



ATHEX
Athens Stock Exchange

Report of the Audit Committee for fiscal year 2022

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1. Introduction

The Audit Committee of "HELLENIC EXCHANGES - ATHENS STOCK EXCHANGE SA" (hereinafter "the Committee" or "AC"), is a Committee of the Board of Directors of the Company, within the framework of the current legal framework and corporate governance principles for companies whose transferable securities are traded in an organized market. It operates within the framework of its Rulebook of Operation, as in force from time to time, which is approved by the Board of Directors.

The Committee in accordance with the provisions of paragraph i) of par. 1 of article 44 of Law 4449/2017, as in force, submits this Annual Activity Report, which provides information on its work during 2022 and until its preparation, to the Annual General Meeting. Furthermore, in accordance with the circular no. 427/22.2.2022 of the Hellenic Capital Market Commission, this report is issued together with the Annual Financial Report of the Company for the fiscal year 2022 and forms a discrete part of its contents.

2. Purpose - Responsibilities

The Audit Committee acts as an oversight committee to support the Board of Directors of the Company in order to oversee the quality and integrity of the accounting and auditing mechanisms, as well as the financial statement production functions.

In fulfilling these responsibilities, the Audit Committee oversees (i) the financial reporting process, (ii) the external audit process, (iii) the effectiveness of internal control systems and (iv) the evaluation of the functioning of the Internal Audit Division and reports directly to the Company's Board of Directors (hereinafter the "Board" or "BoD").

The responsibilities and operation of the Committee for the fulfillment of its purpose are further analyzed in the current Rules of Operation which are available at the following hyperlink to the corporate website:

https://www.athexgroup.gr/documents/10180/6210033/%CE%91%CE%A4%CE%97%CE%95%CE%A7_Audit_Committee_Regulation_v9_20210622_GR.pdf/921a518f-5e62-4708-99b7-c5e68fa062a6 [in Greek]

To achieve its purpose, the Committee may seek any professional advice or opinion and use the services of external consultants or other entities if it deems appropriate, as well as invite external consultants or other entities to meetings or assign audits to them, when required due to special circumstances.

In carrying out its work in general, the Committee had full and unhindered access to all the information that was required and necessary for it to perform its duties. The Management of the Company provided the necessary infrastructure and staff for the effective execution of its work. Furthermore, the Committee had the opportunity to seek professional advice and use the services of external consultants when required due to special circumstances, based on guidelines given by it and was provided with adequate funding to fulfill this purpose.

3. Composition

According to the decision of the General Meeting of 31.5.2021, the Audit Committee consists of five (5) non-executive Members of the Board of Directors, of which at least three (3) are independent within the meaning of article 9 of Law no. 4706/2020, who are not involved in the operation of the Company in any way, in order to submit objective judgments independent of any conflict of interest.

Currently the Committee has the following Members:

Chairwoman	Theano Karpodini, Independent member of the BoD
Members	Giorgos Doukidis, Independent member of the BoD
	Polyxeni Kazoli, Independent member of the BoD
	Nicholaos Krenteras, Independent member of the BoD

Ioannis Kyriakopoulos, Independent member of the BoD

Following the decision of the General Meeting of 2.6.2022 to grant the status of independent membership to Mr. Ioannis Kyriakopoulos, the Committee as a whole consists of independent members.

All members of the Committee have sufficient knowledge in the financial sector and among the members of the Committee, Mrs. Theano Karpodini and Mr. Ioannis Kyriakopoulos have sufficient knowledge in auditing and/or accounting. Mrs. Theano Karpodini is the member who is required to attend the meetings of the Committee concerning the approval of the Financial Statements.

4. Meetings

Within the framework of its responsibilities, in accordance with the current legislation and its Rulebook of Operation, the Committee meets regularly at least four (4) times a year, i.e. quarterly or ad hoc if necessary, at the invitation of the Chairwoman. In particular, the Audit Committee has the express right to meet as often as it deems necessary for the performance of its duties. The Committee Chairwoman briefs the BoD on the work of the Committee at each of its meetings.

During fiscal year 2022, the Committee held a total of twelve (12) meetings with the participation of all its members and all its decisions were taken unanimously. During each meeting, the examination and resolution of all items on the agenda was completed, after the required information documents had been distributed and other members of Management, the statutory auditors and other experts, had participated without the right to vote, as necessary in each case.

5. Assessment of the Committee

The assessment of the effectiveness of the Committee is carried out in the context of the assessment process of the Board of Directors and its Committees as a collective body in accordance with the procedure approved by the Board of Directors at least annually and the assessment results are discussed at the Board in order to address any identified weaknesses.

In 2022, the annual assessment of the Committee for the fiscal year took place. The Committee was characterized as being effective both in the role of supporting the Board, and as in the provision of information about its work.

6. Activities of the Committee in fiscal year 2022

The Audit Committee during 2022, dealt with issues within its competence and specifically:

A. Structure and procedures of the System of Internal Controls

- Monitored and evaluated the adequacy and effectiveness of all the Company's policies, procedures and safeguards, both with the Internal Control System (ICS) and with the assessment and management of risks related to financial reporting.
- Examined and evaluated the findings as well as the recommendations of both the internal auditors and the Statutory Auditors who carried out the Statutory Audit and assessment of Internal Audit System, and the measures taken in this context.
- Briefed the Board on the above.
- Reviewed the management of the company's principal risks and uncertainties and their periodic review. In this context, it assessed the methods used by the company to identify and monitor risks, address the main ones through the Internal Control System and the IAD and disclose them in the published financial information in a proper manner.

- Within the framework of the responsibility assigned to the Committee, through the Internal Control System (ICS) Evaluation Policy established by the Board of Directors and as provided for by the relevant procedure, the Committee arranged for the evaluation of the ICS of the Company and its subsidiaries, with a reporting date of 31 December 2022, by an external assessor, in accordance with the current Legislative and Regulatory Framework.

Specifically, after conducting a competitive process and evaluating the external assessor candidates, the Committee submitted a proposal to the Board of Directors for the selection of the external assessor. Subsequently, it monitored the progress of the evaluation and compliance with the agreed work by the firm of SOL Crowe Chartered Accountants S.A., which carried out the evaluation and received the "Report on the Results of the Evaluation of the Internal Audit System to the Board of Directors and the Audit Committee". By March 31, 2023, the Committee shall submit to the Hellenic Capital Market Commission the summary of the Report.

B. Financial Statements – Statutory Audit

- Met with Management and was briefed on the financial reporting process, as well as on any issues that may have had an impact on the financial statements.
- Was briefed by the Certified Auditors - GRANT THORNTON on the planning and annual schedule of the statutory audit of the Financials for fiscal year 2022.
- Reviewed the audit plan and audit approach for the statutory audit by the certified auditors, for fiscal year 2022 and confirmed that it covers the key audit areas.
- Discussed with the certified auditors the determination of Materiality, the Key Audit Matters and was informed of their engagement with Management on financial audit matters, without the presence of relevant management personnel.
- Attended the audit of the Company's annual financial statements for the fiscal year 2022, during its execution and until its completion.
- Was informed and evaluated the Supplementary Report of the certified auditors - GRANT THORNTON to the Audit Committee, pursuant to Article 11 of Regulation 537/2014, for fiscal year 2022.
- Reviewed the Annual Financial Report for fiscal year 2022 and informed the Board of Directors of the result of the statutory audit, before the BoD approves the Annual Financial Statements, prior to their publication.
- Reviewed the interim six-month Financial Statements for the first half of 2022 and was informed by the certified auditors of their review of the individual and consolidated financial statements of the Company and its subsidiaries and informed the Board of Directors about them, before it approves them, prior to their publication.
- Was informed of the financial results for the 1st and 3rd quarters by the relevant management executives in both cases, was provided with the relevant draft announcement to the investors and received assurances as to its correctness and the accuracy of the information.
- Held meetings with the Company's Auditors - PwC, at the stage of preparing the audit reports, and was informed and evaluated Supplementary Report of the Certified Auditors to the Audit Committee, pursuant to Article 11 of Regulation 537/2014, for the fiscal year 2021.
- Reviewed the Annual Financial Report for fiscal year 2021 and informed the Board of Directors of the result of the statutory audit, before the Board of Directors approves the Annual Financial Statements, prior to their publication.
- Was informed of the completion of the tax audit and the issuance of the tax certificate for fiscal year 2021.

- In accordance with its approved process, it reviewed all services provided by the Auditors and confirmed that no services other than those required as part of the accounting, tax and other audits have been provided. Based on the information brought to the attention of the Company and Group departments, no issues of independence of the Certified Auditors were raised.
- Reviewed the independence of the Certified Auditors and, based on the monitoring of the services provided, conducted an evaluation of the performance of PwC and GRANT THORNTON as part of the Regular Audit of the Company's individual and consolidated Financial Statements for fiscal years 2021 and 2022, respectively.
- In December 2021, it submitted a reasoned recommendation to the Board of Directors for the appointment by the General Meeting of the Certified Auditor to carry out the statutory audit of the Company for the financial year 2022, as well as for the approval of the remuneration and terms of engagement, which, in accordance with the applicable provisions, included two alternatives. This recommendation was made without any third party influence and without there being or having been any contractual clause between the Company and any third party that limited the possibilities of choice by the Shareholders' Meeting in certain categories or lists of statutory auditors or audit firms, with regard to the appointment of a certified statutory auditor or audit firm to carry out the statutory audit of the Company. The General Meeting of June 2, 2022, upon the proposal of the Board of Directors, appointed the Certified Auditors ("GRANT THORNTON CHARTERED ACCOUNTANTS MANAGEMENT CONSULTANTS") to conduct the statutory audit of the Company for fiscal year 2022.

C. Internal Audit

- Approved the Internal Audit Strategy and the annual budget of the Internal Audit Division (IAD) for fiscal year 2022.
- Updated and approved the fiscal year 2022 Annual Audit Plan for the IAD to ensure its effectiveness, taking into account key areas of business and financial risk, as well as the results of previous audits.
- Monitored the effectiveness of Internal Audit as well as the execution of the audit program as implemented by the IAD, through the 2022 Quarterly Activity Reports, without compromising its independence.
- Reviewed and evaluated the Internal Audit Reports, as well as related management comments.
- Monitored the development and progress in addressing the findings of the Internal Audit, informed the Board of Directors of the Company with its findings and submitted proposals for the implementation of corrective measures, where deemed appropriate.
- Held regular meetings with the Head of the IAD to discuss matters within her competence.
- It was briefed on the results of the self-assessment of the operation of the Internal Audit function for 2021. The self-assessment, which in accordance with internal procedures is conducted annually by the Head of Internal Audit (except once every five years, when it is conducted by an external assessor), ranked the operation of the Internal Audit at the highest level of "General Compliance" and the result was considered to be very satisfactory.
- It was informed and approved the Annual Report and the activity of the IAD for fiscal year 2021.
- Conducted the annual evaluation of the Chief Internal Audit Officer for 2022.
- Conducted the annual evaluation of the Director of Internal Audit for 2021.

D. Other matters

- The Committee submitted its Activity Report for fiscal year 2021 to the Annual General Meeting of shareholders on 2 June 2022.

7. Environment and Corporate Governance

Recognizing the importance of the role that financial sector entities are called to play in the transition to a greener and more sustainable economy, the Group has developed initiatives that promote non-financial transparency and sound management of issues related to the environment, society and governance (ESG – Environmental, Social and Governance issues). To this end, it has created the "ESG Reporting Guide", a practical tool by which listed and non-listed companies can identify the essential ESG issues they need to publicize and manage, based on the impact of these issues on their long-term performance. Also, in this context, it has created (January 2022) the information section "ATHEX BONDS GREENet" where the ESG bonds traded in its markets are presented in a consolidated manner, and has organized a series of educational ESG seminars for the members of the Boards of Directors and Senior Executives of the companies. In addition, in July 2021, the Board of Directors approved the Group's Sustainability Policy, which sets out the Athens Exchange Group's priorities in terms of Sustainable Development. Specifically, these are grouped under five strategic pillars:

1. Social responsibility / People and society

The social axis that governs its activity is of primary importance for the Athens Exchange Group, as it is directly connected with the creation of value for its people and the wider society in which it operates. In this context it focuses on the following areas:

Human resources

Our people are the most important asset of the Group. We seek to develop and maintain a meritocratic work environment that supports the growth and development of all employees. We emphasize equal opportunities, respect for human rights, and ensuring the health, safety and well-being of employees. Our goal is to be a first choice employer for experienced professionals and talented young people. A Code of Business Ethics has been adopted and applied in the Group, which defines the framework of ethical operation and behavior that governs our activities. The Code of Business Ethics is the basis of all the interactions of the Group's employees internally and externally, while at the same time it reflects the responsibility with which it operates towards its people and its direct associates.

Society

Through targeted actions, we remain active participants in the society in which we operate, contributing through volunteering and collaborations to a wide range of projects that support our fellow human beings. We plan and implement actions in line with the strategic plan of social responsibility of the Group, supporting non-profit organizations and public sector entities, which are active in supporting the local community and the protection of vulnerable social groups. With a sense of solidarity and social responsibility, we also respond to emergencies (e.g. pandemic), in addition to the established actions defined by the plan.

2. Corporate Governance

The Group recognizes the importance of the system of corporate governance principles, as well as the benefits that result from their proper implementation. We are a founding member of the Hellenic Corporate Governance Council (HCGC) and we had a significant participation and contribution in the revision of the Hellenic Corporate Governance Code (HCGC 2021).

Aiming to create further value for shareholders, in all operations of the Group and guided by our strong corporate structure, we apply a framework of sound corporate governance which allows us to develop relationships of trust and mutual benefit with investors. We follow international practice, comply with existing legislation and apply strict regulatory compliance control procedures. The Group follows commercial, organizational and operational practices in accordance with the rules, legislation and regulations dictated by national and European supervisory authorities, and ensures that it obtains all relevant licenses provided for its products, services and operations. We have adopted the Hellenic Corporate Governance Code for listed companies and develop relevant policies and procedures, while

taking appropriate measures that allow the Group to operate responsibly, reliably and transparently, preventing and combating all kinds of corruption. We have set high standards of ethical behavior and show zero tolerance for incidents of fraud, corruption and market abuse, applying the necessary measures to monitor, prevent and deal with such incidents throughout the range of activities of the Group. We assess and manage business risks in order to safeguard the interests of all our stakeholders. In addition, we seek to participate in international bodies and organizations that promote the principles of sustainable development, such as the United Nations Sustainable Stock Exchanges (SSE) initiative.

3. Environmental Responsibility

We operate responsibly towards the environment and the use of natural resources. We are committed to taking action and developing initiatives to protect the environment and reduce our environmental footprint. In the context of the Sustainable Development Goals (SDGs), the Paris Climate Agreement (2015) and the European Green Agreement (2019), monitoring international developments, improving the Group's environmental performance and identifying risks and opportunities resulting from climate change are key areas for strengthening our environmental policy.

4. Promoting Non-Financial Reporting

Recognizing the importance of the role that financial sector entities are called upon to play in the transition to a greener and more sustainable economy, the Group has developed initiatives that promote non-financial information on issues related to the environment, society and governance (ESG issues). As part of its participation in the United Nations' Sustainable Stock Exchanges (SSE) initiative, the Group has created the "ESG Reporting Guide", a practical tool for listed and unlisted companies and in March 2022, updated its content, taking into account recently published international and European standards/regulations. The Group participates in awareness and dissemination activities of international best practices for the development of sustainable investments in the Greek market, and supports initiatives such as the European Commission's Sustainable Finance Action Plan, aiming to strengthen its engagement on sustainable development issues.

5. Promoting responsible activity and synergies

The Group recognizes the vital role it plays, and ensures the promotion of education about the capital markets and the improvement of the financial and non-financial literacy of listed and non-listed companies, young people, and participants in our markets in general. The aim of the Group, through a series of relevant actions, is to contribute to the preparation for their successful response to the requirements of an ever-changing national and international environment. In this context, we focus our efforts on strengthening financial education and acquiring the knowledge necessary to make financially responsible decisions. In addition, this pillar is in line with the Group's strategic priorities and international trends for responsible activity aiming at Sustainable Development. In this context, we strengthen synergies and are committed to promoting the values and benefits of responsible entrepreneurship.

Athens, 27 March 2023

The Chairwoman of the Audit Committee

Theano Karpodini