DIAS

INTERBANKING SYSTEMS S.A.

Board of Directors Charter

Document Information

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Modifications History

VERSION	**DATE OF APPROVAL**	**MODIFICATIONS SUMMARY**
1.0	05-10-2022	Document's original version
2.0	02-04-2026	Addition of the Remuneration and Nomination Committee to the Board Committees. Various minor improvements and refinements

Related documents

- Articles of Association
- Internal Regulation of Operation
- Fit and Proper Policy
- Policy for the Prevention and Management of Conflicts of Interest

Contents

1. Introduction

The Board of Directors is the supreme body of the Company after the General Assembly of Shareholders. It 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 aim of maximising the long-term value of the Company and defending the general corporate interest. It decides on all general matters concerning the Company within the scope 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 represents the Company in all its relations and transactions and adopts decisions regarding the representation of the Company. It is responsible for the full and effective control of the Company's activities, acting in accordance with the law, the Articles of Association and its policies.

The Board of Directors is supported by a competent, qualified and experienced secretary to comply with internal procedures and policies, relevant laws and regulations and to operate effectively and efficiently. The Secretary is responsible, in consultation with the Chairman, for ensuring that the Board of Directors is provided with prompt, clear and complete information, the integration of new members, the organisation of General Assemblies, the facilitation of communication between shareholders and the Board of Directors and the facilitation of communication between the Board of Directors and senior management.

2. Purpose

The purpose of these Rules is to describe the principles governing the constitution, duties and operation of the Board of Directors ("BoD"), as they result from the legislation, the Articles of Association and the applicable best practices on corporate governance.

3. Responsibilities of the Board of Directors

The Board of Directors is responsible for the administration and representation of the Company, the management of its assets and the general pursuit of its purpose. Excluded from the responsibility of the Board of Directors are matters which, according to the provisions of the Law or the Articles of Association, fall within the exclusive competence of the General Assembly.

3.1 Values and strategic orientation

The Board of Directors is responsible for defining the values and strategic orientation of the Company and for monitoring that they are continuously observed. At the same time, it is 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 Board of Directors regularly reviews the opportunities and risks in relation to the defined strategy and the relevant measures taken to address them. The Board of Directors seeks to obtain all necessary information from its executive members and/or the Company's directors and to keep itself informed about the market and any other developments affecting the Company.

3.2 Corporate perception and culture

The Board of Directors ensures that the Company's values and strategic planning are aligned with the corporate culture. The Company's values and purpose are translated and put into practice and influence practices, policies and procedures within the Company at all levels. The Board of Directors and senior management set the standard for the characteristics and behaviours that shape the corporate culture and exemplify its implementation.

3.3 Corporate Governance and Internal Audit System

The Board of Directors:

- Defines and oversees the implementation of the Company's corporate governance system. In particular, monitors and periodically evaluates its implementation and effectiveness and takes appropriate actions to address any deficiencies

- Ensures the adequate and effective operation of the Company's Internal Audit System, which aims in particular to:

    - the consistent implementation of the operational strategy,
    - identification and management of the material risks associated with its business and operations,
    - the effective operation of the Internal Audit Function,
    - assurance of the completeness and reliability of the data and information required for the accurate and timely determination of the Company's financial position and the preparation of reliable financial statements,
    - the compliance with the regulatory and legislative framework, as well as the internal regulations governing the Company's operation.

- Ensures that the functions constituting the Internal Audit System are independent from the business areas they audit and that they are provided with the appropriate financial and human resources as well as the authority to operate effectively, as required by their role

- Protects and promotes the well-intentioned interests of the Shareholders

- Ensures that the company's important stakeholders (shareholders and third parties) are identified, depending on the company's characteristics and strategy, and that their collective interests and the way they interact with the company's strategy are understood

- Proceeds to an annual self-assessment of its effectiveness and performance, evaluates the results and implements targeted improvement actions where necessary

- Where necessary for the achievement of corporate objectives and in line with the Company's strategy, it ensures timely and open dialogue with stakeholders, based on flexibility, objectivity and transparency.

3.4 Other responsibilities

In addition, the responsibilities of the Board of Directors include:

- Representation of the Company in and out of court

- Definition of the remuneration policy of its Members and the submission of a relevant proposal to the General Meeting

- Definition of a remuneration and incentive policy for the Chief Executive Officer and the submission of a relevantproposal to the General Assembly

- Selection of the Chief Executive Officer as well as the supervision and evaluation of their work

- Election of the Chairman and the Vice-Chairman of the Board of Directors

- Appointment of the Internal Auditor, the Risk Officer and the Compliance Officer

- Vigilance regarding existing and potential conflicts of interest between the Company and the members of the Board of Directors

- Formulation, dissemination and application of the Company's core values and principles governing its relations with all parties whose interests are related to those of the Company

- Identification and examination of the Company's risks of all kinds and determination of the Company's degree of exposure to the risks it intends to assume in the context of its medium- and long-term strategic objectives

- Ensuring the existence of mechanisms for the knowledge and understanding of stakeholders' interests and assessing their effectiveness by regularly monitoring the Company's strategic and key performance indicators

- The Company's commitment to issues related to new technologies and environmental issues and its active involvement in this context
- Approval of the Internal Regulation of Operation and all Company's policies
- Approval of the pricing policy for the Payment System Services provided
- Deciding on new services or the discontinuation of services provided by the Payment System
- Establishing committees to facilitate its work (Executive Committee, Audit Committee, and/or others)
- Approval of the financial statements and submission to the General Assembly for approval
- Proposing to the General Assembly matters requiring its decision, in accordance with the Law and the Articles of Association
- Any other responsibilities conferred on it by the Articles of Association and the Law.

3.5 Briefing of Members

The Chief Executive Officer and the executives ensure that any information necessary for the performance of the duties of the members of the Board of Directors is always available to them.

The Company encourages the non-executive members of the Board of Directors to ensure that they are informed on the above matters.

4. Election, number and term of office of the members of the Board of Directors

4.1 Election of members

The members of the Board of Directors are elected by the General Assembly of Shareholders by a quorum and majority of the votes. The Board of Directors consists of seven (7) to fifteen (15) members (executive, non-executive, independent), the exact number of which is determined by decision of the General Assembly, preferably an odd number, in order to facilitate the decision-making / voting process (majority).

The General Meeting may elect up to three (3) independent members, subject to the criteria of independence as determined by the legislation on corporate governance and without this election leading to an increase in the maximum number of members of the Board of Directors. In case of resignation, death or otherwise loss of the independent member's status, the Board of Directors may appoint a replacement, as provided in the following article 4.2.

The General Meeting may, if it deems it appropriate, elect alternate members, up to the number of the full members.

Adequate gender representation of at least twenty-five percent (25%) of the total membership shall be sought.

4.2 Loss of member status. Replacement of members

A member of the Board of Directors who is linked to a shareholder through an employment contract or other equivalent contract automatically loses their membership status at the time of the termination of their contract with the shareholder. Also, if the member maintains their cooperation with the shareholder but moves to a position other than the one held at the time of election, the shareholder informs, without delay, the Board of Directors, expressing an opinion as to the suitability of the member to maintain their position on the Board of Directors of the Company.

In the event of resignation or loss of the status of member of the Board of Directors in any way, if replacement by a substitute member is not possible (if there is a substitute member under Article 81 of Law 4548/2018), the remaining members of the Board of Directors, if they are at least 3, elect a Director to fill the vacancy and for the remainder of the term of the replaced Director, in accordance with the provisions of Article 82 of Law 4548/2018.

The decision for such election requires the publication formalities and is also be submitted for approval at the next Annual or extraordinary General Assembly.

In the event of a vacancy of a Director due to resignation, death or any other reason, the remaining members of the Board of Directors will elect an interim Director to fill the vacancy for the remaining term of the departed Director. Such election is submitted for approval at the first forthcoming General Assembly. The acts of the Directors elected in accordance with the provisions of this Article are valid irrespective of the ratification of the election of such Directors by the General Assembly. If, for any reason, more than half of the Directors cease to exist, the remaining members of the Board of Directors are obliged to convene the General Assembly of Shareholders as soon as possible with the election of a new Board of Directors as the only item on the agenda.

The unjustified absence or representation of a Director (executive, non-executive or independent non-executive) from three consecutive meetings of the Board of Directors is equivalent to resignation. The resignation is deemed to be accepted only upon a decision of the Board of Directors, electing a replacement.

4.3 Publication

The Company must submit to the General Commercial Register (GEMI) the minutes of the Board of Directors or the General Assembly of Shareholders regarding the election of the members of the Board of Directors and the composition of the Board of Directors within twenty (20) days of the respective meeting.

4.4 Term

The term of office of the members of the Board of Directors is three years, starting from their election and ending with the election of new Directors at the first Annual General Assembly, to be convened after three years. The General Assembly may decide on the partial renewal of the Board of Directors or on the successive expiry of the term of office of its members or on the initial unequal term of office of its members, which in any case may not exceed three years. The Directors whose term of office has expired may always be re-elected.

5. Composition and responsibilities of members

At its first meeting after its election, the Board of Directors is constituted as a body, it elects the Chairman, Vice-Chairman and Chief Executive Officer out if its members, at the same time defining their responsibilities. The Chief Executive Officer is an executive member, while the other members of the Board of Directors are non-executive members.

If a legal person is a member of the Board of Directors, it must appoint a natural person to exercise the powers of the legal person as a member of the Board of Directors, in accordance with the provisions of Article 77(4) of Law 4548/2018.

The Board of Directors of the Company may, by its decision, delegate the exercise of all or part of the powers (except those requiring collective action) and the representation of the Company to one or more persons, members of the Board of Directors or third parties, defining at the same time the extent of their powers.

The Company has established a Fit and Proper Policy, in accordance with the requirements of good corporate governance practices and the law.

5.1 Executive members of the Board of Directors

The Executive Members are responsible for implementing the strategy set by the Board of Directors. They consult regularly with the non-executive members of the Board of Directors on the appropriateness of the strategy implemented.

In crisis or risk situations, as well as when circumstances require the adoption of measures that are reasonably expected to have a significant impact on the Company (e.g. decisions regarding the development of business activities and the risks assumed or other decisions expected to affect the Company's financial position), the executive members inform the Board of Directors without delay.

5.2 Non-executive members of the Board of Directors

The non-executive members monitor and review the Company's strategy and its implementation and the achievement of its objectives; ensure effective supervision of the executive members, including monitoring and reviewing their performance; review and express their opinions on proposals submitted by the executive members, based on existing information.

The non-executive members do not exercise management duties but are charged with participating in the Board of Directors and its Committees, contributing to the objectivity and transparency of the decisions taken and to the promotion of all corporate issues. They formulate independent assessments on the Company's strategy, its performance, its assets, the nomination of candidates for independent directors, and present them at Board meetings.

The non-executive members of the Board of Directors hold at least one annual meeting in addition to any extraordinary meetings, as deemed necessary, without any executive members attending in order to discuss the performance of the latter.

5.3 Independent Non-Executive Members of the Board of Directors

The independent non-executive members of the Board of Directors are appointed by the General Assembly. Their independence is judged on the basis of the criteria of the legislation on corporate governance (Article 9 of Law 4706/2020).

If it is concluded at any time that any of the Independence Criteria are no longer met by an independent non-executive Director, the Board of Directors will replace them in accordance with the applicable legislation and the Articles of Association.

6. Members of the Board of Directors

6.1 Chairman of the Board of Directors

The Chairman is elected among the non-executive members of the Board of Directors. Convenes the Board of Directors and chairs its meetings, and has all other responsibilities, rights and obligations defined by law and the Articles of Association. When the Chairman is prevented from attending, they must be replaced by the Vice-Chairman or by the Chief Executive Officer or another member of the Board of Directors appointed by the Board of Directors. The Chairman of the Board of Directors represents the Company in its non-pecuniary relations with third parties, in accordance with the relevant resolution of the Board.

The role of the Chairman is to organise and coordinate the work of the Board of Directors. Specifically, to:

- Chair the Board of Directors and is responsible for the overall effective and efficient operation and organisation of its meetings
- Promote a culture of openness and constructive dialogue in the conduct of its work, facilitate and promote 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 accurate information to the members of the Board of Directors
- Ensure that the Board of Directors as a whole has a satisfactory understanding of the shareholders' views
- Ensure effective communication with shareholders with a view to the fair and equitable treatment of their interests and the development of a constructive dialogue with them to understand their positions
- Work closely with the Chief Executive Officer and the Secretary of the Board of Directors for the preparation of the Board of Directors and for the full briefing of its members.

6.2 Vice-Chairman of the Board of Directors

The Board of Directors appoints one (1) Vice-Chairman among its Non-Executive Members and delegates to them, by its decision, special powers for the management of corporate affairs or the representation of the Company.

6.3 Chief Executive Officer

The Chief Executive Officer is responsible for the smooth daily operation of the Company and for the achievement of the objectives set by the Board of Directors of the Company. The Chief Executive Officer defines the corporate strategy and corporate identity, monitors and controls the implementation of the Company's strategic objectives and the day-to-day management of the Company's affairs and draws up guidelines for the Company's executives, who report to, are 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 by the Board of Directors, as determined by decisions of the Board of Directors. The Chief Executive Officer represents the Company in its non-pecuniary relations with third parties, in accordance with the relevant resolution of the Board. Chief Executive Officer also represents the Company in any property-related relationship, in accordance with the limits set by the Board of Directors.

In particular, some of the most important responsibilities of the Chief Executive Officer are the following:

- Participate and report to the Company's Board of Directors and implement the Company's strategic choices and major decisions. Being responsible for the proper operation, development and performance of the Company

- Being responsible for the recommendations to the Board of Directors, the correct and timely information of the Board of Directors and the supervision of the implementation of its decisions

- Propose the Company's strategic and business plans, formulate the strategic objectives, corporate identity and lead the Company's strategic, operational and financial planning

- Lead the implementation of the Company's business plan and the preparation of the annual budget submitted to the Company's Board of Directors for approval. Report any significant discrepancies and propose corrective actions

- Supervise and ensure the smooth, orderly and effective operation of the Company, in accordance with the strategic objectives, business plans and policies adopted by the Company, as determined by decisions of the Board of Directors

- Define and approve the organisational structure of the Company's Service Units and inform the Board of Directors, where required

- Inform the Board of Directors on the definition of the terms of service to the users of the Payment System and the adoption and amendment of regulations and standards for interbanking transactions

- Oversee the Company's communication strategy and represent the Company in its contacts and relations with third parties at the highest level

- Ensure the adequacy of the Company's Internal Audit System and its compliance with the applicable legal and regulatory framework

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

- Manage the Company's assets within the framework of the decisions of the Board of Directors and brief it on their actions at regular intervals

- They may set up functional committees and working groups to support their work, where appropriate

7. Convening and meeting of the Board of Directors

The members of the Board of Directors meet at regular intervals to ensure the effective performance of its duties. At the beginning of each calendar year, the Board of Directors adopts a calendar of meetings, which is revised according to the developments and needs of the Company.

The Board of Directors is supported by a Secretary, who provides practical support to the functioning of the Board of Directors. The Secretary is responsible, in consultation with the Chairman and the Chief Executive Officer, for ensuring that the Board of Directors is provided with prompt, clear and complete information, the integration of new members, the facilitation of communication between shareholders and the Board of Directors and the facilitation of communication between the Board of Directors and senior management.

The Board of Directors meets whenever the law, the Articles of Association or the needs of the Company require it, at the Company's registered office. The Board of Directors may meet by teleconference, in accordance with the terms of the Articles of Association. In such case, the invitation to the members of the Management Board includes the information necessary for their participation in the teleconference.

The Board of Directors is convened by the Chairman or their deputy, by means of an invitation notified to its members at least two (2) working days before the meeting. The invitation must also clearly state the items on the agenda, otherwise decisions may only be taken if all members of the Board of Directors are present or represented and no one objects to the decision.

The convocation of the Board of Directors may be asked by two (2) of its members by submitting a relevant request to the Chairman or or their deputy, who are obliged to call the Board of Directors for it to convene within twenty (20) days from the submission of the request. The request must clearly state the items to be discussed. If the Board of Directors is not convened by the Chairman or their deputy within the above deadline, the members who requested it are allowed to convene the Board of Directors themselves within five (5) days from the expiry of the above twenty (20) days deadline, by notifying the other members of the Board of Directors of the relevant invitation.

8. Decision making - Minutes

The Board of Directors is in quorum and holds a valid meeting when more than one half of the Directors are present or represented at the meeting, but at no time can the number of members present or represented be less than three. Any resulting fraction is omitted in the calculation of the quorum. Each director holds one voting right.

A Director who is absent may be represented by another Director, by a simple letter addressed to the Chairman of the Board of Directors. Each director may represent only one other director. Representation may not be entrusted to persons who are not members of the Board, unless the representation is entrusted to any alternate member of the Board. The Board of Directors may invite to its meetings persons other than its members, who will participate in them without the right to vote.

Unless otherwise specified in the Articles of Association or the Law, decisions of the Board of Directors are taken by an absolute majority of the directors attending the meeting in person or by proxy. A member of the Board of Directors is not entitled to vote on items in which there is a conflict of interest with the Company (see Article 97 (3) of Law 4548/2018). In such cases, decisions are taken by the remaining members of the Board of Directors, and in case the inability to vote concerns so many members that the remaining members do not constitute a quorum, the other members of the Board of Directors, regardless of their number, must convene a General Assembly for the sole purpose of taking the specific decision.

The decisions of the Board of Directors are summarily recorded in a special register, which may also be kept electronically, by the Secretary of the Board. At the request of a member of the Board of Directors, the Chairman is obliged to ensure the entry in the minutes of an accurate summary of their opinion. A list of the members of the Board of Directors present or represented at the meeting is also entered in such register.

The minutes of the Board of Directors are drawn up by the Secretary in collaboration with the Chairman and signed by the members who took part in person at the respective meeting. If a member refuses to sign, such refusal must be recorded in the minutes. It is possible to sign the minutes without a meeting (by circulation) provided that the above conditions of quorum and majority for taking a decision are met.

Copies of the minutes are issued formally in accordance with the provisions of the Articles of Association.

The signatures of the directors or their representatives may be replaced by an exchange of emails or other electronic means.

9. Obligations and responsibility of members

The members of the Board of Directors strictly observe the obligations arising from their participation and should at least respect the following general rules of conduct:

- Act with honesty, in good faith and always in the best interest of the Company

- Respect the confidentiality and secrecy of information obtained during the Board’s activities.

- Disclose any potential conflicts that may arise during the Board's activities and refrain from specific discussion and/or decision-making

- Be well prepared for BoD meetings.

- Attend meetings consistently, in case of their absence their representation on the BoD should be notified in a timely manner.

In particular, both individually and collectively, they must perform their duties in accordance with the following principles:

- ***Fiduciary duty.*** Decisions are taken in the best interest of the Company. It is required to avoid / prevent acts contrary to such interests as well as to avoid situations of conflict of duties (Article 97 of Law 4548/2018)
- ***Obligation of diligence***. In performing their duties, members must exercise due diligence and take decisions after thorough discussion and exchange of arguments and evaluation of all viable alternatives (business judgment rule, Article 102, par. 2 of Law 4548/2018)
- ***Non-competition*** (Article 98 of Law 4548/2018).

In any case, the members of the Board of Directors must comply with the law, the Articles of Association and the decisions of the General Assembly, and are obliged to strictly observe the Company's secrets that come to their knowledge due to their status.

The conclusion of company contracts with members of the Board of Directors, their close family members and legal entities controlled by them is prohibited and invalid without a prior decision of the Board of Directors, as defined in particular in Article 99 of Law 4548/2018.

The members of the Board of Directors are liable to the Company for any misconduct in the management of corporate affairs as defined by the law. They are also liable, in accordance with the terms of Article 102 of Law 4548/2018, for any damage suffered by the Company due to an act or omission that constitutes a breach of their duties. Finally, the members of the Board of Directors are liable for direct damage to shareholders or third parties, in accordance with Article 107 of Law 4548/2018.

Also, the Company has established and implemented a Policy for the Prevention and Management of Conflicts of Interest. Compliance with such Policy by the members throughout their term of office is a necessary condition for their eligibility to participate in the Board of Directors.

10. Committees of the Board of Directors

The Board of Directors may establish Committees to support its activities and responsibilities, determining, at its discretion, their composition and responsibilities, as provided for by the legislation in force.

The purpose of the Audit Committee is to assist the Board of Directors of the Company in its duties regarding internal control, regulatory compliance and risk management issues and any other matters provided for by its Charter.

The Remuneration and Nomination Committee aims to assist the Company's Board of Directors in the performance of its duties regarding remuneration, nomination, and the evaluation of the Board of Directors as a whole, the Chief Executive Officer, and other senior executive officers of the Company. Within this framework, the Committee acts in alignment with the Company's strategic objectives, in accordance with the provisions of its Charter.

The Board of Directors may, by its decision, establish an Executive Committee, to which it delegates the exercise of certain powers or responsibilities under the chairmanship of the Chief Executive Officer. The composition of the Executive Committee is determined by the Board of Directors, on the recommendation of the Chief Executive Officer, while its Charter is drawn up by its members and submitted to the Board of Directors for approval. The primary objective of the Executive Committee is to assist the Board of Directors and the Chief Executive Officer in the formulation and monitoring of the Company's strategy.

11. Self-assessment of the Board of Directors

The annual self-assessment of the Board of Directors' and Audit Committee's performance ensures that members have the right mix of knowledge/experience and that commitment to sound & effective operations and decision making is achieved.

12. Briefing of new members of the Board of Directors

The Company provides an introductory briefing to new Board members within one (1) month of their appointment to facilitate a clear understanding of:

- the structure of the Company, as well as the business model,
- the strategy, culture and values that govern the Company,
- the Company's risk profile and corporate governance arrangements,
- potential conflicts of interest,
- the role that each member assumes, both as a member of the Board and as a member of its committees, and
- the Company's key policies.

13. Conflict of interest

DIAS has established and implemented a Policy for the Prevention and Management of Conflicts of Interest. Each member of the Board of Directors must declare any actual and/or potential conflicts of interest with those of the Company, which, in accordance with the Company's policy, are subject to reliable disclosure, discussion, documentation, decision making and appropriate management by the Board of Directors. In this context, the members of the Board of Directors are prohibited from pursuing self-interests that are contrary to the interests of the Company and must disclose their own interests in a timely manner to the other members of the Board of Directors and to the Compliance Officer.

The members of the Board of Directors must be fully briefed on the Company's Policy for the Prevention and Management of Conflicts of Interest.

14. Remuneration, compensation and other benefits of Board members.

Any remuneration or compensation paid to any of the members of the Board of Directors, if not specified by law or the Articles of Association or, where applicable, by the Company's remuneration policy, are deemed to be borne by the Company only if approved by the Annual General Assembly of Shareholders by special resolution. There is no specific compensation or remuneration for the participation of the members of the Board of Directors in committees or working groups.

Members of the Board of Directors may receive benefits such as:
- Invitation to the Company's corporate events
- Participation in training programs.

15. Succession of the Board of Directors

The Board of Directors makes sure that the Company has an appropriate succession plan to ensure the smooth continuity of the management of the Company's affairs and decision-making after the departure of its members, in particular its executive and committee members. The Company has a framework for filling positions and succession of the members of the Board of Directors in order to identify the needs for filling positions or replacements and to ensure the smooth continuity of management and the achievement of the Company's purpose. The Company ensures the smooth succession of the members of the Board of Directors by gradually replacing them in order to avoid a shortcoming in management.

In particular, the succession framework takes into account the findings of the Board evaluation to achieve the required changes in composition or skills and to maximise the effectiveness and efficiency of the Board. The Company also has a succession plan for the Chief Executive Officer position. The Board of Directors is responsible for the preparation of a sound succession plan for the succession of the Chief Executive Officer.

A member of the Board of Directors whose term of office has expired in any way may take up paid duties in the Company only after 5 years from the expiry of their term of office.

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.