INTERBANKING SYSTEMS S.A.

# Executive Committee Charter

Version 5.0

# Document information

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| **TITLE** | Executive Committee Charter |
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# Change history

| **VERSION** | **DATE OF APPROVAL** | **SUMMARY OF CHANGES** |
|---|---|---|
| 5.0 | 24/06/2025 | Legal Counsel's aappointment as a Committee Member in the role of Head of the Legal & Compliance Department |
| 4.0 | 19/6/2024 | Change in the Committee's responsibilities and revision of the terminology of organizational units due to organizational restructuring |

# Related documents

- Articles of Association
- Internal Regulation of Operation

# Contents

## I. Introduction

The purpose of this Charter is to describe the duties and responsibilities of the Executive Committee and the manner in which it shall operate. This Charter has been approved and entered into force by a resolution of the Board of Directors dated 23/6/2025 and is in line with the Company's own Internal Regulation of Operation, the applicable policies and the principles of best corporate governance practices.

## II. Composition and constitution of the Committee

The primary objective of the Committee is to assist the Board of Directors and the Chief Executive Officer in the formulation and monitoring of the Company's strategy.

The Chief Executive Officer of the Company shall be appointed as Chairman of the Committee. In addition, the following shall serve as full members of the Committee:

- The General Manager of the Payment System
- The Chief Financial Officer
- The Director of Data Center and Infrastructure
- The Director of IT and Communication Systems Security
- The Head of the Business Development and Innovation Unit
- The Head of Legal and Compliance Department

The Committee may, at its discretion, invite any other executive or employee of the Company or the Head of the Internal Audit Unit. The members of the Committee, as a whole, possess sufficient knowledge, expertise, and experience in the sector in which the Company operates, enabling the effective performance of their duties. In addition, they demonstrate integrity of character, sound judgment, and knowledge of the market. The Committee appoints a Secretary responsible for keeping the minutes of the meetings.

## III. Committee meetings

The Executive Committee shall meet whenever necessary or appropriate. Meeting dates shall be set by the Chairman of the Committee, in consultation with the other members. A Committee meeting shall also be convened at the request of any member of the Committee. Five days before the meeting, the Secretary of the Executive Committee shall send an invitation to the members, which shall mention the items on the agenda, the date, time and place or the manner in which the meeting shall be held.

The Committee shall convene with all its members participating in it. The potential absence of any member, except for the Chairperson, does not affect the validity of the meeting.

The Executive Committee may meet at the Company's headquarters or in any other place decided by its members or by teleconference.

## IV. Responsibilities of the Committee

The Executive Committee shall have the following responsibilities in the following matters:

- Design and implementation of the company's strategy
- Development and innovation – Promotion of products and services
- Pricing policy
- Other matters as assigned by the Board of Directors.

In relation to the above, the Committee::

- Studies, analyses and, through its Chairman, submits recommendations to the Board of Directors

- Coordinates and monitors the proper progress and completion of the projects undertaken and carried out by the Company, in particular those included in the current business plan
- Plans and evaluates the efficiency of the Company’s new services and products as well as those under development, and identifies the risks associated with them (financial and non-financial)
- Reviews, proposes and approves regulations and standards of the payment system, ensuring the smooth operation of the system and recommends accordingly to the Board of Directors
- Explores opportunities to expand the Company's customer base and activities.

## V. Access to information and financial resources

The Executive Committee has access to any document or data of the Company related to its responsibilities. The Company shall ensure unimpeded work of the Committee in facilitating the exercise of its duties by providing the necessary resources, both financial and non-financial.

## VI. Reporting to the Board of Directors

The Executive Committee shall, through its Chairman, periodically inform the Company’s Board of Directors on its activities, decisions and findings, while it may also submit recommendations on matters within its competence.

## VII. Duties of the members – Rules of conduct

The members of the Executive Committee shall perform their duties conscientiously and with the best interests of the Company in mind. In particular, they must comply with the following obligations:

- Compliance with the laws, the Articles of Association and the decisions of the corporate bodies
- Loyalty to the Company and prevention of damage to its interests
- Respecting the confidentiality of information and not using it for their own benefit or for the benefit of third parties
- Not engaging in non-corporate activities which may lead to a conflict of interest.

The above obligations shall also apply to any third party (Secretary or other) who participates in the Committee and has knowledge of its proceedings.

## VIII. Non-remuneration of Executive Committee members

Members are not entitled to any remuneration for their participation in the meetings of the Executive Committee.

## IX. Minutes

For each Committee meeting, the Secretary of the Committee shall keep minutes containing accurate records of all proceedings, proposals and reports submitted at the meeting. The minutes shall be prepared up by the Secretary and sent to the Committee members. After delivery of the minutes, if there are no comments from the members, the minutes shall be finalised and signed.

The minutes shall be kept in serially numbered order and kept in electronic form by the Secretariat of the Committee with all relevant submitted documents, recommendations, etc.

## X. Amendment of the Charter

The Board of Directors shall assess the appropriateness and effectiveness of the Charter and approve any changes to it, either on the recommendation of the Committee or on its own initiative.

## XI. Compliance with the Charter

Failure to comply with this Charter shall be identified by the Internal Audit Function and reported to the Audit Committee.

**Disclaimer: This is an English translation of the official company text originally drafted in Greek, provided for informational purposes only. In the event of any discrepancy between the Greek and the English versions, the Greek version shall prevail.**