

**Charter of  
the Audit Committee of the Board of Directors of  
“THE ETHNIKI” HELLENIC GENERAL INSURANCE  
COMPANY S.A.**

April 2025

<b>Document Name:</b>	<b>Audit Committee Charter</b>	
<b>Author (s):</b>	Board of Directors & Compliance & Corporate Division	
<b>Document Owner(s):</b>	Board of Directors	
<b>Submitted to</b>	Audit Committee	Board of Directors
<b>Approval By:</b>	Board of Directors	
<b>Approval Date:</b>	04.04.2025	
<b>Effective Date:</b>	04.04.2025	
<b>Next Review Date:</b>	On a yearly basis	

**Version Control**

Version	Date	Author(s)	Change Description
V1	28.02.2025	BoD & CCGD	New Charter following integration of improvements based on BoG recommendations and the internal governance improvement project.

## A. PURPOSE

The purpose of the Audit Committee (hereinafter referred to as "the Committee") is to assist the Board of Directors (hereinafter referred to as "the BoD") of the "THE ETHNIKI" Hellenic General Insurance Company S.A. (hereinafter referred to as "the Company") in the performance of its duties regarding the following, in accordance with the applicable legislation, the Company's Policies and this Charter:

1. the examination of the financial statements and other related disclosures;
2. the monitoring and control of the independence, objectivity and integrity of the audit and non-audit services provided by the chartered certified auditor or the auditing firm (hereinafter referred to as "the auditor");
3. the monitoring and control of the independence, adequacy and efficiency of the operations and activities of the Internal Audit Division (hereinafter referred to as "IAD");
4. the monitoring and control of the adequacy and effectiveness of the activities of the Compliance and Corporate Governance Division (hereinafter referred to as "C&CGD");
5. the monitoring of the adequacy and effectiveness of the Internal Control System (hereinafter referred to as "ICS");
6. the monitoring of whistleblowing and compliance with the rules of ethics.

## B. COMPOSITION AND TENURE

1. The type of the audit committee, the tenure, the number and capacities of its members shall be decided by the General Meeting (hereinafter referred to as "the GM");
2. The Audit Committee is a Committee of the BoD according to a resolution passed by the GM of the Company. It consists of three (3) non-executive BoD members, in their majority independent of the Company, within the meaning of the provisions of Law 4706/2020, and shall be appointed by the BoD;
3. The Chair of the Committee is appointed by its members and is independent of the Company.
4. The members of the Committee as a whole must have sufficient knowledge of the insurance industry and market.

The independent member of the Committee with sufficient knowledge and experience in auditing or accounting shall mandatorily attend the Audit Committee meetings concerning the approval of the financial statements.

5. The tenure of the members of the Committee will be for a term which cannot exceed three (3) years and may be renewed indefinitely, unless specified otherwise by the General Assembly, provided that the members meet the requirements of the legislative and regulatory framework as well as of this Charter.

6. In case of resignation, death or loss of the capacity as member, the BoD appoints a new member from its existing ones in replacement of the member who resigned/passed away/lost his/her capacity as member, for the time period until the expiration of his/her tenure, subject to, if applicable, article 82, para. 1 and 2 of law 4548/2018, which applies accordingly.

## **C. RESPONSIBILITIES**

The Committee shall:

### **I. Financial statements and other related disclosures**

1. monitor and evaluate the process of preparation of the annual solo and consolidated financial statements, as well as any other financial disclosures that are published and shall submit recommendations or proposals to ensure their integrity;
2. examine the annual solo and consolidated financial statements before their submission to the BoD for approval and shall express its views on them, in particular with regard to the following issues:
  - a. the basic accounting policies and practices applied and any changes thereto;
  - b. the observance of the obligation to comply with applicable accounting standards;
  - c. the Management's estimates of provisions, the formulation of a deferred tax asset and other issues that are highly judgmental and/or require a main evaluation and can significantly impact the financial statements;
  - d. any significant or unusual transactions that have had a material effect on the financial statements, and the manner in which they are disclosed;
  - e. the accuracy and completeness of the notifications, as well as their consistency with the information available to the Committee;
  - f. any significant changes proposed by the auditor;
  - g. the written assurances required by the auditor, before being signed by the Company's Management;
  - h. the observance of the obligations of compliance with the relevant laws and regulations governing the issuance and disclosure of financial statements.

### **II. External Audit**

1. be responsible for the process of selecting the Company auditor, for issues regarding his/her remuneration and retainer terms and shall recommend the auditor to be appointed;
2. supervise the periodic change of both the auditor/the audit firm and the main auditor-partners of the audit firm who carry out the audit.

In particular, the term of the audit assignment agreements should not exceed a period of ten (10) consecutive years and the auditing company shall change after the lapse of the said period. In exceptional and justified cases, the Company may request the extension of the

reappointment of the auditing company according to the provisions of the competent national supervisory Authority.

The main auditor-partner ceases to participate in the financial audit of the Company after the lapse of not more than five (5) years from his/her appointment. The main auditor-partner shall not be involved anew in statutory audit of the Company before the lapse of three (3) years from his/her termination;

**3.** be informed about the Annual Audit Plan before its implementation and ensure that the required audit procedures are taken into account, including the quality control procedures applied by the certified auditor, and his/her readiness to respond to any changes in the regulatory framework. Furthermore, the Committee shall engage with the auditor in timely discussions on all crucial audit matters, including key accounting principles and practices;

**4.** monitor all audit (and non-audit) services and the respective fees thereof in accordance with the relevant provisions concerning the objectivity, independence and suitability of auditors, according to the applicable regulatory framework and in particular articles 5 & 6 of Regulation (EU) 537/2014, article 12 of Law 3148/2003 and article 47 of Law 4449/2017;

**5.** monitor the timely submission of the Annual Audit Report and any additional report required by the auditor for the Company and its subsidiaries in accordance with the applicable regulatory framework and shall be informed about them;

**6.** receive annually a Supplementary Report from the certified auditor, the content of which is laid down in article 11 of Regulation (EU) 537/2014;

**7.** request that the auditors report in writing (Audit Letter) the problems and weaknesses they identified in the ICS during the audit of the Company's annual financial statements as well as any other material comments and that they submit relevant suggestions;

**8.** submit proposals to the BoD on the specific areas where additional audits by external auditors are required;

**9.** consult with the auditor during the planning stage of the audit, during its execution and during the reporting stage after its completion. The Committee shall meet with the participation of the auditor at least once a year, without the presence of the Management, to discuss issues and problems related to the conduct and results of the audit and shall resolve any disputes between the Management and the auditor;

**10.** monitor the statutory audit of the annual solo and consolidated financial statements and in particular its performance, taking into account any findings and conclusions of the competent authority, in accordance with § 6 of Article 26 of Regulation (EU) no. 537/2014, which concerns the quality assurance of the audit services provided by the auditors.

### **III. Internal Audit Division (IAD)**

- 1.** examine and approve the Charter of the IAD and any amendments thereto;
- 2.** propose to the BoD the appointment and dismissal of the Head of the IAD of the Company and its subsidiaries;
- 3.** is responsible for the review and finalization of the proposed objectives of the IAD/Head of IAD in alignment with the Remuneration Policy;
- 4.** evaluate at least annually the performance of the Head of IAD, in accordance with the Remuneration Policy and the applicable provisions of the Company's Fit & Proper Policy, and shall inform the BoD and/or its Chair accordingly;
- 5.** assess and validate the remuneration of the Head of the IAD, considering their performance and the Company's risk profile and overall strategic objectives, and cooperates with the Remuneration and Nomination Committee , as described in the Remuneration Policy, and shall inform the BoD and/or its Chair accordingly;
- 6.** examine and approve the Annual Audit Plan of the IAD and shall examine, in co-operation with the Head of the IAD, and ratify its budget, the planning of its resources, activities and organizational structure in order for the IAD to have the prestige, the necessary means and be sufficiently independent;
- 7.** ensure that the Annual Audit Plan of the IAD is shared with the BoD for review and information purposes, providing its members the ability to request the incorporation of additional audit(s), where deemed appropriate;
- 8.** monitor and examine the adequacy and effectiveness of the IAD of the Company and its subsidiaries in accordance with Greek and European laws and regulations, as well as with the International Standards of the Institute of Internal Auditors (IIA);
- 9.** ensure that the IAD has the appropriate skills and capabilities to audit and evaluate the effectiveness of the internal control framework, with particular emphasis on the areas of risk and capital management, as well as financial control;
- 10.** Is updated quarterly on the implementation of the Annual Audit Plan, the conclusions of the regular/ad hoc audits and the pending findings, ensuring that Management addresses in a timely manner by means of corrective actions the identified weaknesses and divergences from the regulatory framework and the internal company documents, and inform the BoD accordingly;
- 11.** monitor, through the IAD, the procedures followed by the Company in the context of the implementation of the Policy for the prevention and suppression of cases of fraud and shall promptly inform the BoD about any significant cases;

**12.** ensure that the Head of the IAD has unhindered access to the members of the Committee and notifies them, without the presence of other members of the Management, of any intervention to the work of the Internal Audit;

**13.** ensure that the policies/charters developed and maintained by the IAD are reviewed on an annual basis;

**14.** ensure the BoD is informed regarding the weaknesses identified by the IAD during the implementation of the Annual Audit Plan, the necessary actions to address these weaknesses, the timelines involved, and any pertinent information regarding the progress of these actions;

**15.** ensures that it fosters effective communication with the IAD while having adequate access to all relevant information necessary for fulfilling its responsibilities (i.e., supporting the BoD and preparing decisions for the Board).

#### **IV. Compliance and Corporate Governance Division (C&CGD)**

**1.** examine and submit the reports and any supplementary material of the C&CGD, referred in the Compliance Policy, to the BoD for review/approval;

**2.** is informed on a quarterly basis about the implementation of the Company's annual compliance plan and about other significant compliance matters and informs the BoD accordingly;

**3.** monitor, with the supervision of the C&CGD, the implementation of the conflict-of-interest prevention policy, along with any actions related;

**4.** monitor the issues of the Company's compliance with its regulatory obligations and examine any significant findings arising from the internal and external audits;

**5.** ensure that the C&CGD personnel is sufficient and has the relevant skills and expertise in order to be able to monitor the effectiveness and efficiency of the Company's compliance system;

**6.** is responsible for the review and finalization of the proposed objectives of the C&CGD/Head of C&CGD in alignment with the Remuneration Policy;

**7.** recommend to the BoD the appointment of the Head of the C&CGD and replacement, evaluate on an annual basis his/her performance in accordance with the Remuneration Policy and the provisions of the Company's Fit & Proper Policy, and shall inform the BoD and/or its Chair accordingly;

**8.** assess and validate the remuneration of the Head of the C&CGD, considering their performance and the Company's risk profile and overall strategic objectives and cooperates with the Remuneration and Nomination Committee, as described in the Remuneration Policy, and shall inform the BoD and/or its Chair accordingly;

9. submit, where deemed necessary, proposals for addressing the weaknesses that have been identified at Company and at its subsidiaries and shall monitor the implementation of the measures passed by resolution of the BoD (follow up);
10. ensure that the policies/charters developed and maintained by the C&CGD are reviewed on an annual basis.
11. review the Compliance Risk Mapping at least annually based on the identification, analysis and evaluation of relevant exposures;
12. monitor activities/operations related with Data Protection.
13. ensures that it fosters effective communication with the C&CGD while having adequate access to all relevant information necessary for fulfilling its responsibilities (i.e., supporting the Board of Directors and preparing decisions for the Board).

#### **V. Efficiency of the Internal Control System (ICS)**

1. examine the effectiveness of the ICS of the Company, submit, where deemed necessary, proposals on addressing the weaknesses that have been identified in the said system, monitor the implementation of the measures passed by resolution of the BoD (follow up), and shall inform it accordingly;
2. examine the annual report of the IAD regarding the adequacy and efficiency of the ICS and shall inform the BoD accordingly.

#### **VI. Employees' complaints and observance of the rules of ethics**

1. monitor and control the whistleblowing procedures through which the Company's Employees can file signed or anonymous complaints about possible breaches in the process of collecting, processing and disclosing financial data, including complaints concerning accounting and auditing or internal financial audits issues, as well as violations of the applicable legislative and regulatory framework and the Company's rules of ethics, in accordance with its procedures.

The Chair of the Committee may receive directly via email or mail reports (a) on irregularities committed by BoD members or by the Senior Management, and (b) reports involving an Employee of the C&CGD.

2. examine the relevant reports submitted by the C&CGD.

#### **D. OPERATION**

##### **1. Frequency of Meetings**



The Committee convenes at the Company's seat regularly, at least four times a year or even ad hoc, whenever necessary. The Chair sets the discussion items, the frequency and the duration of the meetings and ensures that the Committee carries out its duties efficiently.

By decision of its Chair, the Committee may convene via teleconference.

## **2. Scheduling of Operations**

At the beginning of each calendar year, the Committee draws up its rolling agenda.

## **3. Quorum - Decision-making procedure**

Quorum is met and the Committee duly convenes, when half the members plus one are present, including its Chair. In this context, Committee members may validly participate in a meeting via video or audio conference.

For valid decisions to be taken by the Committee, a majority of votes by the members present is required. Committee decisions shall be validly taken by simple majority vote of the members present. The Chair may also request that the Committee take decisions electronically or at meetings by circulation.

In case of a non-unanimous decision on any Committee item, the views of the minority shall be recorded in the Minutes.

## **4. Convening of Meetings – Agenda**

The Committee meetings will be convened by its Chair. All members will be notified of the venue, time and date for each meeting.

Any member may propose items to be examined in the context of the agenda.

The items on the meeting's agenda, along with the relevant documents, are normally made available to all members at least three working days before the meeting. The relevant documents may be delivered via email.

The external auditor may request to meet with the Committee.

## **5. Absence of the Chair**

In case of absence or impediment of the Chair, he/she is substituted by the Committee Member with the longest tenure (at the time of his/her appointment), if he/she meets the requirements of the regulatory framework in force and this Charter.

## **6. Secretary – Minutes**

The Committee Secretary is appointed by the BoD Chair. The Committee Chair may request from the BoD Chair the replacement of the Committee Secretary, if deemed necessary.

In case of absence of the Secretary, the Committee Chair appoints a substitute for the particular meeting.

The Secretary is responsible for preparing and keeping the Minutes of Meetings (MoM). The minutes are forwarded to all the Committee members and other key participants within ten (10) working days. . Any feedback received is addressed by the Secretary as appropriate, the minutes are recirculated (where amendments are made) and are approved by the Committee members. The meeting minutes will need to be finalized and approved within fifteen (15) working days from the date of the meeting.

It is noted that comments on the MoM that do not align with what was stated during the meeting will not be accepted. In case of disagreement regarding what was stated, the disagreements/objections will be recorded in detail by the Secretary, who is responsible for the completeness and integrity of the minutes, in collaboration with the Committee Chair.

To ensure the smooth operation of the Committee, the Compliance & Corporate Governance Division periodically verifies the quality of the minutes' documentation and ensures that the Committee has reviewed all matters within its scope of responsibility.

General Note: Regardless of the above, the preparation and signing of the minutes by all members of the committee shall be deemed equivalent to a decision of the committee, even if no meeting has taken place. The relevant minutes are signed by all members, and signatures may be replaced by the exchange of emails or other electronic means.

## **7. Invitations – Participation of Other Persons**

The Committee Chair may invite to the Committee meetings other individuals (i.e., non-Committee members) where deemed necessary, for informatory purposes. Any invitee is obliged to appear before the Committee, while a justification on their invitation and attendance is included in the MoM.

The Committee may collaborate with and retain independent consultants who shall assist it in carrying out its work and shall approve their remuneration and retainer terms and conditions.

## **8. Information – Reports**

a. the Chair of the Committee gives a summary, if required, of the Committee tasks to the BoD after each meeting.

b. the Committee draws up and submits to the BoD a summary annual activity report of its tasks.

c. the Committee submits an annual activity report to the Company's ordinary GM. This report includes an outline of the sustainable policy followed by the Company.

d. the Committee informs in writing, through its Chair, the BoD about the result of the statutory audit and explains how the statutory audit contributed to the integrity of the financial information and what the Committee's role was in the said process.

### **9. Cooperation with other Board Committees**

The Audit Committee will cooperate and exchange information with other Board Committees, and more precisely with the Remuneration and Nominations Committee, on matters related to the remuneration of the Heads of Audit and Compliance functions. This will ensure that the Committees can fulfill their respective obligations as outlined in their charters and the Remuneration Policy.

This cooperation may occur through written communication and/or the execution of relevant workshops, in which case meeting minutes shall be kept.

The Audit Committee ensures that both Audit and Compliance are not motivated by incentives to assume excessive risks and/or in conflict with their duties or the Remuneration Policy.

### **10. Other Issues**

The Committee shall examine any issue which is referred to it by the Chair of the BoD or the BoD, and the Chair of the Committee shall submit a report to the BoD after the relevant Committee meeting.

## **E. REVIEW**

This Charter is reviewed annually by the Committee and revised when considered necessary, with the approval of the Board of Directors.