

Further information on the remit, responsibilities and the modus operandi of the Sustainability Committee are available in the Committee's Terms of Reference which have been released in the Company's website www.mytilineos.gr at the following address: <https://www.mytilineos.gr/who-we-are/governance/corporate-governance/committees#section7>.

Information on the composition, meetings and activities of the Sustainability Committee during the year 2022 are listed below.

Composition of the Sustainability Committee 2022

Composition of the CSR Committee	Status	Meetings during 2022	Attendance rate of meetings
Sophia Daskalaki-Mytilineou	Chair	4/4	100%
Dimitrios Papadopoulos	Member	4/4	100%
Panagiota Antonakou	Member	3/4	75%
Spyridon Kasdas	Member	4/4	100%
Natalia Nicolaidis	Member	4/4	100%
Emmanouil Kakaras	Member	3/4	75%

The Sustainable Development Division Director, Mr., Georgios Galanis is the Sustainability **Committee Secretary**, with the Corporate Branding & CSR Officer, Ms. Polytimi Boudali being the deputy Secretary.

The items discussed in these meetings are the following:

The Sustainable Development Committee, in the year 2022, met on a regular basis (4 times in total) and discussed the following topics which fall within its areas of competence: - It was informed about the implementation of both the internal (Business Activity Sectors) and external (to ~2,500 individuals, institutions, companies and organizations) process of defining the Company's material Sustainable Development issues and validated the 16 Material Issues that emerged. - Reviewed the content of the 2021 Sustainability Report and, after certifying that it includes all the Material Issues, approved its publication. - Discussed the progress of the Company's key carbon reduction initiatives and, by extension, its climate targets, and the future impact of its new business activities (e.g. operation of a new gas-fired thermal power plant) on them. - It was briefed on the key sustainability disclosure requirements included in the new European Corporate Sustainability Reporting Directive (CSRD) and focused on the key impacts (operational and organizational) that its implementation will have on the Company - Approved the Company's two new core policies, the Environmental Policy and the Occupational Health and Safety Policy - Reviewed the results of key ESG ratings of the Company by major ESG Raters such as MSCI and S&P Global and discussed the evolution of the overall ESG performance of the Company towards the predetermined objectives for 2022. Finally, the Committee discussed sustainability issues of general interest such as: a) the findings of the Global Confidence Barometer for 2022, b) the results of the Eurobarometer for Greece on citizens' perceptions of the just green transition and c) the Company's management of communication of sustainable development issues and suggestions for improvement.

4. General meeting of the shareholders and shareholder's rights

4.1. Functioning and key powers of the general meeting

The General Meeting of the Company's shareholders is the supreme corporate body, having authority to decide on any matter relevant to the Company. Shareholders exercise their rights relevant to the administration of the Company only through their participation at the General Meeting.

More specifically, the General Meeting is **the sole body with the authority to decide on the following:**

- (a) Revival or dissolution of the Company, as well as amendments to its Articles of Association, with share capital increases and reductions being understood as amendments thereto for the purposes hereof;
- (b) Election of members of the Board of Directors and Auditors;
- (c) Approval of the overall management activities pursuant to article 108 of Law 4548/2018 and discharge of Auditors from any liability for damages;
- (d) Approval of the annual and any consolidated financial statements;
- (e) Appropriation of the annual profits;
- (f) Approval of the payment of emoluments or emolument advances under article 109 of Law 4548/2018;
- (g) Approval of the remuneration policy and the remuneration report;
- (h) Merger, split, conversion, revival, term extension or dissolution of the Company;
- (i) Appointment of liquidators, and
- (j) Any other matter specified in the applicable legislation.

Not coming under the provisions of the preceding paragraph are the following:

- (a) Share capital increases or share capital readjustment acts explicitly vested in the Board of Directors under the law, increases imposed under the provisions of other legislation;
- (b) The amendment or harmonization of provisions in the Articles of Association by the Board of Directors when so explicitly provided by law;
- (c) The election pursuant to the Articles of Association, under article 21, of directors in the place of directors who resigned, died or forfeited their office in any other manner;

(d) The absorption, under art. 35 and 36 of Law 4601/2019, of a Societe Anonyme (public limited company) by another Societe Anonyme holding one hundred per cent (100%) or ninety per cent (90%) or more of the former's shares, respectively;

(e) The option to distribute interim dividends pursuant to paragraphs 1 and 2 of art. 162 of Law 4548/2018;

(f) The option to distribute (under para. 3 of art. 162 of Law 4548/2018) profits or voluntary reserves within the current business year under a BoD resolution which is submitted to the publication formalities.

As to the rest, the General Meeting decides on any BoD proposal included in the agenda.

The shareholders' General Meeting's legal decisions also bind the shareholders who are absent or disagree.

The shareholders' General Meeting is convened by the Board of Directors, by the statutory auditor of the Company upon the latter's request to the Chairman of the Board of Directors, by minority shareholders representing at least one twentieth (1/20) of the paid-in share capital of the Company upon a requisition in this respect or, when the conditions applicable are in place, by another person or body explicitly provided for under the law.

The General Meeting is held at the Company's seat or in the region of another municipality within the prefecture where the Company has its seat or in another municipality neighbouring the one where the Company has its seat, at least once a year, always in the first semester from the expiry of each fiscal year. The General Meeting can also be held in the municipality where the seat of the Stock Market where the Company's shares are listed.

Under a resolution passed by the Board of Directors, the General Meeting may not be held at a physical location, but it may be conducted entirely remotely through audiovisual or other electronic means, pursuant to the provisions of article 125 of law 4548/2018 and paragraphs 4, 5 and 6 of article 13 hereof, when such is absolutely necessary, having considered any extraordinary circumstances (such as governing guidance or other restrictions or recommendations or measures that may prevent physical gatherings) however it shall ensure at all times proper opportunity for the shareholders to actively participate in the general meeting and exercise their rights.

The Board of Directors can convene an extraordinary shareholders' General Meeting, when deemed necessary.

Except in the case of reiterative general meeting sessions and those assimilated to them, the General Meeting, shall be convened by notice published, as provided under applicable law, at least twenty (20) clear days prior to the date appointed for its session. It is clarified that non-working days are taken into account in calculating the 20-days time limit. The publication day of the invitation to the General Meeting and the day of the meeting are not taken into account. The invitation to the General Meeting contains as a minimum the following information: the building, with exact address details; the date and time of the meeting; the agenda items, clearly defined; the shareholders entitled to participate; precise instructions on the manner in which shareholders shall be able to participate at the meeting and exercise their rights in person or by proxy or even remotely; the rights of the shareholders, with reference of the time period within which any such right may be exercised or, alternatively, the deadline by which such rights may be exercised; detailed information on such rights and terms for the exercise thereof must be made available by means of express reference in the notice to the Company website; the procedure for the exercise of the voting right by proxy and in particular the forms used by the Company for this purpose as well as the means and methods provided in order

for the Company to receive electronic notices for the appointment and recall of proxies; determination of the date of record, with explicit mention of the fact that only those persons having shareholder status as at such date shall have the right to participate and vote at the General Meeting; the place where the complete text of the documents and draft resolutions shall be available as well as the manner that these may be obtained, and the Company website address, where the information regarding the rights of the shareholders prior to the General Meeting shall be available. No invitation is required if shareholders representing the total of the share capital are presented or represented and no one objects to its convocation and decision taking.

Remote participation at the General Meeting is possible using audiovisual or other electronic means, without the shareholder being physically present at the place where the General Meeting is held. In addition, remote participation at the vote is permitted, by electronic means or by correspondence, to be taken prior to the General Meeting session. Under a resolution passed by the Board of Directors the aforementioned options are given effect, any one or all of them, in respect of one or more General Meeting sessions or for a specified time period, the relevant technical and procedural details are specified, and procedures are adopted for establishing the participant's identity and the origin of the vote, as well as for securing the electronic or other connection.

The General Meeting is in quorum and validly meets on the items on the agenda when a percentage of at least twenty per cent (20%) of the paid-up share capital is represented thereat. If such a quorum is not achieved in the first assembly, the General Meeting shall be held anew within twenty (20) days from the date of the adjourned meeting upon notice of the Board of Directors at least ten (10) clear days in advance. Such reiterative session is in quorum and validly meets on the items on the agenda whatever the part of the paid-up share capital represented. A new notice is not required, if the original notice specified the place and time for repeat sessions in case no quorum is present at the original General Meeting session, provided the adjourned and the reiterative sessions are a minimum of five (5) clear days apart.

The decisions of the General Meeting are taken with the absolute majority of the votes represented in the meeting. The General Meeting is exceptionally considered to be in quorum and validly meets on the items on the agenda if at least one half (1/2) of the paid-up share capital are represented, in the case of decisions pertaining to a change of the nationality of the Company, a change of the business object of the Company, increase of shareholders' obligations, ordinary increase of share capital unless imposed under the law or effected by means of capitalization of reserves, share capital reduction except when it is in accordance with para. 5 of article 21 of Law 4548/2018 or para. 6 of article 49 of Law 4548/2018, a change in the manner of appropriation of profits, merger, split, conversion, revival, term extension or dissolution of the Company, the granting or renewal of power to the Board of Directors for share capital increase, pursuant to para. 1 of art. 24 of Law 4548/2018, as well

as in all other cases in which the law specifies that the General Meeting shall adopt resolutions under a qualified quorum and majority.

Until the General Meeting Chairman is elected, the General Meeting is provisionally chaired by the Chairman of the Board of Directors or, if the Chairman is unable to attend, by his Deputy, as may be appointed by the Board of Directors in a special resolution to this effect. The Chairman shall also appoint a provisional secretary. After the list of the shareholders with a right to vote is approved, the meeting continues with the election of its Chair and a secretary who also acts as a vote teller. Resolutions on these matters are passed by absolute majority of the votes represented at the General Meeting.

The discussions and decisions of the General Meeting are restricted to the items on the agenda. The agenda is prepared by the Board of Directors and includes the proposals of the Board to the General Meeting and possible proposals made by the auditors or shareholders representing one twentieth (1/20) of the paid-up share capital. For the items discussed for which decisions are taken, minutes are kept, signed by the Chair and the Secretary. The list of the shareholders present or represented in the General Meeting is recorded at the beginning of the minutes.

4.2. Rights of shareholders and how to exercise them

Shareholders exercise their rights related to the Company's administration only by participating in the General Meeting. Each share entitles the holder to one vote at the General Meeting.

Entitled to participate at the General Meeting is each person that has a shareholder status pursuant to the Dematerialized Securities Register of the Company, which is kept electronically with the company "Greek Central Securities Depository SA" (ATHEXCSD), as at the start of the fifth (5th) day prior to the day of the original General Meeting session (record date). The aforementioned record date is also applicable in the case of an adjourned or reiterative session, provided that such adjourned or reiterative session is not more than thirty (30) days from the record date pursuant to article 124 par. 6 of law 4548/2018. If this is not the case, or if in the case of a reiterative General Meeting a new notice is published, persons having shareholder status as at the start of the third day prior to the day of the adjourned or reiterative General Meeting session may participate at the General Meeting.

Shareholder status may be evidenced by any means and, in any case, based on the information received by the Company directly through electronic connection with the registers of ATHEXCSD. Those entitled to participate and vote at the General Meeting are only the individuals who qualify as shareholders on the said record date. In case of non-compliance with the provisions of article 124 of law 4548/2018, the shareholders may participate at the General Meeting only after permission by the General Meeting.

The exercise of the said rights does not require the blocking of the beneficiary's shares nor the adherence to any other similar procedure, which limits the possibility of selling and transferring them during the period between the record date and the date of the relevant General Meeting session.

1. Shareholders who are entitled to participate at the General Meeting may participate and cast their vote either in person or by proxy. Each shareholder may appoint up to three (3) proxies. Legal entities participate at the General Meeting by appointing up to three (3) natural persons as their representatives. However, when a shareholder owns shares in the Company, which appear in more than one securities account, this limitation does not preclude the shareholder from appointing different proxies for the shares shown in each securities account in respect of a specific General Meeting session. A shareholder may appoint a proxy for one or more General Meeting sessions and for a specified time period. The proxy casts vote according to the instructions of the shareholder, if any. Non-compliance of the proxy with the received instructions does not affect the validity of the General Meeting's resolutions, even if such proxy's vote was decisive for achieving the majority.

2. The appointment as well as the revocation or replacement of the shareholder's representative or proxy shall be made in writing and shall be submitted to the Company's headquarters at least forty eight (48) hours prior to the date appointed for the General Meeting. The proxy is obliged to notify the Company, prior to the commencement of the General Meeting, of any specific fact, which might be useful to shareholders, in order for them to assess a possible risk that the proxy might serve interests other than the shareholder's interests. Conflict of interest may arise in particular in cases where the proxy: a) is a controlling shareholder of the Company or is a legal person or entity controlled by such shareholder; b) is a member of the Board of Directors or of the management of the Company in general or of a controlling shareholder, or of another legal person or entity controlled by such shareholder; c) is an employee or an auditor of the Company or of a controlling shareholder, or of another legal person or entity controlled by a controlling shareholder; d) is a spouse or a first degree relative of a natural person referred to in cases a) to c) above.

4.3. Other rights of the shareholders

The shareholders also have the rights granted to them by law, such as the rights provided for in article 141 paragraphs 2, 3, 6, 7 and 8 of Law 4548/2018, which inter alia include the following:

i) Article 141 paragraph 2 of law 4548/2018: At the request of shareholders representing 1/20 of the paid-up share capital, the Board of Directors is obliged to include additional items in the agenda of the General Meeting, provided that the relevant request is received by the Board of Directors at least fifteen (15) days prior to the General Meeting session. The additional items must be published or disclosed under the responsibility of the Board of Directors in accordance with article 122 of Law 4548/2018 at least seven (7) days prior to the general meeting. The request to include additional items in the agenda must be accompanied by a justification or by a draft decision to be adopted by the General Meeting. The revised agenda must be published in the same manner as the previous agenda, thirteen (13) days before the date of the General Meeting session and at the same time must be also made available to shareholders on the Company's website, along with the justification or the draft decision submitted by the shareholders, in accordance with article 123 paragraph 4 of Law 4548/2018. If these additional items are not published, the requesting shareholders are entitled to request the adjournment of the General Meeting in accordance with article 141 paragraph 5 of Law 4548/2018 and to make the publication themselves, in accordance with the second sentence of this paragraph (and article 141 paragraph 2 of law 4548/2018) at Company's expense.

ii) Article 141 paragraph 3 of Law 4548/2018: Shareholders representing 1/20 of the paid-up share capital, have the right to submit draft decisions which have been included in the initial or revised agenda of

5. Description of the main characteristics of the internal control systems and risk management function of the company in relation to the preparation of the financial statements

the General Meeting. Such request must be furnished to the Board of Directors at least seven (7) days before the date of the General Meeting session, and said draft decisions are made available to the shareholders according to the provisions of article 123 paragraph 3 of Law 4548/2018 at least six (6) days before the General Meeting session.

iii) Article 141 paragraph 6 of Law 4548/2018: Following a request submitted to the Company by any shareholder at least five (5) full days prior to the General Meeting session, the Board of Directors is obliged to provide to the General Meeting the requested specific information on the Company's affairs, to the extent that this may be useful for the assessment of the items on the agenda. The Board of Directors may provide a single response to shareholders' requests with the same content. The obligation to provide information does not apply in the event that the information requested is already available on the Company's website, especially in the form of questions and answers. At the request of shareholders representing 1/20 of the paid-up share capital, the Board of Directors is obliged to announce to the ordinary General Meeting the amounts that have been paid during the last two years to each member of the Board of Directors or to the Company's managers, as well as any benefits that were granted to them for any reason or on the basis of their contract with the Company. In all the above cases, the Board of Directors may refuse to provide such information for substantive ground, as recorded in the minutes. Such a reason may be, in the circumstances, the representation of the requesting shareholders to the board, in accordance with articles 79 or 80 of Law 4548/2018. In the cases of this paragraph, the Board of Directors may respond in a single application to shareholders with the same content.

iv) Article 141 paragraph 7 of Law 4548/2018: At the request of shareholders representing at least one tenth (1/10) of the paid-up capital which is submitted to the Company within the period referred to in article 141 paragraph 6 of Law 4548/2018, the Board of Directors is obliged to provide to the General Meeting information on the course of the corporate affairs and assets of the Company. The Board of Directors may refuse to provide such information for substantive ground, as recorded in the minutes. Such a reason might be, as the case may be, the representation of the applicant shareholders on the Board, in accordance with articles 79 or 80 of Law 4548/2018, provided that the respective members of the board of directors have received relevant information sufficiently.

v) Article 141 paragraph 8 of Law 4548/2018: In the cases referred to in article 141 paragraphs 6 and 7 of Law 4548/2018, any question as to the merits or not of the grounds of refusal on the part of the Board of Directors to provide the requested information, shall be resolved by court's decision, issued in interim injunction proceedings. By the same decision, the court obliges the Company to provide the information denied. The decision is not subject to any legal remedies.

In all above cases, the requesting shareholders must prove their shareholder status, as well as the number of shares they own, during the exercise of their right, except for in case of the first subparagraph of paragraph 6 of article 141 of Law 4548/2018. The shareholder status is certified through online connection of the Company with ATHEXCSD.

The Company has an internal control, quality assurance and risk management system regarding financial information and has designed appropriate safeguards to monitor the implementation of the system's procedures. The procedures designed and implemented by the Management and staff to ensure the reliability of financial reporting, the effectiveness and efficiency of operations and compliance with applicable laws and regulations are further reviewed by the Company's statutory auditors and any findings that, in accordance with their professional judgement, are of importance are communicated to the Audit Committee of the Company, which then informs the Board of Directors accordingly.

The Board of Directors reviews on an ongoing and continuous basis the corporate strategy and the main business risks, particularly in a constantly changing economic and business environment. In addition, it regularly receives progress reports on the audits carried out by the Audit Committee based on the annual programme of planned audits by the Company's Internal Audit Division. The above enables the Board to form a comprehensive view on the effectiveness of the Company's systems, procedures and regulations.

The Company, by resolution of its Board of Directors, entrusted Grant Thornton Chartered Company of Business Consultants (Independent Auditor) with the assessment of the adequacy and effectiveness of the Internal Control System (ICS) of the Company and its significant subsidiary, as of 31/12/2022, in accordance with the provisions of para. 3 and para. 4 of article 14 of Law 4706/2020 and Resolution 1/891/30.09.2020 of the Board of Directors of the Hellenic Capital Market Commission, as applicable. The work of the Independent Auditor was performed in accordance with the International Standard on Assurance Engagements 3000 Assurance Engagements Other Than an Audit or Review of Historical Financial Information. Grant Thornton's conclusion, which is included in the final report assessing the adequacy and effectiveness of the ICS of the Company and its significant subsidiary as at the reporting date of 31 December 2022, nothing has come to our attention that might be considered a material weakness in the ICS of the Company and its significant subsidiary in accordance with the Regulatory Framework."

The reliability of the Company's Financial Statements is ensured by the application of Internal Control and Risk Management Processes. The Company has put