

- f. To annually assess the adequacy and effectiveness of the Company's risk management policy based on the annual Risk Management report and especially its adherence to the defined risk tolerance level.
- g. To formulate suggestions and recommend corrective actions to the Board of Directors, in the case where it identifies a weakness in the implementation of the strategy that has been formed for the Company's risk management or deviations on its implementation.
- h. To formulate suggestions to the Board of Directors regarding any matter that falls within its purpose and duties.
- i. To prepare and review a Risk Management Manual which will record:
 - i. The Company's risk management policy (risk appetite/tolerance, risk capacity, risk target, actual risks),
 - ii. The risks that the Company faces (credit risk, market risk, liquidity risk, operational risk),
 - iii. The procedure of Risk Management (risk measurement, risk control, risk mitigation, risk monitoring and performance).

5.3. The Committee has respective powers and duties for the entire Group of the Company.

B.6. Terms of Reference of the Compliance Officer

The Compliance Officer is responsible for the implementation of the Code. In performing his duties, he may consult with the other members of the Board of Directors and obtain advice from the Company's internal and external advisors, as the case may be. The Directors may address the Compliance Officer to ensure that their actions are in full compliance with the Code. The Directors who are informed or suspect that a breach of the Code has occurred or may occur must immediately notify the Compliance Officer.

B.7. Terms of Reference of the Investor Liaison Officer

The Investor Liaison Officer shall act in order to:

1. Ensure the ongoing and smooth communication with all the shareholders;
2. Provide the shareholders with sound and accurate information on material changes in the Company concerning its financial situation, performance, assets and their governance, in an ongoing and timely manner;
3. Encourage the shareholders to have a greater participation in the General Meetings and their business and provide them with the opportunity to express their views on various matters affecting the Company;
4. Where deemed necessary by the Board of Directors, organize meetings, workshops, seminars and lectures aimed at providing additional information to investors;
5. Ensure the Company's presence and participation in press conferences, meetings and other activities that may be organized by the Cyprus Stock Exchange in Cyprus and abroad.

The Investor Liaison Officer must have knowledge of the Company's financial situation and growth strategy and be updated on any significant developments in the Company.

B.8. The Corporate Governance Code applicable at any time

The Terms of Reference of the Committees and the Officers will also include all powers and responsibilities provided for in the Corporate Governance Code applicable at any time.

II. PART TWO – The Implementation of the Corporate Governance Code and the Applicable Legal Provisions on Corporate Governance

A. DIRECTORS

A.1. Board of Directors

During 2022 the Board of Directors held 12 meetings. It has also taken 11 Written Decisions according to the article 112 of the Company's Article of Association. The Board's regular meetings were scheduled for the last Thursday of each month. The Management of the Company is informed of the meetings schedule of the Board of Directors, as well as, the agenda if this is deemed advisable. The Group Planning and Development Manager, the Director of Distribution, the Group Director of Sales, Marketing and Services and the Director of Group Operations are usually present or advisable at the meetings of the Board of Directors.

The Directors hold offices on other boards as well. Unless otherwise expressly stated, holding such offices on other boards of directors does not affect the Board of Directors' independence.

The exclusive responsibility of the Board of Directors covers all the matters set out in provision A.1.2. of the Code.

In view of the better exercise of their duties, Directors may obtain independent, professional advice at the Company's expense, provided they notify the Board of Directors or, in exceptional cases, the Chairman or another member of the Board of Directors. The Directors have access to the advice and services of the Company's Secretary.

It is deemed that the judgment of the Directors is impartial and independent and is taken in the interests of the Company and, by extension, of its shareholders.

There is no specific training programme for the Directors in relation to the legislation on the Stock Exchange and the companies. They are, however, informed about the basic provisions that regulate the status and function of directors of public companies and the relevant amendments made from time to time.

The responsibilities of the Board of Directors are exercised collectively and performed with the authorization granted by the Managing Director.

The managerial staffing is considered to be the backbone of the Company's business and the employment procedure follows rational criteria aimed at recruiting the best available candidates under the circumstances.

For management staffing purposes, the Board of Directors shall implement through the Nomination Committee of the Corporate Governance Code, a diversity policy that recognises the benefits of diversity in the composition of the Board of Directors and in particular in the diversity, training and specialisation of the directors to better meet the requirements of the Company's operating sectors. The final selection decision is made on the basis of objective criteria aimed at the composition of the Board of Directors by members with high academic training, successful professional background and a wide range of experiences while taking into consideration that experience is an important element of perception and fair judgement. The extend and importance of these parameters, however, is assessed with the need for age renewal. There is no gender discrimination in measuring these criteria.

The composition of the Board of Directors during the period under review allows the effective exercise of its responsibilities, reasonably reflects the activity and shareholding structure of the Company and allows fair and equal treatment of all its shareholders, while it is considered compatible with the provision A.1.12. of the Code as well as the mentioned diversity policy and are as follows:

Takis Klerides, 71 years old. He holds a business Studies Diploma of the United Kingdom and he is a member of the Association of Chartered Certified Accountants UK. He exercised the profession of Certified Accountant up to 1999. From 2003 onwards, he exercises the profession of Business Consultant specialised in the field of banking, financing and insurance activities. He served as a Minister of Finance and he was a member of The Institute of Certified Public Accountants of Cyprus Board. He serves on the Board of Directors of the Company since 15 September 2003.

Varnavas Irinarchos, 64 years old. Graduate of Stockholm University Business Administration school and post graduate of the same University in Computers Science. He is an entrepreneur in the sector of information technology. He serves on the Board of Directors of the Company, of which he is the founder, since 9 December 1986.

George Papaioannou, 60 years old. Graduate of Ehtniko Kapodistriako University Law School of Athens. From 1990 up to 2002 he served at the Law Office of the Republic of Cyprus, as an Attorney of the Republic with a specific interest in issues of administrative and criminal law. He took part in legal congresses and was a member of the anti-corruption committee in the Council of Europe. In 2002 he resigned from his position in the Republic's Law Office and he runs his own law firm in Nicosia, with specific interest in issues of criminal nature. He serves on the Board of Directors of the Company since 21 August 2008.

Anthoulis Papachristoforou, 54 years old. He holds a Bachelor's degree in Accounting and Finance from the London South Bank University, and a degree in Business Studies from the Institute of Commercial Management in Bournemouth, UK, and professionally specialised in the field of finance. He is a member of the Association of Chartered Certified Accountants (ACCA) and the Institute of Certified Public Accountants of Cyprus (ICPAC). He serves on the Board of Directors since 17 November 2013.

Anastasios Athanasiades, 54 years old. He holds a Bachelor of Arts Honors Degree in Economics, Accounting, and Finance from the University of Manchester. He is a Fellow Member of the Institute of Chartered Accountants in England and Wales (FCA) and a member of the Institute of Certified Public Accountants of Cyprus. He exercises the profession of Certified Accountant and Tax Consultant, specializing on the issues of international tax and audit of Financial Statements. He served as Deputy Chairman and Deputy Government Commissioner of the Cyprus Securities and Exchange Commission. He serves on the Board of Directors of the Company since 7 December 2015.

Andreas Constantinides, 63 years old. He holds a Bachelor Degree in Economics Sciences from the University of Warwick. He is a member of the Institute of Chartered Accountants in England and Wales (ICAEW). He was a partner at PriceWaterhouseCoopers Limited in Cyprus, specialised in the fields of Consumer Markets, Information Technology and Agricultural Industry. He also served as member of the Board of Directors of the Cyprus Broadcasting Corporation (CyBC). He is a member in various Committee Councils, such as, inter alia, that of the Pancyprian Gymnasium Association (GSP), Junior and Senior School of Nicosia and the Cyprus-Austria Association. He serves on the Board of Directors of the Company since 24 February 2020.

Christoforos Hadjikyprianou, 62 years old. He holds a BSc in industrial technology and an MBA in Business Administration from the Southern Illinois University, U.S.A. He also holds a Doctorate degree (PhD) in Enrolment Management and Consumer Behaviour from Middlesex University, UK. He is the CEO and President of the Council of the European University Cyprus and he is also a member of the executive committee Galileo Global Education. He also serves in various social and athletic committees and he is currently Secretary General of the Cyprus University Sports Federation. He serves on the Board of Directors of the Company since 24 February 2020.

Neoclis Nicolaou, 63 years old. He holds a BA in Econometrics from the University of Manchester and a Master of Business Administration (MBA) from Manchester Business School. He is the founder and CEO of the company Neoconsult Ltd, which offers investment banking services mainly in the financial and shipping sectors. He has also provided services to Cyprus and international companies and organisations. He currently serves as a non-executive director of a number of Cyprus and international companies. He serves on the Board of Directors since 19 May 2022.

Linos Chrysostomou, 64 years old. He holds a degree in Civil Engineering from Middlesex University in London and a Master's degree in Management (Management Science) from Imperial College of Science and Technology in London. His career began in 1984 as a site engineer at J&P in Oman. He then worked as a real estate appraiser at Antonis Loizou & Associates. From 1988 to 1994 he served as Project Manager at the Friendly Real Estate Public Company. In addition, he served as a Director of the Technical Advisor of the State and Citizens (E.T.E.K.) from 1994 to 2008. From 2008 until now, he has been working as a Project Manager at Leptos Estates Company. He is also experienced in technical projects of renovations, additions, conversions and restorations. He serves on the Board of Directors since 6 April 2023.

A.2. Balance in the Board of Directors

The Board of Directors comprises of nine members, Takis Klerides (Chairman of the Board of Directors), Varnavas Irinarchos, George Papaioannou, Anthoulis Papachristoforou, Anastasios Athanasiades, Andreas Constantinides, Christoforos Hadjikyprrianou, Neoclis Nicolaou (from 19/05/2022) and Linos Chrysostomou (from 06/04/2023).

Takis Klerides, George Papaioannou, Anastasios Athanasiades, Andreas Constantinides, Christoforos Hadjikyprrianou, Neoclis Nicolaou and Linos Chrysostomou are Non-Executive Directors.

Based on the criteria of the Code, amongst the Non-Executive Directors, Anastasios Athanasiades, Andreas Constantinides, Christofors Hadjikyprrianou, Neoclis Nicolaou and Linos Chrysostomou are Independent Directors. On 15/09/2012 Takis Klerides and on 21/08/2017 George Papaioannou completed nine years of service on the Board of Directors and according to provision A.2.3.(h) of the Code, following that date they ought to have been considered as Non-Independent. However, the Board of Directors is of the opinion that their personality, scientific knowledge, professional experience and background, on the one hand, and proven objectivity and impartiality in the exercise of their duties as Directors of the Company on the other, as well as the absence of any interconnection with the Management or the Main Shareholders and of any direct or indirect conflict of interest with the interests of the Company and its shareholders, confirm and guarantee that their independence is not affected. For the reasons stated above, the Board of Directors considered them to be Independent Directors.

Chief Executive Officer is the Vice-Chairman and Managing Director Varnavas Irinarchos and Deputy Chief Executive and Managing Director Anthoulis Papachristoforou. Anthoulis Papachristoforou is also the Group's Chief Financial Officer.

Based on the above, during the period under review, out of the eight members of the Board of Directors, excluding the Chairman, six are Independent Directors and two are Executive Directors.

Independent Directors have confirmed their independence in accordance with the criteria laid down in provision A.2.3. of the Code.

There have been no issues between the Shareholders and the Company and no reports have been made to the Compliance Officer to resolve any such issues.

A.3. Provision of Information

The Board of Directors has been regularly informed about the Company's financial situation and prospects. Directors are notified of the items to be discussed prior to the meetings.

The businesses of the Board of Directors are held on the basis of the agenda which is drafted following liaison between the Chairman, the Vice-President and Managing Director and the other members of the Board and forwarded to the Secretary at least three days prior to the date set for the meeting, except in urgent cases. In addition to the issues on the agenda, at its meetings the Board of Directors also addresses issues raised by the Directors after the drafting of the agenda.

The minutes of each meeting are prepared and forwarded to the members of the Board of Directors prior to the date of the next meeting and, upon approval, are signed by all Directors present at the meeting.

A.4. Appointments to the Board of Directors

The composition of the Nomination Committee is set out in Part I.A.2. of this Report. The majority of the Members of the Nomination Committee are Non-Executive Directors (including the Chairman). The Terms of Reference of the Nomination Committee are set out in Part I under B.2., with reference also to paragraph 1.B.8..

A.5. Re-election

According to article 94 of the Company's Articles of Association, at every Annual General Meeting 1/3 of the members of the Board of Directors (or the nearest percentage thereof) retires by rotation. Moreover, according to Provision A.5 of the Code, Directors are required to resign [...] at least every three years [...] but may offer themselves for re-election. According to Order A.5.2. of the Code all Directors must be subject to re-election by shareholders at the earliest opportunity after their appointment and subsequently to re-election, at intervals not exceeding three years.

According to the provision mentioned above, the members of the Board of Directors retiring by rotation at the Annual General Meeting of 2023 are George Papaioannou, Anastasios Athanasiades and Andreas Constantinides who offer themselves for re-election. Linos Chrysostomou, having been appointed by the Board of Directors on 06/04/2023, is resigning and offering himself for re-election at the Annual General Meeting.

George Papaioannou was born in Nicosia in 1962. He is a graduate of Ethniko Kapodistriako University Law School of Athens. He distinguished himself in his academic studies and excelled in the entrance exams of the profession of law. From 1990 to 2002 he served in the Law Office of the Republic of Cyprus with a special interest in administrative and criminal law. He participated in legal conferences and was a member of the Council of Europe on combating corruption. In 2002 he resigned from the Law Office of the Republic of Cyprus and since then he runs his own law firm in Nicosia.

Anastasios Athanasiades was born on 16/03/1969. He holds a Bachelor of Arts Honour Degree in Economics, Accounting and Finance from the University of Manchester, in United Kingdom in 1991. He worked in Cyprus as a Director of Audit at Coopers and Lybrand from 1994 to 1996 and from 1996 to 2000 in the public sector (Treasury of the Republic of Cyprus) as Head of Internal of the Ministry of the Republic of Cyprus. In 2000 he was appointed by the Council of Ministers as Deputy Chairman and as Deputy Government Commissioner in the Cyprus Securities and Exchange Commission, a position he held until 2001. Since then he is working on the Audit of the Financial Statements. He is a member of the Institute of Certified Public Accountants of Cyprus and Fellow of the of the Institute of Chartered Accountants in England and Wales. He specialises in the audit of financial statements and international tax matters.

Andreas Constantinides was born on 30/11/1959. He holds a Bachelor Degree in Economics Sciences from the University of Warwick. He is a member of the Institute of Chartered Accountants in England and Wales (ICAEW). He was a partner at PriceWaterhouseCoopers Limited in Cyprus, specialised in the fields of Consumer Markets, Information Technology and Agricultural Industry with significant and active participation in the markets of Eastern Europe, Hungary, Ukraine, etc. He was also Chairman of the Supervisory Body of PriceWaterhouseCoopers Limited. He also served as member of the Board of Directors of the Cyprus Broadcasting Corporation (CyBC). In 2019, he founded the consulting and administrative services company Avantium Corporate Services Ltd. Mr. Andreas Constantinides is a member of various Committee Councils, such as, inter alia, that of the Pancyprian Gymnasium Association (GSP), Junior and Senior School of Nicosia and the Cyprus Austria Association.

Linos Chrysostomou was born on 08/08/1958. He studied in Middlesex University in London from where he holds a degree in Civil Engineering. He then attended postgraduate studies at Imperial College of Science and Technology in London from where he obtained a postgraduate degree in Management Science. His professional career began in 1984 as a site engineer in J&P in Oman. He then worked as a real estate appraiser at Antonis Loizou & Associates. From 1988 to 1994 he served as Project Manager at the Friendly Real Estate Public Company. In addition, he served as a Director of the Technical Advisor of the State and Citizens (E.T.E.K.) from 1994 to 2008. From 2008 until now, he has been working as a Project Manager at Leptos Estates Company. He is also experienced in technical projects of renovations, additions, conversions and restorations.

Except as stated above, no member of the Board has been elected or re-elected for a period exceeding three years.

B. REMUNERATION OF DIRECTORS

B.1. Procedure

The composition of the Remuneration Committee is set out in Part I.A.3 of this Report. The Members of the Committee are Non-Executive Directors and have no business or other relationship that could materially affect the performance of their duties. All the members of the Remuneration Committee are Independent Directors. Due to his long-standing experience with a business consulting firm, the Chairman of the Remuneration Committee has knowledge and experience in remuneration policy issues. The Terms of Reference of the Remuneration Committee are set out in Part I.B.3 with reference also to paragraph I.B.8.

B.2. The level and composition of the remuneration – Remuneration Policy - Remuneration Report

During the year under review, it was not deemed necessary to use the services of a consultant on market standards for remuneration systems.

The Company's policy on the remuneration of its Executive directors recognises the necessity of the determination of remuneration of which the level and composition will be able to allow the attraction, retention and motivation of Executive directors which fulfil the required criteria, academic qualifications, knowledge and experience. Consists in correlating remuneration to individual performance and the Company's overall progress and the competitive comparison against other businesses of similar operations and comparable size.

Not any factor exists in the composition of the Executive directors' remuneration which consists wholly of non-variable factors without any predetermined or quantifiable performance criteria.

There is no annual bonus scheme and other benefits to the Executive directors, except the bestowal of a car or the reimbursement of maintenance and running expenses of a private car and except as mentioned below in paragraph B.3..

There are no retirement or early retirement plans or option plans or share-option plans to the benefit of Executive directors.

The report of the Remuneration Committee has been approved by the Board of Directors and is submitted to the shareholders of the Company for approval as part of this Annual Report.

The amount and the composition of the remuneration of the Executive Board of Directors are listed in Part II.B.3.

B.3. Notification

The remuneration and other benefits of the Executive directors in 2022 were as follows:

Varnavas Irinarchos, Managing Director- €175.900 (Salary €150.000 plus Entertainment Expenses €25.000). He is provided with a car and the relevant running and maintenance costs are also covered, amounting to €23.027 including depreciation, in the period under review. His employment contract was renewed and is valid from 01/01/2023 until 31/12/2023 with a salary of €150.000 plus entertainment expenses of €25.000 plus running and maintenance costs of a car.

Anthoulis Papachristoforou, Deputy Managing Director- €271.000 (Salary €197.000 plus Entertainment Expenses €24.000 plus Bonus €50.000 - the bonus was granted based on the evaluation of the results of the Group for the year 2021). He is provided with a car and the relevant running and maintenance costs amounting to €27.153, including the depreciation, in the period under review are covered.

The Executive directors have the right to participate in the Share Option or other Bonus Schemes, if and where applicable to the Company's regular personnel, but are not remunerated for their participation in the Board of Directors and in the committees of the Board of Directors. In 2022 there were no Share Option Schemes in force.

The amount and the composition of the remuneration of the Non-Executive Directors is determined in the General Meeting. It is recognised, in one hand, that the remuneration of Non-Executive Directors should not include rights to purchase share or other information related to the Company's performance and, on the other hand, that it should reasonably reflect the time commitment, requirements and responsibilities of their role, without however, its composition being able to influence the independence of the Non-Executive Independent Directors.

The remuneration of the Non-Executive Directors for their participation in the Board of Directors which were determined with the decision taken by the Annual General Meeting in 2021 are the following: Chairman annual lump sum amount of €25.000 plus €500 per participation at the meetings of the Board of Directors and Non-Executive Directors annual lump sum amount of €7.000 plus €400 per participation at the meetings of the Board of Directors. The chairman of the Audit Committee and the Risk Management Committee are remunerated with an additional annual lump sum amount of €2.000. and €1.000 respectively.

The remuneration of the Non-Executive Directors for their participation in the Committee of the Corporate Governance Code, unless otherwise decided by the Board of Directors, is equal to the remuneration for the participation in the meetings of the Board of Directors.

The total remuneration received by the Chairman and the Non-Executive Directors during 2022, referring to the period from 01/01/2022 until 31/12/2022, are as follows: Takis Klerides (Chairman) €36.000, George Papaioannou €18.600, Anastasios Athanasiades €19.400, Christoforos Hadjikyprianou €15.800, Andreas Constantinides €16.400 and Neoclis Nicolaou €8.526 for the period from 19/05/2022 to 31/12/2022.

No remuneration is paid for the participation of members of the Company's Board of Directors in the boards of directors of its subsidiary companies.

The Independent Non-Executive Directors do not receive and did not receive any reimbursement from the Company except from their remuneration as members of the Board of Directors within the twelve months preceding their appointment, as this was approved with a decision of the Annual General Meeting of 2021.

C. RESPONSIBILITY AND INTERNAL AUDIT – RISK MANAGEMENT

C.1. Financial Statements

The notifications, reports and statements of the Company, reflect the true picture of the Board of Directors data and estimates at the material time. Notifications are issued where required under statutory obligations and where deemed advisable in order to provide shareholders and investors in general with timely information.

The Company intends to continue to operate as a going concern for the next 12 months.

C.2. Internal Control and Risk Management Systems

The Audit Committee ensures that the Company maintains a sufficient Internal Audit System to guarantee the maximum possible protection of the Shareholders' investments and the Company's assets. The Audit Committee inspects the Internal Audit Systems through the Company's Internal Audit Department and provides assurances to the Board of Directors that their effectiveness is satisfactory.

The internal control services are carried out by the Internal Audit Department, headed by Mr. Rovertos Gioucellis, Certified Internal Auditor, member of the Association of Chartered Certified Accountants (ACCA) and the Institution of Certified Public Accountants of Cyprus (ICPAC).

The Company's statutory auditors do not provide internal audit services.

The audit by the Internal Audit Department of the Internal Audit and Risk Management Systems is carried out on a sample basis in accordance with the International Standards of Internal Audit and covers audits of the financial and operating systems, as well as, compliance and management systems that threat the achievement of the Company's objectives.

The Internal Audit Department helps the Group to achieve its objectives by applying a systematic and disciplined methodology in the assessment and improvement of the Risk Management Systems and Internal Control Systems and in the implementation of the Corporate Governance Code by each company.

The Board of Directors has not been informed of any violation of the Laws and Regulations governing the operation of the Cyprus Stock Exchange and the Cyprus Securities and Exchange Commission.

No loans or guarantees have been granted to any Directors (or to any person associated with the same within the first degree or to their spouses or to companies in which they hold more than 20% of the voting rights) of the Company or the Company's subsidiaries either by the Company itself or its subsidiaries or by a company associated with the Company and, with the exception of normal business practice, there are no amounts receivable from a Director or any person associated therewith as stated above.

C.3. Audit Committee, Statutory Auditors and Compliance with the Code – Risk Management Committee

The Audit Committee comprises three members and its composition is set out in Part I.A.4 of this Report. The Chairman and two members of the Audit Committee are Non-Executive, Independent Directors and have no business or any other relationship that could materially affect the exercise of their duties. The Terms of Reference of the Audit Committee are set out in Part I.B.4 with additional reference in paragraph I.B.8.. The Chairman of the audit Committee has experience in Accounting and Audit and is a Qualified Accountant/Auditor. The members of the Committee, as a whole, have sufficient experience in the area in which the Company operates.

In 2022, the Audit Committee held 10² meetings and, as per its Terms of Reference, examined, amongst other issues, the issues related to the services of the statutory Auditors, which have been found to be adequate, including their remuneration, which it considers reasonable. The relevant report has been submitted to the Board of Directors.

The statutory auditors and the entities belonging to the same group as the statutory auditors of the company do not provide to the Company any other services which as statutory auditors are not allowed to provide. The statutory auditors provide non-audit services to the Company, which are permitted by the relevant legislation, and certify in writing that they do not affect their objectivity and independence.

The accounting policies and accounting estimates followed are deemed to be satisfactory. The Company has adopted the International Financial Reporting Standards in relation to its business.

There have been no material transactions of the Company or its subsidiaries or associated companies, of any kind, in which the Chief Executive Officer, any senior management executive, secretary, auditor or major shareholder of the Company holding directly or indirectly more than 5% of the Company's issued share capital or voting rights, has any material interest, either directly or indirectly.

It is hereby confirmed that the Company has complied with the provisions of the Code.

This Report was drafted with the assistance of the Compliance Officer.

Risk Management Committee

The Risk Management Committee comprises five members who are Non-Executive Directors. Its composition is set out in Part I.A.5 of this Report. The Committee's Terms of Reference are set out in Part I.B.5 with additional reference in paragraph I.B.8.

The Risk Management Committee has perused, approved and adopted a Risk Management Manual, prepared by the Company's Internal Auditor, which records in detail, the categories of risks encountered by the Company and the Management's policy and procedures for addressing these risks.

2. On 20/01/2022, 01/03/2022, 29/03/2022, 11/04/2022, 28/04/2022, 14/06/2022, 22/09/2022, 29/09/2022, 22/11/2022 and 02/12/2022.

In 2022, the Risk Management Committee held 4 meetings. At the quarterly meetings of the Committee, the Management presented the results of the methods and processes of managing the risks based on the Manual and the Committee confirmed the ongoing effectiveness of the internal risk management system and its continuous development across the range of the Company's operations. The Chairman of the Committee informed the Board of Directors accordingly.

D. RELATIONSHIP WITH SHAREHOLDERS

D.1. Constructive use of the Annual General Meeting

The Annual General Meeting was convened and held in accordance with legal and regulatory provisions as well as with the provisions of the Corporate Governance Code.

The procedures followed at the general meetings permit, challenge and support the participation of the shareholders in the discussion of the issues on the agenda and the adoption of relevant resolutions. The shareholders are provided with satisfactory evidence and adequate time is provided for investigation and additional explanations in relation to the issues concerning extraordinary business at the annual general meetings or issues relating to the agenda of an extraordinary general meeting. Prior to and after concluding the business of the general meetings, opportunities are provided for communication and discussion amongst the shareholders and the members of the Board of Directors and the other officers and management executives of the Company.

D.2. Equal Treatment of Shareholders

The entire authorized and issued share capital is divided into ordinary shares and there are no shareholders holding any titles with varied rights in relation to the exercise of voting rights or participation in the Company's profits. During voting, every shareholder is entitled to one vote for every share held.

Participation in the general meeting by proxy requires authorizations for which relevant forms are proposed and attached to the invitation.

The invitations are sent out within the deadlines determined by the Companies Law.

Provided they represent an adequate number of shares (5%), shareholders may propose issues to be discussed at the general meetings of the shareholders in accordance with the procedures established by the Companies Law.

The members of the Board of Directors and management executives are aware of their obligations, subject to their ongoing obligations for immediate announcement, to communicate information to the Board of Directors and to the shareholders through the Company's annual report and the accounts, relating to any material own interest which may arise from Company's transactions that fall within their duties, as well as any other conflicts of interest with those of the Company or its associated companies arising in the performance of their duties.

The information concerning the Company is provided to all shareholders fairly, promptly and free of charge.

The Company has a website providing information on important developments in the Company's operations, including the announcements made to the Stock Exchange, and allows visitors to personally contact the Investor Liaison Officer.

The Company's announcements and reports provide prompt and accurate information on the material changes concerning the Group and its business, including issues relating to the Company's financial statements, the objectives and activities, as amended, the main shareholders and voting rights, material foreseeable risks, material issues concerning employees (upgrading and restructuring of personnel) and the shareholders, governance structure and policies and the Company's extraordinary transactions.

Nicosia, 21 April 2023

By order of the Board of Directors,

Adaminco Secretarial Limited
Secretary of Logicom Public Limited