



STRATEGY AND INNOVATION COMMITTEE BYLAWS

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1. PURPOSE

These Bylaws set out in detail the principles, competences and operating procedures of the Strategy and Innovation Committee (hereinafter the **Committee**) of the company with the corporate name EYDAP S.A. or EYDAP (hereinafter the **Company**) in accordance with the applicable legislation, the Corporate Governance Code and the Company's Bylaws.

The Committee is informed, analyses, evaluates and advises the Company's Management and its Board of Directors (BoD), in accordance with the provisions of article 4 of these Bylaws, on issues related to the general strategy of the Company, and also specifically on issues of strategy regarding new technologies and innovation including the Company's digital transformation, cybersecurity and sustainability through innovative technologies. The ultimate goal of the Committee is the sustainable development and optimization of the Company's value.

2. COMPOSITION AND TERM OF COMMITTEE MEMBERS

The Strategy and Innovation Committee consists of at least five (5) members of the Board of Directors of the Company, most of them non-executive, including the respective Chairman of the Board, the Chief Executive Officer and the Deputy Chief Executive Officer.

The Chairman and Vice-Chairman of the Committee are non-executive members of the Board of Directors and are elected by the members of the Committee. Each of them coordinates Strategy or Innovation issues.

The members of the Committee are selected and appointed by the Board of Directors and always in an odd number.

Participation by a Director in the Committee shall not preclude their participation in other Committees of the Company, where this does not affect the proper performance of their duties as a member of the Committee.

The term of office of the members of the Committee is two years and may be extended by a decision of the Board of Directors.

Where a member or members of the Committee resigns or lose their position in any other manner, the Company's Board of Directors shall elect one of its members as a replacement for the remainder of the term in office of the member or members who are replaced.

The Board of Directors recommends to the General Meeting of Shareholders any fees or any kind of compensation or other financial benefit to the members of the Committee, in accordance with the provisions of law 4548/2018 and the Remuneration Policy of the Company.

3. DUTIES AND RESPONSIBILITIES OF STRATEGY AND INNOVATION COMMITTEE

To fulfil its purpose, the Committee, inter alia:

1. Stays up-to-date, evaluates, advises and expresses an opinion on the main long-term strategic goals of the Company and its medium-term strategy, in compliance with the guidelines and objectives set by the Board of Directors.
2. Stays up-to-date, evaluates, advises and expresses an opinion on the strategy relating to new technologies, innovation and the transformation of the Company.
3. Stays up-to-date, evaluates, advises and expresses views on the strategy regarding issues of risk from digital and new technologies, as well as cybersecurity issues.
4. Stays up-to-date, evaluates, advises and expresses an opinion on the strategy regarding issues of sustainability and circular economy through the application of technology and innovative solutions.
5. Monitors the implementation of the Company's strategy on a semi-annual basis, regarding the Company's strategic projects and innovation and digital transformation projects. Provides an opinion to the Board of Directors in the framework of the preparation of the annual budget and the investment plan regarding the above.
6. Stays up-to-date, evaluates, advises and expresses an opinion on the introduction of best practices in the Greek and European/international environment, regarding the subject matter of the Committee. In this context, it monitors the work of other international Organizations and Bodies in Greece and abroad, respecting the principle of confidentiality and the rules of competition.
7. Organizes presentations in cooperation with Management at the invitation of Management or the Board of Directors or on its own initiative in order to inform the Members of the Board of Directors on the issues within its competence.
8. Submits to the Board of Directors a Regular Annual Report on the Strategy of the Company.
9. Submits to the Board of Directors a Regular Annual Report on matters of Innovation, new technologies and transformation. It can also submit specialized reports on specific technologies or innovations when needed or requested by Management or the Board of Directors.

The Strategy and Innovation Committee assists the Board of Directors in its responsibilities regarding the goals, the vision and the strategic direction of the Company.

More specifically, the Strategy and Innovation Committee:

- Assists Management in the development of its goals, vision and strategic initiatives as well as its main innovative programs and services and reviews them regularly.

- Assists Management in identifying critical strategic issues which the Company is facing.
- Assists Management in the analysis of alternative strategic options for the Company.
- Ensures that Management has established procedures for effective strategic planning, including the development of a three- to five-year strategic plan with measurable goals and timelines.
- Annually reviews the strategic plan and proposes revisions according to the needs of the Company and innovative solutions based on changes in the market, the needs of the community and other factors.
- Evaluates important new innovative programs and services.
- Develops criteria to be used by Management to evaluate potential strategies and innovative investments.
- Provides assistance for the development of a set of strategic and innovative directions.

4. STRATEGY AND INNOVATION COMMITTEE OPERATION

- (1) The Committee is convened exclusively by the Chairman or, where he/she is absent or unable to attend, by his/her Vice-chairman.
- (2) The committee meets regularly every three (3) months or on an extraordinary basis as many times as required to fulfil its mission.
- (3) More specifically, the Chairman of the Committee reserves the right to convene extraordinary meetings when necessary to discuss important issues. The Committee meets following an invitation from its Chairman who prepares the agenda and makes recommendations on the items on the agenda. Each member of the Committee reserves the right to request in writing that the Chairman of the Committee convene a meeting to discuss specific issues.
- (4) Convening of the Committee shall be notified to the other members at least 3 working days before the meeting or 4 working days where the place of the meeting is not the Company's seat. The invitation sets out the items on the agenda, the date, time and place of the Committee meeting. An invitation is not required where all members are present on the date of the meeting and none of them disagree with the meeting being held.
- (5) Members of the Committee may meet either in the physical presence of its members at the Company's seat or at any location suitable for the purpose of the meeting, or remotely via teleconference or in with any other manner considered appropriate. One member of the Committee may be represented by another single member following special authorisation notified to the Chairman of the Committee before the meeting.

(6) The Committee has a quorum and is validly met on the items on the agenda when more than half of its members are present or represented.

(7) Decisions of the Committee are taken by majority of members present or represented at the meeting.

(8) The Committee may invite Company executives or external experts to its meetings to provide information and support. Moreover, the Committee may cooperate with any relevant committees or similar bodies and organizations in Greece and abroad, strictly adhering to the current institutional framework, the principle of confidentiality and the rules of competition.

(9) The Committee is supported by a secretary who in cooperation with the Chairman of the Committee collects the items for the agenda, prepares the agenda table and distributes it to Committee members in a secure manner along with the relevant information at least 3 working days before the Committee meeting. Relevant documents can also be sent by email. The Secretary also keeps minutes of Committee meetings whether ordinary or extraordinary.

(10) For each meeting the Committee keeps minutes which set out the decisions taken, the persons present, the agreed actions and the implementing officers. In cases of decisions taken by majority, the minority opinion must be recorded in the minutes. The minutes of meetings are signed by the Chairman of the Committee and all members present. The Chairman of the Committee may confirm the minutes kept.

(11) The Company is obliged to provide the Committee with all resources necessary to ensure its problem-free operation, including its ability to request the assistance of a third party expert when it considers this necessary in the context of discharging its duties.

(12) The Committee has full access to all information and documents kept electronically or otherwise and may consult any other persons it considers useful in order to obtain the information necessary for the performance of its duties.

(13) The Committee re-examines its bylaws each year and submits a recommendation to the Board of Directors about any supplements or revisions it considers useful.

5. PUBLICITY OBLIGATIONS

The Committee's Bylaws are approved by the Company's Board of Directors, take effect from the said approval and are published on the Company's website.

The Committee's Bylaws are revised and amended solely by decision of the Board of Directors following a recommendation from the Committee.

The work of the Committee and the number of its meetings during the year are described in the Company's Corporate Governance statement.

These Bylaws entered into effect following Decision/.../..... of the BoD of the
Company.