INTERBANKING SYSTEMS S.A.

Audit Committee Charter

Document Information

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History of Changes

PUBLICATION	DATE OF APPROVAL	SUMMARY OF CHANGES
1.0	28-07-2021	Initial document version
2.0	25-09-2024	Amendments due to change in the composition of the Audit Committee (addition of independent non-executive members)
3.0	24.06.2025	Amendment due to separation of Risk Management and Compliance Function, and the merger of the Legal Function with the Compliance Function.
4.0	2.4.2026	Amendment of the required quorum. Addition of drafting the annual activity report

Related Documents

1. Articles of Association
2. Board of Directors Charter

Contents

1. Introduction

The purpose of this Charter is to describe the duties and responsibilities of the Audit Committee, as well as its mode of operation. This Charter has been approved and entered into force by decision of the Board of Directors and is consistent with the Company's Internal Regulation of Operation, the legislation and the principles of best corporate governance practices.

2. Composition of the Committee

The Committee consists of at least (3) three non-executive members of the Board of Directors, while the exact number of members and the composition of the Committee are determined by decision of the Board of Directors. At least two (2) independent non-executive members participate in the Committee, within 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 members of the Audit Committee, collectively possess adequate knowledge, expertise and experience in the field in which the Company operates, for the effective performance of their duties. The Audit Committee appoints a secretary to keep the minutes of the meetings.

Participation in the Audit Committee does not exclude the possibility of participation in other committees of the Board of Directors.

3. Members' term of office

The term of office of the Members of the Audit Committee lasts until the end of the term of office of the Board of Directors. Any departure of a member of the Committee from the Board of Directors of the Company automatically entails their departure from the Audit Committee. In this case, as well as in any other case of resignation or for any other reason of departure of a member from the Committee, the Board of Directors appoints, from among its members, a new member to replace the departed one.

4. Committee meetings

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. The Committee may also hold extraordinary meeting whenever it is deemed necessary and, in any case, when requested by a member of the Commission. The secretariat of the Audit Committee, five days prior the meeting, sends an invitation to the members, stating the items on the agenda, the date, time and place of the meeting.

The Committee shall meet validly if at least three (3) of its members are present. Decisions are taken by majority of the present members.

The minutes of the meetings are kept by the Secretary of the Committee and signed by them and the Members present at the meeting. Minutes are available to all members of the Audit Committee and the Board of Directors.

The Audit Committee may also meet via teleconference.

Preparation and signing of minutes by all members of the Committee is equivalent to a meeting and decision, even if no meeting has been preceded.

5. Participation of third parties in meetings

The Committee may, at its discretion, invite to its meetings the Chief Executive Officer of the Company, the Head of Internal Audit, the Risk Management Officer, the Head of the Legal & Compliance Department, the representative of the Certified Public Accountant of the Company, or any other officer or employee of the Company.

6. Responsibilities of the Committee

The Audit Committee has the following responsibilities:

6.1 Annual financial statements

- Monitors the conduct of the statutory audit of the Company's financial statements and the financial reporting process in general and submits recommendations or proposals to ensure its integrity.

- Communicates promptly and effectively with the statutory auditor in view of the preparation of the annual audit report.

- Reviews the financial reports before their approval by the Board of Directors, to assess their completeness and consistency in relation to the information that has been brought to its attention and informs the Board of Directors of the Company of the result of the statutory audit.

6.2 Certified Public Accountants

- Proposes to the Board of Directors the appointment, reappointment and revocation of the certified public accountants or auditing firms, as well as the approval of their remuneration and engagement terms.
- Oversees and monitors the independence of the certified public accountants or audit firms throughout the audit.

- Is informed by the certified public accountants on the audit program before its implementation, evaluates it and ensures it covers key areas of control.

6.3 Internal audit

- Examines and monitors the adequacy and effectiveness of all policies, procedures and safeguards of the Company regarding the internal control system, as well as quality assurance and risk management, taking into account in particular the nature of the Company as a payment system and the principles it must adhere to. This supervision is exercised through monitoring of the findings resulting from the audits carried out by the internal control.

- It evaluates the work of the Internal Audit, including its independence, the planning process regarding risk management, the quality and scope of the audits carried out and the related audit reports, control procedures and systems, as well as the overall effectiveness of its operation.

- Reviews and approves the Annual Audit Plan proposed by Internal Audit, as well as the Internal Audit Charter

- Is informed at least quarterly, through relevant reports on the progress and findings of the internal audit.

- Proposes, monitors and ensures the implementation of any corrective actions.

- Supervises that the Company promptly implements the necessary corrective actions to address audit weaknesses, non-compliance with policies, laws and regulations and other weaknesses identified by the certified public accountants, the Internal Audit Service, the Risk Management Service and the Regulatory Compliance Service and submits recommendations to the Board of Directors on the actions to remedy identified weaknesses in the Internal Audit System.

- Assigns to the Internal Audit or to independent experts, following prior approval of the Board of Directors, the investigation of any issues falling within its mission and responsibilities.

6.4 Risk management system

- Reviews the risk management system, including the methodology used by the Company (Risk Assessment Framework).

- Recommends to the Board of Directors the appointment or replacement of the Chief Risk Officer following a proposal by the Chief Executive Officer.

- Reviews and re-examine the Company's most important (high) risks as well as the program of controls to minimize these risks, as well as the progress in relation to these measures.

- Reviews the reports submitted periodically and at least quarterly by the Risk Manager and informs the Board of Directors where necessary.

- Supervises the Company's operations and submits proposals to the Board of Directors for their improvement, in particular to ensure the quality of the Company's operation as a payment system, taking into account the Company's role and position in the financial system, developments in this field internationally and the required or recommended adjustments. This responsibility is exercised on the basis of the recommendations made in the context of the Company's biennial risk assessment.

6.5 Regulatory Compliance System

- The Audit Committee receives information from the Compliance Officer on issues of compliance with the applicable legislative, regulatory framework as well as with the applicable policies and procedures. Within the framework of its responsibilities are the following:

- It examines cases of conflict of interest and any case of non-compliance with principles, policies, laws and policies/procedures as well as with the applicable legal/regulatory framework.

- Assess and approves the Compliance Policies and makes recommendations to the Board of Directors for approval.

- Assess and approves the Annual Compliance Plan.

- Reviews the reports submitted periodically and at least every six months by the Compliance Officer and informs the Board of Directors where necessary.

- Examines the Ethical (in accordance with the Code of Ethics) and Regulatory Compliance risks posed by the Company's activities, as identified/recorded by the Compliance Officer.

- Recommends to the Board of Directors the placement or replacement of the

Compliance Officer, following a proposal by the Chief Executive Officer.

- Assesses the organizational structure, staffing, efficiency and independence of the Compliance Function
- It ensures that the Regulatory Compliance Function is adequately resourced.

7. Access to information and financial resources

The Audit Committee has access to any unit of the Company, supervises the operation and work of the Internal Auditor, the Risk Management Officer and the Compliance Officer and is entitled to be informed of any element required for the exercise of its responsibilities. The Audit Committee shall have all the necessary resources, whether financial or not, for the effective exercise of its work.

8. Reporting to the Board of Directors and the General Assembly

The Audit Committee shall periodically and at least once a year inform the Board of Directors of the Company on its activities and findings and in general about the result of the statutory audit and shall submit proposals for the implementation of corrective actions, if it deems it appropriate. In addition, it shall inform the Board of Directors about the approved Annual Audit Plan.

The Audit Committee members conduct an annual self-assessment of the Committee's performance, the conclusions of which are communicated to the Board of Directors.

The Audit Committee prepares an annual report of its activities, which is submitted to the Annual General Assembly.

9. Obligations of members – Rules of conduct

The members of the Audit Committee shall exercise their duties conscientiously and in the interest of the Company. In particular, they must comply with the following obligations:

- Compliance with the legislation, the Articles of Association and the decisions of the corporate bodies.
- Loyalty to the Company and the prevention of harm to its interests.
- Maintaining confidentiality of information.
- Non-exploitation and use of the information that comes to their knowledge for their own benefit or for the benefit of third parties.
- Prohibition of out-of-company activities, which could hinder independent decision-making and give rise to a conflict of interest.

The above obligations are also borne by any third party (secretary or other) who participates in the Audit Committee and becomes aware of its activities.

10. Keeping of Minutes

For each meeting of the Committee, the Secretariat of the Committee shall keep minutes which shall contain accurate information on all the Committee's proceedings, findings and proposals. The minutes shall be drawn up by the Secretariat and sent to the Chairman and the members of the Committee for review. After the minutes have been delivered, if there are no comments from the members, the minutes are finalized and signed.

The minutes shall be kept in ascending numbering and shall be kept in electronic form by the Secretariat of the Committee with the submitted reports attached.

11. Amendment of the Charter

Following a written recommendation of the Audit Committee and if a reason arises, the Board of Directors shall assess the suitability and effectiveness of the Charter and shall approve any changes to it.

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.