

Athens, April 10 2023

Dear shareholders,

We submit to the Ordinary General Shareholders Meeting of May 4th 2023 the present report which was prepared jointly by the Independent and Non-Executive Members of the Board of Directors of Gr. Sarantis S.A. , in compliance with Law 4706/20 (article 9 paragraph 5).

At the time of preparation of this report, the Board of Directors (the "Board") of the Company consists of 11 members, 6 of whom are executive and 5 non-executive, of which 4 are independent non-executive members. Regarding the composition of the Board of Directors it is confirmed that:

(a) the number of independent non-executive members complies with the requirements of Law 4706/2020,

(b) the members of the Board of Directors meet the suitability criteria provided for in the approved Suitability Policy for the members of the Board of Directors of the Company and there is sufficient representation by gender of at least twenty-five percent (25%) of all the members of the Board of Directors,

(c) the conditions of independence of Article 9 of Law 4706/2020 are met for each of the independent non-executive members of the Board of Directors, and

(d) there are no obstacles or conflicts in the person of the members of the Board of Directors. in compliance with the provisions of Law 4706/2020, the applicable Corporate Governance Code and the updated Operating Regulation of the Company.

Pursuant to Article 7 of Law 4706/2020, the non-executive members of the Board of Directors, including the independent non-executive members, have, in particular, the following obligations: a) monitor and review the Company's strategy and implementation as well as the achievement of its objectives, b) ensure the effective supervision of the executive members, including the monitoring and control of their performance, and c) consider and express opinions on the proposals submitted by the executive members, based on existing information.

In fulfillment of our above obligations, during the period covered by this report (i.e. from 1/1/2022 to the date of this report), the independent non-executive members of the Company's Board of Directors, carried out the following:

(a) Regarding the monitoring and examination of the Company's strategy, its implementation and the achievement of its objectives:

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- In relation to Corporate Strategy, we were informed and examined the introduction of ETHOS, i.e. the set of ideas, beliefs, attitudes, expectations, etc., regarding the social behavior and relationships of an employee, or a group of employees in the organization. Specifically, the word ETHOS includes the following five values Excellence, Trust, Humbleness, Ownership, Sustainability that govern the organization. The Human Resources department undertook the introduction of ETHOS in the organization through information days, online training programs, and the creation of the appropriate supporting tools, such as the creation of video, quizzes, etc.
- Regarding the Business Strategy, we were informed and examined the process of streamlining the commercial approach in terms of the dynamics presented by the product categories and channels of activity on the one hand and the dynamics of the products in relation to markets and operating conditions on the other. For these reasons, the HERO portfolio was created, which focuses on the Group's high value products. This specific approach supported the increase in the sales volume of the previous year, while it is estimated by the Management that it strategically positions the Group for further growth.
- The Management Committee, in which the executive members of the Board of Directors participate, monitors the development and controls the course of implementation of the Strategy, at least on a monthly basis. The Management Committee informs the Board of Directors about the important issues regarding the developments during the implementation of the Strategy, 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 control of the course of the Company's activity, the collection of reliable data on the Company's non-financial situation, the preparation of reliable financial statements, as well as the identifying risks associated with the operation and activity of the Company.

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

- We confirmed the implementation of the evaluation process of the Board of Directors, the suitability of its members and its Bodies, the evaluation of the performance of each of its members and collectively of its bodies, the evaluation process of the independence of the independent members, and the implementation of the policy and procedure for conflict of interest, where we found the Organization's compliance.
- We were also informed about the result of the evaluation of the Internal Control System by external auditors, including the Regulatory Compliance, Risk Assessment and Internal Control Units, where the opinion of the auditors was formulated without reservations and specifically as follows:

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"nothing has come to our attention that could be considered a material weakness of the ICS of the Company and its significant subsidiaries, in accordance with the Regulatory Framework".

- 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 met on 10/4/2023 without the presence of the executive members, during which the performance of the executive members was discussed. The relevant issue was previously examined by the Nominations and Remuneration Committee.
- The Board of Directors operates effectively in order to serve the long-term interests and sustainability of the Company and its composition, characterized by a diversity of knowledge, qualifications and experience, contributes to the achievement of business goals. Furthermore, the executive members are distinguished for their integrity, objectivity, reputation, reliability and professionalism, while possessing knowledge, skills and experience in exercising supervision over the general operations and activities of the Company, which ensures the strengthening of the long-term economic value of the Company and safeguards the interests of shareholders as well as all stakeholders.

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

- Through the roles we have taken on as part of our participation in the Board of Directors and its committees, we operate with a sense of responsibility, independence when forming an opinion and transparency. We take part in the meetings of the Board of Directors and actively participate in the formulation of decisions. Our purpose is the implementation of good corporate governance practices and the effective supervision of both the practices and the decisions of the management bodies. Our goal is to safeguard the interests of the interested parties (shareholders, government regulators, financial institutions, employees etc.). Our opinions and proposals are thoroughly discussed at the meetings of the Board of Directors. Our presence helps ensure the implementation of good corporate governance practices and provides effective oversight of management decisions, thus ensuring that the interests of all internal and external stakeholders are properly considered in the decision-making of the Board of Directors and its committees. The non-executive members of the Board have been guaranteed the possibility of unhindered communication with the Company's management staff as well as regular information from the heads of departments.

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Finally, we were informed about the content of the Management Report of the Board of Directors to the General Meeting, for the fiscal year 2022, which includes the Corporate Governance Statement, with the content of which we agree.

The Annual Financial Report which includes the Management Report of the Board of Directors and the Corporate Governance Statement is available on the corporate website, which can be accessed from the following link: <https://sarantisgroup.com/investor-relations/financial-briefing/results-release/> .

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