

## **REGULATION FOR THE REMUNERATION & NOMINATION COMMITTEE FOR THE ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS**

This regulation was drafted as a means to provide sufficient information regarding the duties, responsibilities and obligations of the Remuneration and Nomination Committee for the Election of Members of the Board of Directors.

### *Introduction:*

The Remuneration and Nomination Committee for the Election of Members of the Board of Directors is a committee of the Board of Directors and is formed for the purpose of: (a) assisting the Board of Directors in the performance of their duties relating to the remuneration provided by the Company, by designing remuneration policies that are aimed at the long-term success of the Company and the group and at maximizing the value of the shareholders, taking into account that the senior and upper management executives of the Company and the companies of the group shall be adequately remunerated, in a way that is in compliance with the strategic objectives of the Company, the practices of the competition and any regulatory requirements, and (b) finding suitable persons to be elected as members of the Board of Directors and proposing candidates to the Board of Directors that the latter will nominate for election either by the General Meeting of the Company's shareholders or by the Board of Directors itself, in cases where this is provided by law.

### *Members and Tenure:*

The Committee is comprised of three (3) members, the majority of whom are independent non-executive members. The Chairman of the Committee is appointed by the Board of Directors of the Company and must be an independent- non-executive member. The term of office of the members of the Committee coincides with that of the Board of Directors with a possibility of renewal. In any case, their term of office in the Committee shall not exceed nine (9) years in total.

### *Responsibilities:*

- The Committee proposes the remuneration policy of the Company including performance-based bonuses, stock options, as well as employee loyalty incentive programs.
- Specifically with respect to the remuneration of executives and managers, the Committee proposes the amount of their fixed salary, the performance-related remuneration schemes, the pension schemes, as well as the severance packages.
- The Committee proposes the criteria and the general framework for the selection of the members of the Board of Directors in accordance with the Suitability Policy.
- It proposes procedures for determining the internal relations of the members of the Board of Directors.
- It formulates proposals to the Board of Directors regarding the remuneration policy submitted to the General Meeting for approval, in accordance with par. 2 of article 110 of Law 4548/2018.
- It formulates proposals to the Board of Directors regarding the remuneration of persons falling within the scope of the remuneration policy according to article 110 of Law 4548/2018, and regarding the remuneration of the Company's executives, especially the head of the internal audit unit, where the relevant proposal is made in consultation with the Audit Committee.
- It examines the information included in the final draft of the annual remuneration report, providing its opinion to the Board of Directors, before submitting it to the General Meeting, in accordance with article 112 of Law 4548/2018.
- It is responsible for the review of the Succession Procedure for the Members of the Board of Directors, if and when required.
- It is responsible for the conduction of the Evaluation Process for the Members of the Board of Directors and its Committees.

*Meetings:*

The Committee convenes as necessary.

In all cases, the relevant minutes are kept.

The Remuneration and Nomination Committee for the election of members of the Board of Directors convenes by invitation of its Chairman, which invitation is communicated to the members of the Committee at least two (2) working days before the holding of the meeting. The invitation includes the items on the Agenda, the date, time, and place of the meeting. The items of the agenda, as well as the relevant documentation will normally be made available to each member at least two (2) working days before the holding of the meeting. The relevant documentation can also be circulated via e-mail. The Remuneration and Nomination Committee for the election of members of the Board of Directors is in a quorum and the meeting is valid when at least two of its members (three in total) are present. The participation in a meeting of a member of the Remuneration and Nomination Committee for the election of members of the Board of Directors, through audio or video conferencing will be considered valid for this purpose. The resolutions of the Remuneration and Nomination Committee for the election of members of the Board of Directors are passed by absolute majority of the members present. The Remuneration and Nomination Committee for the election of members of the Board of Directors may also convene an unsolicited meeting, provided that all its members are present. The Remuneration and Nomination Committee for the election of members of the Board of Directors may elect a secretary for the purpose of keeping the minutes of the meetings, which are made available to all its members and the Board of Directors.

## **REGULATION FOR THE EXECUTIVE COMMITTEE**

*Introduction:*

The Executive Committee is a body of the Company that assists the Board of Directors and the management of the Company both in matters relating to strategic decisions and in matters relating to the planning of the day-to-day management of corporate affairs. The role of the Executive Committee is essential for the achievement of the inter-company communication, the coordination of the departments' projects and the support of the Chief Executive Officer at both an informative and advisory level.

*Members and Tenure:*

The Executive Committee is comprised of the Chief Executive Officer, any possible Deputy Chief Executive Officer and the senior Management Executives that are direct reports to the Chief Executive Officer or any possible Deputy Chief Executive Officer based on the Organizational Chart.

The tenure of the Committee is indefinite.

*Responsibilities:*

The Executive Committee acts in accordance with the instructions and directions of the Board of Directors. The Committee is responsible for the implementation of the strategy drawn up by the Board of Directors. The Committee assists the Board of Directors in the adoption of resolutions relating to the strategy of the Company and the Group and proposes alternative strategic options to the Board of Directors, as well as the participation of the Company and/or the companies of the Group in tenders for the awarding of new projects by processing, analyzing and approving the submitted offers. The Committee deals with, resolves, and/or introduces to the Board of Directors of the Company matters relating to the planning of the day-to-day management of the corporate and intra-group affairs.

In order to fulfill its purpose, the Executive Committee is entrusted with the following responsibilities: the approval of the annual budget and the corporate business plan, the supervision and consultation of the Company with respect to the compliance with the corporate strategy, the monitoring of the investments, acquisitions and divestitures, as well as the development activities of the Company, the adoption of decisions relating to the signing of contracts of the parent company and/or the subsidiaries controlled by the parent company -for contracts implying a financial commitment

exceeding the amount of one million euros (€ 1,000,000)-, as well as the participation of the Company and/or the companies of its Group in tenders. The operation of the Executive Committee aims to:

- Support the operation of the Board of Directors
- Focus on responsibility
- Improve the speed and efficiency of decision-making,
- Ensuring the objectivity and reliability of decisions.

The principles of ethics and the rules of internal governance of the Executive Committee are:

- Compliance with the requirements of the legislation, the Articles of Association, and the Internal Regulation of the Company, as well as with the decisions of its bodies
- Loyalty to the Company and prevention of damage to its interests
- Guarantee of the confidentiality of information
- Non-exploitation of confidential information
- Prohibition of the external activities that could impede an independent decision-making and could lead to a conflict of interest

#### *Meetings:*

All the members of the Executive Committee shall participate in the meetings of the Committee. However, it is at the discretion of the Executive Committee to invite, whenever this is deemed appropriate, any member of the Board of Directors and/or key executives involved in the governance of the Company. The Executive Committee convenes by invitation of its Chairman, which invitation is communicated to the members of the Committee at least two (2) working days before the holding of the meeting. The invitation includes the items on the Agenda, the date, time, and place of the meeting. The items of the agenda as well as the relevant documentation will normally be made available to each member at least two (2) working days before the holding of the meeting. The relevant documentation can also be circulated via e-mail. The Executive Committee is in a quorum and the meeting is valid when at least the majority of its members are present. The Executive Committee may also convene an unsolicited meeting, provided that all its members are present. The participation in a meeting of a member of the Executive Committee, through audiovisual conferencing will be considered valid for this purpose. The resolutions of the Executive Committee are passed by absolute majority of the members present. The Executive Committee may also convene an unsolicited meeting, provided that all its members are present. The Executive Committee may elect a secretary to assist its operations.

## **REGULATION FOR THE RISK MANAGEMENT COMMITTEE**

This regulation was drafted as a means to provide sufficient information regarding the duties, responsibilities, and obligations of the Risk Management Committee.

#### *Introduction:*

The Risk Management Committee is formed as a means to ensure the management of risks within the Company and the group.

#### *Members and Tenure:*

The Risk Management Committee will consist of the following persons:

- The Group Chief Executive Officer (Chairman of the Committee)
- The Group Deputy CEO
- The Executive VP, Group Chief Commercial Officer
- The Group Chief Financial Officer
- The Group Chief Technology Officer
- The VP, Technology Services
- The Group Chief Legal and Compliance Counsel
- The Group Information Security Director

The meetings of the Committee may be attended by as many other executives as the Chairman of the Committee deems each time necessary to invite to the meetings as a means to assist the work of the Committee.

The tenure of the Committee is indefinite.

*Responsibilities:*

The main responsibilities of the Risk Management Committee of the Group are:

- To provide active support and participate in the risk management procedure
- To evaluate and approve the Enterprise Risk Management Framework, as well as any amendments/revisions thereto and submit it for approval to the Board of Directors.
- To oversee the proper implementation of the Enterprise Risk Management Framework.
- To make recommendations to the Board of Directors for the more effective management of risks.
- To monitor the areas of high risk in comparison to their assessment results on an ongoing basis.
- To continuously monitor the risk management strategy implemented by the Divisions, as well as the existence and the process of development or updating of the controls that address risks per Division
- To submit, when it is necessary, reports on risk management to the Board of Directors in order to adequately inform it on matters under its responsibility.
- To reassess all risks that the Company is willing to assume and redefine the areas of high risk.
- To train executives on risk management issues.

*Meetings:*

The Risk Management Committee convenes by invitation of its Chairman, which invitation is communicated to the members of the Committee at least two (2) working days before the holding of the meeting. The invitation includes the items on the Agenda, the date, time, and place of the meeting. The items of the agenda as well as the relevant documentation will normally be made available to each member at least two (2) working days before the holding of the meeting. The relevant documentation can also be circulated via e-mail. The Risk Management Committee is in a quorum and the meeting is valid when at least the majority of its members are present. The Risk Management Committee may also convene an unsolicited meeting, provided that all its members are present. The participation in a meeting of a member of the Risk Management Committee, through audiovisual conferencing will be considered valid for this purpose. The resolutions of the Risk Management Committee are passed by absolute majority of the members present. The Risk Management Committee may elect a secretary to assist its operations.

## REGULATION FOR THE RESPONSIBLE GAMING COMMITTEE

The present regulation was drawn up as a means to provide sufficient information regarding the duties, responsibilities, and obligations of the Responsible Gaming Committee.

### *Introduction:*

The Responsible Gaming Committee deals with the overview, design, and implementation of plans and the submission of proposals to the Board of Directors as regards the long-term strategy and the goals of the Company and the Group with respect to the responsible participation in games of chance.

### *Members and Tenure:*

The Committee comprises of:

- The Group Chief Executive Officer (and in his absence, the Group Deputy CEO)
- The Executive VP, Group Chief Commercial Officer
- The VP, Technology Services
- The Group Director of Corporate Affairs

as well as any other executives with responsibilities on corporate communication, sustainable development, corporate compliance, and corporate marketing that the Chairman deems each time necessary to invite to the meetings as a means to assist the work of the Committee.

The tenure of the Committee is indefinite.

### *Responsibilities:*

The responsibilities of the Responsible Gaming Committee are in line with the best practices of the gaming industry and governed by the framework established by the most important global gaming organizations, such as the World Lottery Association and the European Lotteries Association and/or lottery vendors, and are as follows: Research, Training and Information Programs for the employees, Product & Services Development, Online Games, Responsible Advertising and Marketing Communication, Customer Information, Retail network Programs, Games Design, Support Programs, Responsible Gaming for EGMs, Involvement of stakeholders and social partners, Evaluation and Reporting.

### *Meetings:*

The Responsible Gaming Committee convenes by invitation of its Chairman, which invitation is communicated to the members of the Committee at least two (2) working days before the holding of the meeting. The invitation includes the items on the Agenda, the date, time, and place of the meeting. The items of the agenda as well as the relevant documentation will normally be made available to each member at least two (2) working days before the holding of the meeting. The relevant documentation can also be circulated via e-mail. The Responsible Gaming Committee is in a quorum and the meeting is valid when at least the majority of its members are present. The Responsible Gaming Committee may also convene an unsolicited meeting, provided that all its members are present. The participation in a meeting of a member of the Responsible Gaming Committee, through audiovisual conferencing will be considered valid for this purpose. The resolutions of the Responsible Gaming Committee are passed by absolute majority of the members present. The Responsible Gaming Committee may elect a secretary to assist its operations.