

**Report of the Independent Non-Executive Members of the Board of Directors to
the Annual General Meeting of Shareholders of 28 April 2025**

Marousi, 12 March 2025

Dear Shareholders,

We are submitting the present report to the Ordinary General Meeting of the Company's Shareholders of 28 April 2025. The report was prepared jointly by the Independent 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 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 4 are executive and 6 non-executive members. Of these 6 non-executive members, 4 are independent non-executive members. With regard to 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 in the approved Suitability Policy. At the same time, there is adequate representation by gender, as at least twenty-five percent (25%) are women.
- 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.

This Report covers the period from the last Independent Directors' Report of 28 March 2024 to the date of this Report and is prepared collectively by the Independent Non-Executive Members elected by the Annual General Meeting (AGM) of Shareholders as of 23 April 2024, namely:

- Michail Imellos of Nikolaos,
- Maria Ioanna Politopoulou of Georgios,
- Angeliki Samara of Dimitrios,
- Aleksandra Edyta Gren of Andrzej,

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 28/03/2024 until the date of this Report), we, as independent non-executive members of the Board of Directors of the Company, carried out the following:

- a) Regarding the monitoring and examination of the Company's strategy, its implementation and the achievement of the corporate targets:
- We were informed and reviewed the implementation of the first year of the organization's five-year financial plan, as presented to the Board by the management team, including the most important financial objectives, prospects, opportunities and risks that have emerged for the Company during this period.
 - We were informed by the Management Team about the current year's business plan and in particular its three pillars:
 - i The strong and consistent development of its organic base with the complementary exploration of growth opportunities through acquisitions
 - ii The simplification of internal processes and operations to improve efficiency
 - iii The strengthening of the Group's organizational capacity and talent development

More specifically

- i About the strong and consistent development of its organic base with the complementary exploration of growth opportunities through acquisitions:

In this context, we were informed about the further organic growth of sales and profits by optimizing and strengthening the product portfolio through the utilization of brand awareness and investments in supporting actions and product development innovations. We were also informed about the completion of the acquisition of Stella Pack by the 100% subsidiary Sarantis Polska. Stella is an important addition to the Sarantis Group, due to its leading position in the production and distribution of home care products, with 25 years of successful presence in three countries (Poland, Romania and Ukraine). At the same time, it is a model company on circular economy, as it operates only with recycled plastic which it produces in-house, fully covering its production needs for plastic bags. Lastly, we were informed about the integration progress and the realization of synergies from the acquisition.

ii Regarding the simplification of internal processes and operations to improve efficiency:

In this context, we received information about investments in automation, infrastructure, system enhancements, and process optimization within the supply chain.

Additionally, we were briefed on the progress of the Group's digital transformation, driven by modern tools and platforms aimed at optimizing operational processes. This transformation is also expected to enhance consumer access to better and more comprehensive information. In this context, we received updates on the transition to SAP S/4HANA, including the project plan and its implementation progress across the parent company and three subsidiaries.

Regarding the rationalization of the product portfolio, we were informed about the ongoing development of the HERO product portfolio, now incorporating the Stella Pack portfolio. As a reminder, HERO products are high-value offerings within each strategic category, contributing to greater profitability and the Group's sustainable growth.

iii About the strengthening of the Group's organizational capacity and talent development, we were briefed about the efforts to foster a culture of continuous learning, with a strong focus on upskilling employees and developing leadership capabilities. We were informed about the initiatives undertaken to support this goal, including various training programs.

- Regarding investment Plans, we were briefed on the Group's investment initiatives:
Stella Pack Factory (Poland): Investments will enhance plastic recycling capabilities, aligning with the Group's sustainability agenda.
Oinofyta Factory: Investments will focus on increasing production capacity and driving innovation in product development.
- ESG and Sustainability
The ESG Committee oversaw the preparation of the Sustainability Report, ensuring alignment with the new European Sustainability Reporting Standards (ESRS). We received updates on the Group's Sustainable Development strategy and the progress made in its four key pillars throughout 2024:
 - Sustainable Production and Consumption
 - Empowered Employees
 - Contributing to Thriving Communities
 - Responsible Governance and ESG strategy

Sustainable Production and Consumption

We were informed about the implementation of a series of investments in Environmental Management Systems, aimed at delivering high-quality products while adopting socially responsible practices and environmentally friendly production methods. In 2024, a flexible packaging production unit (Doypacks) was installed at the Oinofyta factory. Additionally, as previously mentioned, the acquisition of Stella Pack S.A., which operates its own waste separation line, has further increased the use of recycled plastic in the Group's overall waste bag portfolio.

Empowered Employees

We received updates on the **training programs, systems, and initiatives** designed to support the continuous development of employees' skills. In 2024, three new training programs were launched, aiming to:

- Enhance leadership capabilities, enabling employees to tackle management challenges effectively.
- Foster resilience and adaptability in an evolving business environment.

Contributing to Thriving Communities

The Group remains committed to responsible entrepreneurship as a fundamental pillar of sustainability. We were briefed on various social impact initiatives, undertaken both directly and through brand-led

programs, which contribute to building a sustainable and inclusive future for future generations.

Responsible Governance and ESG Strategy

We reviewed the Group's financial performance, confirming that its sustainable business trajectory is supported by strong and structured internal management. The Group's value system and ethical framework guide its business decisions, particularly in the areas of Environment, Society, and Governance (ESG).

Notably, at its March 2024 meeting, the Board of Directors established an ESG Committee composed of independent non-executive members. The Committee's role is to:

- Provide strategic direction for ESG initiatives.
- Oversee the company's financial, environmental, and social impact.
- Collaborate with stakeholders to enhance ESG-related policies and processes.

The ESG Committee reports to the Board of Directors, ensuring the integration of sustainability principles into the company's operational model.

- 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 stages 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 Supervision and Evaluation of Executive Members:

To ensure effective oversight of executive members, including monitoring and evaluation of their performance, the Remuneration and Nomination Committee undertook the following actions:

- Updated the Board and Committee Evaluation Policy, introducing new questionnaires with improved criteria across multiple evaluation areas, along with the Suitability Policy.
- Supervised the evaluation process for the Board and Committee members of the Parent Company, as well as the Boards of key subsidiaries (of the subsidiaries in Poland and Romania), focusing on:
 - Individual assessments of Board and Committee members, including attendance and participation in Board meetings.
 - Collective assessment of the Board and its Committees, ensuring alignment with the company's Suitability Policy.
 - Verification of suitability and independence criteria, ensuring compliance with required standards.
 - Review of Board composition, structure, and operations, ensuring adherence to legal and regulatory frameworks.
 - Conflict of interest checks, overseeing updates to the register of responsible declarations, CVs, and related persons.
 - Confirmation of compliance with the obligation to maintain and update Board members' CVs on the company's website.

The assessment of the period 01.01.2024 – 31.12.2024 did not highlight any significant matters that require corrective action as the members converged on the effective functioning of the Board of Directors and its Committees as well as on the effective fulfilment of the duties of the Chairman and the CEO. Following the evaluation, the Committee prepared a comprehensive report outlining its findings and submitted it to the Board of Directors.

- The Board of Directors operates effectively in serving 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 and stakeholders.

c) Regarding the proposals submitted by the executive members:

Through the roles we have assumed in the context of our participation in the Board of Directors and its committees, we act with a sense of responsibility, transparency and independence to formulate our opinion. We attend the meetings of the Board of Directors and also actively participate in the decision-making process. Our purpose is 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 is also to safeguard the interests of all stakeholders (shareholders, government regulators, financial institutions, employees etc.). Our views and proposals are being discussed accordingly at the Board meetings. Our presence aims to ensure the implementation of sound corporate governance practices and to provide 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. The independent non-executive members of the Board have been assured to have unhindered communication with the management team of the Company, as well as regular information from the various Units' Directors.

The Board of Directors, in accordance with decision 1/891/30.09.2020 of the Capital Market Commission and the specifications of Article 14 (paragraphs 3 and 4) of Law 4706/2020 as in force, as well as the Internal Control System Evaluation Policy, conducted an evaluation of the Internal Control System (ICS). BDO Certified Auditors S.A carried out the evaluation work based on Law 4706/2020 and the provisions of Article 14 (par. 3 and 4) of Decision 1/891/30.09.2020 of the EC Board of Directors and in accordance with the International Standard of Assurance Work 3000. The purpose of the project was to evaluate the adequacy and effectiveness of the Company's ICS and its significant subsidiaries with a reference date of 31.12.2022. Auditor's opinion is summarized as follows: "...nothing has come to our attention that could be considered as a material weakness of the Company's ICS and its significant subsidiaries..."

The Board of Directors, in the context of its obligations arising from paragraph 1 of Article 4 of Law 4706/2020, evaluated the implementation and effectiveness of the Company's Corporate Governance System with a reference date of December 31, 2024. As part of the above evaluation, the Company's Board of Directors appointed the audit firm BDO Certified Auditors S.A. This evaluation was conducted based on the assurance procedures program included in decision 1'73/08β/14/02/2024 of the Supervisory Board of the Body of Certified Auditors, under the International Standard on Assurance Engagements 3000 (Revised), "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information". The Auditor's opinion is summarized as follows "No material weaknesses were identified in the Company's Corporate Governance System".

The next evaluation of the Internal Control System and Corporate Governance System is expected to take place with a reference date of 31/12/2025.

Finally, as independent non-executive members of the Company's Board of Directors, we confirm our agreement with the content of the Management Report of the Company's Board of Directors and the Corporate Governance Statement 2024, which is an integral part of the Annual Financial Report and is available on the Company's website via the following link: [Publication of Results \(sarantisgroup.com\)](https://www.sarantisgroup.com).

The Independent Non-Executive Members

Michail Imellos of Nikolaos

Maria Ioanna Politopoulou of Georgios

Angeliki Samara of Dimitrios

Aleksandra Edyta Gren of Andrzej