DIAS

INTERBANKING SYSTEMS S.A.

Whistleblowing Policy

Version 2.1

Document Information

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History of Changes

PUBLICATION	DATE	SUMMARY OF CHANGES
1.0	28-9-2023	New Document, Original Edition
1.1	31-10-2023	Modification of original version
2.0	18-10-2024	Compliance with new applicable legislation, JMD 47312/2023 (Government Gazette B' 6944/11-12-2023)
2.1	29/10/2025	Amendment following the subordination of the Compliance Service to the Legal and Compliance Department

Related Documents

1. Code of Ethics & Conduct
2. Policy for the Protection of Personal Data
3. Policy on Acceptance and Offering of Benefits
4. Anti-Fraud & Corruption Policy
5. Employment Regulation

Contents

1. Introduction

In the context of good corporate governance and regulatory compliance, the Company "Interbanking Systems S.A." (hereinafter the "Company") has developed a Whistleblowing Policy adapted to regulatory requirements (Directive 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons who report breaches of Union law and in accordance with Regulation (EU) 2016/679 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data) and international best practices. Directive 2019/1937 was incorporated into national legislation by Law 4990/2022 (Government Gazette A' 210/11.11.2022) therefore the references of articles of the Directive in this Policy refer to the corresponding articles of the above national Law. This Policy contributes to enhancing integrity, transparency, accountability, and identifying and adopting appropriate corrective actions as well as protecting employees and the Company's interests.

The Company encourages the submission of confidential reports whether identified or anonymous, through existing reporting channels. All reports will be taken seriously and investigated with complete objectivity and independence. The Company assures that those who make reports will be protected from any retaliation and that the personal data of all parties involved are protected by implementing the necessary technical and organizational security measures.

The Company is committed to ensuring the highest level of ethical and professional conduct and **zero tolerance** for illegal or contrary to good corporate governance actions, which could damage its reputation and credibility.

2. Purpose

The purpose of the Whistleblowing Policy is:

- to define the principles and framework for the management and investigation of reports within the Company.
- to encourage all those referred to in Section 4 to make reports, in the event that they become aware of illegal or unethical behaviour within the Company.
- to provide assurance that reports and incident investigation are handled in complete confidentiality, that the personal data of the parties involved are protected and that those who make a report will be protected from possible retaliation
- the harmonization of the Company's procedures with the applicable legislative and regulatory framework.

3. Definitions

"Reporting" means the oral or written or electronic provision of information regarding violations of applicable law, the Code of Ethics and Conduct and the Company's internal policies and procedures

"Internal reporting": the oral or written or through an electronic platform provision of information about violations to the Whistleblowing Officer (W.O.)
'External report' means the oral or written or through an electronic platform provision of information on breaches addressed to the Whistleblowing Officer (W.O.).
"Reported Person" means a natural or legal person named in the internal or external report or public disclosure as the person to whom the violation is attributed or related to the person to whom the violation is attributed that falls within the scope of this Policy.
''Whistleblower'' means the natural person who makes an internal or external report or public disclosure by providing information on breaches obtained in the course of their work activities.
"Retaliation" means any direct or indirect act or omission, which occurs within the work context, causes or is likely to cause undue harm to the whistleblower, or put them at a disadvantage, and is linked to an internal or external report or public disclosure. Retaliation may include, but is not limited to, harassment, discrimination, inappropriate performance evaluation, freezing or adjusting of salary, assignment of work, relegation, termination of cooperation or employment, or deprivation of promotion.
'Reasonable grounds' means the legitimate belief of a person with similar knowledge, education and experience to the whistleblower that the information in their possession is true and constitutes a breach of Union law.
'Public disclosure' means the direct disclosure of information to the public about breaches.
'Facilitator' means a natural person who assists the whistleblower in the reporting process within the working context, whose assistance must be confidential.
'Information' means the provision of information to whistleblowers on the measures envisaged or have been taken in the context of the monitoring and on the grounds thereof.
'Infringements' means acts or omissions that are unlawful under Union and national law or contrary to the subject matter or purpose of the rules of Union or national law.
"Misconduct" means any violation of the Company's policies and procedures, including the Code of Ethics & Conduct.
'Breach information' means information, including reasonable suspicions, about breaches, which have been committed or are very likely to be committed in the organization for which they work, have worked or is in negotiations to work for the whistleblower or in other bodies with which the whistleblower has had contact through or in connection with their work; as well as information about attempts to conceal violations.

4. Scope of application

The Whistleblowing Policy applies to:

A) The Board of Directors and its Committees, as well as for all employees, fixed-term or indefinite or with another employment relationship

B) Third parties contractually linked to the Company as well as their staff (referred to in this policy as "External Partners"), that may come to their attention as a violation or other improper conduct. A prerequisite for inclusion in the scope of protection of this Policy is that the Report is made in good faith, i.e. the whistleblowers have reasonable grounds that lead to the reasonable belief that the information they provide is true. In any case, good faith is taken for granted, unless it is proven that the Report was made maliciously. In the event of a malicious report, it goes without saying that the protection described in this Policy in Section 10 is not provided. It concerns actions implemented by the above both in the area and in the hours of work provision and outside but are related to or connected with any aspect of the Company's activities.

This Policy strengthens with additional rules and safeguards, the framework of principles and rules of ethical behavior and conduct of the Company, as it is shaped by the Code of Ethics and Conduct, as well as existing internal Policies.

5. Indicative types of violations and misdemeanors

In the event that any of those subject to the policy, become aware that any of the following misconduct or violations are being committed within the Company, they should immediately report:

1. Violation of EU and National Law (laws, European Directives, and Regulations)
2. Violation of company policies and procedures, including the applicable Code of Ethics & Conduct

Indicatively, the following are mentioned:

- Leakage of confidential information, business secrets, or the Company's financial interests in general
- Breach of professional integrity (i.e. bribery, forgery/falsification of documents, fraud, corruption)
- Abuse of authority
- Misuse/misappropriation of corporate assets
- Violation of privacy and personal data
- Violations in matters of security and public health
- Infringements of public procurement legislation
- Violations of environmental legislation
- Discrimination, within the discretion of the whistleblower
- Violence and harassment within the meaning of articles 3 and 4 of Law 4808/2021, in the context of the discretion of the whistleblower
- Covering up or hiding any of the above.

The Whistleblowing Policy does not cover, unless they fall into the above categories:

- Disagreements on issues related to the Company's policies and decisions;
- Personal issues and disagreements with colleagues or superiors,
- Rumours and hearsay,
- Issues of an insignificant nature.

Also, reports received concerning issues of conflict of interest falling within the scope of the relevant DIAS Policy are not further investigated by the Whistleblowing Officer.

The Whistleblowing Officer receives reports that fall within the scope of Article 4 of Law 4990/2022.

6. Reporting /Communication channels

For the examination and investigation of a report, it is recommended to follow the following guidelines and instructions:

- The report should be clear, defined and contain as much information and detail as possible in order to make it easier to investigate.
- The report should include at least the name of the person(s) who may have committed a violation/misconduct, the date/time period and place where the incident took place, the type of offense and as detailed a description of it as possible.
- Personal data that are not absolutely necessary to substantiate what is included in the report and in general information that is not related to the incident should not be included in the report. If they are not included, they are deleted.
- The whistleblower does not need to be absolutely sure of the merits of their report. As long as it maintains reasonable concerns or suspicions.
- Employees are encouraged to report any violation or misconduct that comes to their attention.

The Company has established the following communication and reporting channels which are available on all days and hours of the week and can be submitted both by name and anonymously:

a) either in writing to the Whistleblowing Officer, at the address Alamanas 2, 15125 Maroussi,
b) either by e-mail and specifically to speakup@dias.com.gr e-mail address,
c) either directly to the Whistleblowing Officer, by appointment at the Company's premises or through an oral report at **210 6106740,** following the recorded instructions.

If deemed necessary and following a decision of the Chief Executive Officer and within the framework of this Policy, the Company may further consider cooperation with external bodies in the context of its reporting arrangements.

In the event that the receipt of the report is made by an unauthorized person, the latter is obliged to forward it without delay to the Organization’s Whistleblowing Officer, without any modification of its content or disclosure of information that may lead to the identification of the reporting person or any third party named in the report.

7. Whistleblowing Officer (W.O.)

The Company has appointed the Head of the Human Resources Department as the Whistleblowing Officer.

The Whistleblowing Officer must perform its duties with integrity, objectivity, impartiality, transparency and social responsibility. Furthermore, they must respect and comply with the rules of confidentiality and discretion for matters of which they became aware in the exercise of their duties, as well as refrain from managing certain cases, declaring an impediment, if there is a case of conflict of interest.

The Whistleblowing Officer:

- provide appropriate information on the possibility of reporting and communicate the relevant information in a prominent place;
- receives anonymous and named reports on violations that fall within the scope of this policy
- acknowledges receipt of the report to the Whistleblower within seven (7) working days from the day of receipt. Also, the Whistleblowing Officer must provide information to the Whistleblower about the actions taken within a reasonable period of time, which does not exceed three (3) months from the acknowledgement of receipt
- takes the necessary steps for the Whistleblowing Reports Committee to deal with the report
- monitor the reports and maintain communication with the Whistleblower and, if necessary, request further information from the Whistleblower
- ensures the protection of the confidentiality of the identity of the Whistleblower and of any third party named in the report, preventing access to it by unauthorized persons
- submits, through the Compliance Function, on a semi-annual basis, a report/information to the Audit Committee on the implementation of this Policy and the investigation of possible reports, where necessary
- plans and coordinates training activities, such as seminars and workshops, in person or online,
- It participates in the development of internal policies to enhance integrity and transparency and makes suggestions for improvement to strengthen the mechanisms for receiving and monitoring reports in case they identify risks, weaknesses and deficiencies that hinder the performance of its tasks.

In the event of a conflict of interest of the Whistleblowing Officer, the reports are submitted to the other members of the Whistleblowing Reports Committee. Respectively, if there is a conflict with another person of the Committee, then they do not participate in the investigation process of the report and if it is appropriate, a replacement is appointed. In the event that the Whistleblowing Officer receives a report containing allegations against themselves or against any body responsible for handling reports within the Company, they shall limit themselves to recording the report in the relevant register and forwarding it to the National Transparency Authority as an external reporting channel, informing the Whistleblower.

8. Incident Investigation

All reports received are carefully examined, in a spirit of absolute confidentiality and discretion and ensuring objectivity, by the Whistleblowing Officer, who informs the Chief Executive Officer and the Whistleblowing Reports Committee about the report with anonymized and aggregated information. The handling of all reports submitted through the above reporting channels is carried out, as specifically mentioned in the Whistleblowing Process, by a three-member Whistleblowing Reports Committee consisting of the following members, without disclosing the identity of the Whistleblower:

- Whistleblowing Officer (Head of the Human Resources Department)
- Regulatory Compliance Officer
- Legal Counsel

The Whistleblowing Reports Committee investigates the report, conducts audits, evaluates the allegations contained therein, decides on the validity or not of the report under investigation, records the results of the investigation in a relevant conclusion and, depending on them, makes recommendations to the competent body on a case-by-case basis, as defined in Section 9:

a) the filing of the report

b) the further investigation of the report

c) the imposition of the prescribed sanctions and the taking of corrective actions, as set out in Section 9.

The proposals of the Whistleblowing Reports Committee are justified and taken by majority or unanimity. In the event that there is a minority member, then the opinion of the minority member must be recorded.
It will be decided by the Whistleblowing Reports Committee to immediately inform the Audit Committee, where required.

9. Corrective actions and disciplinary sanctions

Depending on the results of the investigation, the Whistleblowing Reports Committee proposes corrective actions as defined by the Employment Regulation.

These actions may also include (but are not limited to):

- additional training of employees,
- the establishment of new internal control valves;
- amendments to existing policies and/or procedures.

When it is established that the reported person has committed any of the violations/misdemeanors specified in Section 5, the Whistleblowing Reports Committee refers the case for the purpose of making a decision on the imposition of measures, as follows:

- To the Board of Directors, with the support and proposals of the Audit Committee, when the reported person is a member of the Board of Directors (without the participation of the member for whom the complaint was made).
- To the CEO, in any other case.

In each transmission of the report, the Whistleblowing Officer ensures that they delete the data of the Whistleblower from the material it transmits, while they inform the record they keep of this transmission.

10. Protection of Whistleblowers and Reported Persons

The Company protects the members of the Board of Directors and its Committees, as well as any employee and external partner who reports, in good faith, illegal or unethical behaviors. In this context, any kind of negative behavior against anyone who has made a report is prohibited, even if their report turns out to be incorrect. Also, unjustified changes to the employment relationship are not allowed as a result of the report (e.g. dismissal, suspension, demotion or deprivation of promotion, salary reduction, change of place of work, transfer, differentiation of duties, change of working hours, etc.). Accordingly, the Company must ensure that the Reported Persons are also protected against any kind of negative behavior against them, with the exception of any possible sanctions that may be imposed on them by the competent bodies under this Policy.

In particular, the following forms of retaliation
shall be prohibited:
a) suspension, dismissal, or other equivalent measures,
b) demotion, omission or denial of promotion,
c) removal of duties, change of workplace, reduction of salary, change of working hours,
d) denial of training,
e) negative performance evaluation or negative employment reference,
f) reprimand, imposition of disciplinary or other measures, including financial penalties,
g) coercion, intimidation, harassment or marginalisation,
h) discrimination or unfair treatment,
i) non-conversion of a temporary employment contract into a permanent one,
j) non-renewal or premature termination of a temporary employment contract,
k) deliberate harm, including damage to reputation, particularly on social media, or financial loss, including business loss and loss of income,
l) inclusion on an exclusion list (“blacklist”), based on a sectoral or industry-wide formal or informal agreement, which may result in the person being unable to obtain employment in the sector or industry in the future,
m) early termination or cancellation of a contract for goods or services,
n) withdrawal or cancellation of a licence or permit,
o) referral for psychiatric or medical assessment,
p) refusal or denial of reasonable accommodation for persons with disabilities.

11. Confidentiality - anonymity

The Company encourages employees and external partners to raise their concerns about potential misconduct through existing reporting channels. It also undertakes to make every effort and take all appropriate measures to protect the identity of both the Whistleblower and the reported persons included in the reports and to handle the case with complete confidentiality and discretion. In any case, during the investigation of an incident, the identity of the Whistleblower is not disclosed to anyone other than the authorized persons responsible for receiving, monitoring and investigating the reports, unless the Whistleblower has given explicit consent or is required by applicable law.

12. Record keeping

The Whistleblowing Officer keeps a record of each report they receive, in accordance with the confidentiality requirements provided for in the legislation and in the internal procedures of the Company.

The records are stored for a reasonable and necessary period of time, in order to be retrievable and to comply with the requirements imposed by the applicable legislation and in any case until the completion of any investigation or judicial proceedings initiated as a consequence of the report against the reported person, the Whistleblower or third parties.

13. Personal data

Any processing of personal data under this policy is carried out in accordance with the applicable national and European legislation as well as the Company's Policy for the Protection of Personal Data and in compliance with the principles of personal data security protection. In this context, the personal data of all those involved are processed exclusively for the purpose of verifying the validity of the report and investigating the specific incident. The Company strongly recommends that the Whistleblowers provide in their report only those personal data that are necessary for the above purposes while preventing them from providing special categories of personal data, unless this is strictly necessary for these purposes. Personal data that are not directly related to the report is not taken into account and are to be deleted immediately.

The legal basis for the processing is the Company's compliance with its legal obligations, as specifically provided for in Law 4990/2022, as applicable from time to time, as well as the protection of the Company's legitimate interests.

Access to the data is granted exclusively to the Company's employees responsible for investigating and verifying the reports, as well as to third parties or public authorities, when this is absolutely necessary for the fulfillment of the purpose of processing or for the Company's compliance with its legal obligations.

Those involved in the report are immediately informed about the processing of their data, unless otherwise required by applicable law.
Personal data are kept for as long as it is required to complete the investigation, which was initiated on the basis of the report and after it for as long as it is required for the fulfillment of the Company's legal obligations. This time may be extended in case of initiation of proceedings before the Courts and until the issuance of an irrevocable court decision.

The subjects retain their rights regarding their personal data, as detailed in the Company's Policy for the Protection of Personal Data. In any case, these rights are satisfied in accordance with the terms and conditions/reservations of the applicable legislation. For more information on how to exercise them as well as the protection of personal data, the subjects are referred to the Company's Policy for the Protection of Personal, the Privacy Statement posted on its website and/or the privacy protection terms. For any questions or clarifications regarding the processing of personal data, the subjects may contact the DPO of the Company: +30 2106171713 and dpo@dias.com.gr.

14. Information and education

The Company, in the context of raising awareness and vigilance of the staff, regarding the content of this Policy, ensures that all employees are informed and trained annually. The information is provided through sending of information material, emails, newsletters or in any other appropriate way. Training (face-to-face or online) takes place at regular intervals. External partners are contractually bound to inform their staff accordingly.

15. Updating and adhering to the Policy

The Policy is reviewed every three years or whenever necessary, by the Legal and Compliance Department and approved by the Board of Directors. In case of modification of the Policy, the Company ensures that the employees are immediately informed in any appropriate way.

In particular, the Legal and Compliance Department suggests updates and improvements:

- following changes to the legislative and regulatory framework relating to the fraud and corruption
- following recommendations from the internal audit
- upon detection of gaps or violations

The Internal Audit Function and the Regulatory Compliance Function shall monitor compliance with this policy.

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.