

- on the one hand, that upon taking up their duties all Board members are provided with a full induction programme, tailored to their capacity (executive, non-executive, or independent non-executive member) and the tasks assigned to them; and

- on the other hand, that all Board members update their skills and knowledge on an ongoing basis, in order to effectively fulfil their duties as members of the Board and its committees, subject to continuous training by the Company for this purpose, in accordance with the detailed provisions of the Training Policy.

No later than one month following their appointment, new Board members attend an induction programme, whose purpose is to provide them with information that will be useful in the effective performance of their duties. In particular with regard to Board members who are members of Board Committees, the induction also includes information on the scope of these Committees. The training may be provided by any appropriate means and, in particular, in person or remotely, using synchronous or asynchronous teaching methods, individually or in groups, during or outside working hours, at the Company's headquarters or elsewhere. Indicatively, online seminars, programmes with physical presence, lectures may be organised.

The programme also relied on support provided by the Board's executive members, as well as by previous Board members, so as to ensure the fullest possible briefing and swift integration of the new Board members.

3. Sustainability committee

Purpose

The Company has established a Sustainability Committee which, in accordance with the Company's Internal Regulation and the Committee's own Terms of Reference, which were approved and put into effect by the Resolution of the Board of Directors dated 15.06.2021, after having been approved by the resolution of the Committee of 26.05.2021, assists the Board of Directors of the Company in integrating Sustainable Development policies and procedures in the Company's basic decision-making processes and operations. The purpose of the Committee is to assist the Board in strengthening the Company's long-term commitment to creating value in all three pillars of Sustainable Development (economy, environment and society) and in overseeing the implementation of responsible and ethical business conduct, evaluated regularly on the basis of its results and its performance in Environmental, Social and Governance (ESG) matters.

Establishment and composition

The Sustainability Committee was established by the Board of Directors decision of 2.4.2021. The composition of the Committee is as follows:

The Committee shall consist of at least three (3) members, the majority of whom shall be non-executive Board members and at least two (2) of whom shall be independent non-executive Board members. A third person, not a Board member, also can be a member of the Committee.

The exact number of members of the Committee shall be determined by the Board, which, moreover shall appoint the members of the Committee.

The members of the Committee shall appoint the Chair.

In order that they carry out the Committee's duties adequately, its members as a whole should possess the required knowledge, skills and/or experience related to the Company's activity and, in particular, regarding issues of sustainable development, society and governance (ESG).

Following a proposal by the Remuneration and Nomination Committee, the Board shall assess the candidate members of the Committee.

Unless the Board were to resolve otherwise, the Chair and the members of the Committee shall be appointed for a period equal to the tenure of the Board, namely for four years.

The Committee shall appoint a Secretary and a Deputy Secretary to support its operations. In case no Secretary is appointed according to the above, the Company Secretary and the Deputy Company Secretary or his/her deputy shall carry out the duties of Secretary and Deputy Secretary of the Committee. The Committee Secretary shall be responsible for supporting the operation of the Committee in general, including the keeping of the minutes and the proper implementation of the Committee meetings.

Meetings

The Committee shall meet at regular intervals, at least three (3) times a year, and extraordinarily when required, in order to carry out its duties effectively.

The meetings of the Committee shall be attended by its members, its Secretary and or the Deputy Secretary, and the Company Secretary, the latter to assist the Committee in matters of corporate governance. However, at its discretion, the Committee may invite, whenever appropriate, third parties, within or outside the Company, to attend its meetings.

As required, the Committee may meet jointly with other Board Committees to discuss important matters of mutual interest.

Remit

The Committee has the responsibility to review the domestic and international trends in Sustainable Development annually and to supervise and monitor the implementation of the Sustainable Development Policy in accordance with the Company's strategy. Furthermore, the Committee examines and approves the process to determine the material Sustainable Development topics validating its results annually, which shall constitute the structure of the Company's annual Sustainable Development Report. In addition, the Committee monitors the progress of achieving the carbon dioxide (CO₂) emissions reduction targets and the Company's performance in other material Environmental, Social and Governance (ESG) topics, informing the Board and proposing corrective actions. The Committee is informed of and evaluates the results of the institution of the Consultation of Social Partners providing the corresponding directions and examines the Sustainable Development and ESG topics in combination with the Company's priorities of communication and management of its reputation, proposing to the Board ways for the most effective communication of these issues both within and outside the Company. Finally, the Committee evaluates its own performance and effectiveness on an annual basis and proposes corrective actions if necessary.

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;