



2023

# IT Advisory Committee Charter

IT ADVISORY COMMITTEE

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*Version 2.0*

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## *Document Management*

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<b>Date:</b>	21/07/2023
<b>Version:</b>	2.0
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<b>To:</b>	Members of the Board of Directors
<b>Notification:</b>	Human Resources & Administrative Support Division
<b>Document Approval</b>	ATHEX Board of Directors
<b>Approval Date</b>	30/10/2023

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## 1. PURPOSE & BASIC PRINCIPLES

The purpose of the IT Advisory Committee (hereinafter the “Committee”) is to advise the Board of Directors on matters pertaining to the formulation and implementation of the Group’s strategy on information technology, based on the guidelines of the Board of Directors, international best practices, regulatory requirements, the rulebooks and operations of the Group’s companies, as well as to monitor the implementation of this strategy in practice.

In particular, the purpose of the Committee is:

1. to provide advice and guidance to the Technology Executive Division regarding:
  - i. the alignment of its objectives and activities with the strategic goals and business plans of the Group,
  - ii. the development of a strategic IT plan in line with the Group’s strategy,
  - iii. IT governance within the Group and the organization of the Group’s respective resources,
2. to oversee the implementation of each strategic IT plan and the major IT projects in the Group.

In the above framework, the Committee aims to further the technological development of the Group to ensure that:

- i. the IT systems, products and services provided by the companies of the Group meet the required quality standards and offer the Group a competitive advantage,
- ii. the Group’s systems development program follows best practices, technical standards and methodology so that the constantly changing market demands can be met with flexibility and security,
- iii. the Group leads the way in providing innovative digital services.

## 2. RESPONSIBILITIES

To fulfil its purpose, the Committee is tasked with the following responsibilities:

1. To examine and evaluate the organization and architecture of the Group’s systems, to review and align the strategic IT plan in accordance with the Group’s overall strategic planning, to monitor its implementation, in collaboration with the competent organizational units.
2. To monitor developments in new core and emerging technologies both within and outside the sectors in which the Group’s companies are active, examining the impact from their possible implementation by the Group with a strategic and long-term perspective.

3. To submit proposals concerning the necessary steps and the organization of actions for the modernization of the Group's central IT systems and in general for the maintenance of the technological quality and competitiveness of the systems.
4. To promote and support the creation of strategic partnerships and the funding of research agreements with educational institutions, entrepreneurship and innovation centers, and start-ups, so that the Group gains access to innovative technologies and digital applications of interest to the Group or the Greek capital market ecosystem.
5. To review priorities and strategies in the development of the Group's technology products and services, and to support Management in the assessment of the commercial prospects and risks of their promotion, as well as specific opportunities for the use and/or acquisition of technology.
6. To provide advice on:
  - a. the formulation of the main guidelines and parameters for developing the strategic plan for the modernization of the Group's IT systems and its digital transformation in general,
  - b. the long-term strategic goals of the Group's IT and technology investments,
  - c. support for the strategic objective of the Stock Exchange's role as a Provider of IT Services to third parties, with the investigation and advancement of opportunities for the further commercial exploitation of the Group's technology services, the adoption of a professional commercial approach when reaching out to clients, and the planning of new digital services,
  - d. highlighting and supporting the Group's digital innovation,
  - e. the adoption and integration of technology into the Group's operations,
  - f. the secure and efficient management of data and information with the aim of creating value for the Group, and
  - g. attracting and retaining talent and the effective management of resources.

The Committee is empowered:

- i. to access, through the competent bodies of the Group, all the activities, records and information, information systems and specialized tools, which are necessary for the performance of its duties, both at the level of raw data and at the level of management information.

- ii. To call to its meetings any officer of the Group for the purpose of briefing its members.
- iii. To request, if it considers this appropriate for the effective performance of its duties and responsibilities, any kind of professional advice or opinion, and to use the services of independent external consultants, educational institutions and university researchers, technology companies or other agencies, either ad hoc or on a permanent basis, in accordance with the guidelines provided by Management.

The responsibilities of the Committee apply to all the companies of the Group.

### 3. COMPOSITION

The Committee consists of members of the Board of Directors who are appointed and dismissed by the Board of Directors.

The members of the Committee must have a high level of expertise in business operations or technologies and extensive knowledge of IT matters with emphasis on IT organization and capitalization.

The meetings of the Committee are also attended by the Chief Technology Officer, the Director of the Applications Development Division, the Director of the Technology Operations & Cloud Infrastructure Division, the Director of the Information Security Division, and the Chief of Staff of the Group. The meetings may also be attended by the Chief Executive Officer, the Chief Financial Officer and the Chief Operating Officer.

### 4. OPERATION

1. The Committee convenes at the invitation of its Chair, who decides the topics to be discussed, and it meets as often as the Chair deems necessary for the effective performance of its duties, but not less than once every three months.
2. Each member of the Committee and the Chief Technology Officer has the right to request in writing the convening of the Committee for the discussion of specific matters, as well as to propose issues for examination in the framework of the agenda. All matters requested by the members and the Chair are introduced for discussion and, in the event that they cannot be fully covered during the same meeting, the date for their discussion is agreed at Committee level.
3. In the event of the resignation, absence or impediment of the Chair, he/she shall be substituted by the Chief Executive Officer.

4. Apart from the members of the Committee, other officers may be invited to attend its meetings, without the right to vote, if this is considered necessary by any Committee member, regardless of whether such attendees are employees of the Group's companies or officers of external partners, consultants or other specialists. All the officers of the Group's companies shall be obliged to appear before the Committee whenever so requested.
5. If a Committee member considers that, during the discussion of a specific matter, the matter in question directly concerns them in such a way that may give rise to a conflict of interest, they must make this known to the Committee Chair and request their exclusion from the decision-making process. In cases of potential or actual conflict of interest, regardless of whether or not it has been declared by the member involved, the Committee shall decide on the procedure for addressing the conflict, with the exclusion of the member from voting and/or from all relevant discussion.
6. The Committee may, by decision of its Chair, meet remotely in real time via teleconference. The Chair may also ask the Committee to take decisions by means of a circular resolution, even if no meeting has previously been held. The taking of such decisions requires only an exchange of email messages or letters.
7. A Committee member may be represented at meetings only by another member, duly authorized for this purpose by a letter (which may also be sent by e-mail) addressed to the Chair.
8. The Committee has a quorum and convenes validly when attended by half plus one of its members, either in person or by written authorization to another Committee member. The participation of a Committee member in a meeting remotely in real time via teleconference shall be considered valid for this purpose.
9. It is preferable for decisions to be taken unanimously and every effort shall be made in this direction. If it is not possible to reach unanimity, decisions shall be taken by simple majority of all Committee members and, in the event of a tie, the Chair shall have the casting vote. In the event of a non-unanimous decision on any matter of the Committee, the views of the minority shall be recorded in the minutes and the Chief Executive Officer shall be informed accordingly. In the event of a non-unanimous decision, any member may request a roll-call vote and the recording of the votes in the minutes.
10. The Committee may appoint a Secretary, with responsibilities that include the keeping of minutes, the provision of information to members, and support for the

Chair with respect to the organization of Committee meetings. The minutes of Committee meetings are signed by the Chair and the Secretary.

11. Each member of the Committee shall be notified of the place, time and date of each meeting at least two (2) business days in advance, except in the case of extraordinary meetings. The items on the agenda, as well as the relevant accompanying documents, shall be placed at the disposal of each member, unless the Chair decides not to make them available for some specific important reason which shall be adequately documented in the invitation.
12. The relevant documents may be circulated also by e-mail. The minutes of the Committee shall be made available within a reasonable time after its meeting.
13. In the framework of fulfilling its responsibilities and duties, the Committee may delegate special tasks and responsibilities to one or more of its members and set up working groups for specific projects, to the extent that this is permitted by applicable legislation and the rules governing the operation of the Group's companies.
14. The Committee Chair keeps the Chief Executive Officer and the Strategic Planning Committee informed on an ongoing basis and the Board of Directors periodically regarding its activities and the progress in the Committee's work, the progress made in respect of critical projects underway in the preceding period, as well as the priorities for actions in the coming period.
15. The Committee draws up and submits a summary annual report on its work to the Board of Directors.

## 5. CHARTER REVISION

This Charter of the Committee, as well as any revision thereof, shall be approved by the Board of Directors. The Committee has the authority to review and reassess its Charter at any time and propose for approval any changes it deems appropriate.