

Report of the Proceedings of the Audit Committee
(article 44, paragraph 1 of Law 4449/2017)

Marousi, 12 March 2025

Dear Shareholders,

I. INTRODUCTION

In accordance with the article 44, paragraph 1 of Law 4449/17, as it was amended by the article 74 of Law 4706/2020 and it is currently in effect, the Audit Committee submits to the General Meeting of Shareholders its report on issues regarding its proceedings during the financial year ended on 31/12/2024, for the fulfillment of provisions of law and in line with the Operating Regulation concerning the Committee's duties.

II. COMPOSITION AND PURPOSE OF THE AUDIT COMMITTEE

The Audit Committee of Gr. Sarantis S.A. during the period 1/1/2024 to 31/12/2024 consisted of two (2) independent and non-executive members of the Board of Directors and one (1) non-executive member of the Board of Directors and in particular:

1. Michael Imellos, son of Nikolaos, Independent Non-Executive Member of the Board of Directors, Chairman of the Audit Committee,
2. Konstantinos Rozakeas, son of Petros, Vice-Chairman Non-Executive Member of the Board of Directors, member of the Audit Committee, and
3. Angeliki Samaras, daughter of Dimitrios, Independent Non-Executive Member of the Board of Directors, member of the Audit Committee.

The above composition, which is also the current composition of the Audit Committee, was unanimously determined at the meeting of 20/12/2023 and it was then formed as a body.

The term of office of the Audit Committee coincides with the term of the Board of Directors, i.e. it will be four years.

The members of the Audit Committee are in their majority independent of the audited entity in accordance with the article 44, paragraph 1 d) of Law 4449/2017 (A' 7) as it was amended by the Article 74 of Law 4706/2020 and it is currently in effect.

The Independent Non-Executive Members had met and continue to meet respectively and in full the conditions and independence criteria of article 9, paragraph 1 and 2 of Law 4706/2020, a fact which has been fully monitored and ascertained by the Board of Directors through the Remuneration and Nominations Committee.

The persons who meet the conditions of independence form the majority of the Committee.

The Chairman was elected following a vote by the members and is independent from the audited entity in accordance with the article 44 paragraph 1 e) of Law 4449/2017 (A' 7) as it was amended by the Article 74 of Law 4706/2020 and it is currently in force.

In case a member of the Committee loses their status as a member of the Board of Directors, the Board of Directors shall appoint a new member from among its members to replace the one who lost the status, in accordance with article 44, paragraph 1 f) of Law 4449/2017 (A' 7), as amended by the Article 74 of Law 4706/2020 and it is currently in force.

The members of the Audit Committee had met and continue to meet respectively the eligibility criteria defined by law, the Corporate Governance Code and the Company's Suitability Policy.

The members of the Audit Committee possess sufficient knowledge of the sector in which the company operates.

All members of the current composition of the Committee have sufficient knowledge and experience in the auditing and/or accounting field.

The Audit Committee assists the Board of Directors in fulfilling its supervisory responsibility towards the shareholders.

Supervisory responsibility includes among others the following:

- Monitoring the mandatory audit of the company's corporate and consolidated financial statements aiming to form an opinion as well as the preparation of sustainability reports. As part of this review, the Audit Committee is informed of the content of the supplementary report by the statutory auditors.
- Monitoring, reviewing and evaluating the financial information production systems, the flow and the mechanisms of dissemination of the information within the Company's organizational structure as well as the process for preparing the sustainability reports and the procedure undertaken by the Company to determine the information submitted in accordance with the sustainability reporting standards approved pursuant the Article 154A of Law 4548/2018 and providing recommendations or proposals to ensure its integrity. Additionally, taking into account other publicly available information (stock exchange announcements, press releases, etc.) related to the respective financial information.
- Monitoring, reviewing and evaluating the effectiveness and adequacy of the Group's regulatory tools (policies, regulations, procedures, safeguards) to form an opinion on both the internal control and the risk management system in relation to financial information.

- Monitoring and inspecting the operation of the Internal Audit Unit, confirming compliance with the professional standards and the applicable legal and regulatory framework, assessing its work, adequacy and effectiveness, without affecting its independence.
- Overseeing the disclosed information in relation to the assessment of key risks.
- Gaining awareness of the framework and methodology of risk assessment and management, as well as compliance matters related to the organization's legal, regulatory and ethical framework.

Regarding services other than the annual audit of the financial statements, the Committee pre-approves all proposals for eligible non-audit services that may need to be provided by independent auditors. In this context, the Committee evaluated and proposed to the Board of Directors the appointment of BDO Certified Auditors S.A. for the Corporate Governance System Evaluation project, in accordance with the obligations outlined in paragraph 1 of Article 4 of Law 4706/2020, in October 2024.

The Committee also oversees matters relating to qualifications, independence and appointment of independent auditors.

The Audit Committee, as supervisory body of the Internal Audit Unit, evaluates its performance and approves the audit plan and the respective budget of the department/unit.

Based on both the Audit Committee's Operating Regulation and the Sarantis Group's Internal Operating Regulation, the Audit Committee's duty is to support the Board of Directors in its supervisory responsibilities, including oversight of the risk management framework. The Board of Directors ensures the independence of the functions that make up the Internal Control System. In this context, the Internal Audit, Regulatory Compliance, and Risk Units are overseen by the Audit Committee.

The Audit Committee has an updated Operating Regulation (March 2025), which defines, among other things, its role, the process for fulfilling this role, as well as the process for convening and holding its meetings. The Audit Committee's Operating Regulation is posted on the Company's website.

The present report of the Audit Committee's proceedings covers the twelve-month period of the closed financial year (1/1-31/12/2024).

The report has been prepared and is in compliance with the provisions of Law 4449/2017, as amended by Article 74 of Law 4706/2020 and aims to inform its recipients about the proceedings of the Audit Committee based on its predetermined responsibilities.

III. MEETINGS AND OPERATION

During the fiscal year 2024, the Committee convened a total of 10 times with full quorum and all its members participated in all Board of Directors meetings.

Depending on the agenda items of the Audit Committee meetings, the heads of the Units responsible for Financial Reporting/information, Internal Audit, Sustainable Development, Information and Digital Technology as well as the Statutory Auditors were invited to participate.

The relevant informational material (internal audit reports, management reports, reports and presentations from auditors, financial and non-financial information, etc.) was distributed in a timely manner to the members of the Committee for review so they could form an opinion.

During its meetings, relevant minutes were kept documenting the topics discussed and approved by the attending Members and these were communicated to the Board of Directors.

The Audit Committee has conducted a self-assessment of its effectiveness and the results were discussed with the Board of Directors.

While performing its duties, the Audit Committee had unrestricted and full access to all necessary information and was provided with the necessary resources and infrastructures to ensure its effective operation.

Additionally, during the fiscal year 2024:

Regarding the activities of the period 1/1/ - 31/12/2024, the Audit Committee proceeded with the following:

1) Regarding the supervision of the **external audit and the financial reporting process**, the Audit Committee:

- Examined and evaluated the two most favorable offers from audit firms and proposed to the Board of Directors the appointment of KPMG as the external auditor for the Company and its subsidiaries for the financial statements of the fiscal year 2024. The Audit Committee's decision was based on the qualitative and quantitative proposals from the auditing firms and the adoption of a multi-criteria decision analysis methodology, applying relevant weighting factors to the selection criteria.
- Met four (4) times with the statutory auditors of Gr. Sarantis S.A. for updates on the audit progress, three (3) times during the planning stage of the audit of the semi-annual and the annual financial statements 2024 and two (2) times for the review of the annual audit results as of 31/12/2023 as well as the content of the supplementary report and review of the semi-annual financial statements as of 30/06/2024.
- Upon completion of annual mandatory audit for the financial year 2023, the Committee received by the statutory auditor the supplementary report pursuant to article 11 of EU Regulation 537/2014 which contained the results of the mandatory audit and informed the Board of Directors accordingly.
- Reviewed, prior to their approval by the Board of Directors, the financial statements for the fiscal year 2023 (corporate and consolidated) of Gr. Sarantis S.A. and taking into account the content of the supplementary report from the Statutory Auditor,

positively assessed their completeness and consistency, and informed the Board of Directors.

- Received the financial reporting timeline from Management, as well as the key judgments, assumptions, and estimates made during the preparation of the financial statements.
- Was Informed by the statutory auditor about the annual plan of the mandatory audit prior to its implementation, assessed the plan and confirmed that it includes the most significant fields of audit, in relation to the main business and financial risks of the Group.
- Examined the materiality level selected by the statutory auditor, as well as the sampling methodology used.
- Examined, prior to their approval by the Board of Directors, the interim financial statements for the period 01/01/2024 - 30/06/2024 (corporate and consolidated) of Gr. Sarantis S.A., positively assessed their completeness and consistency and informed accordingly the Board of Directors.
- Was briefed by the Management Team on the progress of the Organization in the 9-month period of 2024 and received the necessary clarifications.
- Was informed about the process of preparing the sustainability reports.
- Examined the independence of the Statutory Auditors and confirmed that they do not receive any fees from the Company or its subsidiaries for non-audit services in accordance with the article 5 of the European Union Regulation no. 537/2014.
- Received updates from the Executive Committee on matters related to strategy and the management of foreign exchange fluctuations and commodity prices, cash flows, cash reserves, insurance coverage for the Company's assets, tax issues, and other related matters.
- Received updates by the Group Legal Counsel on pending legal cases with a significant potential impact on the financial statements.
- During 2025, regarding the fiscal year 2024, the Audit Committee convened twice. In these meetings, the Committee was updated by the Statutory Auditor on the progress and results of the audit of the 2024 financial statements, including the Sustainability Report. Before their approval by the Board of Directors, the Committee reviewed the financial statements and, taking into account the supplementary report of the Statutory Auditor, positively assessed their completeness and consistency. Therefore, it recommended their approval to the Board of Directors.

2) Regarding the supervision of the Internal Audit System and in particular **the Internal Audit Unit, the Regulatory Compliance Unit and the Risk Management Unit**, the Audit Committee:

- Evaluated the selection process and proposed to the Board of Directors the appointment of the new Head of the Internal Audit Unit, in accordance with the criteria and conditions set out in Article 15 of Law 4706/2020, as well as the staffing progress of the Unit.

- Evaluated the adequacy and effectiveness of the Internal Control System, taking into account the contents of the internal audit reports issued by the Internal Audit Unit and concluded that it is both adequate and effective.
 - Approved the annual audit plan of the Internal Audit Unit, assessing the process followed to develop it. Confirmed that the 2024 audit plan was created with consideration of the key risks (financial reporting, operational, compliance) faced by the Group's companies and informed the Board of Directors accordingly.
 - Monitored the implementation of the annual audit plan and assessed the effectiveness of the Internal Audit Unit through the quarterly reports from the Head of the Unit.
 - Monitored the progress and the effectiveness of the audit work, assessing, through the quarterly reports, the audit observations, the remediation actions as well as the progress of their implementation and informed the Board of Directors accordingly.
 - Assessed the adequacy and efficiency of the Risk Management System and concluded that the risk assessment system is adequate and effective and is in the process of continuous improvement based on best practices and in line with the legislative framework.
 - Assessed the adequacy and efficiency of the Regulatory Compliance System and concluded that the Regulatory Compliance Unit meets all the requirements of Law 4706/2020 and is constantly improving, in order to achieve timely the Company's full and ongoing compliance with the applicable regulatory framework, across all its activities.
 - Approved the annual work program of the Regulatory Compliance Unit and monitored its smooth implementation.
 - Became aware of the conflict of interest declarations of liable persons in accordance with the Company's regulations.
 - Was updated on matters related to the implementation of the Group's Code of Conduct and the Whistleblowing Policy emphasizing the need to strengthen the available reporting and whistleblowing channels, as well as the awareness and training of the employees in all the Group's countries. Additionally, reviewed the progress of the actions to enhance the whistleblowing system.
 - Became aware of compliance issues regarding data protection and the quality assurance system of the company.
 - Was informed about matters related to the procedures, risks, and internal audit framework concerning Health and Safety, particularly in the Production and Distribution departments.
 - Evaluated and proposed to the Board of Directors the appointment of BDO Certified Auditors S.A. for the Corporate Governance System Evaluation project, in accordance with the obligations outlined in paragraph 1 of Article 4 of Law 4706/2020 and was updated on the results of the evaluation.
- 3) The Audit Committee met twice with the Group IT Director to be informed about the plan and progress of the transition project to SAP S/4HANA and the actions for developing a

strategic Cybersecurity plan for the next two years, with an emphasis on staff training and the implementation of preventive actions against online fraud, such as phishing.

- 4) Regarding the Sustainable Development Policy, the Audit Committee received the Board-approved Sustainable Development Policy, which remains unchanged from the previous year. It reviewed the structure of the Policy and the organization's commitments, confirming that the business practices adopted by the organization are designed to create value both in the short and long term, maximizing positive impacts, such as job creation and improving consumer health and well-being, while minimizing negative impacts, such as greenhouse gas emissions or plastic usage.

The Sustainable Development Policy of the organization is based on:

- Compliance with applicable legislation
- Contribution to the United Nations Sustainable Development Goals
- The Precautionary Principle, as formulated by the UN according to Principle 15 of the Rio Declaration on Environment and Development
- The Principle of Materiality, as defined by the GRI Standards, through which the Group commits to prioritize, at least every two years, the most significant economic, social, and environmental impacts it creates
- The Principles of the United Nations Global Compact

The main points of this Policy are the following:

Scope and duration of application

This Policy covers all the activities of the Group and is linked to individual procedures, standards, voluntary and regulatory commitments that may create liabilities to third parties.

Aspects

The Sustainable Development Policy covers the following economic, social and environmental aspects of the Group's effects:

I. Sustainable production and consumption:

- Ensuring product quality and customer safety
- Practicing responsible marketing and product environmental/social labeling
- Safeguarding sustainable and circular sourcing of raw and packaging materials
- Minimizing packaging and adopting circular practices for the management of waste
- Improving energy efficiency, use of renewable sources and reduction of GHG emissions in production and distribution
- Investing in R&D for innovative and sustainable products
- Assessing suppliers against environmental and social effects

- Improving water use efficiency, waste treatment and circularity in production
- Supporting responsible consumption and sustainable lifestyle

II. Responsible governance

- Ensuring robust economic performance
- Safeguarding corporate governance, regulatory compliance and business ethics

III. Empowered employees

- Creating employment and investing in employees' training
- Ensuring employees' health, safety and wellbeing
- Offering equal opportunities, ensuring employees' diversity and respecting Human Rights

IV. Thriving Communities

Being an active part of the society of its operational region, the Group effectively supports the needs of the local communities and implements similar initiatives. The impact of the Group on the local and wider community is deeply understood and expressed through financial contributions, product donations and many other initiatives aimed at increasing the positive economic, social, and environmental effects on all stakeholders.

It is noted that the Group has developed a Sustainability Report, fully aligned with the new European Sustainability Reporting Standards. With this approach, the Group aims for maximum transparency and completeness in communicating its sustainability performance, responding to the expectations of stakeholders and regulatory requirements.