

## Audit Committee Charter

This charter contains the following sections:

- I. Introduction
- II. The purpose of the Regulation
- III. Type, composition and term of Audit Committee
- IV. Duties and responsibilities of Audit Committee
- V. Functioning of Audit Committee

The analysis of sections of Audit Committee charter has as follows:

### **I. Introduction**

The Audit Committee of the company FOURLIS HOLDINGS SA (hereinafter the Company) is established in order to support the Board of Directors (hereinafter the BOD) in its duties regarding:

- financial information,
- internal control systems,
- the Internal Audit Department
- regulatory compliance and risk management systems and
- supervision of the regular auditor of the Company and the consolidated financial statements of the Company.

The Audit Committee ensures that the shareholders' interests are adequately protected in relation to financial information, internal control, risk management and regulatory compliance systems, the Internal Audit Unit and the external auditor; however, the BOD retains full individual and collective responsibility to act for the interest of the Company and to defend it. Any dispute between the members of the BOD, including the dispute between the members of the Audit Committee and the BOD, should be resolved at BOD level.

### **II. The purpose of the Regulation**

This Regulation of the Audit Committee (hereinafter the Regulation) operates in addition to the legislation and regulates the relations of the Audit Committee with all stakeholders (Board of Directors, Management, internal and external auditors).

The Audit Committee operates in accordance with article 44 of law 4449/2017 as amended by article 74 of law 4706/2012, articles 10, 15 and 16 of law 4706/2012 and EU Regulation No. 537/2014, the Hellenic Corporate Governance Code that the Company has voluntarily adopted (<http://www.helex.gr/el/esed>) and provisions of the Internal Regulation Charter and this Regulation describes the responsibilities, duties and obligations of the Internal Audit Department in relation to the above framework.

The Regulation defines:

- Type, composition and term of Audit Committee members
- Duties and responsibilities of Audit Committee
- Functioning of Audit Committee

The respective members of the Audit Committee are obliged to comply with the Regulation and all those involved (BOD members, Management, Corporate Secretary, Financial Management, Internal Audit Department, external auditor, etc.) have to comply with the provisions of the Regulation to the extent that are concerned and to the extent that they are involved in the work of Audit Committee.

### **III. Type, composition and term of Audit Committee**

Regarding the type of Audit Committee, the General Assembly decides whether the Audit Committee will be a Board of Directors, namely whether it will exclusively consist of non-executive members of the BOD or whether it will be an independent Committee, namely if at least one third person is involved.

The Audit Committee is composed of three (3) members at least, appointed by the General Meeting of Shareholders, pursuant to article 44 of law 4449/2017 as amended by article 74 of law 4706/2020, who may be members or non-members of the BOD. In general, any combination can be determined, as long as there is at least one BOD member. These members as a whole are non-executive members of the Board of Directors and in their majority independent of the Company, within the meaning of the provisions of Law 4706/2020, while at least one (1) of those who is independent, has sufficient knowledge in the audit or accounting. This member is obliged to attend the meetings of the Audit Committee regarding the approval of the financial statements. The members of the Audit Committee, as a whole, have proven sufficient knowledge in the field in which the Company operates.

The term of the members of the Audit Committee coincides with the term of the BOD members. The term of the members of the Audit Committee may be renewed once.

The Chairman of the Audit Committee is elected by the members of the Committee during its formation in a body, according to paragraph 4 of article 9 of law 4643/2019, and is derived from its independent members within the meaning of the provisions of law 4706/2020.

The Chairman of the Audit Committee informs the shareholders during the annual General Meeting about the activities of the Audit Committee based on its foreseen responsibilities.

Participation in the Audit Committee does not exclude the possibility of participation of members in other committees of the BOD that are not involved in the day-to-day administration and management of corporate affairs.

Committee members should not hold other posts or enter into transactions that could be considered incompatible with the purpose of Committee.

In case of resignation, death or loss of membership, the BOD appoints from its existing members, a new member to replace the one who left, for the period until the end of his term, subject, if applicable, of par. 1 and 2 of article 82 of law 4548/2018 (AD 104), which is applied accordingly. When the member of the previous paragraph is a third person, not a BOD member, the BOD appoints a third person, a non BOD member, as a temporary replacement, and the next general meeting either appoints the same member or elects another member for period until the end of his term in the Audit Committee.

The Company is obliged to publish without delay on the website of the regulated market and in any case within twenty (20) days from the BOD meeting or the General Meeting and to submit to the Hellenic Capital Market Commission copies of the minutes of the present meetings, regarding the composition, staffing, and in particular the appointment, election or replacement, as well as the term of the members of the Audit Committee.

### **IV. Duties and responsibilities of Audit Committee**

The responsibilities of the Audit Committee are determined taking into account in addition to the current legal framework and the specific conditions and needs of the Company such as size, ownership structure, organizational complexity, risk profile, the specifics of the relevant market.

In order to fulfill its purpose, the main responsibilities of the Audit Committee are the following:

a) Regarding the supervision of the regular audit, the Audit Committee:

- Is responsible for the selection process of the regular auditor and makes proposals to the BOD regarding the appointment, reappointment and removal of the regular auditor, as well as for the remuneration and the terms of employment of the regular auditor under Article 44 of the "Audit Committee" of Law 4449/2017 and article 16 of Regulation (EU) 537/2014 which will be approved by the General Assembly.
- Examines and monitors the independence of the regular auditor and the objectivity and effectiveness of the audit process, taking into account the relevant professional and regulatory requirements in Greece.
- Examines and monitors the provision of additional services to the company by the auditing company to which the regular auditor/s belongs for this purpose, has developed and implements a procedure for approving the receipt of non-audit services by the auditing company that performs the statutory audit of the individual and consolidated financial statements of the Group companies and supervises its implementation.
- Reviews the financial reports before their approval by the BOD in order to assess their completeness and consistency in relation to the information provided as well as the accounting principles applied by the Company and informs the BOD.
- Holds meetings with the Management / competent executives during the preparation of the financial reports as well as the certified auditor during the planning and auditing stage, during its execution as well as during the preparation stage of the audit reports.
- It is informed about the procedure and the schedule of preparation of the financial information by the Management and about the annual program of mandatory audit by the certified auditor.
- Receives from the regular auditor a supplementary report pursuant to Article 11 of Regulation (EU) 537/2014 which includes the results of the statutory audit and any weaknesses in the internal control system, in particular the weaknesses of the financial reporting procedures of the financial statements and informs the Chairman, the CEO and the company's BOD.
- Informs the BOD of the outcome of the statutory audit and explains how the statutory audit contributed to the integrity of the financial information and what the EU's role was in this process.
- Monitors the performance of the external auditors taking into account any findings and conclusions of the competent authority in accordance with paragraph 6 of Article 26 of Regulation (EU) No 537/2014.

b) Regarding the financial information process and the system of internal control, regulatory compliance and risk management, the Audit Committee:

- Monitors the financial information process and submits recommendations or proposals to ensure its integrity and the reliability of the Company's financial statements.
- Supervises any official announcement regarding the financial performance of the Company (announcements, press releases), informs the BOD about its findings and submits improvement proposals if it deems necessary.
- Inspects the company's internal financial controls and monitors the effectiveness of the company's internal control, regulatory compliance and risk management systems. To this reason, the Audit Committee periodically reviews the company's internal control and risk management system to ensure that key risks are properly identified, addressed and disclosed. It informs the BOD of its findings and submits proposals for improvement if it deems necessary.

- Examines and evaluates in detail important issues such as:
  - Significant judgments, assumptions and estimates in the preparation of the financial statements
  - The valuation of assets at fair value.
  - Assessing the recoverability of assets.
  - The adequacy of disclosures about the significant risks faced by the company.
  - Significant transactions with related parties.
  - Significant unusual transactions.
  - Adherence to accounting principles and standards and any changes from the previous year.
- Examines conflicts of interest during the Company's transactions with related parties and submits relevant reports to the BOD.
- Examines the existence and content of those procedures, according to which the Company's employees may, in confidence, express their concerns about possible illegalities and irregularities in matters of financial information or other issues related to the operation of the Company. The Audit Committee ensures that there are procedures for the effective and independent investigation of such issues, as well as for their appropriate treatment.
- Examines the regulatory compliance system that includes the establishment and implementation of appropriate and up-to-date procedures, in order to achieve in time the full and continuous compliance of the Company with the applicable regulatory framework and to have at all times a complete picture of the degree of achievement of this purpose.
- Examines the policy and procedure for conducting periodic evaluation of the internal control system by persons who have proven relevant professional experience and do not have dependent relationships according to article 14 of Law 4706/2020.

c) Regarding the supervision of the Internal Audit Department, the Audit Committee:

- It should ensure the efficient operation of the Internal Audit Department in accordance with standards for the professional implementation of internal audit.
- Identifies and examines the operating regulation of the Company's Internal Audit Department.
- Monitors and inspects the proper functioning of the Internal Audit Department, and examines the quarterly audit reports of the Department.
- Ensures the independence of the internal audit, proposing to the BOD the appointment and dismissal of the head of the Internal Audit Department.
- Has regular meetings with the head of the Internal Audit Department to discuss issues within his competence as well as problems that may arise from the internal audits.
- The head of the Internal Audit Department reports administratively to the Chief Executive Officer and functionally to the Audit Committee.
- The head of the Internal Audit Department submits to the Audit Committee an annual audit program and the requirements of the necessary resources as well as the consequences of limiting the resources or the audit work of the unit in general. The annual audit program is prepared based on the assessment of the Company's risks after taking into account the opinion of the Audit Committee. The annual audit program is approved by the BOD.
- Receives quarterly from the Director of Internal Audit a report on the progress of the work of the Company's Internal Audit Department and presents it to the Company's BOD along with its observations and findings.

d) Regarding sustainable development

- Includes in the report of activities submitted to the annual regular General Meeting, a description of the sustainable development policy followed by the Company.

**V. Functioning of Audit Committee**

- The Committee meets regularly, at least four times a year (two of which before the publication of the financial statements for the first half of the year and the year-end) or extraordinarily, when necessary, keeps minutes of its meetings and submits reports to the BOD, if necessary.
- The meetings are held at the Company's headquarters or in proportion to those in force for the BOD, article 90 of law 4548/2018.
- The Audit Committee is in quorum when at least two of its members are present.
- The topics of the agenda are made available to each member at least one week before the meeting. Relevant documents can also be circulated via e-mail.
- The Committee may invite to its meetings any of its executives or any other person (employee of the Company, partner) who considers that he can assist it in the execution of its work.
- The discussions and decisions of the Audit Committee are recorded in minutes in accordance with article 74 of law 4706/2020, which are signed by the present members, in accordance with Article 93 of law 4548/2018.
- The duties of Secretary of the Audit Committee are exercised by the Secretary of the BOD.
- The Audit Committee may use the services of external consultants, and should therefore have sufficient funds available for this purpose.
- The Audit Committee has unhindered and full access to the information needed during the exercise of its responsibilities and has the necessary resources for the implementation of its work.
- Audit Committee members receive remuneration in accordance with the approved by the General Meeting and the current remuneration policy of the Company.
- The Audit Committee applies a procedure for periodic evaluation of the effectiveness of its operation.

This Regulation enters into force after its approval by the Company's BOD. The review of Audit Committee Charter is carried out whenever required.

The Audit Committee Charter is published on the Company's website (<http://www.fourlis.gr>).