

Report of the Independent Non-Executive Members of the Board of Directors to the Annual General Meeting of Shareholders of 23 April 2024

Marousi, 28 March 2024

Dear Shareholders,

We are submitting the present report to the Ordinary General Meeting of the Company's Shareholders of 23 April 2024. The report was prepared jointly by the Independent and Non-Executive Members of the Board of Directors of the Company "GRIGORIS SARANTIS SOCIETE ANONYME INDUSTRIAL AND COMMERCIAL COMPANY OF COSMETICS, CLOTHING, HOUSEHOLD AND PHARMACEUTICAL ITEMS" (the "Company"), in accordance with the article 9, paragraph 5 of Law 4706/2020 and the relevant guidelines of the Hellenic Capital Market Commission.

At the time of preparation of this report, the Board of Directors (the "Board" or "BoD") of the Company consists of 10 members, of which 5 are executive and 5 non-executive. Of these 5 non-executive members, 4 are independent. Regarding the composition of the Board of Directors it is confirmed that:

i the number of independent non-executive members is harmonized with the requirements of Law 4706/2020,

ii the members of the Board of Directors meet the eligibility (suitability) criteria provided for in the approved Suitability Policy in relation to the members of Board of Directors of the Company and there is sufficient representation by gender.

iii the conditions of independence of article 9, Law 4706/2020 are met for each of the independent non-executive members of the Board of Directors, and

iv there are no obstacles or incompatibilities in each member of the Board of Directors in compliance with the provisions of Law 4706/2020, the applicable Corporate Governance Code and the updated Internal Operating Regulation of the Company.

During the reporting period, i.e. from the last Report of the Independent Members as of 10 April 2023 up to the date of the Ordinary General Meeting of Shareholders as of 23 April 2024, there were the following changes in the composition of the Independent and Non-Executive Members of the Company's Board of Directors.

1. In the period 10/4/2023 to 30/06/2023, the Independent Non-Executive Members of the Board of Directors were the following:

- Dimitrios Reppas of Panagiotis,
- Christos Oikonomou of Ioannis,
- Nikolaos Nomikos of Pericles,
- Irimi Nikiforakis of Markos.

2. Subsequently, on 30/6/2023 after the resignation of Mr. Christos Oikonomou, the Board of Directors by its own decision was reconstituted having as Independent Non-Executive Members the following:

- Dimitrios Reppas of Panagiotis,

- Nikolaos Nomikos of Pericles,
- Irini Nikiforakis of Markos,

3. Following, by the decision of the General Meeting of the Company's Shareholders on 20/12/2023, a new Board of Directors was elected, in which the following individuals participated as Independent Non-Executive Members:

- Michael Imellos of Nikolaos,
- Maria Ioanna Politopoulou of Georgios,
- Angeliki Samaras of Dimitrios,
- Irini Nikiforakis of Markos,

This Report has been prepared jointly by the following Independent Non-Executive Members for the period from April 10 to December 20, 2023:

- Dimitrios Reppas of Panagiotis,
- Nikolaos Nomikos of Pericles,
- Irini Nikiforakis of Markos,
- Christos Oikonomou of Ioannis (with reference to the works performed until June 30th, 2023 - date of resignation).

Pursuant to Article 7 of Law 4706/2020, the non-executive members of the Board of Directors, including independent non-executive members, have, in particular, the following obligations:

- They monitor and review the Company's strategy and its implementation, as well as the achievement of corporate targets,
- They ensure the effective supervision of executive members, including the monitoring and control of their performance, and
- They examine and express opinion regarding the proposals submitted by the executive members based on existing information.

In fulfilment of our obligations as per above, during the period covered by this report (i.e. from 10/4/2023 to 20/12/2023, i.e. the date of election of a new Board of Directors), we, as being the independent non-executive members of the Board of Directors of the Company, carried out the following:

- Regarding the monitoring and examination of the Company's strategy, its implementation and the achievement of the corporate targets:
 - We were informed about, and we also examined the introduction of ETHOS i.e. the full set of ideas, beliefs, attitudes, expectations, etc., regarding the social behavior and relationships of an employee or of a group of employees in the organization. We were briefed by the Human Resources Director about the project of introducing ETHOS in the organization through information days, online training programs, and the creation of the appropriate supporting tools.

- We were informed by the Regulatory Compliance Officer about the integration of the new platform of “My Ethos Home Page” (<https://app.myethos.eu/account/login?ReturnUrl=https://app.myethos.eu/>), in the context of a more effective management of reports and complaints throughout the organization, based on the Policy for the Management of Reports and Complaints.
- We were informed about and also examined the process of streamlining the commercial approach in terms of the dynamics demonstrated by the product categories and channels of activity on the one hand, and in terms of the dynamics of the products in relation to markets and operating conditions on the other hand. In particular, we were informed about the project of downsizing the code registry and further focusing on the products with the greatest recognition and value.
- The Management Committee, in which the executive members of the Board of Directors participate, monitors the development and implementation of the Strategy, at least on a monthly basis. The Management Committee informs the Board of Directors (BoD) about important issues regarding developments during the implementation phase of the Strategy, with the BoD being the one which takes the relevant decisions regarding the Strategy and its implementation. In this context, the Board of Directors ensures the effective implementation of the corporate strategy through a series of actions that include the proper management of available resources, the monitoring of the Company's course, the preparation of reliable financial statements, the identification, evaluation and management of risks in relation to the defined objectives, as well as the collection of reliable data regarding the non-financial position of the Company.

(b) With regard to ensuring the effective supervision of the executive members, including the monitoring and control of their performance:

- We ascertained the implementation of the Board of Directors' evaluation process of the suitability of its members and its Bodies, the evaluation of the performance of each member and collectively of the respective bodies, the evaluation process of the independence of independent members, as well as the implementation of the policy and procedure in relation to the conflict of interests, which was completed in early 2023. We identified in overall the Organization's compliance.

In accordance with the special practice of paragraph 1.13 of the Greek Corporate Governance Code, the non-executive members of the Company's Board of Directors proceeded with a meeting on 10/4/2023 without the presence of the executive members, where they discussed about the performance of the executive members. The relevant issue was previously examined by the Nomination and Remuneration Committee.

- On 08/11/2023, the Remuneration and Nomination Committee (RNC) proceeded with a Recommendation to the Board of Directors concerning the new composition of the Board of Directors having evaluated the suitability and independence of the proposed members based on the Board Member Suitability Policy and the relevant Evaluation Process.

According to no. 9, paragraph 3, sec. b of Law 4706/2020, the fulfilment of conditions in relation to article 9 of Law 4706/2020 for the designation of a member of the Board of Directors as an independent member is reviewed by the Board of Directors at least on an annual basis per financial year and in any case before the publication of the annual financial report, which contains a relevant statement.

In this case, for the financial year 2023 there is no re-evaluation, given that the initial evaluation took place during the same year.

- We were informed about the outcome of the evaluation of the Internal Audit System carried out by external auditors which was completed around the end of March 2023. The Units of Regulatory Compliance, Risk Assessment and Internal Audit were included in the evaluation. The auditors' opinion was unqualified.
- The Board of Directors operates effectively in order to serve the long-term interests and sustainability of the Company. The composition of the Board, which is being characterized by a diversity of knowledge, qualifications and experience, contributes to the achievement of the business objectives. Furthermore, the executive members are distinguished for their integrity, objectivity, reputation, reliability and

professionalism, while they all possess knowledge, skills and experience in exercising supervision over the general operations and activities of the Company. This in turn ensures the strengthening of the long-term economic value of the Company and the protection of the interests of shareholders as well as all stakeholders.

(c) Regarding the proposals submitted by the executive members:

- Through the roles we had assumed in the context of our participation in the Board of Directors and its committees, we acted with a sense of responsibility, transparency and independence along the formulation of opinion. We took part in the meetings of the Board of Directors and also actively participated in the decision making process. Our purpose was to apply good corporate governance practices and to assist in the effective supervision of both the practices and the decisions of the management bodies. Our objective was to safeguard the interests of all stakeholders (shareholders, government regulators, financial institutions, employees etc.). Our views and proposals were discussed accordingly at Board meetings. Our presence helped to ensure the implementation of sound corporate governance practices and provided effective oversight of management decisions, thereby ensuring that the interests of all internal and external stakeholders are properly considered in the deliberations and decision-making of the Board of Directors and its committees.