



# Policy and Procedures for the Prevention and Management of Conflict of Interest Situations

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**TABLE OF ISSUES**

<b>Decision of the BoD</b>	<b>ISSUE NUMBER</b>	<b>Responsible Unit</b>
20906/07.07.2021	1	CEO
21159/16.02.2023	2	Risk Management and Regulatory Compliance Division
22094/11-2-2026	3	Regulatory Compliance Division

## Table of Contents

1. INTRODUCTION – LEGISLATIVE / REGULATORY FRAMEWORK.....	4
2. SCOPE.....	5
3. DEFINITIONS AND IDENTIFICATION OF CONFLICT OF INTEREST SITUATIONS .....	6
4. SCOPE OF APPLICATION / BASIC PRINCIPLES AND OBLIGATIONS.....	8
5. EXAMPLES FOR CONFLICT OF INTEREST.....	10
6. MEASURES FOR THE PREVENTION, DETECTION AND MANAGEMENT OF CONFLICT OF INTEREST.....	11
6.1. Prevention of conflicts of interest situations .....	11
6.2. Identification of conflicts of interest – Submission of conflict of interest declarations.....	15
6.3. Processing declarations and assessing/managing conflicts of interest - Keeping a record of conflicts of interest.....	18
7. MONITORING AND MANAGEMENT OF CONFLICTS OF INTEREST INVOLVING MEMBERS OF THE BoD .....	22
8. CONFLICT OF INTEREST SITUATIONS IN RELATION TO CONTRACTS ENTERED BY THE COMPANY.....	23
9. CONSEQUENCES OF NON COMPLIANCE - PENALTIES.....	26
10. APPROVAL, REVIEW AND MONITORING OF POLICY IMPLEMENTATION – FINAL PROVISIONS .....	27
ANNEX I.....	28
ANNEX II.....	31
ANNEX III.....	35
ANNEX IV.....	37

## 1. INTRODUCTION – LEGISLATIVE / REGULATORY FRAMEWORK

In the context of the implementation of EYDAP's statutory purpose and activities, situations of conflict of interest may arise either during the provision of a specific service or the performance of a specific transaction or on a recurring basis. The Company's main and fundamental objective is to identify and manage conflict of interest situations that may be detrimental to the interests of the Company, its customers or suppliers.

This Policy reflects the principles, procedures, and control mechanisms adopted by EYDAP S.A. (hereinafter referred to as the "Company") regarding the prevention, identification, management, and handling of existing and potential conflicts of interest, in order to create an adequate and effective corporate governance system.

This Policy is based on the obligations arising from:

Law 4706/2020 "Corporate Governance of Public Limited Companies": The Company adopts and implements a Corporate Governance System, which includes, among other things, adequate and effective procedures for the prevention, identification, and mitigation of conflicts of interest.

The members of the Board of Directors and any third person to whom powers have been delegated by it owe a duty of loyalty and must not pursue personal interests that conflict with the interests of the Company.

Decision 1/891/2020 of the Board of Directors of the Hellenic Capital Market Commission: The assessment of the Internal Control System includes a review of the control mechanisms for critical safeguards, with an emphasis on safeguards related to conflicts of interest.

## 2. SCOPE

This document is a functional and auxiliary tool as well as a guideline on how the Company:

- identifies and detects situations that constitute or may give rise to conflicts of interest and may involve a material risk of damage to the Company's interests and/or the interests of one or more interested parties
- designs and implements procedures and safety mechanisms aimed to prevent any conflict of interest cases that may harm the interests of the Company and all interested parties
- manages emerging conflicts of interest with the aim of safeguarding the interests of the Company and its stakeholders through appropriate procedures and mechanisms
- monitors the effectiveness of the framework for avoiding conflicts of interest.

### 3. DEFINITIONS AND IDENTIFICATION OF CONFLICT OF INTEREST SITUATIONS

3.1. For the purposes of this Policy, the following definitions apply:

**“Conflict of interest”** is a conflict between the covered person's duties and his or her personal interests, in which the "personal interest" of the covered person could unduly influence the objective and impartial exercise of his duties and obligations. That is, any professional, personal, family, economic or political condition that affect or could unduly influence a person's ability to evaluate a situation or make a decision independently and impartially, and which has the potential result of jeopardizing the Company's interests for the benefit of another interest or cause serious consequences for its operation and reputation.

**“Private interest”** any professional, personal, family, financial, political, or common interest with a customer or supplier, or any unfair advantage that could compromise the impartial and objective performance of a person's duties.

**“Customers”**: any natural or legal person or association thereof whose interests may be affected by the Company's decisions or activities, such as consumers (existing and new) and investors (stakeholders).

**“Suppliers”**: natural or legal persons or associations thereof, who contract with the Company as suppliers of goods, service providers, contractors or subcontractors or their agents.

**“Covered persons”**: all employees with any employment relationship and regardless of position, as well as all external associates of the Company. The above persons are required to take this Policy into account in the performance of their duties and to avoid situations that may constitute a conflict of interest, regardless of whether they are required to submit a declaration of contribution or non-contribution to a conflict of interest, in accordance with the procedure set out in paragraph 6.2.2 of this Policy.

**“Obligated persons”**: The persons defined in paragraph 4.3 of this Policy who are required to submit a declaration of whether or not they have a conflict of interest, in accordance with the procedure set out in paragraph 6.2.2.

**“Associated persons”**: For the purposes of this Policy, the following are considered "Associated persons" to a Responsible person:

a) The spouse or partner of such person who is treated as a spouse, in accordance with the legislation in force at the time,

b) Relatives by blood or marriage of the Obligated Person up to the 2nd degree<sup>1</sup> and specifically in the context of the planning, awarding and execution of the Company's contracts, the relatives by blood or relatives by marriage of the Obligated Person, directly and without limitation<sup>2</sup> and indirectly up to the 4th degree<sup>3</sup> in accordance with the provisions of Article 262 of Law 4412/2016 on works, supply and service contracts, which the Company applies mutatis mutandis,

(c) any legal entity whose Board of Directors or executive management includes the person or persons referred to in points (a) and (b) above,

d) any legal entity with which the Obligated Persons are associated by holding 10% or more of the voting rights or capital of a company.

**"Manageable conflict of interest"**: a conflict of interest situation that can be prevented or remedied.

**"Unmanageable conflict of interest"**: any conflict of interest that is not addressed in a timely and effective manner, resulting in damage to the Company. In this case, it is possible that sanctions may be proposed or decided upon by the competent decision-making body.

3.2. Conflicts of interest can be distinguished as follows:

**"Real"**: A conflict of interest that exists beyond any doubt.

**"Potential"**: The conflict of interest does not yet exist in reality, but circumstances indicate that it is likely to arise in the future if other factors come into play.

**"Apparent"**: A situation in which there appears to be a conflict of interest, but a deeper and more thorough analysis of the facts shows that this is not actually the case.

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<sup>1</sup> Blood relatives or relatives by marriage up to 2<sup>nd</sup> degree: e.g., children, grandchildren, parents-in-law

<sup>2</sup> Blood relatives or relatives by marriage in a direct line without restriction: e.g. children, brothers-in-law

#### 4. SCOPE OF APPLICATION / BASIC PRINCIPLES AND OBLIGATIONS

4.1. This Policy applies to all activities and services of the Company and covers conflicts of interest that may arise in the following cases:

- between the interests of the Company and the interests of a customer or supplier,
- between the interests of the Company and the interests of a member of the Board of Directors or a senior executive,
- between the interests of a Company employee and the interests of the Company and/or its customers or suppliers.

4.2. Preventing conflicts of interest is a way of avoiding illegal or irregular behavior, which contributes to strengthening the Company's business ethics. In light of the above, all employees, regardless of their employment relationship and position, as well as external associates ("Covered Persons"), are required to:

- take this Policy into account when performing their duties and disclose situations that constitute or may constitute a conflict of interest,
- avoid any relationship, influence, or activity that may constitute a conflict of interest and that may affect their ability to perform their duties or make decisions in a fair and objective manner;
- avoid making improper use of their position in the Company for their own personal gain or that of their relatives
- immediately disclose any conflict of interest that may arise to the Regulatory Compliance Department for assessment and management, in accordance with the provisions of this Policy,
- comply with the measures proposed by the Regulatory Compliance Division and approved by the competent decision-making body for dealing with conflicts of interest.

In addition to the above, "Obligated Persons" are required to:

- submit a declaration of no conflict of interest, in accordance with the procedure set out in paragraph 6.2.2, and update/adjust it in the event of any changes
- disclose, through the declaration in Annex I "Annual Personal Commitment - Responsible Declaration of Conflict of Interest or Lack Thereof" of this Policy, their spouses/partners who are treated

as spouses and their relatives who are employed in any capacity at EYDAP or one of its subsidiaries.

4.3. Obligated Persons required to submit a declaration regarding the existence or non-existence of a conflict of interest situation, in accordance with the procedure provided for in paragraph 6.2.2, are the following:

- a) members of the Company's and its subsidiary, BoD and any third party to whom their responsibilities have been delegated,
- b) senior and top management executives, specifically the General Managers, Operations Managers, Directors, Deputy Directors, and Heads of the Company and its subsidiary;
- c) Auditors A and B of the Internal Audit Division
- d) management consultants and business partners
- e) any other person or personnel at the disposal and under the supervision of the Company or its subsidiary, in order to provide administrative, consulting, technical, or research services (staff employed through a provider, external consultants, or associates) ,
- f) the employees (permanent or employed through a provider and regardless of position of responsibility) of the Company and its subsidiaries, as well as any other person involved in the contract award procedure, including the planning and preparation of the process and the drafting of the contract award process documents, but also at all stages of the execution of all contracts, whether in an advisory or decision-making capacity (e.g. Chief Executive Officer, members of the Board of Directors, members of the Executive Committee, members of Tender Committees, contract managers, drafters of notices/tender documents, requesting Services)
- g) persons who are holders of privileged information, in accordance with applicable law and included in the relevant list (Insider List) maintained by the Shareholder Services and Corporate Announcements Department, as defined in the "Policy and Procedure for the Management of Privileged Information and Prevention of Market Abuse" implemented by the Company.

## 5. EXAMPLES FOR CONFLICT OF INTEREST

5.1. Cases that could constitute a conflict of interest include, but are not limited to, the following:

A member of the Company's BoD is a member of the Board of Directors of a major supplier.

A Company manager has a family relationship with an employee of the same organizational unit (direct hierarchical relationship).

An employee of the Company acquires financial interests or a share in the profits of a significant customer or supplier of the Company.

The spouse of a Company employee, who is a member of the Tender Committee, works for one of the candidate contractors.

In the profits of a significant customer or supplier of the Company.

An employee of the Company participates in a tender evaluation process while having a friendly relationship with a prospective contractor.

A company executive responsible for approving the sponsorship has a family, professional, or friendly relationship with the sponsorship applicant.

The head of the requesting department or the employees assisting in the preparation/ drafting of the tender documents, or the chair or a member of the Tender Committee, spent a week's vacation with the managing director of a company that submitted a bid in a tender procedure announced by the contracting authority.

Members of the family of a Company employee exploit inside information available to the employee in order to carry out transactions for themselves in the Company's financial instruments.

An employee of the Company worked for a prospective contractor immediately prior to his recruitment.

## 6. MEASURES FOR THE PREVENTION, DETECTION AND MANAGEMENT OF CONFLICT OF INTEREST

### 6.1. Prevention of conflicts of interest situations

Based on its structure and operation, business activities, and services provided, the Company adopts organizational measures and establishes appropriate policies and procedures for the prevention and timely detection of conflicts of interest, as follows:

#### 6.1.1. Division of Functions - Information Management

##### a) Independence, independent supervision and division of functions

The Company has policies and procedures in place whereby the officers and personnel of each organizational unit act independently with respect to the interests of their respective customers or suppliers. Where necessary, the Company shall take organizational steps to ensure separate supervision and division of functions in order to prevent or manage the simultaneous or successive involvement of an officer or employee in different departments or activities, which may lead to situations of conflict of interest or potentially impede the proper management of such situations.

##### b) Management of classified, confidential, and privileged information – Implementation of "Chinese Walls"

Ensuring the confidentiality and management of information received from clients in accordance with the applicable regulations is one of the main principles governing the Company's activities.

Confidential information for the purposes of this Policy is internal or confidential information referring to an existing or potential customer or supplier that is not available to the public.

In particular, with regard to privileged information that may affect the value of the Company's shares or other financial instruments, persons who, due to their position and capacity in the Company, have access to privileged information are required to maintain the confidentiality of such information, bound by the provisions of the Policy and Procedure for the management of privileged information and the prevention of market abuse. The Company also implements a procedure for informing employees of the prohibitions and penalties provided for in the applicable legislation and the above Policy.

Furthermore, access to confidential information is restricted to those persons who need to know confidential information in the course of their duties within the Company ("Need-to-Know Policy") and have received relevant training in information management, particularly in matters relating to the processing of personal data of natural persons. This helps prevent, as much as possible, the misuse of this info and any potential conflicts of interest.

The policy of providing only essential information is ensured by the Company's IT systems, which do not allow access to information that is not considered necessary for the performance of a specific task. Consequently, executives and staff have access only to the information and data deemed necessary for the performance of their duties within the Company (the "Great Firewall" system). The operation of this system involves not only the separation of data and IT systems, but also the physical separation of the various units, so that persons working in each unit do not have direct physical access to files and information relating to the work of another unit. It is also a process of avoiding and controlling the exchange of information between covered persons involved in activities that involve a risk of conflict of interest, where the exchange of such information may harm the interests of one or more clients. Through the establishment and implementation of "Chinese Walls," the Company prevents the uncontrolled flow of information, ensuring that critical information held by one unit is not used by individuals in another unit when this is not necessary for the performance of their duties within the Company.

The Company informs the customer or supplier that their personal data provided to the Company during their transactional relationship will be processed in accordance with Law 3471/2006, Law 4624/2019 on the measures for the implementation of the General Data Protection Regulation (EU 2016/679) and its existing Policies on the protection of personal data. Similarly, when providing electronic services to customers and in order to safeguard the information collected through the Company's website or applications, the Company has taken relevant measures through its posted policy on proper use and data protection, as well as its cookie information statement. The Company also informs its shareholders that their personal data and information relating in particular to the Company's share capital and share transactions are subject to the Operating Regulations of the Dematerialized Securities System and the Shareholder Data Protection Policy.

### 6.1.2. Gifts - Benefits

The Company adopts and implements policies and procedures (Anti-Corruption and Bribery Policy, Code of Ethics and Professional Conduct, Sponsorship Policy) in order to prevent or limit the risk of personal gain in the exercise of decision-making authority provided by a position within the Company.

#### a. Gifts

Company employees and executives are not permitted to offer or accept gifts in the form of money or financial instruments, regardless of the amount, or gifts of value. In the context of celebrations, events, visits, or other customary occasions, the offering or exchange of gifts of low value, on a non-recurring basis, not exceeding €100.00 per year and per recipient, is permitted.

If an employee is unable to determine whether offering or accepting a gift is consistent with Company policy, he or she should seek guidance from the Company's Compliance Department.

#### b. Sponsorships

The Company has established and applies a Sponsorship Policy, which specifies, on the one hand, the conditions and characteristics that should govern the actions and bodies receiving funding and, on the other hand, the procedure that should be followed until the final stage of their implementation.

#### c. Remuneration of the BoD members

The Company has established and applies principles and rules regarding the remuneration of the members (executive and non-executive) of the Board of Directors (BoD) in a transparent, clear and understandable manner in accordance with the Company's Remuneration Policy, in order not to encourage behavior that may lead to situations of conflict of interest or excessive risk taking. In this regard, the Remuneration and Nomination Committee of the Board of Directors of the Company operates as an independent and objective body, composed of non-executive members, the majority of whom are independent, in order to provide guidance in a transparent manner on matters relating to the remuneration of the members of the Board of Directors and senior executives.

### 6.1.3. Information, Education and Communication

The Company provides to employees and executives with the necessary information, education and training on conflict of interest issues depending on the specific characteristics and needs of each category of employees. In particular, the Company ensures that:

- Employees' awareness is raised, in particular with regard to identifying and addressing a conflict of interest situations by providing relevant information through the internal network, internal seminars, discussions and meetings, etc.
- The members of the Board of Directors and the employees of the Company are informed of the basic principles of this Policy upon assuming their duties/being hired.
- The necessary guidance is provided to Company employees on an ongoing basis for the implementation of this Policy, under the supervision of the Regulatory Compliance Division. The Regulatory Compliance Division develops communication channels for guidance and resolution of queries regarding the implementation of this Policy.

### 6.1.4. Equal treatment of employees

In order to prevent conflicts of interest, the Company ensures, on the one hand, the equal treatment of its employees and the recognition and provision of equal opportunities to them, with the aim of creating a fair working environment in which every employee is treated equally, impartially and objectively, and, on the other hand, that management decisions regarding the hiring of relatives and/or spouses/partners who are treated as spouses in accordance with the applicable legislation, as well as for promotions/transfers of relatives and/or spouses/partners who are treated as spouses, are made in such a way as to avoid conflicts of interest. Employees who are related to each other or spouses/partners who are treated as spouses must not be employed in positions within the same organizational unit in which one can in any way control, evaluate, examine, approve, or determine the work performed by the other or influence their promotion and career development, in order to avoid any suspicion of bias.

## 6.2. Identification of conflicts of interest – Submission of conflict of interest declarations

A conflict of interest may be identified: a) in the context of the submission of a conflict of interest declaration and/or b) following the submission of a report or complaint, in accordance with the applicable Policy for the Management of Reports and Complaints and/or c) following an internal audit by decision of the competent body.

### 6.2.1. Call for submission of conflict of interest declarations

In January of each year, the Regulatory Compliance Division sends an invitation to "Obligated Persons" to submit their annual declarations of no conflict of interest (Annexes I, III, IV), in accordance with the paragraph below. The declarations must be submitted within two (2) weeks of the date of dispatch of the invitation.

The above invitation states that the heads of organizational units are required to inform their staff and forward the invitation to submit declarations to their employees through a provider as well as to their external associates.

Specifically for the submission of Annex IV, the invitation is sent by the Regulatory Compliance Department to the Head of the Board Secretariat, who informs the members of the Board of Directors accordingly.

Declarations shall be submitted in accordance with the provisions of the relevant invitation. Indicatively, declarations may be submitted: a) by internal mail b) electronically to the e-mail address of the Regulatory Compliance Department [yp\\_ksym@eydap.gr](mailto:yp_ksym@eydap.gr) and/or c) via a special electronic platform or application, the terms of use of which are communicated in a timely and adequate manner to the Obligated Persons.

Declarations are forwarded to the Regulatory Compliance Department as confidential, for management and evaluation.

### 6.2.2. Procedure for submitting a declaration of conflict of interest

This Policy stipulates the obligation of the persons specified in paragraph 4.3 ("Obligated Persons") to submit declarations of the existence or absence of conflicts of interest, in accordance with the templates in the Annexes to the Policy and the provisions of this paragraph.

In particular, persons subject to this obligation are required to submit declarations of conflict of interest as follows:

***Annex I – Annual personal commitment – Affidavit regarding the existence or absence of a conflict of interest***

Annex I shall be submitted by the following persons subject to disclosure requirements: (a) upon taking up their duties; (b) annually; and (c) in the event of a conflict of interest arising at any time during the performance of their duties:

- Executive Directors, Activity Managers, Directors, Deputy Directors, and Heads of the Company and its subsidiary, Internal Audit Division Auditors A and B, Management Consultants, and Business Partners
- any other person or personnel placed at the disposal and under the control of the Company or its subsidiary in order to provide administrative, consulting, technical, or research services (staff employed through a provider, external consultants, or associates)

In cases where spouses/partners who are treated as spouses or relatives of the above Obligated Persons work at EYDAP or a subsidiary thereof, this must be clearly stated in the declaration in Annex I, indicating the name of the relative, the family relationship, the specific organisational unit in which they are employed and the type of employment relationship. If the employment is through a service provider (contractor), the number of the relevant contract must also be stated.

***Annex II – Affidavit regarding the existence or absence of a conflict of interest in the context of contracts concluded by EYDAP S.A.***

Specifically in the context of the contract award process, in particular in accordance with the provisions of Law 4412/2016 and the Company's Procurement and Services Regulation and Works Regulation, including the planning and preparation of the process and the drafting of documents, as well as at all stages of the execution of all contracts (above and below the thresholds), the persons listed below are required to submit the declaration in Annex II, not on an annual basis but immediately, as the case may be, either notified of the assumption of their duties or a recommendation is submitted for the exercise of their decisive authority, or immediately after the opening of the bids, or whenever a conflict of interest arises or is identified in the exercise of their duties.

For the purposes of applying the previous paragraph, Persons required to submit the declaration are, regardless of their position of responsibility, all persons involved in the design and conduct of the Company's procurement procedures, as well as all persons involved in the execution stage, whether they have an advisory or decision-making role , such as, in particular:

- the executives and employees responsible for recommending the necessity and technical specifications of the subject matter of the contract and drafting the contract documents,
- members of advisory bodies during the pre-contractual and contractual stages (in particular, Tender Committees, Monitoring and Acceptance Committees, Secondary Acceptance Committees, Managing Authority, Supervisors)

In particular, members of the Board of Directors, including the Chief Executive Officer, are required to submit Annex II if an actual or potential conflict of interest arises in the exercise of their duties related to their decision-making authority in the award and execution procedures.

***Annex III - Affidavit regarding the existence or absence of a conflict of interest in relation to the use of privileged information***

Annex III shall be submitted by all persons who are holders of inside information, in accordance with the applicable legislation, and are included in the relevant list (Insider List) kept by the Shareholder Services and Corporate Announcements Department.

Annex III shall be submitted: (a) upon inclusion in the Insider List; and (b) annually (for permanent holders of inside information).

The above Obligated Persons: a) are prohibited in all cases from trading in shares or other financial instruments of the Company on the basis of privileged information they have acquired due to their position or in the course of their duties, b) undertake to notify the Shareholder Services and Corporate Announcements Department in a timely manner of any intention to trade in shares or other financial instruments of the Company and to obtain prior written approval from the Company's Management.

***Annex IV - Affidavit regarding the existence or absence of a conflict of interest for members of the Board of Directors***

The members of the Board of Directors of the Company and its subsidiary and any third party to whom their responsibilities have been delegated shall submit the declaration in Annex IV:

- a) upon assuming their duties and
- b) annually. In addition, the declaration in Annex IV shall be submitted directly by the members of the Board of Directors - at their own discretion - in the event of an actual or potential conflict of interest arising at any time during the performance of their duties.

**6.3. Processing declarations and assessing/managing conflicts of interest - Keeping a record of conflicts of interest**

**6.3.1. Processing declarations**

The Regulatory Compliance Division collects and processes the submitted conflict of interest declarations. In this context, it records negative declarations in a special file, which it also keeps electronically, while further processing and evaluating positive declarations, for which it also keeps a separate file.

The relevant declaration records (negative and positive) are kept is carried out under the supervision of the Regulatory Compliance Department, in accordance with the technical and organizational measures taken by the Company to safeguard the information contained in the relevant declarations and to protect the personal data of the natural persons who submit them. The recipients of the personal data of the persons subject to the obligation are only authorized employees of the Company, who have been entrusted exclusively with the management of the relevant declarations under a confidentiality agreement. Negative declarations remain with the Regulatory Compliance Department for a period of one (1) year from their submission. Similarly, positive declarations remain with the Regulatory Compliance Department until the information retention period specified in 6.3.3 below.

**6.3.2. Evaluation/Management of conflicts of interest**

The Regulatory Compliance Department examines reported or any arising conflicts of interest in order to assess whether they constitute an actual,

potential, or apparent conflict of interest so that it can take appropriate action.

As part of the assessment, the Regulatory Compliance Department may seek information and clarification from the Obligated Person who has disclosed a circumstance that constitutes or may constitute a conflict of interest or for which there are reports or evidence of a potential conflict of interest, as well as discuss the facts with the person involved to clarify the situation, in order to form an opinion on whether a conflict of interest actually exists and on the best way to manage it. In addition, the Regulatory Compliance Department reserves the right to verify the information provided.

During the assessment, the following elements may be evaluated indicatively:

- the employee's position in the Company's organizational chart,
- the responsibilities assigned to him in the exercise of his duties,
- the general ability to influence the outcome of a specific case for which the conflict is declared. The ability to influence the process and outcome of a case could arise, for example, from the employee's privileged position to exert influence or pressure to achieve a specific result, or from their privileged ability to intervene in the terms of a procedure or to be informed in advance. and pressure to achieve a specific result, or their privileged ability to intervene in the formulation of the terms of a procedure or to be informed in advance of the terms of a procedure in such a way as to distort its outcome.

Following the above assessment, the Regulatory Compliance Department forms an opinion and, if necessary, proposes the appropriate management measures to the Chief Executive Officer, who decides on their implementation. If the conflict situation concerns members of the Board of Directors, the Regulatory Compliance Department submits a proposal for appropriate management measures to the Board of Directors.

The decision of the Chief Executive Officer or the Board of Directors, as applicable, is forwarded to the Regulatory Compliance Department, which is responsible for informing the person responsible and their line manager in writing about the decision and the appropriate actions to be taken.

If the conflict is assessed by the Regulatory Compliance Department as "manageable," measures are proposed to avoid the relevant risks, such as:

- change of position or role or duties or reporting line in order to avoid conflict,
- refrain from specific actions (e.g., voting, participating in tender committees, assuming duties)

- avoiding cooperation with a supplier or provider

All measures taken are documented and justified specifically with sufficient analysis of the potential damage to the Company.

A conflict of interest is considered "unmanageable" when it is not disclosed or addressed in a timely manner, resulting in damage to the Company and the possible imposition of sanctions by the competent decision-making body.

The Regulatory Compliance Department submits an annual report to the Regulatory Compliance Committee and the Board of Directors on the conflict of interest declarations submitted and the assessment of the implementation and effectiveness of this Policy.

#### 6.3.3. Keeping a record of conflicts of interest

The Regulatory Compliance Department further processes and evaluates positive statements reporting events or situations which, following evaluation, are deemed to require appropriate measures to be taken to address them.

The Regulatory Compliance Department keeps a separate electronic record of conflicts of interest, including their assessment and outcome, for a period of 5+1 years from the end of the calendar year in which the audit of the declarations was completed, except in the case of a claim being raised within the five (5) year period, in which case the retention period is extended to twenty (20) years (general statute of limitations). Anything that may justify the extension of this period must be specifically justified. In the case of a person who is in an employment relationship with the Company, the period may, in some cases, be extended to up to five (5) years from the date of the employee's departure in any manner.

After the above period has elapsed, the files are cleared in accordance with the legislation in force.

The purpose of maintaining the above file is to ensure transparency and corporate integrity with regard to the complete recording of conflicts of interest, and to facilitate the identification of any future/potential conflicts in the course of the Company's activities, as well as to take appropriate preventive measures to prevent their recurrence and protect the Company's credibility.

All of the above procedures are carried out in compliance with the provisions of the law and relevant policies, as well as the more specific internal circulars and guidelines applied by the Company for the



protection of personal data, the secure storage and destruction of files, and the principles of confidentiality, integrity, and availability of information.

## 7. MONITORING AND MANAGEMENT OF CONFLICTS OF INTEREST INVOLVING MEMBERS OF THE BoD

Pursuant to the legislation governing sociétés anonymes (public limited companies) and this Policy, the members of the Board of Directors and any third person to whom powers of the Board have been delegated owe a duty of loyalty to the Company and are strictly prohibited from pursuing private interests that conflict with the interests of the Company, as well as from engaging in any activity that competes with the Company.

For the prevention and detection of such situations, the members of the Board of Directors are required to disclose any instances in which a conflict arises between their private interests and the corporate interest. For this purpose, they shall submit to the Compliance Department the declaration set out in Appendix IV upon assuming their duties and annually thereafter. Such declaration shall also be submitted whenever a conflict of interest arises at any time during the performance of their duties, in accordance with paragraph 6.2.2 of this Policy.

In the event that circumstances arise which could lead to a non-impartial and non-objective performance of their duties, the members of the Board of Directors must, in a timely manner and in addition to submitting the relevant declaration to the Compliance Department, disclose to the other members of the Board of Directors their private interests and any conflict with the interests of the Company or its affiliated undertakings, within the meaning of International Accounting Standard 24.

A member of the Board of Directors shall not be entitled to participate in deliberations or vote on matters in respect of which he or she, or persons related thereto, has a conflict of interest. Such member shall not be counted for the purposes of establishing a quorum of the Board of Directors or for the formation of the majority required for the adoption of a resolution. In such cases, resolutions shall be adopted by the remaining members of the Board of Directors. If the inability to vote concerns such a number of members that the remaining members do not form a quorum, the remaining members of the Board of Directors, irrespective of their number, shall convene a General Meeting for the sole purpose of adopting the relevant resolution.

## 8. CONFLICT OF INTEREST SITUATIONS IN RELATION TO CONTRACTS ENTERED BY THE COMPANY

The application of this Policy, especially with regard to the scope of contracts entered into by the Company, is subject to the application of the more specific provisions of Article 262 of Law 4412/2016, as applicable.

The scope of contracts entered into by the Company as a contracting authority under Law 4412/2016 (hereinafter "the law") and its specific Policies for the award and execution of all types of contracts, special care is taken to protect against phenomena such as lack of transparency, integrity, and honesty, and corruption in general. In essence, the concept of transparency also includes integrity as a form of conduct on the part of the persons subject to the obligation, which leads to the avoidance of conflicts of interest.

In particular, the prevention, detection, monitoring, and handling of conflicts of interest during the planning and preparation of a contract, as well as during its award and execution, are achieved through the implementation of this Policy and the Company's practices. A conflict of interest is defined as the existence of professional, personal, family, financial, political, or other common interests of these persons, as applicable: a) during the contract design stage with economic operators who could express interest and participate in the contract award due to the relevance of its subject matter to their professional activities, b) during the award procedure with economic operators, in particular with candidates or tenderers; or c) during the contract execution stage with the contractor or with the subcontractors of the contractor or tenderer or with any member of a candidate/tenderer association of economic operators.

"Obligated persons" must refrain from any act or omission aimed at pursuing their own interests that conflict with "Liable Persons" must refrain from any act or omission aimed at pursuing their own interests that conflict with the interests of the Company (conflicting interests) and their activities in general must not be contrary to the Regulations, Policies, and Articles of Association of the Company. They must also declare the existence of any facts or circumstances that may call into question, on the one hand, the performance of their duties based on the needs and interests of the Company when determining the necessity of concluding the contract, when defining the specifications of the subject matter and when drafting all types of contract documents, and, on the other hand, their impartiality and independence vis-à-vis candidates or bidders in the context of the Company's contract award procedures, as well as vis-à-vis contractors in the context of the implementation of such contracts.

These declarations shall be submitted immediately as soon as the "Obligated Persons" ascertain or become aware of them, as the case may be, in the performance of their duties for the design of the contract, during the opening of bids, during the candidate selection process, during the bid evaluation process, during the execution or modification of the contract, that there is or could be an actual or potential or apparent conflict of interest on their part, on the part of their spouse/partner who is treated as a spouse, or on the part of their relatives. At the same time as making the declaration, they must immediately cease performing their relevant duties, unless otherwise decided by the competent body of the Company.

Conflicts of interest that may arise concern both the persons subject to the obligation and their spouses and/or relatives by blood or marriage, in a direct line without limitation, and in a collateral line up to the fourth degree, in the context of the planning, awarding, and execution of a specific contract.

In particular, and in accordance with the provisions of this Policy, such situations shall arise from professional, personal, family, financial, political, or other common interests of the persons concerned, as the case may be, with economic operators who could express interest and participate in the award of a certain contract with candidates or tenderers or with the contractor or subcontractors of the above persons or with any member of a candidate/ tenderer association of economic operators.

The above situations may include, in particular:

- a) the participation of the liable person in the administrative or management bodies of the economic operator which, as the case may be, may participate or participates in the contract award procedure or to which the contract has been awarded,
- b) the Obligated Person holds more than 0.5% of the shares, company shares or other rights of a similar nature in the capital of an economic operator which, as the case may be, may participate or is participating in the procedure for the conclusion of the contract or has been entrusted with its execution, provided that the holding of the above percentage allows participation in the management of that entity,
- c) the existence, during the period starting one (1) year before the determination of the necessity and specifications of the contract or from the start of the contract award procedure and ending on the date of its conclusion, a contractual relationship between the obligated person and an economic operator that may participate or is participating in the contract award procedure or has been awarded the contract, concerning either the provision of dependent work or the performance of a project or the provision of services or the supply of goods.

"Obligated persons" are obliged to respect the principle of professional secrecy and maintain confidentiality on all matters that come to their knowledge, and in particular, they are prohibited from disclosing or revealing to third parties any confidential information that comes to their knowledge, voluntarily or involuntarily, in the course of their work. It is also prohibited any arbitrary use of such confidential information for purposes unrelated or contrary to the object of their work, or the unlawful processing of data in order to obtain personal gain or on behalf of or for the benefit of a third party.

"Obligated persons" must submit the declaration in Annex II, in accordance with paragraph 6.2.2. of this document. In particular, members of the Board of Directors, including the Chief Executive Officer, are required to submit Annex II only if an actual or potential conflict of interest arises in the exercise of their duties related to their decision-making authority in the award and execution procedures.

In any case, all "Obligated Persons" must notify the Regulatory Compliance Department in writing of any circumstance they are aware of or consider to constitute an actual, potential, or apparent conflict of interest in the performance of their duties related to the award or performance of the contract, and must refrain from such duties, while simultaneously modifying the distribution of duties and responsibilities among the other persons involved, as appropriate, unless otherwise decided by the competent body of the Company.

Furthermore, all "Obligated Persons," whether involved in contracts below the thresholds or contracts above the thresholds, are encouraged to report any situation or risk of conflict of interest, as well as any type of wrongdoing or fraud that comes to their attention.

## 9. CONSEQUENCES OF NON COMPLIANCE - PENALTIES

Non-compliance with this Policy, and in particular the failure to disclose facts that may constitute a conflict of interest situation, as well as the refusal to submit a declaration, may result in consequences such as removal from the position of responsibility, non-assignment of duties, change of position, replacement of personnel engaged through a service provider, as well as disciplinary and/or other legal consequences, in accordance with the Company's Staff Regulations and applicable legislation, as well as with the relevant Policies (such as the Policy on the Management of Inside Information and the Anti-Corruption and Anti-Bribery Policy).

The mere occurrence of a conflict of interest is not necessarily unlawful in itself. However, participation in a procedure while being aware of the existence of a conflict of interest constitutes an irregularity. Therefore, it is necessary to disclose any conflict of interest.

The declared refusal, or the presumed refusal pursuant to the paragraph below, to submit the written declarations included in the attached Annexes constitutes a presumption of the existence of a conflict of interest situation on the part of the refusing obligated person and may lead to disciplinary proceedings or other legal consequences, as applicable. Failure to comply with the established obligation to disclose facts that may constitute a conflict of interest situation may cause material or moral damage to the Company.

Refusal to submit a declaration shall be presumed if one (1) month has elapsed from the date the invitation to submit a declaration was sent by the Compliance Department to the "Obligated Persons" and no declaration has been submitted by them, in accordance with the provisions of this Policy.

## 10. APPROVAL, REVIEW AND MONITORING OF POLICY IMPLEMENTATION – FINAL PROVISIONS

This Policy is approved and revised by the Company's Board of Directors.

The Regulatory Compliance Division is responsible for monitoring its implementation and assessing its effectiveness. In addition, the Regulatory Compliance Division evaluates, on an annual basis, the need to revise this Policy, based in particular on the findings and conclusions of the annual report it submits to the Compliance Committee and the Board of Directors.

The provisions of this Policy are referenced in the terms of every contract the Company enters into with each contracting party, so that the latter is bound to observe and comply with them.

This Policy forms part of the Company's Rules of Operation, is posted on the internal portal and its website, and is binding on all covered persons. The Policy is communicated via email to all covered persons, under the responsibility of the Regulatory Compliance Division.

All employees, as well as the Company's Management, are encouraged to consult the Compliance Department and to submit queries for clarification regarding the implementation of this Policy at the email address: [gr\\_d\\_kansym@eydap.gr](mailto:gr_d_kansym@eydap.gr)

**ANNEX I**

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**ANNUAL PERSONAL COMMITMENT - STATEMENT OF SUBSCRIPTION OR NON-SUBSCRIPTION CONFLICT OF INTEREST SITUATION<sup>4</sup>****Full Name:****Father's Name:****Date of birth:****Place of birth:****TIN:****Address:****Capacity / Position:****Organizational Unit:**

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I, the undersigned, by virtue of my capacity and being aware of the penalties for making false statements as provided for by law, declare responsibly to EYDAP SA ("Company") that:

1. having read the Company's Conflict of Interest Policy and Rules of Procedure, as well as the Code of Ethics and Professional Conduct, I understand the circumstances pertaining to myself and/or to my spouse (or partner who is legally equivalent to a spouse under national legislation) and/or to my relatives up to the second degree, which may constitute situations of actual, potential, or apparent (as applicable) conflict of interest, and I declare that no conflict of interest situation exists.

or

having taken note of the Company's Conflict of Interest Policy, the Rules of Procedure as well as the Code of Ethics and Professional Conduct, I understand the circumstances pertaining to myself and/or to my spouse (or partner who is legally equivalent to a spouse under national

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<sup>4</sup> E.YD.A.P. S.A., as the Data Controller, informs you that your personal data are collected and processed lawfully, in the context of the legal obligations of the Company (Law 4548/2018, Regulation on the operation of the SAT, Law 4706/2020 etc.) and in general of your business relationship or cooperation or employment relationship with the Company, exclusively for the purpose of identifying and managing conflict of interest situations, which may be detrimental to the interests of the Company, its customers or suppliers. Access to personal data is only available to the Company's relevant personnel, as specifically set out in the Company's Conflict of Interest Policy. You retain the right to access, rectify, oppose, delete, restrict the processing of your data in accordance with and subject to the applicable legal framework. For further information regarding the processing of your personal data, you may contact us by e-mail at [dpo@eydap.gr](mailto:dpo@eydap.gr)

legislation) and/or to my relatives up to the second degree, which may constitute situations of actual, potential, or apparent (as applicable) conflict of interest, and I hereby disclose the following facts:

.....  
.....  
.....

2. I declare that my spouse (or partner who is legally equivalent to a spouse under national legislation) and/or any of my relatives are employed at EYDAP, as follows<sup>5</sup>:

**Full Name:**

**Father's Name:**

**Type of family relationship:**

**Organizational unit/position:**

**Contract number (in the case of employment through a service provider contractor or external collaboration):**

.....

3. I declare that I have no other outside, paid or unpaid employment and that I am not a member of a corporate or other body

or

that I hold another job or position as follows<sup>6</sup>

.....

4. I understand that the Company reserves the right to verify all information provided.
5. I assure you that I do not, nor will I, prioritize my private interests at the expense of the duties assigned to me by virtue of my position in the Company.
6. I understand that if, in the course of my duties, I become aware of any situation that could be construed as a conflict of interest, or if I foresee the possibility of such a conflict of interest arising, I must report it immediately to the Regulatory Compliance Department, follow the

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<sup>5</sup>To be completed only if applicable.

<sup>6</sup>The employer and the position/status are recorded.

relevant company recommendations and/or decisions, and take all necessary steps to eliminate any conflict of interest.

7. I undertake to report any situation or risk of conflict of interest and any kind of tort or fraud that comes to my attention.

Date    /    /

THE DECLARANT

Signature

## ANNEX II

### ANNUAL PERSONAL COMMITMENT - STATEMENT OF SUBSCRIPTION OR NON-SUBSCRIPTION CONFLICT OF INTEREST SITUATION WITHIN THE FRAMEWORK OF THE AGREEMENTS CONCLUDED BY EYDAP<sup>7</sup>

Full Name:

Father's name:

Date of birth:

Place of birth:

TIN:

Address:

**Capacity / Position<sup>8</sup>:**

**Organizational Unit:**

**Contract Title:**

I, the undersigned, by virtue of my capacity and being aware of the penalties for false statements as provided for by law, and having read the Company's Conflict of Interest Policy, the Rules of Procedure as well as the Code of Ethics and Professional Conduct of EYDAP S.A. [Company], I responsibly declare that:

1. I do not pursue self-interests that are contrary to the interests of the Company and my activities are not contrary to the Regulations, Policies and the Articles of Association of the Company.
  
- 2.A i. There are no real facts or circumstances that might call into question<sup>9</sup>:

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<sup>7</sup> E.YD.A.P. S.A., as the Data Controller, informs you that your personal data are collected and processed lawfully, in the context of the legal obligations of the Company (Law 4548/2018, Regulation on the operation of the SAT, Law 4706/2020 etc.) and in general of your business relationship or cooperation or employment relationship with the Company, exclusively for the purpose of identifying and managing conflict of interest situations, which may be detrimental to the interests of the Company, its customers or suppliers. Access to personal data is only available to the Company's relevant personnel, as specifically set out in the Company's Conflict of Interest Policy. You retain the right to access, rectify, oppose, delete, restrict the processing of your data in accordance with and subject to the applicable legal framework. For further information regarding the processing of your personal data, you may contact us by e-mail at [dpo@eydap.gr](mailto:dpo@eydap.gr).

<sup>8</sup> For example, member of the Competition Commission xxx

<sup>9</sup> Is completed, as applicable, depending on the nature of the duties within the framework of the award procedure.

the performance of my duties on the basis of the needs and interests of the Company when determining the necessity for the conclusion of the contract and the definition of the specifications of the subject matter;

the performance of my duties based on the needs and interests of the Company in the preparation of all types of contract documents

my impartiality and independence vis-à-vis candidates or tenderers within the framework of the procedure for concluding the present contract.

my impartiality and independence vis-à-vis the contractors in the framework of the implementation of the present contract

ii. To the best of my knowledge and belief I am not in a situation of conflict of interest, both I and my spouse (or partner who is legally equivalent to a spouse under national legislation) and my blood relatives or relatives by marriage in a direct line and without limitation, and in a lateral line up to the fourth degree, in the context of the<sup>10</sup>

design

implementation of the award

execution

of this contract.

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<sup>10</sup> To be completed as appropriate depending on the nature of the tasks in the context of the award procedure

I have been informed that a conflict of interest is defined as the existence of personal, family, financial, political or other common interests, as the case may be, (a) with economic operators who could express an interest and participate in the award of the contract because of the relevance of the subject matter of the contract to their professional activities (at the stage of designing the contract), (b) with candidates or tenderers (at the stage of conducting the award procedure) or (c) with the contractor or with the subcontractors of the above persons (during the execution phase) or with any member of a candidate/tenderer association of economic operators.

I have also been informed that conflicting professional interests include, but are not limited to: a) my participation in the administrative or management bodies of an economic operator which, where applicable, may participate or is participating in the procedure for the award of this contract or to which this contract has been awarded; b) my holding of more than 0.5% of the shares, company shares or other rights in the capital of an economic operator which, where applicable, may participate or is participating in the procedure for the award of this contract; c) the existence, during the period starting one (1) year before the determination of the necessity and specifications of the contract or from the beginning of the procurement procedure and ending on the day of its conclusion, of my contractual relationship, whether concerning the provision of employment, the execution of a project, the provision of services, or the supply of goods with an economic operator who may, as applicable, participate or is participating in the contract award procedure, or to whom the contract has been assigned.

iii. I declare that, if I find or if it becomes apparent, as the case may be, during the performance of my duties for the design of the contract/ during the opening of tenders/ during the procedure for the selection of candidates/ during the procedure for the evaluation of tenders/ during the execution or amendment of the contract, that a situation of conflict of interest exists or could arise in my person or in the persons related to me, I will immediately declare such conflict to the Company and I will cease to perform my duties unless the competent authority decides otherwise

or

2. B. There are actual circumstances that may constitute an apparent, potential, or actual conflict of interest for myself and/or my spouse (or partner legally equivalent to a spouse under national legislation) and/or my relatives, by blood or by marriage, in the direct line without limitation, and in the collateral line up to the fourth (4th) degree, which I hereby disclose to you for assessment as follows:

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.....  
.....  
.....  
.....

3. I understand that the Company reserves the right to verify this information.
4. I am required to report a situation or risk of conflict of interest and any kind of tort or fraud that comes to their attention
5. Furthermore, I certify that I will fully respect the principle of professional confidentiality and respect the secrecy of all matters that have come or will come to my knowledge, i.e.: I will not disclose or reveal to third parties any confidential information that will come to my knowledge, whether intentionally or unintentionally, in the context of my work.
6. I confirm that I will not use the confidential information for any purpose other than for the purpose of my work.  

I will not make any unauthorized use of information or unlawful processing of the data that comes to my knowledge and I will not exploit all confidential information in order to obtain my own pecuniary benefit or for the account or benefit of a third party.
7. I have read the Company's Anti-Corruption and Anti-Bribery Policy and I declare that I have neither granted nor sought to obtain or accepted any benefit, financial or otherwise, for or on behalf of anyone, which, according to the Company's Policies, would constitute an unlawful practice or bribery, to the extent that it serves as an incentive or reward related to the design, award, or execution of the present contract.

Date / /

THE DECLARANT

Signature

**ANNEX III**

**ANNUAL PERSONAL COMMITMENT - STATEMENT OF SUBSCRIPTION OR  
NON-SUBSCRIPTION CONFLICT OF INTEREST SITUATION AS REGARDS THE  
USE OF PRIVILEGED INFORMATION <sup>XI</sup>**

Full Name:

Father's name:

Date of birth:

Place of birth:

TIN:

Address:

**Capacity / Position:**

**Organizational Unit:**

I, the undersigned, by virtue of my capacity and being aware of the penalties for false statements as provided for by law, and having read the Company's Conflict of Interest Policy, the Rules of Procedure as well as the Code of Ethics and Professional Conduct of EYDAP S.A. (Company), and in particular, the Policy and Procedure for the Management of Inside Information and the Prevention of Market Abuse, I responsibly declare that:

1. I understand the circumstances that may constitute unlawful disclosure, use, or exploitation of confidential or inside/privileged information, and I declare that I comply with the legislation governing the use of privileged information.
2. I, hereby, disclose that:
  - A. I do not directly or indirectly hold shares or other financial instruments/products of the Company (neither I personally, nor my spouse or partner legally equivalent to a

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<sup>XI</sup> E.YD.A.P. S.A, as the Data Controller, informs you that your personal data are collected and processed lawfully, in the context of the legal obligations of the Company (Law 4548/2018, SAT Regulation Operation, Law 4706/2020, etc.) and generally regarding your transactional, collaborative, or employment relationship with it, solely for the purpose of identifying and managing conflict of interest situations that may be detrimental to the interests of the Company, its clients, or its suppliers. Access to personal data is granted only to the Company's authorized personnel, as specifically defined in the Company's Conflict of Interest Policy. You retain the right to access, rectify, object to, erase, or restrict the processing of your data in accordance with applicable legislation and subject to its provisions. For more information regarding the processing of your personal data, you may contact: [dpo@eydap.gr](mailto:dpo@eydap.gr).

spouse under national legislation, nor my relatives up to the second degree).

- B. I directly or indirectly hold shares or other financial instruments/products of the Company (I, personally, or/and my spouse or partner legally equivalent to a spouse under national legislation or/and my relatives up to the second degree), as described in the following table:

Company	Financial Instrument/product	Quantity	Holder's name

- I understand that the Company has the right verify all declared information.
- I undertake to timely notify the Shareholders and Corporate Announcement Department of my intention to carry out any transaction involving shares or other financial Instruments/products of the Company and to obtain prior written approval from the Company's Management.

Date:

... / ... / .....

THE DECLARANT  
Signature

## ANNEX IV

### DECLARATION OF NON-CONFLICT OF INTEREST SPECIFIC TO THE MEMBERS OF THE BOARD OF DIRECTORS<sup>XII</sup>

Full Name:

Father's name:

Date of birth:

Place of birth:

TIN:

Address:

**Title / Position:**

**Organizational Unit:**

I, the undersigned, by virtue of my capacity, under my sole responsibility and being aware of the penalties for false statements provided by law, declare that:

1. I have taken note of the:

- a) Conflict of Interest Policy, the Corporate Governance Code implemented by EYDAP SA ("Company"), the Rules of Regulation and the Code of Ethics and Professional Conduct,
- b) Chapter B of Law 4548/2018 entitled "*Duties of the Board of Directors, Conflicts of Interest and Liability*"
- c) the provisions on corporate governance of Law 4706/2020 "

2. I understand the circumstances that may constitute a conflict of interest and I, hereby, declare that:

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<sup>XII</sup> EYDAP SA, acting as Data Controller, hereby informs you that your declared personal data are collected and processed lawfully within the framework of the Company's legal obligations (Law 4548/2018, Law 4706/2020, etc.) and, in general, within the context of your transactional, cooperation, or employment relationship with the Company. Such processing is carried out exclusively for the purpose of identifying and managing situations of conflict of interest that may prove detrimental to the interests of the Company, its clients, or its suppliers. Access to personal data is granted only to the Company's duly authorized personnel, as specifically provided for in the Company's Conflict of Interest Policy. You retain the right to access, rectify, object to, erase, and restrict the processing of your data in accordance with the applicable legislative framework and subject to its provisions. For further information regarding the processing of your personal data, you may contact us at the following email address: [dpo@eydap.gr](mailto:dpo@eydap.gr)

A. There is no conflict of interest between me or any person related to me, a conflict of interest situation with EYDAP SA or its affiliated companies.

B. - I am not a member of the Board of Directors (executive or non-executive), a senior executive or an employee of another company, as below:

or

I hold a position as a member of the Board of Directors (executive or non-executive), senior executive or employee in another company/ies as follows:

Company, Public Law Entity, Organization	Position – Capacity	Duration

3. I understand that the Company reserves the right to verify all declared information.
4. I certify that I do not, and will not, prioritize my private interests over the duties arising from my capacity within the Company.
5. I certify that I will fully respect the duty of loyalty and the obligation of confidentiality and will not disclose or reveal to third parties any confidential information that comes to my knowledge, whether intentionally or unintentionally, in the course of performing my duties.
6. In the event that circumstances arise that could lead to a partial or non-objective exercise of my duties, I undertake to disclose them promptly and adequately to the other members of the Company's Board of Directors and to the Compliance Department.

Date     /     /

THE DECLARANT  
Signature