

**OPERATING REGULATION
OF THE
AUDIT COMMITTEE**

Gr. Sarantis S.A.

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1. PURPOSE

The Audit Committee assists the Board of Directors in fulfilling the supervisory responsibility it has assumed vis-à-vis shareholders.

The supervisory responsibility includes, inter alia, the supervision of financial reporting process, the confirmation of the financial statements integrity, the supervision of the Internal Audit System, the supervision of the operation of the Internal Audit Unit, the supervision of the annual audit of financial statements by Chartered Certified Accountants, the supervision of the compliance with the Group’s legal and regulatory operation framework, as well as the ethical regulatory framework established by the Management, including the Group’s Code of Conduct; regarding the IAS Evaluation it is responsible for the selection of independent evaluators, the supervision of their work, the reporting regarding the results of the evaluation and the monitoring of the application of any corrective actions resulting from the evaluations.

The Committee also supervises issues regarding the qualifications, the independence and the appointment of independent auditors, as well as the independent evaluators for the evaluation of the IAS

The Audit Committee as a supervisory body of the Internal Audit Unit, assesses its performance, and also approves the audit program and the budget of the department.

The Audit Committee acts independently and keeps free and open communication with the ordinary auditors, the internal auditors and the Company’s Management.

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APPROVAL:

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Chairman of the Audit Committee

2. ESTABLISHMENT – STRUCTURE – STAFFING

The Committee may be either independent from any bodies of the Company or a committee of the Board of Directors. Non-executive members of the Board of Directors or members elected by the General Assembly of the Shareholders can be members of the Committee. Therefore, the independent members of the Board of Directors and/or persons who are not members of the Board of Directors may be the members elected by the General Assembly of the Shareholders. All independent members of the Audit Committee must meet the provisions on independence of L. 3016/2002, a fact that must be adequately evidenced during their election.

The assessment for the candidate members of the Audit Committee is carried out by the Nominations and Remuneration Committee. The assessment includes, inter alia:

- The sufficient knowledge in auditing and accounting of at least one member of the committee.
- The sufficient knowledge the members of the committee have of the sector in which Gr. Sarantis S.A. operates.

The Audit Committee of Gr. Sarantis S.A is an independent committee of the Board of Directors and consists of two of its independent non-executive members, and one independent third person elected by the General Assembly of the Shareholders.

The members of the Audit Committee have sufficient knowledge of the FMCGs segment in which the Company operates.

One member of the Audit Committee has sufficient knowledge in auditing and accounting. The Chairman of the Audit Committee is appointed by its members and is independent (within the meaning of the provisions of L.3016/2012).

The term of office of the Audit Committee is one year. The Committee is formed into body and its Chairman is elected after the annual ordinary General Assembly during which the independent third person is elected as member. The suspension, revocation or replacement of a member of the Audit Committee is conducted pursuant to the relevant legislation, the Articles of Association and the Internal Operating Regulation of Gr. Sarantis S.A.

3. POWERS – OBLIGATIONS

The main responsibility of the committee is to supervise the financial audits and the reporting process of the company on behalf of the Board of Directors and to report the results of its activities to the Board of Directors. The management is responsible for the preparation of the Company's financial statements and the independent auditors are responsible for the audit of these financial statements.

The committee should take the necessary steps so that the organization can provide sufficient and quality financial information, follow good practices to address business risks and operate based on an approved and acceptable ethical framework.

During its supervision, the committee has the power to examine any issue brought to its attention with full access to all books, records, facilities and personnel of the company.

Pursuant to par. 3 of L.4449/2017, the main repetitive procedures of the committee during the performance of its supervisory duties are as follows.

3.1 Selection of independent auditors (par. 3f, article 44 L.4449/2017, regulation EU 537/2014)

The committee shall recommend the legal auditors or auditing companies for the annual audit of the financial statements to the Board of Directors. The Audit Committee has the responsibility to respect the selection process pursuant to article 16 of the regulation EU 537/2014. The recommendation to the general assembly of the shareholders includes the proposal and the preference of the committee for the appointment of the legal auditors. It is responsible, together with the Chief Financial Officer and Deputy Chief Executive Officer, for the appointment, the retention, the remuneration and the general supervision of the work of the independent auditors and their subsequent assessment.

The committee shall examine the auditors' qualifications and independence from both the company and the members of the management. Moreover, it shall examine whether the potential auditors provide non-audit services that fall within the cases mentioned in article 5 of the regulation EU 537/2014 and are deemed incompatible with audit services.

The committee and the Deputy Chief Executive Officer assess the methodology and performance of the independent auditors, and examine the quality of the services provided and their efficiency during work.

Regarding the mandatory rotation of the partner in charge for the independent auditors, the Audit Committee takes part in the selection of the new partner who will undertake the commitment. As a good corporate governance practice, the committee submits the selection of the independent auditors to the shareholders for validation. If the shareholders do not validate the appointment of the independent auditors, the committee should reconsider the appointment.

3.2 Competences of the Audit Committee regarding the statutory annual audit.

The Audit Committee is the competent body to monitor the process of the statutory audits. This does not reduce the responsibility of the members of the board of directors regarding the preparation of the financial statements. In particular:

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3.2.1 External audit (par. 3a of article 44 L.4449/2017)

The Audit Committee monitors the process and performance of the statutory audit of the individual and the consolidated financial statements of the Company in order to form an opinion. It submits a relevant report to the board of directors about issues that arose during the audit including explanations on (a) the actions of the Audit Committee to form an opinion on the process of the annual audit, and (b) the contribution of the external audit to the completeness and the correctness of the reporting including disclosures of the management.

In the context of this reporting, the Audit Committee takes into account the content of the additional report of the certified auditors which must meet the requirements of article 11 of the regulation 537/2014 of the European Parliament of the 16th of April 2014.

3.2.2 Financial reporting process (par. 3b of article 44 L.4449/2017)

The Audit Committee monitors, examines and assesses the systems that produce financial information, the flow and the mechanisms through which information is spread in the organizational structure of the company.

Meanwhile, the Audit Committee takes into account the remaining published information (financial announcements, press releases, etc.) in relation to the financial reporting.

In this context, the Audit Committee informs the Board of Directors about its findings and submits proposals to improve the procedure, if this is deemed necessary.

3.2.3 Internal audit systems procedures, risk management, internal audit unit (par. 3c of article 44 L.4449/2017)

The Audit Committee monitors, examines and assesses the efficiency and adequacy of the regulatory tools (policies, regulations, procedures, safety valves) of the Group, aiming to form an opinion on the internal audit system and the risk management system in relation to the financial reporting.

The Audit Committee monitors and reviews the operation of the Internal Audit Unit, confirms the application of the professional standards, the compliance with the legal and regulatory framework and assesses its work, adequacy and effectiveness, without however affecting its independence.

The Audit Committee reviews published information in relation to the assessment of the major risks. In this context, the committee informs the board of directors of its findings and submits proposals if it is deemed necessary.

3.3 Selection of independent evaluators to evaluate the Internal Audit System

The organization has provided for the preparation of a relevant Policy and Procedure regarding the evaluation of the Internal Audit System.

The purpose of the Policy is to describe the general principles, the periodicity, the range of the evaluation of the internal audit system, any significant subsidiaries that will be included in the evaluation, as well as the assignment and monitoring of the evaluation results.

The purpose of the Procedure is:

- to describe the stages of assessment and selection of candidates that will carry out the IAS evaluation;
- to describe the approval and assignment process, following the relevant suggestion of the Audit Committee
- to determine the competent person /body to monitor the evaluation project and to manage the results thereof.

The Audit Committee has the responsibility to monitor the work of the evaluator, who is called upon at regular intervals to provide information on the course of its works, as well as any risks (delays, etc.) in order to solve them. The Audit Committee cooperates with the Internal Audit Unit, the Risk Assessment & Management Unit and the Regulatory Compliance Unit, as well as with the other organizational units of the Company for the uninterrupted implementation of the project on schedule.

Upon the completion of his evaluation, the IAS evaluator submits a Report of evaluation results to the Audit Committee and the Board of Directors, including both a summary of his comments and an analysis thereof, the time of its drafting, the reference date of the evaluation and the period covered by the evaluation Report, starting on the day following the reference date of the previous evaluation.

The summary includes the conclusion of the evaluator, based on the evaluation standards he refers to, regarding the adequacy and efficiency of the IAS. Moreover, it includes the most significant findings of the evaluation, the risks and the resulting consequences as well as the response of the Company's Management to them, including the relevant action plans with clear and realistic time schedules.

The detailed report includes all the findings of the evaluation with the relevant analyses.

The Company, through its Audit Committee, submits without delay to the Hellenic Capital Market Commission, and in any case within three (3) months from the reference date of the Evaluation Report, the summary of the Report and, if required, the whole of it.

3.4 Actions of the Audit Committee in the framework of its competences.

3.4.1 Meetings

The Committee meets regularly. The existing provisions do not provide for a specific number, but the minimum number of meetings of the Audit Committee throughout the year results from its responsibilities in combination with its work plan. The following are indicatively cited as mentioned in the Q&As of the Hellenic Capital Market Commission:

- Formation into body and appointment of Chairman
- Preparation of the annual action plan of the Audit Committee.
- Approval of the annual audit plan of the internal audit unit

- Meetings with the managers to prepare the financial statements
- Meetings with the certified auditors during the audit planning, during the performance of the audit, during the preparation of the audit reports and the presentation of the additional report
- Review and assessment of the quarterly reports of the internal auditor and the proposal of the Audit Committee on these reports as well as the preparation of the relevant report to the Board of Directors.
- Drafting of the report to the Board of Directors for the preparation and the audit of the annual and semi-annual Financial Statements and the comments thereon by the certified auditor accountant, before their approval by the Board of Directors.
- Drafting and approval of the annual report of proceedings of the Audit Committee

Relevant minutes are kept in any case. All the members of the committee attend its meetings. It is in the discretion of the committee to call, whenever it is deemed necessary, managers involved in the company's governance including the chief executive officer, the chief financial officer and the head of the Internal Audit Unit.

3.4.2 Actions of the Audit Committee included in its report to the BoD

3.4.2.1 External audit / Financial reporting process

- It is informed about the time schedule for the preparation of financial information by the management.
- It is informed by the certified auditor-accountant about the annual plan of statutory audit before its application, assesses it and makes sure that the most important fields of audit in relation to the business and financial risks of the Group have been included. If it deems necessary, the committee submits proposals for other important issues.
- It holds meetings with the Chief Financial Officer and Deputy Chief Executive Officer during the preparation of the financial reports as well as with the Certified Auditor-Accountant during the planning and the performance of the audit as well as during the preparation of the audit reports.

It reviews, in cooperation with the Chief Financial Officer and Deputy Chief Executive Officer and the independent auditors, in the financial statements included in the annual report of the company issues regarding: (a) the clarity of disclosures in the financial statements, and (b) the adequacy of the disclosures and the critical accounting policies.

It is informed by the independent auditors and reviews issues related to the audit standards and issues arose during the audit work, including any difficulties or limitations the independent auditors faced regarding access to the requested information.

It monitors the procedures of disputes resolution, which may arise, regarding the accounting policy.

- Particularly in view of the preparation of the audit report and the additional report by the certified auditor-accountant, attention is drawn to the timely and effective communication. The committee and the Chief Financial Officer - Deputy Chief Executive Officer review the annual additional report

of the independent auditors.

- It takes into account the most significant issues and the risks that are likely to affect the financial statements, as well as the assessments of the management during their preparation.
- Indicative issues that the committee is expected to examine and assess the extent to which they will be deemed significant for the company :
 - It assesses financial information on the basis of the ongoing activity
 - It assesses the judgements, assumptions and estimates included in the preparation of the financial statements
 - It assesses the adequacy of the disclosures for the significant risks the Group faces
 - It assesses the significant transactions with related parties
 - It assesses the significant unusual transactions
 - It assesses the valuation of assets
 - It assesses the accounting for potential acquisitions

- Review of the Interim Financial Statements and the Results of the Period.

The committee will meet and review the interim financial statements and disclosures of the Company in the context of the discussion and analysis of the financial statement and the results of the management, with the management and the independent auditors before the submission of the semi-annual report of the Company.

The committee will review the financial information included in the announcements and guidelines regarding the results provided to the analysts and the assessment bodies. The committee will discuss the results of the semi-annual review with the independent auditors.

3.4.2.2 Internal audit and risk management system procedures, internal audit unit

- The Audit Committee assesses the staffing and the organizational structure of the Internal Audit Unit.
- If it is deemed necessary, it submits proposals to the board of directors regarding the adequate staffing of the unit, the provision of training and its adequacy in equipment /means. It ensures the independence of the unit.
- It is informed about the annual plan of audits and assesses it, taking into account the results of the previous audits, as well as the most significant business and financial risks. It ensures that the plan covers the most significant fields of audit interest that may affect the financial reporting. Meanwhile, during the audit work, it is informed about any changes in the plan of audits that may be imposed by the circumstances or the management.
- The Audit Committee is regularly informed by the head of the Internal Audit Unit about issues of his authority, as well as audit reports and the course of the audit works. It monitors the reporting of the head of the Internal Audit Unit to the Board of Directors about the content of the reports and particularly those related to the financial reporting of the company.

ISSUE . UPDATE / DATE.:

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APPROVAL:

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- The Audit Committee monitors the efficiency of the Internal Audit Systems mainly through the work of the Internal Audit Unit and the work of the certified auditor accountant.
- The Audit Committee reviews the risk identification and management system. It assesses the methodology of identifying and monitoring the major risks as well as their treatment through the internal audit system and the internal audit unit. It confirms that these issues are included in the annual report.
- The committee reviews issues concerning transactions with members of the Board of Directors. Moreover, it periodically reviews other significant transactions of related parties.
- Moreover, the committee becomes aware of compliance control issues regarding:
 - (a) the Code of Ethics;
 - (b) issues of corporate responsibility and sustainable development included in the relevant report that the company prepares based on GRI standards, and the Non-Financial Information that the company is obliged to include in the annual report;
 - (c) issues regarding the protection of personal data and the assurance system of the company;
 - (d) it forms an opinion on the overall adequacy and efficiency of the legal, regulatory and ethical compliance frameworks of the company. It becomes aware of issues arising due to negligence or fraudulent and concern a breach, fraud, or potentially criminal behavior.

The results of the above actions are included in the briefing the Audit Committee makes to the Board of Directors, together with the findings and any proposals, if it is deemed appropriate.

3.4.3 Services other than the annual audit of the financial statements.

- The committee has the responsibility to assess, select and propose the independent evaluators for the IAS evaluation to the BoD, supervise the course and the results, and communicate the results /reports to the Hellenic Capital Market Commission.
- The committee pre-approves all the proposals regarding permissible non-audit services that the independent auditors may provide. It reviews issues related to the retention of the objectivity and independence of the independent auditors.
- The committee has the power to have external consultants (experts, accountants, tax advisors, actuaries, etc.) as it deems appropriate, to assist it in the performance of its duties. The committee must have adequate funds to fulfil its financial obligations to these consultants.
- It participates in the approval and the update of the operating regulation of the Internal Audit Unit, if required. It confirms that this regulation is in accordance with the principles of the Institute of Internal Auditors, the applicable legal and institutional framework, and the policy and procedures of the Group's internal audit unit.
- The committee carries out an annual assessment of its performance and the adequacy of its operating regulation. In case of substantial reason, it submits proposals to the Board of Directors aiming to improve the services provided.
- It proposes the Code of Corporate Governance and the Code of Conduct to the Board of Directors.

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4. EFFECT AND AMENDMENT HEREOF

The present review of the Operating Regulation of the Audit Committee was approved by the Chairman of the Audit Committee on the 14th of July 2021 and is entered into effect on the date of its approval.

The committee reviews and assesses the suitability of the present regulation every year.

The amendments of the regulation are approved upon by virtue of the decision of the Board of Directors.