INTERBANKING SYSTEMS S.A.
2 Alamanas str. Maroussi 15125
No. GEMI 000740401000

CODIFIED ARTICLES OF INCORPORATION OF A SOCIÉTÉ ANONYME

CHAPTER I

COMPANY NAME - HEADQUARTERS - PURPOSE - DURATION

Article 1
Company Name

1. A Société Anonyme is established under the name "DIATRAPEZIKA SYSTIMATA A.E." and the distinctive title "DIAS A.E.".

2. In foreign language texts, the name shall be rendered as "INTERBANKING SYSTEMS S.A." and the distinctive title as "DIAS S.A.".

Article 2
Registered office

1. The Company's registered office is in the Municipality of Maroussi in the Prefecture of Attica.

2. Branches, agencies or offices of representatives of the Company may be established anywhere in Greece or abroad by decision of the Board of Directors, which shall determine the specific conditions of their establishment and operation.

Article 3
Purpose

1. The purpose of the Company is:

a) the promotion of the common interests of shareholders in relation to payment systems, including technical support, the collection and provision of information, the establishment of common standards, the preparation and implementation of studies, as well as any other cooperation related to payment services, focusing on innovation.

b) the installation, administration, management, expansion and smooth operation of the interbank payment clearing system with security and speed, in accordance with the provisions of the Regulation of Operation of the Company's services in terms of time and parameters. The Company's purpose also includes the continuous modernization of the interbank payment system, the provision of services in the field of payment systems, the exploitation of its equipment and know-how as well as the utilization and exploitation of its computer center.

c) The production of electricity through photovoltaic systems for self-consumption and/or for disposal on the grid and/or sale, in accordance with the applicable legislation.

2. In order to achieve the above purposes, the Company:

a) carries out all those acts that are either related to the above purposes or are considered necessary to achieve them,

b) may cooperate or participate in other domestic or foreign firms that pursue the same or similar purposes, as well as to establish subsidiaries of any form.

Article 4 Duration

The duration of the Company is indefinite.

CHAPTER II

SHARE CAPITAL - SHAREHOLDERS - SHARES

Article 5
Share capital

1. The initial share capital was set at the amount of seven hundred and fifty-six million two hundred thousand (756,200,000) drachmas divided into seventy-five thousand six hundred and twenty (75,620) shares of a nominal value of ten thousand (10,000) drachmas each.
2. By decision of the Board of Directors of the Company, taken in accordance with the provisions of article 6 hereof, the share capital was increased by eighty-one million five hundred thousand (81,500,000) drachmas, with the issuance of eight thousand one hundred and fifty (8,150) shares of a nominal value of ten thousand (10,000) drachmas each, thus reaching a total of 837,700,000 drachmas.
3. By decision of the Board of Directors of the Company, in accordance with article 6 hereof, the share capital was increased by sixteen million four hundred thousand (16,400,000) drachmas with the issuance of one thousand six hundred and forty (1,640) shares of a nominal value of ten thousand (10,000) drachmas each, thus reaching a total of 854,100,000 drachmas.
4. By decision of the Annual General Assembly of 16.06.1992, the share capital was increased by three billion forty million (3,040,000,000) drachmas with the issuance of three hundred and four thousand (304,000) shares of a nominal value of ten thousand (10,000) drachmas each, thus

reaching a total of 3,894,100,000 drachmas.

5. By decision of the Annual General Assembly of 28.06.1994, the share capital was increased by one billion six hundred five million nine hundred thousand drachmas with the issuance of one hundred and sixty thousand five hundred ninety (160,590) shares of a nominal value of ten thousand (10,000) drachmas each. Following this increase, the total share capital of the Company amounted to 5,500,000,000 drachmas.

6. The Annual General Assembly of the Company's shareholders on 29.6.1995 decided a further increase of the share capital by two hundred and fifty million (250,000,000) drachmas with the issuance of twenty-five thousand (25,000) shares of a nominal value of ten thousand (10,000) drachmas each, thus reaching a total of 5,750,000,000 drachmas.

7. On 08.01.1996, the Board of Directors decided to increase the share capital by two hundred and fifty million (250,000,000) drachmas, with the issuance of twenty-five thousand (25,000) shares, with a nominal value of ten thousand (10,000) drachmas each, so that the total share capital of the Company amounted to six billion (6,000,000,000) drachmas.

8. By the decision of the Board of Directors of the Company dated 30.4.1996, the share capital was increased by sixty-four million two hundred and sixty thousand (64,260,000) drachmas, with the issuance of six thousand four hundred twenty-six (6,426) shares of a nominal value of ten thousand (10,000) drachmas each , thus reaching a total of six billion sixty-four million two hundred sixty thousand (6,064,260,000) drachmas
9. The Board of Directors of the Company, at its meeting held on 30.05.1996, decided to increase the share capital by sixty-two million fifty thousand (62,050,000) drachmas, with the issuance of six thousand two hundred and five (6,205) shares of a nominal value of ten thousand (10,000) drachmas each. Following this increase, the total share capital of the company amounted to six billion one hundred twenty-six million three hundred and ten thousand (6,126,310,000) drachmas.
10. The Board of Directors of the Company, at its meeting held on 27.06.1996, decided to increase the share capital by two hundred and fifty million (250,000,000) drachmas, with the issuance of twenty-five thousand (25,000) shares of a nominal value of ten thousand (10,000) drachmas each. Following this increase, the total share capital amounted to six billion three hundred seventy-six million three hundred and ten thousand (6,376,310,000) drachmas.
11. The Board of Directors of the Company, on 28.05.1997, decided to increase the share capital by sixty-two million five hundred thousand (62,500,000) drachmas, with the issuance of six thousand two hundred and fifty (6,250) shares, with a nominal value of ten thousand (10,000) drachmas each. Following this increase, the total share capital amounted to six billion four hundred thirty-eight million eight hundred ten thousand (6,438,810,000) drachmas.
12. The Board of Directors of the Company, at its meeting held on 08.10.1997, decided to increase the share capital by one hundred and twenty-five million (125,000,000) drachmas, with the issuance of twelve thousand five hundred (12,500) shares of nominal value of ten thousand (10,000) each. Following this increase, the total share capital amounted to six billion five hundred sixty-three million eight hundred ten thousand (6,563,810,000) drachmas.

13. The Board of Directors of the Company, at its meeting held on 24.11.1998, decided to increase the share capital by sixty-two million five hundred thousand (62,500,000) drachmas, with the issuance of six thousand two hundred and fifty (6,250) shares, with a nominal value of ten thousand (10,000) drachmas each. Following this increase, the total share capital of the company amounted to six billion six hundred twenty-six million three hundred and ten thousand (6,626,310,000) drachmas.
14. The Board of Directors of the Company, at its meeting held on 17.05.1999, decided to increase the share capital by three hundred twelve million five hundred thousand (312,500,000) drachmas, with the issuance of thirty-one thousand two hundred and fifty (31,250) shares of a nominal value of ten thousand (10,000) drachmas each. Following this increase, the total share capital of the Company amounted to six billion nine hundred thirty-eight million eight hundred ten thousand (6,938,810,000) drachmas divided into 693,881 shares of a nominal value of 10,000 drachmas each.
15. The Board of Directors of the Company, at its meeting of 20.12.1999, decided to increase the share capital by sixty-two million five hundred (62,500,000) drachmas, with the issuance of six thousand two hundred and fifty (6,250) shares of a nominal value of ten thousand (10,000) drachmas each, , thus reaching a total of seven billion one million three hundred and ten thousand (7,001,310,000) drachmas divided into seven hundred thousand thirty-one (700,131) registered shares of a nominal value of ten thousand (10,000) drachmas each.
16. The Board of Directors of the Company, at its meeting on 21.07.2000, decided to increase the share capital by ninety-eight million sixty thousand (98,660,000) drachmas, with the issuance of nine thousand eight hundred sixty-six (9,866) shares, with a nominal value of ten thousand (10,000) drachmas each. Following this increase, the total share capital of the Company amounted to seven billion ninety-nine million nine hundred and seventy thousand (7,099,970,000) drachmas, divided into seven hundred nine thousand nine hundred ninety hundred ninety-seven (709,997) registered shares of a nominal value of ten thousand (10,000) drachmas each.
17. The Board of Directors, at its meeting on 11.04.2001, decided to increase the share capital by sixty-two million five hundred (62,500,000) drachmas, with the issuance of six thousand two hundred and fifty (6,250) shares of a nominal value of ten thousand (10,000) drachmas each. Following this increase, the total share capital of the Company amounted to seven billion one hundred sixty-two million four hundred and seventy thousand (7,162,470,000) drachmas divided into seven hundred sixteen thousand two hundred forty-seven (716,247) registered shares of a nominal value of ten thousand (10,000) drachmas each.
18. The Board of Directors, at its meeting on 03.05.2001, decided to increase the share capital by sixty-two million five hundred thousand (62,500,000) drachmas, with the issuance of six thousand two hundred and fifty (6,250) shares of a nominal value of ten thousand (10,000) drachmas each. Following this increase, the total share capital of the Company amounted to seven billion two hundred twenty-four million one hundred and seventy thousand (7,224,970,000) drachmas divided into seven hundred twenty-two thousand four hundred ninety-seven (722,497) registered shares of a nominal

value of ten thousand (10,000) drachmas each.

19. The Board of Directors, at its meeting held on 08.10.2001, decided to increase the share capital by sixty-two million five hundred thousand (62,500,000) drachmas, through the issuance of six thousand two hundred and fifty (6,250) shares of nominal value of ten thousand (10,000) drachmas each, so that the total share capital of the Company amounted to seven billion two hundred eighty-seven million four hundred seventy thousand (7,287,470,000) drachmas divided to seven hundred twenty-eight thousand seven hundred forty-seven (728,747) registered shares of a nominal value of ten thousand (10,000) drachmas each.
20. The Annual General Assembly of the shareholders of 10.06.2002 decided the conversion of the nominal value of the shares of the Company from ten thousand (10,000) drachmas to twenty-nine euros and thirty-five cents (€ 29.35) each and the increase of the share capital by two thousand one hundred and sixty-five euros and thirty-nine cents (€ 2,165.39), with capitalization of reserves, in accordance with article 12 of Law 2842/2000. Following this increase, the share capital was increased from the amount of seven billion two hundred eighty-seven million four hundred and seventy thousand (7,287,470,000) drachmas to the amount of twenty-one million three hundred eighty-eight thousand seven hundred twenty-four euros and forty-five cents (€ 21,388,724.45), divided into seven hundred twenty-eight thousand seven hundred forty-seven (728,747) registered shares of a nominal value of twenty-nine euros and thirty-five cents (€ 29.35) each.
21. The Annual General Assembly of the shareholders of 01.06.2005 decided the reduction of the share capital by 10,005,696.31 euros with a corresponding reduction of the nominal value of the shares and the return of this amount to the shareholders. As a result, the share capital of the Company amounted to eleven million eighty-three thousand twenty-eight euros and fourteen cents (€11,383,028.14) divided into seven hundred twenty-eight thousand seven hundred forty-seven (728,747) registered shares of a nominal value of fifteen euros and sixty-two cents (€15.62) each.
22. The Annual General Assembly of 30.06.2010 decided to increase the share capital by 1,005,670.86 euros by capitalizing the capital gain from the revaluation of fixed assets and with a corresponding increase in the nominal value of the shares. Following this increase, the share capital of the Company amounted to twelve million three hundred eighty-eight thousand six hundred ninety-nine euros (€12,388,699) divided into seven hundred twenty-eight thousand seven hundred forty-seven (728,747) registered shares of a nominal value of seventeen euros (€17) each.
23. The Annual General Assembly of 28.06.2012 decided the reduction of the share capital by 2,696,363.90 euros, by reducing the nominal value of the shares from 17,00 to 13,30 euros each. Following this reduction, the share capital amounted to nine million six hundred ninety-two thousand three hundred thirty-five euros and ten (€9,692,335.10) divided into seven hundred twenty-eight thousand seven hundred forty-seven (728,747) registered shares with a nominal value of thirteen euros and thirty cents (€13.30) each.
24. The Extraordinary General Assembly of shareholders held on 19.12.2014 decided to

increase the share capital by €2,638,064.14, with an increase in the nominal value of the shares from €13.30 to €16.92 each. The above amount resulted from the capitalization of tax-free reserves of € 2,042,809.95 under Law 4172/2013 and from the capitalization of capital gain for the revaluation of fixed assets under Law 2065/1992 of € 595,254.19. Following this increase, the share capital of the Company amounted to twelve million three hundred and thirty thousand three hundred ninety-nine euros and twenty-four cents (€12,330,399.24) divided into seven hundred twenty-eight thousand seven hundred forty-seven (728,747) registered shares of a nominal value of sixteen euros and ninety-two cents (€16.92) each, paid up in full.

Article 6
Share capital increase

1. Without prejudice to paragraph 3 of this article, the Board of Directors, within the framework of the relevant authorization granted to it by the General Assembly, has the right, by a decision taken by a majority of three quarters (3/4) of all its members, to increase the share capital by issuing new shares. This power of the Board of Directors is valid for a period determined by the General Assembly and may not exceed five years. The amount of the increases, in accordance with the provisions of this paragraph, may not exceed the amount of the share capital, which is paid up at the time of granting the relevant authorization to the Board of Directors.
2. Any decision to increase the share capital must specify the amount and type of shares to be issued, the time and manner of their issue and payment and their price.

3. By way of exception to the provisions of paragraph 1 hereof, a resolution of the General Assembly is always required when the Company's reserves exceed one tenth (1/10) of the paid-up share capital. This decision shall be taken in accordance with the quorum and majority provisions of paragraphs 3 and 6 respectively of Article 15 hereof.

Article 7
Shares

1. The Company's shares are registered and reserved, so that they are transferred only to credit institutions or entities or to legal persons whose main business activity is payment instruments, following a decision of the General Assembly.

2. The General Assembly may delegate the exercise of the above power to the Board of Directors, while determining the terms and conditions for its exercise. In this case, a special decision of the Board of Directors of the Company is required each time, taken by a majority of three quarters (3/4) of all its members. The relevant delegation to the Board of Directors is valid for the period of time determined by the General Assembly or, if this is not specified, until its express revocation. The Board of Directors of the Company is obliged to make a reasoned decision on the request for the transfer of shares of the Company and may

request additional information when deemed necessary to make a decision.

3. For the implementation of this article, the shareholders of the Company who wish to transfer all or part of the shares they hold are obliged to notify this wish to the Board of Directors by means of a document in which all the necessary information for the verification of the above conditions of the legal entities proposed to acquire the shares to be transferred must be indicated.
4. The Company's shares are numbered, bear the signatures of two members of the Board of Directors specifically authorized by the Board of Directors for this purpose and indicate their nominal value, the name of their holder and their designation as reserved. By resolution of the Board of Directors, securities may be issued that include more than one share in accordance with the specific provisions of this decision.

5. The shares of the Company may be converted into registered non-reserved shares, by decision of the General Assembly, taken in accordance with the provisions on quorum and majority of article 15 paragraph 3 and paragraph 6 hereof.

Article 8
Voting rights

1. Each share confers the right to one vote at the General Assembly.

2. Shares are indivisible. In the case of joint ownership of several persons in a share, the rights of the joint owners must be exercised by a common representative.

Article 9
Shareholders' Register

1. The Company maintains an electronic Shareholders' register, in which the shareholders and the shares they hold are recorded, in accordance with the specific provisions of the law. The shareholder vis-à-vis the Company is considered to be the person registered in the Shareholders' register.

2. Shareholder status implies ipso jure the full recognition and acceptance of the Company's Articles of Association and the legal decisions of the General Assemblys of shareholders both by the shareholder and by their special or universal successors.

Article 10
Transfer of shares by special succession

1. The transfer of shares is effected by an entry in the Shareholders' register, signed electronically by the transferor and the acquiring shareholder or their proxies. A signature of the registration is not required if the Company receives a copy of the signed share

transfer agreement or is informed of the transfer in writing by the transferor and the acquirer.

2. After each transfer of shares, a new share certificate is issued or the existing certificate is marked accordingly.

Article 11
Shareholders and Company relations. Jurisdiction.

1. Each shareholder, regardless of the place of their registered office, is deemed, as far as their relations with the Company are concerned, to have their permanent residence at the Company's registered office.

2. Any dispute between the Company and the shareholders shall be subject to the exclusive jurisdiction of the Courts of Athens, and the Company shall be sued before these Courts in cases of special jurisdiction under the Code of Civil Procedure.

3. At no time and for no reason are the shareholders of the Company or their special or universal successors allowed to cause seizure, even conservative, or sealing of the Company's registers and, in general, of its movable and immovable property.

CHAPTER III

GENERAL ASSEMBLY OF SHAREHOLDERS

Article 12
Responsibilities of the General Assembly

1. The General Assembly of shareholders is the supreme body of the Company and has the right to decide on any corporate matter, and its decisions are binding on the absent or dissenting shareholders. In particular, 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 above and reductions thereof

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

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

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

(e) Allocation of annual profits

f) Merger, demerger, conversion, revival, extension of the duration 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 hereof.

Article 13
Convocation of the General Assembly

1. The General Assembly is convened by the Board of Directors and must convene at the company's headquarters once in each fiscal year no later than the tenth (10th) calendar day of the ninth month after the end of the fiscal year, in order to decide on the approval of the annual financial statements and on the election of auditors (Annual General Assembly). The Board of Directors may convene an extraordinary meeting of the General Assembly of shareholders, when it deems it appropriate or necessary.

2. The Board of Directors is obliged to convene a General Assembly of shareholders at the request of the auditors within ten days from the date of service of such request to its Chairman, while at the same time setting as an agenda item the subject of the request.

3. The General Assembly must be convened at least twenty days before the date set for this meeting, including the days to be excluded. The day of publication of the invitation of the General Assembly and the day of its meeting are not to be counted. In the event of a repeat General Assembly, the above deadlines are reduced by half.

4. The invitation shall include at least the premises with a precise address, the date and time of the meeting, the items on the agenda in a clear manner, the shareholders entitled to participate and precise instructions on how the shareholders will be able to participate in the meeting and exercise their rights in person or by proxy, or, possibly, even from a distance. The invitation of the General Assembly is published at least twenty (20) full days prior to the date of the meeting, upon its registration in the Company's record within the General Commercial Registry. The invitation of the General Assembly may provide for the possibility of participating in the General Assembly remotely by audiovisual or other electronic means, without the physical presence of the shareholder at the venue.

Article 14
Participation in the General Assembly. Briefing of Shareholders

1. Any shareholder who has and proves this capacity on the date of the General Assembly is entitled to participate in the General Assembly, through their representatives.

2. The shareholders entitled to vote at the General Assembly may be represented in it by a proxy.

3. The documents evidencing the status of the shareholders and their representatives are submitted to the Company's Treasury at least five (5) days before the General Assembly. The General Assembly may refuse the participation of a shareholder who has not complied with the previous paragraph, only for an important reason justifying its refusal.

4. Participation in the General Assembly remotely by audiovisual or other electronic means without the physical presence of the shareholder at the venue is possible if this is stated in the invitation of the General Assembly in accordance with the terms of article 125 of Law 4548/2018. It is also possible to participate in the General Assembly by postal vote, in accordance with the terms of article 126 of Law 4548/2018.

5. The members of the Board of Directors as well as the auditors of the Company are also entitled to attend the General Assembly. The Chairman of the General Assembly may, on their own responsibility, allow the presence at the Assembly of other persons, who do not have a shareholder status or are not representatives of shareholders, to the extent that this is not contrary to the corporate interest.

6. Ten days prior to the Annual General Assembly, each shareholder receives from the Company its annual financial statements as well as the relevant reports of the Board of Directors and the Auditors.

Article 15
Quorum - Majority

1. The General Assembly of shareholders shall have a quorum and shall validly convene on the items of the agenda when shareholders representing at least one fifth (1/5) of the paid-up share capital are present or represented at it.

2. If this quorum is not held, the General Assembly convenes again within twenty (20) days from the date of the meeting that was canceled and is invited at least ten (10) days in advance. This repeat meeting shall have a quorum and shall validly convene on the items of the initial agenda, regardless of the part of the paid-up share capital represented by it.

3. Especially for the adoption of decisions concerning the change of nationality, registered office, purpose, merger of the Company with another, the amendment of the Articles of Association, the issuance of a bond loan, the increase of shareholders' liabilities, the increase or decrease of the share capital, the change in the way profits are distributed, an increased quorum is required, namely the presence or representation of shareholders representing 3/4 of the paid-up share capital.

4. In case of non-achievement of the above quorum, the General Assembly shall reconvene in accordance with the provisions of paragraph two (2) of this article.
   The General Assembly has a quorum when shareholders representing two-thirds (2/3) of the paid-up share capital are present or represented at it. If this quorum is not fulfilled, the Assembly is invited again in accordance with the above, in which case it has a quorum, when at least 1/2 of the paid-up share capital is present or represented in it.

5. The decisions of the General Assembly are taken by an absolute majority of the votes represented in it.

6. Exceptionally, the decisions referred to in paragraph 3 of article 15 of the present Articles of Association are taken by a majority of three-quarters (3/4) of the votes represented in the Assembly.

Article 16
Tasks - Decision Making

1. The Chairman of the Board of Directors temporarily chairs the General Assembly. If he is prevented from performing these duties, he is replaced by the Vice-President. The Secretary of the General Assembly is temporarily performed by the person appointed by the President.

2. After the ratification of the list of shareholders present, the Assembly elects its Chairman and its Secretary, who also acts as a voter collector.

3. By decision of the General Assembly, which is taken by open vote, after the approval of the annual financial statements, the overall management that took place during the respective financial year may be approved.

4. The discussions and decisions of the General Assembly are limited to the items mentioned in the agenda published by law. Discussions outside the items on the agenda are not allowed, except if they concern amendments to the proposals of the Board of Directors to the Assembly, proposals for the revocation of the Board of Directors or Directors as well as proposals for the convening of another General Assembly.

5. In the General Assembly, the vote is open. The General Assembly may, by open vote, decide to vote by secret ballot on certain items of the agenda, unless otherwise provided by law. Secret ballot is not allowed in cases of remuneration to the members of the Board of Directors as well as when the vote is given remotely.

6. The decisions of the General Assembly are taken either after convening and meeting of the General Assembly in accordance with article 13 hereof or by voting but without a meeting, in accordance with article 135 of Law 4548/2018. Also, by decision of the General Assembly, the decisions of the shareholders taken by drawing up and signing the minutes are equivalent to the preparation and signing of the minutes, in accordance with article 136 of Law 4548/2018.

Article 17
General Assembly Minutes

1. A summary of all the discussions and decisions of the Assembly is recorded in the book of minutes and signed by the President of the Assembly and its Secretary. At the request of a shareholder, it is mandatory to record in the minutes a precise summary of his opinion. The President may refuse to register an opinion if it refers to matters which are manifestly not on the agenda or if its content is manifestly contrary to good morals or the law. A list of shareholders participating in the General Assembly is also recorded in the book of minutes.

2. Copies of the minutes of the General Assembly are submitted to the competent department of the General Commercial Register (G.E.MI.) within twenty (20) days from the meeting of the General Assembly.

3. Copies and extracts of the minutes of the General Assembly are certified by the Chairman or the Secretary thereof or the Chairman of the Board of Directors or the Chief Executive Officer of the Company.

CHAPTER IV

BOARD OF DIRECTORS

Article 18
Members of the Board of Directors

1. The Company is governed by a Board of Directors, consisting of seven (7) to fifteen (15) members. Three (3) of the members of the Board of Directors may be elected/appointed as independent (non-executive).

2. The members of the Board of Directors are elected by the General Assembly of Shareholders by an absolute majority of the votes represented in the Assembly.

3. Members of the Board of Directors may also be legal entities. In this case, the legal person is obliged to appoint a natural person to exercise the powers of the legal person as a member of the Board of Directors. This designation is made public in accordance with article 13 of Law 4548/2018. The designated natural person is jointly and severally liable with the legal person for the corporate management. Failure of the legal person to proceed with the appointment of a natural person, in accordance with subparagraph a' of this paragraph, within fifteen (15) days from its appointment as a member of the Board of Directors shall be considered as the resignation of the legal person from the position of member.

4. The Board of Directors may invite to its meetings persons other than its members, who participate in them without the right to vote.

5. The Directors elected by the General Assembly may be revoked or replaced by it at any time.

Article 19
Responsibilities of the Board of Directors

1. 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. Matters which, according to the provisions of the Law or the Articles of Association, fall within the exclusive competence of the General Assembly, are excluded from the competence of the Board of Directors.

2. The Board of Directors may delegate in writing, in whole or in part, the exercise of its powers or responsibilities, other than those that require collective action, as well as the representation of the Company, to one or more persons, members of the Board of Directors, directors and employees of the Company or third parties, specifying at the same time the extent of this assignment.

3. The Board of Directors may delegate the internal audit of the Company to one or more persons, members or not.

4. For any act of representation of the Company, the signature of its legal representative under the corporate name is sufficient, indicating his name and capacity. The use of a corporate seal is not required.

5. Acts of the Board of Directors, even if they are outside the corporate purpose, bind the Company towards third parties, unless the third party knew or should have known that the corporate purpose was exceeded. The burden of proving the facts that lift the Company's commitment, in accordance with the previous paragraph, lies with the Company itself. Compliance with the publicity formalities regarding the company's Articles of Association or its amendments does not constitute proof alone.

6. An Audit Committee is established, consisting of non-executive members of the Board of Directors of the Company, until the end of the term of office of the Board of Directors. The Audit Committee’s Charter is drawn up by its members and submitted for approval to the Board of Directors.

7. The Board of Directors may, by decision, establish an Executive Committee, to which it delegates the exercise of certain of its powers or responsibilities, chaired by the Chief Executive Officer. The composition of the Executive Committee is determined by the Board of Directors, following the recommendation of the Chief Executive Officer, while its Charter is drawn up by its members and submitted for approval to the Board of Directors.

8. The Board of Directors may, by its decision, also establish other Committees, determining their composition, responsibilities and powers as well as the framework for their exercise.

Article 20
Executive, non-executive and independent non-executive members

1. The Board of Directors is composed of executive and non-executive members, who are determined as such by decision of the Board. The primary executive member is the Chief Executive Officer.

2. The General Assembly may elect up to three (3) independent members, in compliance with the criteria of independence, as defined by the corporate governance legislation provided that such election does not result in an increase in the maximum number of members of the Board of Directors, as set out in Article 18 above. In case of resignation, death or otherwise loss of the status of an independent member, the Board of Directors may appoint a replacement for them, in accordance with the provisions of the following article.

3. The responsibilities of the executive, non-executive and independent non-executive members are determined by the Company, within the framework of the applicable legislation.

Article 21
Replacement of missing members

1. In the event that a position of Director becomes vacant due to resignation, death or for any other reason, the remaining members of the Board of Directors elect a temporary Director to fill the vacancy for the remaining term of office of the replaced Director. This election shall be submitted for approval to the first forthcoming General Assembly. The acts of the Directors, who have been elected in accordance with the provisions of this article, are valid regardless of the ratification of the election of the said Directors by the General Assembly.

2. If, for any reason, half plus one of the Directors cease to hold office, 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 sole item on the agenda.

Article 22
Term of office of the members of the Board of Directors

1. 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 from 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 successive expirations of the term of office of its members or an initially unequal term of office of its members, which in any case may not exceed three years.

2. Directors whose term of office has expired are always eligible for re-election.

3. A Director who is bound to a shareholder by virtue of an employment agreement or other similar contractual arrangement shall automatically cease to be a member of the Board upon the expiration or termination of such agreement with the shareholder.

   Furthermore, if the Director continues their relationship with the shareholder but is transferred to a position different from the one held at the time of their election, the shareholder shall, without delay, inform the Board of Directors and express an opinion as to the Director’s suitability to continue serving on the Company's Board of Directors.

Article 23
Resignation of members

1. The abstention without justified reason of a Consultant or of the Consultant referred to in article 27 par. 4 of this representative from three consecutive meetings of the Board of Directors is equivalent to resignation. The resignation shall be deemed to have been accepted only following a special decision of the Board of Directors, by which a replacement for the resigned person is elected in accordance with the provisions of paragraph 1 of article 21 hereof.

2. The resignations of the members of the Board of Directors are addressed to the Board of Directors.

Article 24
Formation of the Board of Directors into a body

1. The Board of Directors, immediately after its election, convenes and elects by an absolute majority of its present and represented members its Chairman and Vice-President.

2. In the absence or incapacity of the Chairperson, the Vice-Chairperson shall act as their substitute. In the event that the Vice-Chairperson is also absent or incapacitated, the Director specifically designated for this purpose by the Board of Directors shall act as substitute.

3. The Board of Directors elects the Chief Executive Officer of the Company, from among its members alone, while defining its responsibilities.

Article 25
Representation before Judicial and other Authorities

In case of taking an oath imposed on the Company, filing of lawsuits and indictments and resignations thereof, the filing a civil action before criminal Courts during the preliminary investigation or the hearing in court and the waiver hereof, the filing of appeals against decisions of criminal Courts and Judicial Councils and waiving thereof, as well as in any case where a personal appearance before a Court or Public Prosecutor's Office is required, the Company is lawfully represented by the Chairman of the Board of Directors or the Chief Executive Officer or by any other Director or employee of the Company appointed by the Board of Directors for such purpose.

Article 26
Convening of the Board of Directors

1. The Board of Directors convenes at the Company's headquarters whenever required by law or by the Company's needs require it and at least six times a year, at the invitation of the Chairman or their deputy, on a day and time specified by them. The meeting of the Board of Directors may be held by teleconference for some or all members. In this case, the invitation to the members of the Board of Directors shall include the necessary information and technical instructions for their participation in the meeting.

2. At the request of at least two (2) Directors, the Chairman of the Board of Directors or their substitute are obliged: a) to convene a meeting of the Board of Directors setting the date of this meeting, which must not be more than twenty (20) days from the day of submission of the relevant application and b) to include in the agenda of this meeting any item included in the above application.

3. The President or their deputy presides over the meetings of the Board of Directors and directs its work.

Article 27
Decision-making

1. The Board of Directors, subject to the provision of paragraph 3 of this article, shall have a quorum and may promptly decide when at least one second (1/2) plus one of the Directors is present or represented in it. The number of Directors present in person can never be less than three (3). In order to find the quorum number, the fraction that may arise is omitted.

2. The Board of Directors, without prejudice to the provision of paragraph 3 of this article, shall validly take decisions by an absolute majority of its present and represented members.

3. In particular, when the Board of Directors is to decide on the following issues, a quorum of three-quarters (3/4) of its members is required

3.

and a majority of three-quarters (3/4) of its members present and represented therein:

a) increase of the share capital in accordance with article 6 above

b) transfer of the Company's shares in accordance with article 7 par. 1 above

c) approval of the Administrative Board of Directors report to the Annual General Assembly on the Company's balance sheet and annual financial statements

d) adoption and amendment of regulations and standards governing interbanking transactions for the optimal operation of the system

e) the determination of the terms of service to the users of the system and the termination of the provision of these services;

f) Election of the Chief Executive Officer and determination of their powers and responsibilities

4. Each Director may validly represent only one other Director, upon written authorization. Representation on the Board of Directors may not be delegated to persons who are not members of the Board.

Article 28
Board of Directors Minutes' Book

1. The discussions and resolutions of the Board of Directors are recorded in a summary in the book of minutes signed by the President or his deputy, the Secretary of the Board and by the members who participated in person at the respective meeting. In the event that a member refuses to sign, a relevant note shall be recorded in the minutes.

2. The book of minutes may be kept and signed electronically. Also, according to the terms of article 94 of Law 4548/2018, it is possible to countersign minutes without a meeting. The signatures of the Directors can be replaced by an exchange of messages via e-mail.

3. Copies and extracts from the minutes of the Board of Directors are signed by the Chairman or the Chief Executive Officer of the Company or the Secretary of the Board of Directors, without the need for further validation.

4. Decisions of the Board of Directors, which are to be registered with the General Commercial Registry, in accordance with article 12 of Law 4548/2018 or other provisions, are submitted to the competent General Commercial Registry department. within twenty (20) days from the respective meeting.

Article 29
Remuneration - compensation of members of the Board of Directors

1. The members of the Board of Directors are entitled to receive remuneration or other benefits, in accordance with the law, the Articles of Association and, where applicable, the remuneration policy of the Company. Remuneration or benefit to a member of the Board of Directors that is not regulated by law or the Articles of Association shall be borne by the Company, only if approved by a special decision of the General Assembly.

2. Remuneration to members of the Board of Directors for services to the Company based on an employment contract, work contract or mandate or other similar relationship is paid under the conditions of articles 99 to 101 of Law 4548/2018.

3. The General Assembly may allow advance payment of remuneration for the period until the next annual General Assembly, subject to its approval by the next annual General Assembly.

Article 30
Responsibility of members of the Board of Directors

1. The members of the Board of Directors are liable to the Company for any damage suffered by the Company due to an act or omission that constitutes a breach of their duties.

2. The members of the Board of Directors and any third party to whom powers have been delegated by the Board of Directors must comply with any obligation provided for by law and business ethics, including but not limited to the obligation of loyalty, non-competition, confidentiality and non-conflict of interest. They must also comply with these Articles of Association and the legal decisions of the General Assembly.

CHAPTER V

AUDITORS AND MINORITY RIGHTS

Article 31
Audit of financial statements

1. In order for a valid decision to be taken by the General Assembly regarding the annual financial statements, they must have been previously audited by an auditing firm, in accordance with the terms of Law 4449/2017. The auditing firm and its regular and substitute auditor are elected by the previous annual General Assembly, which also determines the amount of the company's remuneration. The election and the amount of the remuneration are announced to the company within five (5) days from the date of the relevant decision.

2. In addition, the General Assembly may assign an auditing firm to carry out a special tax compliance audit for the issuance of an annual tax certificate. With regard to the election of this company and its remuneration, the provisions of paragraph 1 above apply.

Article 32
Minority rights

1. Upon a request by shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors is obliged to convene an Extraordinary General Assembly of shareholders, setting a date for its meeting not more than thirty (30) days from the date of service of the application to the Chairman of the Board of Directors. The request must clearly state the subject matter of the agenda.

2. Upon a request by shareholders representing one twentieth (1/20) of paid-up capital, the Chairman of the General Assembly is obliged to postpone, for one time only, the decision-making of the annual or extraordinary General Assembly by setting the meeting day as specified in the shareholders' request, which, however, may not be more than thirty (30) days from the date of the postponement.

3. Upon a request by shareholders representing one twentieth (1/20) of paid-up share capital, which must be submitted to the Company five (5) full days prior to the annual General Assembly, the Board of Directors is obliged: a) to announce to the General Assembly of shareholders the amounts paid by the Company for any reason whatsoever to the members of the Board of Directors or its Directors or other employees, as well as any other benefit to these persons or any existing contract of the Company with them, b) to provide the requested information on the course of the Company's affairs to the extent that it is useful for the actual assessment of the items on the agenda. The Board of Directors may refuse to provide the information requested for sufficient reason. The refusal and the reasons for this are recorded in the minutes of the General Assembly.

4. Upon a request by shareholders representing one third (1/3) of the paid-up share capital, which must be submitted to the Company within the time limit set out in the preceding paragraph, and provided that they are not represented on the Board of Directors, the Board of Directors shall be obliged to provide them, at the General Meeting or, if they so prefer, prior thereto to their representative, with information regarding the course of the Company's business and its financial position. The Board of Directors may refuse to provide the requested information for a substantial and duly justified reason. Such refusal and the reasons thereof shall be recorded in the minutes of the General Meeting

5. In the cases referred to in paragraphs 3 and 4 of this article, any dispute as to the validity of the grounds for the refusal shall be resolved by the Single-Member Court of First Instance of the Company's registered office.

6. Upon a request by shareholders representing one twentieth (1/20) of the paid-up share capital, the decision on the item on the agenda of the General Assembly is carried out by roll-call vote.

7. In the cases referred to in paragraphs 1 to 4 of this article, the applicant shareholders must keep their shares deposited in accordance with article 14 of the present Articles of Association, from the date of service of their application until the meeting of the General Assembly and in the cases of paragraph 5 until the issuance of the court decision.

8. Shareholders of the Company, representing at least one twentieth (1/20) of the paid-up share capital, have the right to request an audit of the Company's affairs by the competent Court of Athens. In this case, the termination must relate to transactions that are not more than two years away from the date of approval of the financial statements of the fiscal year in which they were made.

9. Shareholders of the Company, representing one third (1/3) of the paid-up share capital, are entitled to request from the competent Court an audit of the Company, provided that there are sufficient indications of non-sound and prudent management. This provision does not apply as long as the applicant minority is represented on the Board of Directors of the Company.

CHAPTER VI
ANNUAL FINANCIAL STATEMENTS AND PROFIT DISTRIBUTION

Article 33
Annual Financial Statements

1. The fiscal year begins on the first (1st) of January and ends on the thirty-first (31st) of December of the same year.

2. At the end of each annual financial year, the Board of Directors approves the annual financial statements and the management report prepared in accordance with the law, submits them for approval to the Annual General Assembly and ensures their publication in accordance with article 149 of Law 4548/2018.

Article 34
Net profits and distribution thereof

1. The Company's net profits, as realized in accordance with applicable law, are reflected in the income statement. The net profits are distributed in accordance with the provisions of article 160 par. 2 of Law 4548/2018.

2. Following a decision of the General Assembly, taken in accordance with the provisions of article 15 par. 3 and 6 hereof, the balance of the net profits remaining after the deduction of the credit items of the income statement, which do not constitute realized profits, the deduction for the formation of a regular reserve and the distribution of a minimum dividend may be allocated in whole or in part to the increase of the share capital by issuing new shares, provided to shareholders without payment, instead of an additional dividend.

3. Without prejudice to the provisions on the reduction of the share capital, no distribution can be made to the shareholders, provided that on the expiration date of the last financial year, the total equity of the Company is or after this distribution, will become less than the amount of the share capital increased by the reserves, the distribution of which is prohibited by the Law or the Articles of Association.

4. The amount distributed to the shareholders may not exceed the amount of the results of the last year that has expired, increased by the profits derived from previous years and the reserves, for which their distribution is allowed and decided by the General Assembly and reduced by the amount of the credit items of the income statement, which do not constitute realized profits, the losses of previous years and the amounts they are required to allocate for the formation of reserves in accordance with the Law and the Articles of Association. The amount to be distributed is paid to the shareholders within two (2) months from the decision of the Annual General Assembly, which approved the annual financial statements.

5. The concept of distribution referred to in paragraphs 3 and 4 above includes in particular the payment of dividends and any interest on shares.

CHAPTER VIII

DISSOLUTION AND LIQUIDATION

Article 35
Company Dissolution

1. In the event that the total equity of the Company is reduced to less than half (1/2) of the share capital, the Board of Directors is obliged to convene the General Assembly, within a period of six (6) months from the end of the financial year, to decide on the dissolution of the Company or the adoption of another measure.

2. The Company is dissolved: a) by decision of the General Assembly in accordance with the provisions of article 15 par. 3 and 6 of the present Articles of Association and b) by declaring the Company in a state of bankruptcy.

3. The concentration of all the shares of the Company in the hands of a single shareholder does not entail the dissolution of the Company.

Article 36
Liquidation

1. Except in the case of bankruptcy, the dissolution of the Company is followed by liquidation. In the cases referred to in sub-paragraphs (a) and (b) of paragraph 2 of the previous article, the General Assembly appoints two (2) liquidators, who during the liquidation, exercise all the responsibilities of the Board of Directors, related to the procedure and purpose of the liquidation in accordance with the relevant decision of the General Assembly. The appointment of liquidators automatically entails the cessation of the power of the members of the Board of Directors and the Auditors.

2. The liquidators appointed by the General Assembly must, as soon as they assume their duties, take an inventory of the company's assets and publish a Balance Sheet for the commencement of liquidation. The liquidators have this obligation at the end of the liquidation.

3. The General Assembly of shareholders retains all its rights during the liquidation.

4. The liquidation accounts are approved by the General Assembly of shareholders, which also decides on the liability of the liquidators.

5. Every year, the results of the liquidation are submitted to the General Assembly of shareholders with a report on the reasons for which the completion of the liquidation was hindered.

GENERAL PROVISION

For all matters not regulated by this Articles of Association, the provisions of Law 4548/2018, as in force each time, apply.

E N D

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.