for financing the activities of the Group, as well as new investments, in collaboration with the Subsidiaries' New Investments Division.

- Developing strategic contacts with networks that identify investment opportunities, in collaboration with the Subsidiaries' New Investments Division.
- Monitoring and staying updated on developments in the Financial Sector and the Capital Market.

## **2. Shareholder Service & Corporate Announcements Department**

- Fulfilling information / disclosure obligations towards the investment community arising from current stock exchange legislation and the relevant decisions of the Hellenic Capital Market Commission.
- Organizing and conducting the required presentations (regular and extraordinary) regarding the Company's activities to existing shareholders as well as potential investors (both private and institutional).
- Adopting and monitoring key performance indicators and ensuring compliance with the procedures governing the Group's operations, in accordance with strategy, supervisory guidelines, and compliance rules from local and international bodies.
- Monitoring best practices in the sector, both in Greece and internationally, and shaping policies as well as coordinating actions to align the Group with the highest standards in this field.
- Preparing and submitting reports (in cooperation with the relevant Divisions) to the competent authorities to ensure the Company's compliance with its regulatory obligations, as well as the communication of such reports to third parties.

### **3.11.5. MARKETING & COMMUNICATIONS DIVISION**

The Division has overall responsibility for all Marketing and Communication activities of the Group and for implementing all actions aimed at safeguarding and enhancing the Group's image and reputation (including The Ellinikon Project), both in Greece and internationally.

The Division includes:

- Corporate Communications.
- Brand Marketing.
- Media.
- Experiential Marketing & EVP (Employer Branding Value Proposition).

**The Division is overseen by the Chief Marketing & Communications Officer, who reports to the Chief Executive Officer.** Its responsibilities include, indicatively:

- Designing and implementing the communication and public relations strategy of the Company and its individual developments.
- Coordinating media relations and corporate image with mass media (national and international level).
- Managing the operations of the Company's integrated Press Office (Press Releases, Articles, Interviews, Media Features).
- Designing the strategy and implementing corporate responsibility initiatives, sponsorships, donations, and awards.
- Crisis management.

- Designing and implementing content strategy (promotional and informational material, corporate brochures, magazines, newsletters, yearbooks, and related supporting actions) across all public touchpoints (online), with the goal of successfully and consistently conveying the Company's corporate identity, values, and vision.
- Designing and implementing promotional ATL and BTL actions.
- Coordinating and monitoring the Company's Media Plan across offline and online channels.
- Managing content for the Company's corporate website, digital channels, and social media.
- Designing and implementing major corporate events (internal and external).
- Defining initiatives and actions aimed at promoting the Company's values, purpose, and corporate culture, both internally and externally – EVP.

### **3.11.6. HUMAN RESOURCES DIVISION**

The Human Resources Division is responsible for the management and development of the Group's Human Resources, as well as for the design and implementation of Human Resources and Organizational policies and procedures. The Division includes:

1. People & Organizational Development.
2. Rewards
3. Internal Communications.
4. Occupational Health & Safety of employees within the office premises of: Golden Hall, Ellinikon, and shopping malls.

**The Division is overseen by the Chief Human Resources Officer, who reports to the Chief Executive Officer.**

Its responsibilities include, indicatively:

- Designing Human Resources policies, procedures, and systems.
- Recruitment, selection of personnel, and onboarding of new colleagues.
- Designing, organizing, and implementing staff training programs.
- Coordinating the employee goal-setting and performance evaluation process, linking it to development, career path, and rewards.
- Conducting employee satisfaction surveys, with the aim of designing and implementing programs that enhance employee satisfaction and engagement.
- Structuring and implementing compensation and benefits policy.
- Managing employee payroll
- Mediating and resolving interpersonal issues within the workplace.
- Ensuring occupational Health & Safety of employees in office premises.
- Internal communication on Human Resources-related matters, through the communication channels, with the objective of ensuring timely flow of information.
- Developing wellbeing initiatives aimed at enhancing employees' mental and physical health.
- Engaging employees through activities and initiatives that strengthen team spirit, innovation, etc.

### **3.11.7. OPERATIONS DIVISION**

**The Division is overseen by the Chief Operations Officer, who reports to the Chief Executive Officer.**

Indicatively, the responsibilities of the Division include the following:

- Supporting the Chief Executive Officer on matters of broader interest.
- Consolidation and alignment of information / presentations communicated to and by the Chief Executive Officer.
- Identification and prioritization of critical matters concerning either individual departments or multiple Divisions that require the attention of the Chief Executive Officer. Undertaking initiatives to ensure that such matters are identified, discussed, assigned and ultimately resolved.
- Facilitating internal communication among the Divisions for the purpose of alignment with the Company's corporate objectives.

**In addition, the following sectors fall under the Operations Division:**

#### **1. Procurement**

Responsible for procurements in accordance with the procurement policy of the Company and other Group companies.

Indicative procurement categories include:

- Contracting services or other technical services for construction projects.
- Supply of equipment and materials.
- Design services (architectural and others).
- Consulting services.
- Maintenance services.
- IT and Other administrative services
- Marketing and Communication Services

#### **2. Risk Management Unit**

The mission of the Risk Management Unit (hereinafter "RMU") is to substantially contribute to the development of a modern operational framework at all organizational levels, for the identification, assessment, and management of the risks faced by the Company.

**The RMU has a functional reporting line to the Audit Committee, while administratively it reports to the Operations Division.**

## **4. POLICIES AND PROCEDURES**

### **4.1. DISCLOSURE OF DEPENDENCY RELATIONSHIPS**

The Company has a procedure for disclosing the existence of dependency relationships of independent non-executive BoD members and persons closely associated with them. This procedure aims to ensure the compliance of the Company with the applicable institutional and supervisory framework and in particular to confirm and ensure that the independent non-executive members of the BoD have this status both at the time of their appointment as well as during their term of office and also that it is possible, on a consistent basis, to check that the independence criteria of the abovementioned members of the BoD are met.

The full text of the abovementioned procedure is attached hereto as an Annex.

### **4.2. CONFLICT OF INTEREST**

The Company has a Conflict of Interest Policy, which identifies its positions and requirements for the detection, prevention and management of conflict of interest affecting the interests of itself and its affiliated companies within the meaning of Article 32 of Law 4308/2014, as well as its customers, suppliers and associates.

This Policy has been prepared in full compliance with, and complementary to, the applicable legal and regulatory framework (including article 97 of Law 4548/2018 and articles 13 and 14 of Law 4706/2020). In addition, it contributes to the definition of clearer rules of conduct in the Group regarding the conflict of interest and provides guidance on how conflicts of interests are defined, how they can be identified and what procedures should be followed when they take place in order to protect the Interests of the Group.

Furthermore, the Company has a Procedure on managing situations of conflict of interest, which has as ultimate goal the timely and proper management of such situations, the notification to all the Obligated persons of the Group of their responsibilities in relation to conflict of Interest situations, accurately describing all the necessary actions to be taken in order to protect the interests of the Company and the Group as well as the interests of its customers, partners and suppliers.

The full text of the abovementioned policy and procedure is set out and attached hereto as an Annex.

### **4.3. TRAINING OF BOD MEMBERS AND OTHER OFFICERS**

The Company has a training policy for members of the BoD, senior management & other executives, whose purpose is to present the basic steps of the Company's training system, especially with regard to the design and implementation of the training for the candidates and existing members of the BoD, as well as the Senior and other Officers of the Company. In particular, this policy specifies the information of the new members of the BoD, Senior and other officers of the Company, with emphasis on issues of corporate culture, values and general strategy of the Company, before taking up their duties through appropriate introductory information programs, as well as the continuous professional training for the existing members of the BoD, Senior and other Officers of the Company.

The full text of the above-mentioned policy is attached hereto as an Annex.

#### **4.4. RECRUITMENT AND PERFORMANCE EVALUATION OF SENIOR OFFICERS**

The Company has a procedure for the recruitment of senior executives and the evaluation of their performance. The purpose of this process is the meritocratic, transparent and substantiated selection of the suitable candidates, who will staff the Company, based on their academic and professional qualifications, and their competencies/skills and thereafter their performance evaluation. This process shall apply to all senior executive managers of the Company and shall be followed whenever a vacancy arises.

The full text of the abovementioned process is attached hereto as an Annex.

#### **4.5. REGULATORY COMPLIANCE**

The Company maintains a Regulatory Compliance Policy, which sets out the fundamental principles governing its operations, with the objective of achieving compliance with its respective Pillars. The ultimate goal is adherence to the institutional and supervisory requirements governing the Company's activities. The Unit responsible for the development and updating of the policy is the Compliance & Corporate Governance Unit. The effective implementation of the policy is the responsibility of all Company personnel and Management.

The Company maintains a Regulatory Compliance Procedures Manual, prepared by the Compliance & Corporate Governance Unit, which includes specific steps and actions to ensure the Company's timely and continuous compliance with its regulatory obligations.

The full text of the abovementioned policy and procedure is attached hereto as an Annex.

#### **4.6. SUSTAINABLE DEVELOPMENT**

The Group has adopted a Sustainable development policy, which summarizes its commitment to the responsible management of the economic, social, and environmental impacts arising from all of its activities, towards its stakeholders, and more broadly, towards the economy, society, and the natural environment.

The Policy's purpose is twofold: on the one hand, to reduce any negative impacts, such as greenhouse gas emissions, and on the other, to enhance positive impacts, such as job creation, in alignment with the United Nations Sustainable Development Goals (SDGs), as well as the Group's own strategic sustainability objectives.

The full text of the aforementioned Policy is attached hereto as an Annex and is published on the Group's website as well as on the Group's intranet, so that it is accessible to employees, partners, and all stakeholders.

#### **4.7. MARKET ABUSE**

The Company has implemented a procedure for the compliance of persons discharging managerial responsibilities and persons closely associated with them, in accordance with the provisions of Regulation (EU) 596/2014 of the European Parliament and of the Board of Directors of 18 October 2017 on market abuse, with the objective of ensuring compliance with the applicable capital market legislation.

The full text of the aforementioned procedure is attached hereto as an Annex.

In addition, the Company has established a compliance procedure regarding the management of inside information and the proper disclosure of information to the public, in accordance with the provisions of the above Regulation.

The full text of the aforementioned procedure is attached hereto as an Annex.

#### **4.8. RELATED-PARTY TRANSACTIONS**

The Group has a related party transactions management procedure, which is intended to capture the actions taken with regard to the monitoring of the transactions with related parties and their proper disclosure to the competent bodies and shareholders of the Company.

The full text of the aforementioned procedure is attached hereto as an Annex.

#### **4.9. EVALUATION OF THE INTERNAL CONTROL SYSTEM (ICS)**

The Company has established a Policy for the periodic evaluation of the Internal Control System (ICS), in accordance with the institutional and supervisory requirements as set out in Law 4706/2020 and Decisions (EK) 1/891/30.9.2020 & (EK) 2/917/17.6.2021 of the Hellenic Capital Market Commission (HCMC). The purpose of the Policy is the periodic evaluation of the Company's ICS with a view to its continuous improvement. The Audit Committee is responsible for the development and updating of the Policy, with the support of the Compliance Unit and the Internal Audit Service (IAS), as required from time to time.

The Company also has in place a procedure for the periodic evaluation of the Internal Control System, aimed at determining the actions required for the evaluation to be carried out and ensuring the Company's compliance with the applicable institutional and supervisory framework and best practices.

The full text of the abovementioned policy and procedure is attached hereto as an Annex.

#### **4.10. CORPORATE GOVERNANCE SYSTEM (CGS) EVALUATION**

The Company has established a Policy for the periodic evaluation of the Corporate Governance System which incorporates the requirements of the institutional and supervisory framework as reflected in Law 4706/2020 and the Decisions (EK) 1/891/30.9.2020 & (EK) 2/917/17.6.2021 of the Hellenic Capital Market Commission (HCMC).

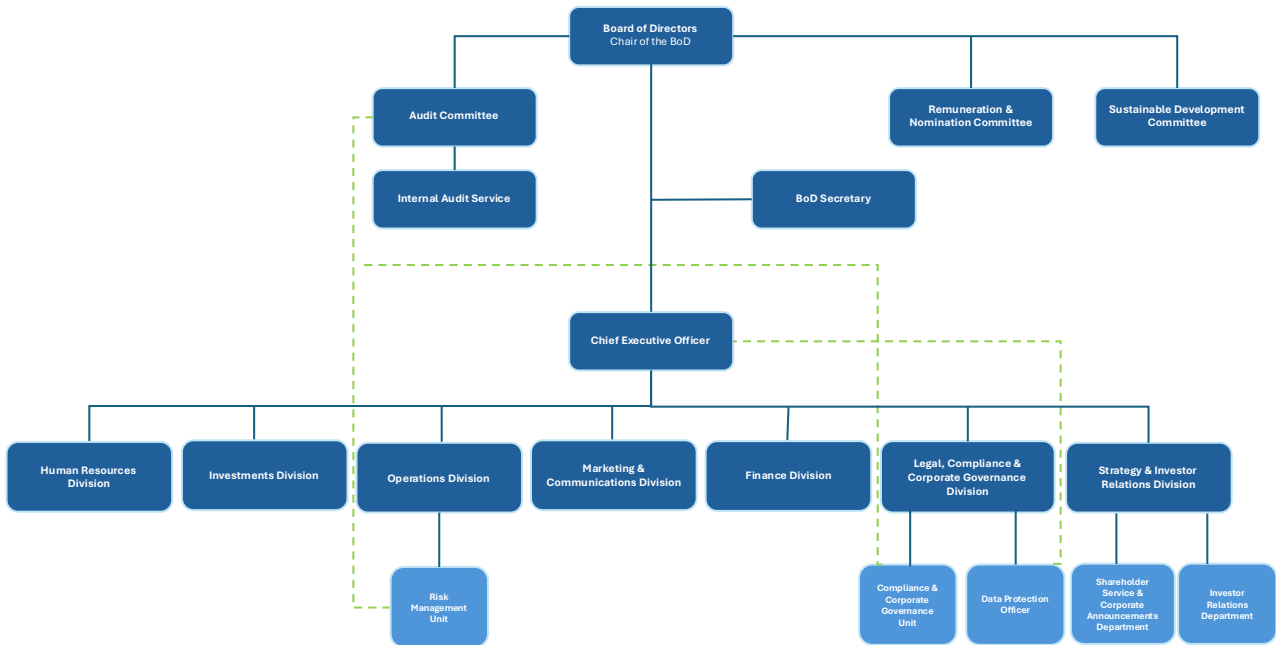
The aim of this Policy is the periodic evaluation of the Company's compliance with the applicable institutional and supervisory requirements on corporate governance and the handling of any consequences that may arise from any failure to comply with said requirements.

The Company has put in place a procedure for the periodic evaluation of the Corporate Governance System in which it establishes the actions required for the periodic evaluation of the Corporate Governance System according to the aforementioned approved Policy and for ensuring the compliance of the Company with the applicable institutional and supervisory framework and good practice.

The full text of the abovementioned policy and procedure is attached hereto as an Annex.

## ANNEXES

### ANNEX 1 – ORGANIZATIONAL CHART



### ANNEX 2 – RULES OF PROCEDURE OF THE BOARD OF DIRECTORS

### ANNEX 3 – AUDIT COMMITTEE CHARTER

### ANNEX 4 – RULES OF PROCEDURE FOR THE REMUNERATION AND NOMINATION COMMITTEE

### ANNEX 5 – SUSTAINABLE DEVELOPMENT COMMITTEE RULES OF PROCEDURE

### ANNEX 6 – RULES OF PROCEDURE OF THE INVESTMENT COMMITTEE

### ANNEX 7 – RISK MANAGEMENT CHARTER

### ANNEX 8 – OPERATING REGULATION OF THE COMPLIANCE & CORPORATE GOVERNANCE UNIT

### ANNEX 9 – INTERNAL AUDIT SERVICE CHARTER

### ANNEX 10 – PROCEDURE FOR DISCLOSING THE EXISTENCE OF DEPENDENCY RELATIONSHIPS

### ANNEX 11 - CONFLICT OF INTEREST POLICY

### ANNEX 12 – CONFLICT OF INTEREST MANAGEMENT PROCEDURE

### ANNEX 13 – TRAINING POLICY FOR MEMBERS OF THE BOARD OF DIRECTORS

**ANNEX 14 – PROCEDURE FOR THE RECRUITMENT OF SENIOR MANAGEMENT OFFICERS AND THE EVALUATION OF THEIR PERFORMANCE**

**ANNEX 15 – REGULATORY COMPLIANCE POLICY**

**ANNEX 16 – REGULATORY COMPLIANCE PROCEDURE**

**ANNEX 17 – SUSTAINABLE DEVELOPMENT POLICY**

**ANNEX 18 – PROCEDURE FOR THE COMPLIANCE OF PERSONS DISCHARGING MANAGERIAL RESPONSIBILITIES**

**ANNEX 19 – INSIDE INFORMATION MANAGEMENT PROCEDURE**

**ANNEX 20 – COMPLIANCE PROCEDURES REGARDING OBLIGATIONS CONCERNING TRANSACTIONS WITH RELATED PARTIES**

**ANNEX 21 – POLICY FOR THE PERIODIC EVALUATION OF THE INTERNAL CONTROL SYSTEM (ICS)**

**ANNEX 22 – PROCEDURE FOR THE PERIODIC EVALUATION OF THE INTERNAL CONTROL SYSTEM (ICS)**

**ANNEX 23 – POLICY FOR THE PERIODIC EVALUATION OF THE CORPORATE GOVERNANCE SYSTEM (CGS)**

**ANNEX 24 – PROCEDURE FOR THE PERIODIC EVALUATION OF THE CORPORATE GOVERNANCE SYSTEM (CGS)**

