INTERBANKING SYSTEMS S.A.

Internal Regulation of Operation

Version 10.0

Document Information

TITLE	Internal Regulation of Operation
PUBLICATION	10.0
CODE	-
AUTHOR	Legal & Compliance Department
APPROVED BY	Board of Directors
DATE OF LAST REVIEW	24/6/2025
NEXT OVERVIEW	24/6/2028

History of Changes

PUBLICATION	DATE OF APPROVAL	SUMMARY OF CHANGES
10.0	24.06.2025	**Amendment due to the merger of the Legal Function and the Compliance Function into the "Legal Function & Compliance Department"**
9.0	25.9.2024	Amendment due to the establishment of the Remuneration and Nomination Committee and other organizational changes
8.0	24.7.2023	Changes due to organizational changes
7.0	8.8.2019	Changes due to organizational changes
6.0	20.10.2017	Changes due to organizational changes
5.0	31.8.2016	Changes due to organizational changes
4.0	28.11.1997	Changes due to organizational changes
3.0	8.4.1996	Changes due to organizational changes
2.0	4.11.1994	Changes due to organizational changes
1.0	20.3.1992	Organizational chart structure

Related Documents

1. Board of Directors Charter
2. Audit Committee Charter
3. Operational Committee Charter
4. Executive Committee Charter

Contents

Introduction

The Internal Regulation of Operation (IRO) of Interbanking Systems S.A. (''DIAS'' or the ''Company'') has been prepared in accordance with the legal and regulatory framework governing the Company and taking into account the provisions of its Articles of Association.

This Internal Regulation of Operation is also based on the current organizational chart of the Company, corresponds to its size, activities and objectives as well as to the principles of modern organization.

It was approved by the Board of Directors of the Company and has been in force ever since. This document replaces and removes all previous versions.

1. Purpose

The Internal Regulation of Operation aims to define the framework for the organization and operation of the Company to ensure:

1. the Company's continuous compliance with the laws and regulations that regulate its organization and operation, as well as its activities,
2. the control of the decision-making method by the competent bodies, in order to ensure that the management of the Company is carried out exclusively in the interest of the Company and its shareholders, including minority shareholders and that all members of the Board of Directors and the Company's executive officers are informed regarding their corporate, institutional and legal obligations.

2. Persons obliged to comply with the Internal Regulation of Operation

The Internal Regulation of Operation applies to the following persons (hereinafter the "Liable Persons"):

- the members of the Board of Directors
- the Chief Executive Officer, the General Director of the Payment System and the Company's Directors, as well as
- the Company's personnel.

The Liable Persons are directly bound by the provisions of the Internal Regulation of Operation, while at the same time they must diligently fulfill their duties in the context of their organic position, as specified in their contract with the Company, in the Articles of Association, in the decisions of the competent bodies, as well as by their direct hierarchical superior, based on the operational needs of the Company.

3. Corporate Values

The Company recognizes and respects the following corporate values:

- **Responsibility, respect for the environment and the principle of sustainable development:** Mutual respect, professional conduct and compliance with rules and regulations are vital to protect the purpose and values of the Company. DIAS is an active member of society and supports activities and initiatives of a social character. Moreover, a fundamental value for DIAS is the health and safety of its employees, as well as the respect for the environment and the cultivation of a culture that promotes sustainability.
- **Innovation:** The Company uses state-of-the-art, proven technologies and methodologies to develop the service portfolio, not being satisfied with existing practices and perceptions but moving forward with innovative ideas and new approaches.

- **Team spirit:** The Management encourages and supports the Company's executive officers to cooperate, to utilize their potential and to achieve results, through teamwork, in an environment of job security.
- **Customer driven:** The Company is driven by a constant desire to understand and respond to the needs of its customers, providing a friendly and secure financial payment environment.
- **Non-discrimination/Equal treatment:** The Company fully respects diversity and the right to equal opportunities, while at the same time demonstrating zero tolerance to any form of discrimination. Also, the Company opposes any form of physical, verbal, sexual, psychological or other harassment or violence.

4. Organizational Structure

The structure of the Company's organization, the organizational chart and the responsibilities of the Company's Divisions/Functions are defined and operate under the responsibility of the Chief Executive Officer and the Executive Officers according to their area of responsibility, within the framework of the principles and best practices defined by Corporate Governance.

The organizational structure of the Company fully reflects the modern principles of organization and management and is the basis for the achievement of its business goals. In this regard, the company has fully integrated the modern principles of corporate governance into its principles and operation. In addition, it allows the emergence of a unified business culture, while at the same time preventing the creation of overlapping or competing activities within the Company through the clear separation of responsibilities and effective supervision by the Heads of the each business units.

The organization chart depicts the positions of the internal organization, the hierarchical relationship between them, including the reporting lines between jobs. Through this visualization, the highest hierarchical position is determined, which is responsible for developing, mobilizing and evaluating the performance of each position.

The Organizational Chart of the Company, as posted on its website, includes the following distinct Divisions/ Functions/ Sectors:

- the General Division of Payment System
    - Software Development Division
        - First Department of Software Development
        - Second Department of Software Development
    - Operations Division
        - Payment System Client Services Department
        - Payment System Support Department
    - Business Analysis Department
        - Analysis and Design Unit
- the Finance and Administration Division
    - General Accounting Department
    - Management Accounting Department
    - Procurement Department
    - Human Resources Department
- the Data Center and Infrastructure Division
    - Infrastructure Support Department
    - Network and Electromechanical Installations Support Department
- the IT and Communication Systems Security Division
- the Business Development and Innovation Department
- the Legal & Compliance Department
- the Risk Management Function
- the Internal Audit Function

- the Data Protection Officer (DPO)

5. Management Bodies of the Company

5.1 General Assembly

The General Assembly of shareholders is the supreme body of the Company and decides on each corporate matter, and its decisions are binding on the absent or dissenting shareholders.

In particular, according to the Articles of Association, the General Assembly is exclusively competent to decide on the following issues:

a) Amendment of the Articles of Association, including share capital increases, except in the cases of article 6 of the Articles of Association and its reductions

b) Election of members of the Board of Directors and auditors

c) Approval of the overall management according to article 108 of Law 4548/2018 and the discharge of auditors

d) Approval of the annual financial statements and reports of the Board of Directors

(e) Allocation of annual profits

f) Merger, demerger, conversion, revival, extension or dissolution of the Company

g) Appointment of liquidators

h) Approval of the provision of remuneration or advance payment of remuneration for the members of the Board of Directors in accordance with article 109 of Law 4548/2018

i) Determination of additional terms and conditions for the transfer of the registered reserved shares of the Company in accordance with article 7 par. 1 of the Articles of Association.

5.2 Board of Directors

The Board of Directors decides on any action concerning the management of the Company, the management and disposal of its assets and the general pursuit of its purpose, with the ultimate goal of maximizing the long-term value of the Company and defending the general corporate interest. It decides on all matters concerning the Company within the framework of its corporate purpose and the law, with the exception of matters on which, according to the law or the Articles of Association, the General Assembly of Shareholders is competent to decide. The Board of Directors is responsible for defining the Company's values and strategic orientation as well as for the continuous monitoring of their observance. At the same time, it remains responsible for the approval of the strategy and business plan, the annual budget of the Company, as well as for the continuous monitoring of their implementation.

The members of the Board of Directors are elected by the General Assembly of Shareholders by an absolute majority of the votes represented at the Assembly. The Board of Directors may consist of seven (7) to fifteen (15) members (executive, non-executive, independent non-executive).

The term of office, composition and responsibilities of the Board of Directors are determined by law, its Articles of Association and its Charter.

5.2.1. **Chairman of the Board of Directors:** The Chairman of the Board of Directors is elected from among the non-Executive Members of the Board of Directors. They convene the Board of Directors and chair the meetings, and has all the other responsibilities, rights and obligations set out in the law and the Articles of Association. The Chairman of the Board of

Directors represents the Company vis-à-vis third parties in any non-pecuniary relationship, in accordance with the relevant resolution of the Board of Directors.

The role of the Chairman shall consist in organising and coordinating the work of the Board of Directors; specifically:

- Chairs the Board of Directors and is responsible for the overall effective and efficient operation and organization of its meetings
- It promotes a culture of openness and constructive dialogue in the conduct of its work, facilitates and promotes the establishment of good and constructive relations between the members of the Board of Directors and the effective contribution to the work of the Board of Directors of all non-executive members, ensuring the provision of timely, complete and correct information to its members
- It ensures that the Board of Directors as a whole has a satisfactory understanding of the views of shareholders
- Ensures effective communication with shareholders with a view to the fair and equal treatment of their interests and the development of a constructive dialogue with them, in order to understand their positions
- Works closely with the Chief Executive Officer and the Secretary of the Board of Directors for the preparation of the Board of Directors and the full briefing of its members.

5.2.2. **Vice-Chairman of the Board of Directors:** The Board of Directors appoints one (1) Vice-Chairman from among its non-Executive Members and delegate to them, by resolution, special powers for the management of corporate affairs or the representation of the Company. The Vice-Chairman replaces the Chairman in case of their absence or impediment.

5.2.3. **Corporate Secretary:** The Board of Directors is supported by a competent, qualified and experienced secretary who contributes to its successful organization. The Corporate Secretary is appointed by the Board of Directors, manages the communication and correspondence of the Board of Directors and ensures the planning and keeping of the minutes of the meetings.

5.3 Chief Executive Officer

The Chief Executive Officer (hereinafter referred to as the "Chief Executive Officer") is responsible for the smooth day-to-day operation of the Company and for the achievement of the objectives set by the Company's Board of Directors. They make recommendations to the Board of Directors and implements the corporate strategy and at the same time shapes the corporate identity. They also monitor and control the implementation of the Company's strategic objectives and draws up the guidelines for the Company's executive officers, who shall report to, be supervised and guided by them. Supervises and ensures the smooth, orderly and effective operation of the Company, in accordance with the strategic objectives, business plans and policies adopted, as determined by decisions of the Board of Directors. The Chief Executive Officer represents the Company vis-à-vis third parties in any non-pecuniary relationship, in accordance with the relevant resolution of the Board of Directors. It also represents the Company in any pecuniary relationship in accordance with the approval limits set by the Board of Directors in force at any given time.

In particular, the following shall be among the main responsibilities of the Chief Executive Officer:

- Proposes to the Board of Directors the strategic and operational plans of the Company, formulates the individual strategic goals, the corporate identity and leads the strategic, operational and financial planning of the Company. In particular, they are responsible for shaping the corporate identity and corporate profile, i.e. the way in which the Company presents itself to the general public, based on the Company's objectives, strategy and philosophy

- Participates as an Executive Member and reports to the Board of Directors of the Company and is responsible for the implementation of the strategic choices and resolutions of the Board of Directors of the Company, while at the same time is responsible for the proper operation, development and performance of the Company

- Being responsible for submitting proposals to the Board of Directors, ensuring its accurate and timely briefing, and overseeing the implementation of Board decisions.

- Leads the implementation of the Company's business plan and the preparation of the annual budget which are submitted to the Company's Board of Directors for approval. Reports any significant deviations and suggests corrective actions

- Supervises and coordinates the Company's communication strategy, ensuring the Company's reputation and image

- Represents the Company in its communication and partnerships with third parties at the highest level. Ensures that the way of communicating with the public is carried out in accordance with the corporate perception, and the best practices applicable each time.

- Supervises and ensures the smooth, orderly and efficient operation of the Company, in accordance with the strategic objectives, business plans and policies adopted, as determined by resolutions of the Board of Directors

- Approves changes to the Company's organizational chart concerning organizational structures that do not refer directly to them and which will be effective and applied immediately and informs the Board of Directors accordingly, where required

- Informs the Board of Directors about the determination of the terms of service to the users of the Payment System as well as the adoption and amendment of regulations and standards for interbanking transactions.

- Ensures the adequacy of the Internal Control System, including Risk Management, as well as the process of monitoring compliance with the Company's laws and regulations.

- Takes all the necessary measures for the development and professional competence of the Company's human resources

- Manages the Company's reserves in the context of the resolutions of the Board of Directors and informs the Board about their actions at regular intervals

- May establish committees or working groups to support their work, where appropriate, except for the Committees of the Board of Directors. The establishment of new Committees, upon the recommendation of the Chief Executive Officer, is communicated to the Board of Directors for information.

- Ensures that appropriate policies and procedures are in place for the effective governance of risk management and is informed at least quarterly of the level of risks and takes any decisions to address them where necessary.

6. Committees

6.1 Executive Committee

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

The Executive Board has responsibilities on the following matters:

- Planning and implementation of the operational strategy
- Development and innovation
- Promotion of products and services
- Pricing policy
- Other matters assigned to it by the Board of Directors on a case-by-case basis

The Company's Chief Executive Officer is appointed as Chairman of the Committee. In addition, the following are appointed as regular 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 Executive Committee convene whenever necessary or appropriate and at least 6 times a year. The dates of the meeting are set by the Chairman of the Committee, in consultation with the other members. A meeting of the Committee shall also take place when at least two of its members request it in writing to its Chairman. Five days before the meeting, the Secretariat of the Executive Committee sends an invitation to the members, stating the items on the agenda, the date, the time and the place and manner in which the meeting shall be held.

6.2 Audit Committee

The Committee consists of at least three (3) non-executive members of the Board of Directors, and the exact number of members and the Composition of the Committee are determined by a resolution of the Board of Directors. At least (2) two independent non-executive members participate in the Committee, in accordance with the meaning of Law 4706/2020, as in force from time to time. The Chairman of the Committee is appointed by the Board of Directors from among its independent non-executive members. The Audit Committee meets at regular intervals, at least four times a year, on dates to be determined, following the recommendation of the Chairman and the agreement of the members. Oversees the Company's financial statements, the selection of auditors, the results of audits and their implementation. It also oversees the risk management process as well as the regulatory compliance system.

The composition, term of office, and responsibilities of the Audit Committee are defined in detail by its Charter.

6.3 Operational Committee

The Committee ensures cooperation between the Payment Service Providers and DIAS and has the following responsibilities:

- the enrichment of the existing Services of the DIAS Payment System
- the investigation of the adoption and implementation of new Services and products in terms of the technical and operational part
- the application of the rules governing the Services provided by all participating Payment Service Providers

The Committee does not get involved in matters of pricing policy.

The Committee consists of:

- representatives of the participants in the Payment System
- a representative of the Hellenic Banking Association (HBA)
- the Chief Executive Officer
- non-executive members of the Board of Directors may participate, who are also empowered to as representatives of a participant in the Payment System
- the General Director of the Payment System
- the Head of the Business Development and Innovation Unit
- other DIAS executive officers invited by the Chairman of the Committee, depending on the issue under discussion

Ordinary meetings are held every month and their dates are set at the beginning of each year. The Chairman of the Operations Committee is appointed and reports to the Chief Executive Officer for the day-to-day monitoring of its decisions, and informs the Board of Directors of the Company periodically and at least twice a year about its activities. The composition, term of office, and responsibilities of the Operational Committee are defined in detail by the Committee's Charter.

6.4 Remuneration and Nomination Committee

The Committee consists of three members Non-Executive Members of the Board of Directors, at least two of whom are Independent Non-Executive Members, the composition of which is determined by resolution of the Board of Directors. One of the Independent Non-Executive Members shall be appointed as Chairman of the Committee. The work of the Committee is supported by a Secretary, who may be the Secretary of the Company's Board of Directors or another competent person appointed by the Chairman.

The Committee has the responsibilities set out in detail in its Charter.

7. Roles and Responsibilities of Divisions, Functions, Sectors, and Departments

7.1 Executive officers

The responsibility of the executive officers is to participate in the formulation and subsequent implementation of the principles and policies of the Company and the implementation of the decisions of the Chief Executive Officer and the Management in general.

In summary, the key responsibilities of the executive officers are the following:

- Direct, coordinate and control the effective and efficient operation of the organizational units they head
- Work together with the employees who staff their division/department in order to fulfil the purpose of that division/department thereof, undertaking executive and decision-making duties, as described in this Internal Regulation of Operation, in the job description, in the respective employment contracts and in the guidelines of the Chief Executive Officer
- Have the administrative and operational responsibility for the day-to-day activities of their Division/Department

- Ensure the implementation of the principles and policies of the Company by the staff of the Division/Department/Function/Sector they manage, acting as a role model in this direction
- Formulate and then recommend, each in their field of responsibility, principles, policies and procedures of the Company
- Recommend the budget of the Division/Department they direct and monitor its implementation
- Ensure the continuous training and development of the staff under their supervision
- Make recommendations to the Chief Executive Officer on issues related to their responsibilities in accordance with the individual strategic objectives, in order to contribute to the fulfillment of the Company's strategic vision
- Cooperate with the other divisions where and when required, maintaining a positive climate of cooperation
- Inform the Chief Executive Officer of any action assigned to them in the context of good professional practices as well as potential opportunities for Company growth within their area of responsibility
- They guide, coordinate their subordinates to ensure their continuous information, training and professional development, and to achieve to the greatest extent possible the objectives of their Division/Department/Function/Sector
- Monitor the implementation of the policies and procedures of their departments of responsibility
- Provide valid and timely information to the Management
- Use their experience and knowledge, combined with their judgment, to the benefit of the Company's interests
- Being responsible for implementing remedial actions to address deficiencies in procedures and in safeguards
- Participate in the evaluation process in accordance with the Company's internal procedures
- Develop appropriate procedures for the management of operations and risks, each within their area of responsibility (including safeguards).

7.2 General Division of Payment System

The General Division of Payment System is responsible for the development and management of payment services and consists of the Software Development Division, the Operations Division and the Business Analysis Department.

Specifically, the General Division of Payment System is responsible for:

- the proper functioning of the DIAS Payment System and for the implementation of the relevant projects, based on a schedule, after their approval by the Chief Executive Officer
- the coordination of the operational research, analysis and design of the products under development (functional specifications, operating regulations, acceptance tests) and for their effective management (onboarding of new members, collection and processing of statistical data, management of operational problems)
- the preparation of the revenue budget in cooperation with the Chief Financial Officer following the approval of the Chief Executive Officer,
- the determination of the billing policy, in cooperation with the Chief Financial Officer following the approval of the Chief Executive Officer
- the manner of implementation of its projects, for the determination of priorities and the allocation of projects as well as for dealing with day-to-day problems and malfunctions during the implementation of the projects, in consultation and with the approval of the Chief Executive Officer.

- the monitoring of developments in payments as reflected in the decisions of the European Commission, the European Parliament and the ECB, the EPC, the EACHA and the European payments industry.
- formulating proposals for the development and improvement of payment services, in collaboration with the Head of the Business Development & Innovation Unit.
- participation in Working Groups of the Company and Hellenic Banking Association (HBA), in order to develop products or process issues related to the functionality of the products.

7.2.1. Software Development Division

The Software Development Division is responsible for the development, maintenance and support of the software of the Payment System services. Its departments draft the texts of the technical specifications, develop and support the production and testing environments as well as develop applications available to the users of the Company, the members of the DIAS Payment System and the affiliated Organizations and companies.

7.2.2. Operations Division

The Operations Division is responsible for the promotion, management and support of the products and services of the Payment System as well as the formulation of the revenue policy and the management of the contracts of its customers.

The **Client Services Department** deals with the integration and change procedures, as well as the management and operational support of the Payment Service Providers (PSPs) and the affiliated Organizations. It formulates proposals for the development and improvement of the payment services of the Company's customers and functionally supports the DIAS Portal.

At the same time, the **Support Department** is responsible for managing the daily flow of Payment System services as well as supporting PSPs and affiliated Organizations in terms of data exchange.

7.2.3. Business Analysis Department

The Business Analysis Department is responsible for the drafting of proposals for the strategic and operational planning of the Payment System services, the design of new products and services and the improvements of the Payment System services as well as their harmonization with the wider regulatory and institutional framework.
In particular, its scope of work includes:

- the monitoring of developments in payments as reflected in the decisions of the European Commission, the European Parliament and the ECB, the EPC, the EACHA and the European payments industry.
- formulating proposals for the development and improvement of payment services, in collaboration with the Head of the Business Development & Innovation Unit.
- the analysis and design of the System's services and the drafting of the Charter and of the Operating Specifications of the payment services
- the performance of acceptance tests of the payment services software.
- participation in Working Groups of the Company and HBA, in order to develop products or process issues related to the functionality of the products.

7.3 Finance & Administration Services Division

The main task of the Finance & Administration Services Division consists of planning, guiding and supervising the Company's financial activities, including the preparation of financial statements and results as well as the budget, achieving synergies through common procedures, controlling of expenses, as well as coordinating all tax issues of the Company. The Division also manages the Company's human resources and procurement. It consists of the General

Accounting Department, the Management Accounting Department, the Procurement Department and the Human Resources Department.

Specifically, the Finance & Administration Services Division is responsible for:

- the preparation of the Company's financial results, in accordance with the International Financial Reporting Standards and the applicable legislation.
- the preparation and submission of monthly financial report and budget reports, including monthly financial results, expenditure analysis by division and revenue and efficiency analysis by key product category.
- the coordination and supervision of the accounting operation and the preparation of plans for future years, the issuance of monthly reports and rolling forecasts, as well as all kinds of financial analyses.
- the monitoring of the proper functioning of the accounting systems.
- the monitoring of the Company's cash flow.
- supervising the preparation and timely submission of all tax returns.
- overseeing the closure process at the end of the month, constantly reviewing the procedures and eliminating any inefficiencies that may arise.
- the provision of proposals for new investment opportunities.
- overseeing the Company's human resources management, including human resources planning, recruitment and selection, employee relations, payroll, compensation and benefits, training and development, performance management, and compliance with labor law.
- the timely and smooth collection of customer receivables.
- the proper execution of accounting operations.
- the payment of taxes (income tax, VAT, etc.) as well as all deductions (e.g. insurance contributions) made by the Company.
- The coordination of procurement to meet the needs and projects that contribute to the smooth operation of the company, while also respecting the execution of the annual budget. In particular, it is responsible, through the work of the Procurement Department, for the design and scheduling of the Company's procurement, supplier market research, cost range analysis, tender management and the conduct of tenders and negotiations with suppliers, as well as the preparation of contracts and their management and monitoring.

7.3.1. General Accounting Department

The General Accounting Department is responsible for all accounting-related activities, including accounting entries, customer management and invoicing, payroll, cash and liquidity management, treasury operations, fixed assets management, and compliance with the Company’s periodic tax and social security obligations. It also participates in the management of the Company’s statutory and tax audits, as well as in the preparation of the annual financial statements.

7.3.2. Management Accounting Department

The Management Accounting Department is responsible for the updating of the Company's monthly financial results. Prepares and monitors the execution of the corporate budget. Prepares the Company's costing for the implementation of the pricing policy and the measurement of the efficiency of the activities. Prepares financial analyses, administrative reports and presentations requested by the Management. In addition, it prepares the annual financial statements and the annual financial report.

7.3.3. Procurement Department

The Procurement Department takes care of the procurement of fixed assets and services, the assignment and execution of projects and the monitoring of supplier contracts, in cooperation with the relevant Division. In particular, is responsible for the design and scheduling of the Company's procurement, market research, cost analysis where required, the conduct of tenders and negotiations with suppliers, as well as the drafting of contracts in cooperation with the Legal Function and their management and monitoring. Evaluates potential suppliers for their compliance with the Company's standards and develops a list of approved suppliers. Finally, controls and ensures the timely and correct execution of each supply in accordance with the operational needs and requirements of the Company. In more detail, the procedures and responsibilities of the Procurement Department are referred to in the Procurement Manual.

7.3.4. Human Resources Department

The Human Resources Department takes care of the Company's personnel issues, is responsible for the planning of human resources, the attraction and selection of personnel, the training and development of human resources, labor relations, the compliance with personnel's obligations and labor legislation. It also supervises the targeting and evaluation processes of the Company's personnel. In addition, it monitors the maintenance of the building and ensures the physical safety of personnel and the company's assets under the Security Manual.

7.4. Data Center & Infrastructure Division

The Data Center & Infrastructure Division is responsible for the design, installation, operation, management and monitoring of the proper function of all the computer infrastructures of both the primary and the alternative DIAS Data Center. It consists of the Infrastructure Support Department and the Network & Electromechanical Facilities Support Department.

7.4.1. Infrastructure Support Department

The Infrastructure Support Department is responsible for the management and monitoring of: Enterprise Servers, Storages, System Software, Virtual Infrastructure, Databases, Backup/Restore Infrastructure, Application Servers, WEB Servers, FTP Servers, Intranet Environment, Office Equipment.

7.4.2. Network & Electromechanical Facilities Support Department

The Network & Electromechanical Facilities Support Department is responsible for the management and monitoring of the internal and external networks (WAN, Internet, LAN, Data Center), telephony, cabling and the Electrical/Mechanical installations of the Data Center in order to ensure its smooth operation.

7.5. IT and Communications Systems Security Division

The 7.5 IT and Communications Systems Security Division is responsible for the development and implementation of a secure, resilient and reliable operating environment for the information systems that support DIAS' services. In addition, , it shall ensure that the IT operations of DIAS are aligned with regulatory requirements and international best practices in information security and business continuity such as, indicatively, Cyber Resilience Oversight Expectations for Financial Market Infrastructures, PCI DSS, ISO 27001 and ISO 22301.

7.6. Business Development and Innovation Unit

The Business Development and Innovation Unit reports to the Company's Chief Executive Officer and has as its main responsibility the communication with executives of the Company's members – Payment Service Providers (PSPs) and the coordination of its business actions, in order to promote payment products and services. It monitors new business opportunities, technologies and market trends in the field of payments, at national and international level and assesses the current needs of PSPs, in order to promote the most appropriate solution of the Payment System. It ensures the promotion of the Company's credibility and its strong presence in the field of payments and effectively manages its customer relationships both in the context of new partnerships (e.g. with technology companies that are already entering or operating in Greece) and with its existing members.

The Unity is directed by the Head who participates in the Executive and Operational Committees as well as in the Payments & Operations Coordination Committee (POC) of the HBA.

7.7. Legal & Compliance Department

The Legal & Compliance Department consists of the Legal Function and the Regulatory Compliance Function. The Legal Counsel heads the Legal & Compliance Department and reports to the Company's Chief Executive Officer.

Legal Function

The main task of the Legal Function is the Company’s compliance with the applicable national and European legislative framework, the handling of the Company's legal issues, the legal support and the overall management of its legal affairs, in order to safeguard and promote the Company’s interests in its relations with its shareholders, customers and suppliers, with institutional bodies and other third parties. In the context of its work, the Legal Function is, among other things, responsible for monitoring issues pertaining to the national and European legal framework, for the legal coverage of the Company's contracts, for the provision of legal opinions as well as for its legal support before the competent courts and authorities, following a relevant authorization from the Management. The Legal Counsel participates in the Board of Directors and in any committee, whenever deemed necessary.

Regulatory Compliance Function

The Regulatory Compliance Function is functionally subordinate to the Audit Committee of the Board of Directors and administratively subordinate to the Company's Chief Executive Officer and operates independently of the other Company's Divisions.

The Regulatory Compliance function is an integral part of the internal control system and is responsible for providing objective assurance of the Company's compliance with the applicable legal and regulatory framework.

Specifically, the main responsibilities of the Function are:

- The shape of corporate culture and regulatory compliance policy.
- The monitoring of the applicable legal and regulatory framework and the relevant alignment of DIAS' policies and procedures.
- The assessment and management of the risks to which the Company may be exposed due to inability to comply with the applicable legal and regulatory framework.
- The establishment and implementation of appropriate and up-to-date policies and procedures.
- Communication with the competent Authorities regarding Regulatory Compliance issues, in cooperation with the competent department.
- The assessment of the regulatory compliance risk.
- The provision of proposals for the design and adoption of safeguards.
- To carry out regular audits in accordance with the approved Annual Compliance Program.

The Risk & Compliance Officer is appointed by the Company's Board of Directors for independence reasons. The Compliance Program is approved on an annual basis by the Audit Committee and the Chief Executive Officer.

7.8. Risk Management Function

The Risk Management Function is functionally subordinate to the Audit Committee of the Board of Directors and administratively subordinate to the Company's Chief Executive Officer and operates independently of the other Company's Divisions, and may be assigned to an external provider.

Risk Management:

Risk management is an integrated and continuous process for the effective management of corporate risks, which include strategic, financial and operational risks as well as risks related to the Company's compliance and reputation. The purpose of this process is to minimize unexpected deviations from the corporate objectives as well as to increase the actual value of the Company.

The purpose of the Service with regard to risk management is to identify, assess and manage the Company's risks as well as to establish and implement appropriate and updated policies and procedures, in order to achieve the full and continuous compliance of the Company with the applicable legal and regulatory framework in a timely manner. Specifically, the Function:

- It monitors, manages and assesses all risks, in cooperation with the Risk Owners, arising in the context of DIAS, including in particular general business and operational risks.
- It reports quarterly to the Audit Committee and the Chief Executive Officer regarding the monitoring of risks.
- Informs the Management about any new significant risk and proposes the relevant safeguards.
- Provides appropriate risk management training to Management and personnel.
- It continuously monitors the level of risk assessment to ensure that it is in line with the risk appetite approved by the Board of Directors.
- It assesses the potential impact on the Company in the event of a significant change in regulations.

7.9. Internal Audit Function

The Internal Audit Function is part of the internal control system and is responsible for controlling operational and business risks, prevention, improving operations and good corporate governance. The Internal Audit Service is not hierarchically subordinate to any other organizational unit of the Company and reports - through its Head - functionally to the Audit Committee and administratively to the Company's Chief Executive Officer. The Internal Audit Function may be assigned to an external specialized company, following the recommendation of the Chief Executive Officer to the Audit Committee, its concurrence to the Board of Directors and the final approval by the Board of Directors.

The Internal Audit Function has and implements an Internal Audit Charter, which is approved by the Audit Committee.

According to its Charter, the Head of Internal Audit Function is responsible for:

- Submit, at least once a year, to the Chief Executive Officer and the Audit Committee a Risk-based Internal Audit Plan for evaluation and approval.
- To assess and adjust the internal control programme as necessary in the event of a change in DIAS's activities, risks, operations, programmes, systems and control mechanisms.

- To notify the Chief Executive Officer and the Audit Committee of any material changes to the Internal Audit Plan.
- To ensure that each project in the Internal Audit Plan is executed, including the audit scope, the resources required, the documentation of the work programmes and audit results, as well as the communication of the project results with conclusions and recommendations to the appropriate parties, where applicable.
- To monitor findings and remedial actions and to give periodic reports to the Chief Executive Officer and the Audit Committee on any remedial actions that were not effectively implemented.
- To ensure that the principles of integrity, objectivity, confidentiality and adequacy are applied and adhered to.
- To ensure that the Internal Audit Function collectively possesses or acquires the knowledge, skills and other competencies required to meet the requirements of the Internal Audit Charter.
- To ensure that emerging trends and successful practices are taken into account during the internal audit.
- To ensure that trends and emerging issues that could affect DIAS are taken into account and communicated to senior management and the Audit Committee, as appropriate.
- To establish and ensure adherence to the policies and procedures designed to guide Internal Audit.
- To ensure compliance with DIAS policies and procedures.
- To be informed and to express opinions on the procedures of the individual Units, if they are related to issues of competence of the Internal Audit
- To carry out ad hoc audits beyond the regular audit program, if requested by the Audit Committee.

7.10. Data Protection Officer (DPO)

The role of the Data Protection Officer is advisory.
The Data Protection Officer (DPO) supervises the processing of personal data and ensures the protection of personal data.

The Data Protection Officer reports to the Company's Chief Executive Officer and must have the training required to perform their duties, and perform them independently, observing the principles of confidentiality and secrecy. Each Data Subject may contact the Data Protection Officer directly for any issue concerning their personal data.

The Data Protection Officer has at least the following responsibilities:

- Informs and advises the Company's management and its personnel regarding their obligations arising from the regulatory framework regarding the protection of personal data.
- Monitors compliance with the applicable regulatory framework, including the relevant policies of the Company, ensures the awareness and training of employees who process personal data and conducts relevant audits and evaluations.
- Provides advice, when requested, regarding the impact assessment regarding the protection of personal data and monitors its implementation, in accordance with the provisions of the European GDPR Regulation.
- It cooperates with the supervisory authority and acts as a point of contact for issues related to the processing of personal data.
- Is responsible for the preparation and amendment of the Company's Personal Data Protection Policy as well as other individual policies, procedures, instructions, etc., related to the processing of personal data. In addition, it provides, when requested, directions and explanations as to their application by employees, when requested and/or voluntarily.
- Keeps a record of the personal data processing operations carried out by the Company, which is updated in cooperation with the other Divisions of the Company.

- Participates and advises on the process of investigating cases related to data protection (requests, violations).

7.11. Working Groups

The Company may participate, through its competent executives, in working groups set up by the PSP, the Hellenic Bank Association or other bodies, in order to examine specific issues related to its work.
The competent executives representing DIAS in the working groups are appointed by the Chief Executive Officer.

8. Separation of responsibilities

The Company has defined clear tasks and defined job descriptions with specific hierarchical relationships as reflected in the current organizational structure.

9. Conflicts of interest

The Board of Directors has established a policy to identify, avoid, address and prevent situations of conflict between the interests of the company and the members of the Board of Directors or its employees. The Policy aims to provide guidance and directions to the members of the Board of Directors, as well as to all personnel and executives of the Company, to ensure that business decision-making is not influenced by personal interests.

Both the members of the Board of Directors and all the executives and all personnel of the Company must refrain from pursuing their own interests that are contrary to the interests of the Company.

The Company adopts a series of organizational measures and procedures, which it is constantly improving, for various types of conflicts of interest that have been identified, in order to avoid possible conflicts in the future and to be able to manage, control and prevent possible negative effects on the interests of itself, its shareholders and its customers.

10. Corporate Governance - Internal Control System - Regulatory Compliance

The Company adopts and implements the principles of Corporate Governance best practices, taking into account the size, nature, scope and complexity of its activities. As far as international best practices are concerned, the Institute of Internal Auditors: The International Professional Practices Framework and the COSO Internal Control Integrated Framework are indicatively mentioned.

The Internal Control System (ICS), in accordance with the relevant regulatory framework, consists of control mechanisms and control procedures, which cover all the activities of DIAS in order to ensure its effective and safe operation.

DIAS' Internal Control System ensures:

- the consistent implementation of the operational strategy by making effective use of available resources.
- the identification and management of all risks taken.
- compliance with the applicable regulatory framework, internal regulations and the Code of Ethics & Professional Conduct.

- the prevention and avoidance of wrong actions that could jeopardize the reputation and interests of the Company and the Shareholders.
- the efficient operation of IT systems to support the business strategy and for the secure processing and execution of transactions.

The design of the structure and the monitoring of the ICS is based on the adoption of the Three Lines of Defense model. The fundamental principles of the Three Lines of Defense Model are included in the following roles:

- The Board of Directors of the Company is responsible for ensuring the adequate and effective operation of the Company's Internal Control System, through the continuous monitoring of the system, the appropriate assignment of responsibilities and duties, the allocation of resources and the establishment of appropriate monitoring reports.
- Organization: The First Line of Defense consists of the organizational units or persons whose activity is directly related to the provision of services to the Company's customers and are owners and managers of business risks. Maintains constant communication with the Board of Directors and submits reports on business results related to corporate objectives and business risks.
- Risk Management Function and Regulatory Compliance Function: They constitute the Second Line of Defense and are responsible for monitoring and controlling the risks related to the Company's business activity and the proper inclusion in the applicable regulatory framework. In addition, the Second Line of Defence provides detailed information and reports on the adequacy and effectiveness of risk management.
- Internal Audit Function: This is the Third Line of Defense and has the primary responsibility of informing the Audit Committee and the Management about the adequacy and effectiveness of the ICS based on internationally recognized best practices. It reports to the Audit Committee the cases where its independence and objectivity are affected, proposing the appropriate safeguards where required. The Internal Audit Function is responsible for evaluating the Company's internal control system.

Key features of the ICS

In addition to what is mentioned in the previous paragraph for the Functions involved, the Company's ICS has the following additional basic features:

Employment Regulation

The Company's Employment Regulation regulates labor relations from their beginning to their end. In particular, the Employment Regulation regulates, among other things, issues of recruitment, leaves, absences, the imposition of disciplinary sanctions, etc.

Organization chart

The Company has a valid updated and approved Organization Chart, which reflects the organizational structure of the Company, presenting the main functions as well as the reporting relationships. The Company's Organizational Chart has been designed in such a way as to favor flexibility, cooperation, communication as well as an effective decision-making process.

Articles of Association

The Company has an updated Articles of Association in order to comply with the provisions of the applicable legislation, as well as with the developments of best corporate governance practices.

Integrity, Ethical Values & Management Conduct

The Company recognizes the importance of the principle of integrity and ethical values and aims to operate with high levels of ethical behavior and always guided by the good reputation of the Company. For this reason, it has developed a Code of Ethics and Conduct, which provides a framework for ensuring and linking the Company's moral values with the standards of behavior of both Management and personnel.

Policies and procedures of important Company's functions

The Company, within the framework of the principles of corporate governance, has developed and implements a wide range of regulations, policies and procedures for its important functions, ensuring compliance with the framework governing its operation, informing and guiding its personnel on issues related to the Company's operations and managing its exposure to potential risks to its business operation.

Security, adequacy and reliability of information systems

The smooth operation of the Company is mainly based on its information systems. Therefore, it is exposed to the risk of unavailability, altered data reliability, power outages, malicious cyberattacks, and unauthorized access to these systems. To reduce these risks, the Company takes proactive measures to enhance the security of its information systems, such as defining and continuously updating the relevant policies and standards, continuously improving its infrastructure, adopting multiple levels of controls (four-eyes principle, two-factor authentication, firewalls, etc.). The Company, through its defined policies and procedures, must ensure the confidentiality, integrity and availability of its critical infrastructure, as well as the sensitive data it manages.

In designing, developing and providing services, the Company also ensures that the principles of separation of duties and "minimum privileges" are applied.

The Company implements appropriate physical security measures, in particular to protect the sensitive data it manages through its services, as well as the systems used to provide these services.

Confidentiality Duty

Persons who, due to their responsibilities, receive confidential information must not disclose it to unauthorized officials or third parties, as well as to take all necessary measures to protect the confidentiality of the information, in order to prevent its disclosure, dissemination to third parties and its illegal use. All information concerning the Company, except that which is publicly known, is considered confidential information and must be protected accordingly by the executive officers and employees of the Company.

11. Personnel Recruitment and Evaluation Procedures

Recognizing that personnel is one of the most important elements of the Company, the recruitment process aims to fill all positions, including managerial positions, by candidates capable of contributing the most to the effort to achieve high performance targets while at the same time seeking to provide opportunities and equal development opportunities to existing personnel.

The Company follows a strict recruitment policy. The necessary qualifications for the recruitment of senior executives are defined by the Chief Executive Officer in collaboration with the Human Resources Department.

The recruitement process is free from discrimination based on gender, age, nationality, marital status, religion, sexual orientation or gender identity, political opinions, or any other status protected by applicable law.

For the start of the recruitment process, a written recommendation to the Human Resources Department from the senior official who is the head of the position in question,, approved by the Chief Executive Officer, is required. When searching for candidates for a vacancy, the job profile is formed. In other words, the main duties and responsibilities of the position, the qualifications (academic and professional) that the candidate must necessarily have in order to successfully cope with the requirements as well as the level of the position are described.

The selection process is carried out through structured interviews, either through a recruitment agency or in-house or a combination of the two. Members of the Human Resources Department as well as executives of various hierarchical levels participate in the interviews. In this way, it is determined whether the skills and values of the candidate are in line with both the culture of the Company and the needs of the position and the technical knowledge necessary to fill the position that the candidate possesses is evaluated. New hires, including executive officers, are approved by the Chief Executive Officer.

The evaluation of the performance of the Company's personnel is carried out annually on the basis of a performance evaluation system. The Human Resources Department is responsible for:

- For the coordination and communication of the guidelines of the framework for the implementation of the evaluation process,
- to guide and support stakeholders in all phases of the process,
- to collect, process and present the overall results of the evaluation.

The Supervisor/Evaluator, after a meeting with the Assessed Person, completes and finalizes their evaluation form through an electronic platform, based on the Qualitative & Quantitative Goals and Attributes that had been set. The form is forwarded electronically to the next hierarchical level for its final signature, in order to ensure the objectivity of the evaluation.

The purpose of performance evaluation is:

- **Feedback**: The employee is informed about his performance so that they can constantly improve.
- **Development:** The needs of each employee are clarified through a constructive discussion, so that the necessary actions and desired behaviors that will lead to their development are agreed.
- **Performance Improvement:** Due attention is paid to the skills that the employee needs to improve.
- **Action Plan:** Specific actions are defined in order to ensure the development of the skills of each employee.
- **Strengths:** Each employee's strengths are reinforced and communicated.
- **Areas for improvement:** The ability of employees to identify their personal areas of development is developed.
- **Two-Way Communication:** Two-way communication between the evaluator and the assessed person is enhanced.
- **Promotions/job changes:** It is clearly defined and based on objective criteria who should be promoted to a higher position, transferred to a different one or take on new duties.

12. Personnel training and development

The training and development of DIAS employees is one of the most important goals for achieving the Company's strategy and vision.

The monitoring of technological and financial developments as well as the continuous updating of personnel are of great importance for the development of each employee and for their ability to meet their duties. The Company supports the participation of personnel in training programs with the aim of further developing know-how and improving their skills.

Employees must actively participate in the relevant training programs, with the aim of developing their competences, acquiring additional knowledge and skills and performing better in their field of work. General training opportunities provided by the Company will be available for application to all employees on a fair and equitable basis.

13. Labour and human rights

The Company respects diversity and expects its personnel to provide equal opportunities and treatment of employees and not to apply or accept any form of discrimination in recruitment and employment practices based on race, color, religion, gender, sexual orientation, age, physical ability, nationality, social or national origin, membership in a union or marital status. DIAS makes every effort to provide all its employees with a safe and healthy workplace and complies with all applicable safety and health laws.

The Company's values promote diversity which employees are expected to respect and ensure that their personal beliefs are not expressed in a disrespectful manner and do not hinder or affect the smooth operation of the Company.

14. Revision of the Internal Regulation of Operation

The Internal Regulation of Operation is approved by the Board of Directors. This Internal Regulation of Operation and all amendments thereto shall come into force automatically upon their approval by the Board of Directors. Exceptionally, any changes in the organizational structure chart of the Company concerning organizational structures that do not report directly to the Chief Executive Officer shall be effective and implemented immediately, upon their approval by the Chief Executive Officer and shall be reflected accordingly in the Internal Regulation of Operation after their amendment, which should be made as soon as possible. In the event of an amendment of the existing Legislation that affects the present Internal Regulation of Operation, the Board of Directors must ensure that the Internal Regulation of Operation is adapted as soon as possible to the current ones.

The Internal Regulation of Operation is posted on the Company's website and in the internal ESS system, for the information of the Liable Persons.

<u>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.</u>