

CODIFIED ARTICLES OF ASSOCIATION

OF THE SOCIETE ANONYME

UNDER THE CORPORATE NAME “QUALCO GROUP S.A.”

WITH GENERAL COMMERCIAL REGISTER (G.E.M.I.) NUMBER No 182289601000

*(as in force following its amendment by meeting of the Extraordinary General Assembly on 24
March 2025)*

CHAPTER 1

INCORPORATION – CORPORATE NAME – CORPORATE PURPOSE – REGISTERED OFFICE- DURATION

ARTICLE 1

INCORPORATION – CORPORATE NAME – DISTINCTIVE TITLE

A société anonyme with the corporate name **QUALCO GROUP S.A.** is incorporated. In the international transactions of the Company, the Company shall use the corporate name **QUALCO GROUP S.A.** and the distinctive title **QUALCO GROUP**.

ARTICLE 2

SCOPE

The scope of the Company is the following:

(a) The direct or indirect acquisition, exploitation, management, and disposal of shares and generally equity or participation rights or interests, of any form and any sector of economic activity (holding company activities), without limitation related to:

- the management of claims arising from loans and credits granted or to be granted by credit institutions, as well as any related or ancillary operations;
- the provision of administrative, tax, accounting, and IT services, secretarial coverage, support, organization, personnel services, sales promotion methods, financial management, and generally the provision of services in relation to the organization, management, and administration of companies, including the provision of advice and services on economic, investment, and business

planning and programming. Additionally, services related to design, organization, presentation, improvement, and promotion of a company's business activities;

- the preparation of studies and the provision of consultancy and services related, in particular, to the organization of staff training and the more efficient operation of businesses and organizations, whether already operating or to be established in Greece or abroad, as well as in matters concerning investment projects of such businesses and participation in the companies that will be created from the implementation of the aforementioned investment plans;
- the provision of services as Financial, Investment, Technical, Technological, Environmental, Cultural, Communication, Development, Educational, Scientific Advisor, and generally the provision of consultancy services of any kind, character, and content to individuals or legal entities of the private or public sector, as well as to local government organizations or the state;
- the development and undertaking of any lawful activity that aims to maximize and solidify the reputation and name of the company's clients;
- the preparation of market studies;
- the organization of events and related activities to promote and support the activities of the company's clients;
- the development and implementation of programs to influence public opinion in Greece or abroad through the promotion and creation of good relations with public opinion-forming entities (lobbying);
- the provision of Communication Consultancy services to private or public sector organizations, and generally the undertaking and performance of all activities related to the above purposes, including the provision of communication services;
- the representation, purchase, sale - distribution, and generally the marketing and installation of computers and IT Systems hardware (including monitors, printers, other peripherals, cables, network routers, telephone centers), as well as related consumables, spare parts, related products, and system software (e.g., operating systems, databases, email software, etc.);
- the provision of services in relation to the parametrization, purchase, installation, reparation, maintenance, support, upgrading, outsourcing of IT hardware and system software;

- the representation, purchase, sale, distribution, and generally the marketing of standardized software applications and software packages (Shrink-wrapped Software Applications & Packages);
- the design, development, maintenance, and sale- distribution of tailor-made applications on demand, as well as of standardized software products/packages;
- the provision of consultancy and other services of any kind related to the procurement and operation of software applications (parametrization, installation, customization, training, support, etc.);
- the provision of services to Credit and other Institutions, portfolio management companies, and other legal entities governed by private Law and generally any person (individual or legal entity) or joint ventures, regardless of type or form, whose activity involves portfolio management or the management of own claims, regardless of their core business;
- the provision of services through websites to third parties and/or on behalf of third parties;
- the management of claims arising from loans and credits, as well as from commercial and other transactions;
- the implementation of complex IT projects and IT systems integration, combining one or more of the above activities; and
- the provision of all types of communication services, including the organization and promotion of public relations;

(b) any activity related to the above.

2. For the purposes of the Company's corporate object in compliance with the applicable legislation from time to time:

(a) to carry out its activities either independently or by establishing or participating in other businesses, companies, joint ventures or businesses of any type and purpose, whether Greek or foreign, that have been or will be established, with a similar or related purpose, or to acquire control over part or all of their assets and liabilities, or to engage in any corporate structure as may be provided by the applicable legislation from time to time;

(b) to cooperate with any individual or legal entity of the private or public sector, domestic or foreign, in any manner whatsoever,

(c) to represent any business, domestic or foreign, of any corporate type with a similar or related purpose, and to act as an agent, collaborate with third parties, and establish subsidiary companies in Greece and abroad,

(d) to engage in any kind of legal transaction that directly or indirectly serves its purpose, including, but not limited to, the conclusion of credits and loans, and the raising of funding,

(e) to provide guarantees to third parties to secure the obligations of companies in which the Company participates or with which it collaborates, or for the benefit of any affiliated or third party, providing all kinds of securities, whether personal or in rem.

(f) to invest in shares, securities, and any kind of financial instruments, whether listed or not, on domestic or foreign stock exchanges.

(f) to engage in corporate transformations, mergers, or absorption transactions with other companies.

ARTICLE 3

REGISTERED SEAT

1. The Municipality of Marousi, Attica is set as the Company's registered seat.

2. The Company's Board of Directors may decide to relocate the Company's offices to any address within the Municipality of its registered office, as well as establish branches, agencies, and offices anywhere in Greece or abroad, determining the terms of operation and closure of these offices.

ARTICLE 4

DURATION

The company's duration is set to ninety-nine (99) years starting from 8 February 2025, i.e. the date of the filing of the present Articles of Association with the General Commercial Register (GEMI as per its Greek initials).

CHAPTER II

SHARE CAPITAL - SHARES

ARTICLE 5

SHARE CAPITAL - SHARES

1. The Company's share capital was originally set at Euro twenty-five thousand (€25,000.00), divided into twenty-five thousand (€25,000.00) common registered shares, of a par value of Euro one (€1.00) each and has been subscribed and paid in full. The initial share capital of the Company has been subscribed and paid as follows: The company under the corporate name "WOKALON FINANCES LIMITED", with VAT number 996423300, having its registered seat in Nicosia, Cyprus (Acropolis Street, No. 66, 2012 Strovolos), contributed a total amount of Euro twenty-five thousand (€25,000.00) and subscribed for twenty-five thousand (25,000.00) common registered shares, of a total nominal value of Euro twenty-five thousand (€25,000.00), which represented one hundred percent (100%) of the share capital of the Company.

2. Following resolution of the Extraordinary General Meeting of the Company's shareholders passed on 13 March 2025, it was decided to increase the share capital of the Company by the amount of Euro fifty eight million nine hundred four thousand eight hundred four (€58,904,804.00) through the issuance of fifty eight million nine hundred four thousand eight hundred four (58,904,804) new, common, registered shares with voting rights, each with a nominal value of Euro one (€1.00) and issue price of Euro eight and sixty eight cents (€8.68), by contribution in kind, in accordance with the provisions of Article 17 of Law 4548/2018, specifically through the in-kind contribution of one hundred percent (100%) of the shares of the company under the corporate name "WOKALON FINANCES LIMITED", with VAT number 996423300, having its registered seat in Nicosia, Cyprus (Acropolis Street, No. 66, 2012 Strovolos), and the company under the corporate name "Amely S.à r.l.", with VAT number 996420818, having its registered seat in Luxembourg (2, rue du Fossé, L-1536), in the share capital of the company under the corporate name "Qualco Holdco Limited", which has been incorporated under the laws of the United Kingdom, with commercial registry number (Companies' House) 10878966, having its registered seat at Building 1, The Heights, Brooklands, Weybridge, England, KT13. As a result of the above-mentioned share capital increase, a) the Company became the sole shareholder of the company "Qualco Holdco Limited", and b) the share capital of the Company was increased to Euro fifty eight million nine hundred twenty nine thousand eight hundred four (€58,929,804.00), divided into fifty-eight million nine hundred twenty-nine thousand eight hundred four (58,929,804) common registered shares with voting rights, each of a nominal value of Euro one (€1.00) and the above par amount is Euro four hundred fifty-two million three hundred eighty-eight thousand eight hundred ninety-five four and seventy two cents (€452,388,894.72).

ARTICLE 6

INCREASE IN SHARE CAPITAL –RIGHT OF PRE-EMPTION

1. For a period not exceeding five years from the incorporation of the company, the Board of Directors has the right, by its decision, taken by a majority of at least two-thirds (2/3) of its members, to increase the capital, in part or in whole, by issuing new shares, for an amount that cannot exceed three times the initial share capital. The General Assembly, during the first five years of the incorporation of the Company, has the right, by decision taken according to the provisions of simple quorum and majority as stipulated in Article 14 of the present, to increase the share capital either partially or totally by issuing new shares, up to eight times the initial share capital in aggregate.

2. The decision of the General Assembly to increase the share capital must specify at least the amount of the share capital increase, the method of and deadline for subscription, as well as the number and type of the shares to be issued, their nominal value, and their price.

3. The General Assembly, which decides to increase the share capital according to paragraphs 3 and 4 of Article 130 and paragraph 2 of Article 132 of Law 4548/2018, may authorize the Board of Directors to decide on the price of the new shares or the interest rate and its determination method, in the case of issuing shares with the right to receive interest, within a period specified by the General Assembly which cannot exceed one (1) year. In this case, the deadline for payment of the share capital pursuant to Article 20 of Law 4548/2018 starts from the decision of the Board of Directors, which determines the price of the shares or the interest rate or its determination method, as applicable. The authorization is subject to publication formalities.

4. In every case of a share capital increase that is not done through a contribution in kind or the issuance of convertible bonds, the right of pre-emption is granted to the entire new capital or bond issue, in favor of the shareholders at the time of issuance, based on their participation in the existing share capital.

5. The right of pre-emption must be exercised within the deadline set by the corporate body that decided on the increase of the share capital, according to Article 26 of Law 4548/2018. This deadline, subject to compliance with the capital payment deadline as stipulated in Article 20 of Law 4548/2018, shall not be less than fourteen (14) days. In the case of paragraph 3 above, the deadline for exercising the pre-emptive rights does not start before the Board of Directors' decision regarding the determination of the price of the new shares or the interest rate. After the expiration of the above deadlines, any shares not subscribed for according to the above will be freely disposed of by the Board of Directors of the Company at a price no lower than the price paid by the existing shareholders. If the corporate body that decided on the increase of the share capital fails to specify the deadline for exercising the right of pre-emption, the

deadline or any extension of, said deadline shall be set by decision of the Board of Directors within the time limits set by Article 20 of Law 4548/2018.

6. The invitation to exercise the right of pre-emption, which must include the deadline within which the right must be exercised, shall be published by the Company. Subject to the provisions of paragraph 3 above, the invitation and the notification of the pre-emptive right exercise deadline, as above, may be omitted if shareholders representing the entire share capital of the Company attended the General Assembly and were informed of the deadline for exercising the pre-emptive right or declared their decision to exercise or not exercise the pre-emptive right. The publication of the invitation may be replaced by a registered letter "with acknowledgment of receipt".

7. By decision of the General Assembly, taken according to the provisions of paragraphs 3 and 4 of Article 130 and paragraph 2 of Article 132 of Law 4548/2018, the pre-emptive right referred to in paragraph 4 above may be limited or abolished. To adopt such a decision, the Board of Directors is required to submit a written report to the General Meeting, outlining the reasons for limiting or abolishing the pre-emptive right and justifying the price or minimum price proposed for the issuance of the new shares. The Board of Directors' report and the General Assembly's decision are subject to publication formalities.

8. The share capital may be increased partially by cash contributions and partially by contributions in kind. In this case, a provision of the corporate body that decides on the share capital increase, according to which shareholders contributing in kind will not participate in the share capital increase by cash contributions, does not constitute a restriction on the pre-emptive right if the ratio of the value of the in-kind contributions to the total increase is at least the same as the ratio of the participation of the shareholders contributing in cash. In the case of a share capital increase with both cash and in-kind contributions, the value of the in-kind contributions must be appraised according to Articles 17 and 18 of Law 4548/2018 before the relevant decision is taken.

9. If there are multiple categories of shares, each decision of the General Assembly concerning the increase of capital and the decision providing authority to the Board of Directors to increase the capital, is subject to the approval of the category or categories of shares whose rights are affected by such decisions. Said rights are considered not affected, especially if the increase is done without new contributions, and provided that the new shares issued in each category offer the same rights as the corresponding old shares and are allocated to the shareholders of the respective category in proportion to the shares they already hold, so that the participation ratios of each category are not altered. The approval is provided by a

decision of the shareholders of the affected category, taken in a special meeting with the quorum and majority specified in paragraphs 3 and 4 of Article 130 and paragraph 2 of Article 132 of Law 4548/2018. The general provisions regarding the convening of the special meeting, participation, provision of information, adjournment of the meeting, voting, and cancellation of decisions, apply by analogy to the General Meeting of shareholders.

10. The payment of cash for subscription of the initial share capital or any increases thereof, as well as shareholder deposits intended for future increases of the share capital, must be made by deposit into a special account of the Company, held with the books of any credit institution legally operating in Greece or in a country of the European Economic Area (EEA). With respect to the events of the previous paragraph, a relevant reference is made in the minutes of the meeting of the Board of Directors that includes as agenda item the certification of the payment of the share capital, for which the preparation of a report by a certified auditor or audit firm shall be issued, under the responsibility of the Board of Directors, or the certification of the non-payment of the share capital, within the time limits set by Article 20 of Law 4548/2018.

ARTICLE 7

SHARES

1. The Company's shares are registered shares.
2. The Company does not issue share certificates. The shareholder status is evidenced by the relevant entry into the shareholders' register, which may be kept electronically or, by decision of the Board of Directors, with a central securities depository or distributed ledger technology infrastructure (DLT). The shareholder status may be evidenced by any legal means and, in any case, on the basis of information received by the Company or confirmation or other form of attesting declaration from the central securities depository or distributed ledger technology infrastructure (DLT), or through the relevant intermediaries, as applicable.
3. The transfer of shares takes place, as applicable, through securities accounts maintained by a central securities depository or an intermediary, or with a relevant registration in the registry of the central securities depository or the registry of the distributed ledger technology infrastructure, in accordance with the applicable provisions.

4. Following the completion of the dematerialization process of the Company's shares according to applicable legislation, and their listing on the Athens Stock Exchange, and until their delisting, the shares of the Company are dematerialized and registered without serial numbers in the records of the société anonyme "Athens Exchange Group S.A.", which acts as the administrator of the Dematerialised Securities System and as a central securities depository, in accordance with the applicable provisions, and are being monitored by entries in those records. The transfer of the Company's shares that are listed on the Athens Stock Exchange takes place through securities accounts with a corresponding entry in the above records, in compliance with the applicable provisions. The shareholder vis-à-vis the Company is the one registered in the records of the central securities depository or any person identified as a shareholder through registered intermediaries, in accordance with the applicable legislation.

CHAPTER III

SHAREHOLDERS

ARTICLE 8

SHAREHOLDER'S RIGHTS AND OBLIGATIONS

1. The shareholders exercise their rights with respect to the Company only through their participation at the general meeting. The rights and obligations of each share are attached to its lawful owner, and ownership of the share automatically entails acceptance of the Company's Articles of Association as well as the decisions of the general meeting of shareholders and the Board of Directors, which are made within the scope of their jurisdiction and according to the law.
2. Each share grants the right to one vote at the General Assembly. In the case of joint ownership of a share, the right to vote is exercised by a single common representative.

CHAPTER IV

GENERAL ASSEMBLY

ARTICLE 9

POWERS OF GENERAL ASSEMBLY

1. The General Assembly of the shareholders of the Company is its supreme body and is entitled to make decisions on any corporate matter and on any issue concerning the Company, for which, according to the law or the Articles of Association, a decision by the General Assembly is required. The decisions of the

General Meeting bind even shareholders who are absent or dissenting. The General Assembly has all the powers and rights provided by Law 4548/2018.

2. The General Assembly is the only competent body to decide on the following:

a) amendments to the Articles of Association, including increases and decreases in the share capital,

b) election of members of the Board of Directors and auditors, and determining their remuneration,

c) approval or amendment of the annual financial statements prepared by the Board of Directors,

d) distribution of the annual profits of the Company,

e) merger, division, conversion, revival, extension of the duration, or dissolution of the Company,

f) appointment of liquidators,

g) approval of the granting of remuneration or advance payments of remuneration according to Article 109 of Law 4548/2018,

h) approval of the overall management of the Board of Directors after the approval of the financial statements according to Article 108 of Law 4548/2018, and the discharge of auditors,

i) approval of the auditors' report on the audit of the Company's books and accounts,

j) approval of the Remuneration Policy and the Remuneration Report, according to Articles 110 and 112 of Law 4548/2018,

k) any other matter referred to in Law 4548/2018 as a matter exclusively under the jurisdiction of the General Assembly.

3. The provisions of the previous paragraph do not apply to:

a) share capital increases decided by the Board of Directors under paragraphs 1 of Article 24 and 2 of Article 25 of Law 4548/2018, as well as increases imposed by provisions of other laws,

b) amendments or adjustments to the Articles of Association by the Board of Directors, in cases explicitly specified by law,

c) the appointment of the first Board of Directors by the Articles of Association,

d) the election according to the Articles of Association, in accordance with paragraph 1 of Article 82 of Law 4548/2018, of directors to replace those who have resigned, passed away, or lost their status in any other way,

e) the merger by absorption of a société anonyme by another société anonyme that holds 100% of its shares, the decision of the absorbing company to merge with the absorption of another company in which it holds 90% or more of its shares or parts, as well as the decision of a divided société anonyme for its division when the beneficiary companies hold all of its shares, in accordance with the relevant provisions,

f) the possibility of distributing interim dividends under paragraphs 1 and 2 of Article 162 of Law 4548/2018,

g) the possibility of distribution under paragraph 3 of Article 162 of Law 4548/2018 of profits or optional reserves during the current financial year by a decision of the Board of Directors, subject to publication formalities.

ARTICLE 10

CONVOCACTION OF THE GENERAL ASSEMBLY

1. The General Assembly of the shareholders of the Company, whether ordinary or extraordinary, is convoked by the Board of Directors which is responsible for determining the agenda items. The meeting takes place mandatorily at the registered seat of the Company or in the jurisdiction of another municipality within the same region as the registered office or in an adjacent municipality at least once every fiscal year, and no later than the tenth (10th) calendar day of the ninth month following the end of the fiscal year, in order to decide on the approval of the annual financial statements and the election of auditors (ordinary General Meeting) or whenever the Law requires it. The original General Assembly may also decide on any other matter within its jurisdiction.

The Board of Directors may decide that the General Assembly will not be held in a specific location, as per this article, but instead will be conducted entirely with shareholders participating remotely using the electronic means specified in Article 125 of Law 4548/2018. The General Assembly may also be conducted in this manner if all shareholders consent.

2. The Board of Directors may convene an extraordinary General Assembly of the shareholders when it deems it necessary or appropriate.

ARTICLE 11

INVITATION – GENERAL ASSEMBLY AGENDA

1. The invitation to the General Meeting, in accordance with paragraph 3 of Article 121 of Law 4548/2018, must include at least the following details: the location with the exact address, the date and time of the meeting, the agenda items clearly stated, the shareholders entitled to participate, and precise instructions on how shareholders can participate in the meeting and exercise their rights either in person, by proxy, or potentially remotely. The invitation to the General Meeting may also specify the location and time of any legally required reconvened meetings, in the event of failure to achieve a quorum. The period of time between the initial invitation and the reconvened meetings cannot exceed 20 calendar days, nor be shorter than 10 full days from each canceled meeting.
2. The invitation to shareholders for the ordinary or extraordinary General Meeting is published by registering it in the Company's section of the General Commercial Registry (G.E.M.I.), at least twenty (20) full days before the meeting date, and in any case within the deadlines set by applicable law. The full text of the invitation is also published on the Company's website within the same deadline, and it is made publicly available in a way that ensures quick and non-discriminatory access to it, using methods deemed reasonably reliable by the Board of Directors to ensure effective dissemination of information to the investment community.
3. An invitation for convening the General Assembly is not required if shareholders representing the entire share capital attend or are represented, and none of them objects to holding the meeting or making decisions.
4. At least ten (10) full days before the Ordinary General Assembly, the Company makes the annual financial statements, along with the relevant reports from the Board of Directors and the auditors, available to its shareholders. The Company has the option to fulfill this obligation by posting the related documents on its website. The Company also provides the shareholders with the information specified in paragraphs 3 and 4 of Article 123 of Law 4548/2018, in accordance with the provisions of the relevant article.
5. The invitation should include further information regarding:
 - a) the rights of shareholders as per paragraphs 2, 3, 6, and 7 of Article 141 of Law 4548/2018, with reference to the deadline within which each right can be exercised, or alternatively, the final date by which

these rights can be exercised. Detailed information regarding these rights and the terms of their exercise should be available, with a clear reference to the Company's website in the invitation.

b) the procedure for exercising the right to vote via proxy, including the forms used for this purpose by the Company, as well as the methods and processes specified in the Articles of Association under paragraph 5 of Article 128 of Law 4548/2018, for receipt by the Company of electronic notifications of proxy appointments and revocations.

c) the procedures for exercising the right to vote through electronic means, if applicable, as provided for in Article 126 of Law 4548/2018.

d) the address of the Company's website where the information referred to in paragraphs 3 and 4 of Article 123 of Law 4548/2018 is available.

ARTICLE 12

PARTICIPATION AND VOTING IN THE GENERAL ASSEMBLY

REPRESENTATION

1. For as long as the Company's shares are listed on the Athens Stock Exchange and until their delisting, any person who holds shareholder status at the start of the fifth (5th) day before the day of the initial General Assembly session (record date) has the right to participate and vote in the General Assembly (initial and reconvened meetings) or, as the case may be, in the extraordinary meetings of the holders of a specific category of shares. This record date also applies in the case of a reconvened or postponed General Assembly, provided that the reconvened or postponed General Meeting does not take place more than thirty (30) days after the record date. If this is not the case or if a new invitation is published, the person who holds shareholder status and is entitled to participate in the General Assembly will be the one who holds shareholder status at the start of the third (3rd) day before the day of the reconvened or postponed General Assembly. Proof of shareholder status may be provided by any lawful means and, in any case, based on information obtained by the Company from the central securities depository, if it provides registry services, or in any other case, through the participants and registered intermediaries at the central securities depository.

2. Shareholders entitled to participate in the General Assembly may be represented by a person they have legally authorized. The appointment and revocation or replacement of the shareholder's representative or proxy must be made in writing or by email and submitted to the Company no later than forty-eight (48)

hours before the start of the General Assembly. In the case of voting through a proxy, the shareholder's proxy must inform the Company, before the start of the General Assembly session, of any specific facts concerning the proxy that are mentioned in Article 128, paragraph 5 of Law 4548/2018.

3. Failure to follow the procedures outlined in the previous paragraph does not deprive the shareholder's proxy of the right to attend, participate, and vote at the General Assembly, unless the General Assembly refuses the participation for a valid reason justifying such refusal.

ARTICLE 13

OTHER WAYS TO PARTICIPATE IN THE GENERAL MEETING

1. The General Assembly can be conducted via videoconference, without the shareholder's/shareholders' physical presence at the place where the meeting is being held, upon a relevant decision by the Board of Directors and provided the following conditions are met:

- a) each shareholder can hear the other participating shareholders; and
- b) if they wish, they can address all the other participants simultaneously.
- c) it must be possible to accurately record the vote of the remote participant.

2. Remote participation in the General Assembly may take place either directly via videoconference or through any other form of telecommunication, or by combining said methods, in accordance with the applicable legislation. Furthermore, the Board of Directors may prioritize remote participation in shareholder voting through ballots, which may either be sent to the Company or submitted online, as provided in Article 126 of Law 4548/2018. The Board of Directors will decide on the details and terms of such remote voting. Shareholders making use of the aforementioned means of participation and/or voting will be counted for the formation of a quorum and majority, in accordance with Articles 14 and 15 hereof.

ARTICLE 14

QUORUM AND MAJORITY OF GENERAL ASSEMBLY

For the purposes of convocation, quorum, majority decision making and responsibilities of the General Assembly as well as the right to participate and vote in the General Assembly, the provisions of Law 4548/2018 as in force, shall apply.

ARTICLE 15

CHAIRMAN – SECRETARY OF GENERAL ASSEMBLY

1. The General Assembly is temporarily chaired by the Chair of the Board of Directors, or in case of absence, by their legal representative. Secretary duties are temporarily performed by the person appointed by the Chair.
2. Following approval of the list of shareholders with the right to vote, the Meeting proceeds with the election of its Chair and a Secretary, who also performs the duties of vote-caster.

ARTICLE 17

AGENDA ITEMS– MINUTES OF GENERAL ASSEMBLY

1. The discussions and decisions of the General Assembly are recorded in summary in a special book of minutes. Upon request of a shareholder, the Chair is obliged to register an accurate summary of said shareholder's opinion in the minutes. The same book also contains a list of the shareholders that were present or represented at the General Meeting.
2. The minutes of the General Assembly are signed by the Chair of the General Assembly and the Secretary. The signatures of shareholders or their representatives may be replaced by an exchange of messages by electronic mail (e-mail) or other electronic means, in accordance with paragraph 2 of article 136 of Law 4548/2018.
3. Official excerpts of the minutes are issued only by the Chair or by the Chair's legal substitute. After the dissolution of the Company and during its liquidation, excerpts of the minutes are certified by a liquidator or by someone appointed by the liquidator.

ARTICLE 18

DECISION ON THE DISCHARGE OF THE BOARD OF DIRECTORS AND AUDITORS

1. After the approval of the annual financial statements, the General Assembly, through a special vote conducted by a roll-call, decides on the approval of the overall management pursuant to Article 108 of Law 4548/2018 and the discharge of the auditors from any liability for compensation.
2. In the vote regarding the approval of the overall management, according to this article, the members of the Board of Directors and the employees of the Company are entitled to participate only through the shares they own or as representatives of other shareholders, provided they have received the relevant authorization with express, clear and specific voting instructions.

CHAPTER V

BOARD OF DIRECTORS

ARTICLE 19

COMPOSITION – TERM OF THE BOARD OF DIRECTORS

1. The Company is managed by the Board of Directors, which, subject to paragraph 2 hereof, is elected by the General Meeting of shareholders for a term of [three (3)] years, which is automatically extended upon its expiry until the expiry of the period within which the next ordinary General Meeting must be convened and until the adoption of the relevant resolution, the overall term not exceeding [4] four years, and consists of three (3) to seven (7) regular members, which are distinguished into executive, non-executive, and independent non-executive members meeting the independence criteria of Article 9, paragraphs 1 and 2 of Law 4706/2020, as in force from time to time.
2. "**Amely S.à r.l.**" shall have the right to directly appoint one (1) member to the Board of Directors, pursuant to Article 79 of Law 4548/2018 and Law 4706/2020, who shall meet the suitability criteria in accordance with the Company's suitability policy as each time in force in accordance with applicable laws and regulations (the "**Investor's Advisor**") as long as Amely S.à r.l. remain a shareholder of the Company and represent at least 5% of the paid-in share capital of the Company. The exercise of this right by Amely S.à r.l. shall take place prior to the election of the Board of Directors by the General Meeting, in which case Amely S.à r.l. will exercise the above right by notifying the appointment of one (1) Board member to the Company fifteen (15) full days before the General Meeting, and shall not participate in the election of the other Board members.
3. The Investor's Advisor may be dismissed by them at any time, in compliance with the provisions of Law 4548/2018 and Law 4706/2020, if applicable. In cases of significant reasons concerning the appointed person, the court may dismiss the member upon the request of shareholders representing one-tenth (1/10) of the paid-in share capital, through the non-contentious proceedings' process (*εκουσία δικαιοδοσία*).
4. In cases where the Investor's Advisor is dismissed, as stipulated above, Amely S.à r.l. shall have the right to appoint a new Investor's Advisor to replace the dismissed one. If they fail to do so, the Board of Directors will continue to operate with the remaining members, unless their number falls below three (3) board members.

5. Members of the Board of Directors may be shareholders, third parties, or legal entities. In the latter case, the legal entity must appoint a natural person to exercise its powers as a member of the Board of Directors. This appointment is subject to publication formalities in accordance with Article 13 of Law 4548/2018. When appointing members to the Board of Directors, the suitability criteria outlined in the Suitability Policy adopted by the Company are considered. In the event of an unjustified absence of an independent member in at least two (2) consecutive Board meetings, such a member shall be deemed to have resigned.

6. Members of the Board of Directors whose term has expired may be re-elected without any restrictions and are freely revocable.

7. If any positions of Board members become vacant for any reason, the remaining members, provided there are at least three, shall elect the replacement(s) for the vacant position(s) for the remainder of their term. The election decision is subject to publication under Article 13 of Law 4548/2018 and will be announced by the Board of Directors at the next General Assembly, which may replace the elected members, even if this issue is not included in the meeting's agenda. Actions of the Board of Directors take by this composition, with the participation of a replacement Board member elected by the remaining members, are fully valid and bind the Company towards third parties.

8. The remaining members may alternatively continue the management and representation of the Company without replacing the missing members, provided that their number exceeds half of the members originally appointed prior to the occurrence of the event, and in any case, provided that the members are not fewer than three and provided that the requirements of Law 4706/2020, as in force, are met. In any case, the remaining members of the Board of Directors, regardless of their number, may convene a General Assembly with the sole purpose of electing a new Board of Directors.

9. Actions of the Board of Directors, even if falling outside the corporate purpose/object, bind the Company towards third parties, unless it is proven that the third party was aware of the fact that the action exceeds the corporate purpose or, taking into account the circumstances, could not have been unaware of it. The mere compliance with publication formalities regarding the Company's articles of association or amendments thereof does not constitute evidence. Limitations on the authority of the Board of Directors set by the articles of association or by a decision of the General Assembly shall not be opposed vis-à-vis bona fide third parties, even if they have been subject to publication formalities.

ARTICLE 20

POWERS OF THE BOARD OF DIRECTORS

1. The Board of Directors is responsible for all acts related to the administration and the representation of the Company, the management of the Company's assets and in general the pursuit of its purpose. It decides for all the matters relating to the Company, within the scope of the Company's corporate object, except for those which, in accordance with the law or the Articles of Association, fall under the exclusive competence of the General Assembly. The Board of Directors is also responsible for overseeing and implementing the Corporate Governance System and for posting the detailed biography of the members of the Board of Directors on the Company's website, in accordance with the provisions of Article 4 of Law 4706/2020.
2. The Board of Directors decides on the issuance of bond loans in accordance with the provisions of Law 4548/2018.
3. The Board of Directors may delegate the exercise of part or all of its management and representation powers, except for those requiring collective action, to one or more members of the Board of Directors, employees of the Company, or third parties, while defining the scope of such delegation. In any case, the powers of the Board of Directors are subject to the provisions of Articles 19 and 99 of Law 4548/2018, as amended and in force. These individuals may further delegate the powers entrusted to them or parts thereof to other members of the Board of Directors, employees of the Company, or third parties, provided this is foreseen in the relevant decision of the Board of Directors.
4. The members of the Board of Directors are liable to the Company for any acts or omissions in the management of the Company's affairs in accordance with the applicable law.

ARTICLE 21

COMPOSITION OF THE BOARD OF DIRECTORS

1. The Board of Directors, after its election, shall meet for its constitution into a body by electing the Chair and, one or more Vice-Chair(s). The Board of Directors consists of executive, non-executive, and independent non-executive members. The independent non-executive members are elected by the General Assembly or appointed by the Board of Directors in accordance with paragraph 4 of article 9 of Law 4706/2020, as applicable, they must not be less than one third (1/3) of the total number of members, and in any case, not fewer than two (2). If a fraction arises, it is rounded to the nearest integer. The Company has an Audit Committee, in accordance with Article 44 of Law 4449/2017, consisting of at least

three (3) members, in accordance with the applicable legislation, as well as a Remuneration Committee and Nomination Committee, under Articles 10 to 12 of Law 4706/2020, each consisting of at least three (3) members, in accordance with the applicable legislation. The duties of the Remuneration Committee and Nomination Committee may be assigned to a single committee.

2. Certain powers or duties of the Board of Directors may be delegated to the Executive Committee of the Company. The composition, duties, decision-making process, and any other matters regarding the operation of the Executive Committee are regulated and modified by a decision of the Board of Directors. Its powers are regulated and modified each time by the relevant decision of the Board of Directors regarding the representation of the Company and the delegation of its powers.

3. The Board of Directors may elect one or more Chief Executive Officers (CEOs) from its members, while simultaneously defining their responsibilities.

4. The Chair of the Board of Directors presides over the meetings. In the absence or incapacity of the Chair, the Vice-Chair fully substitutes for the Chair. If the Vice-Chair is unable to perform their duties, a Director is appointed by a decision of the Board of Directors in replacement.

ARTICLE 22

CONVOCATION OF THE BOARD OF DIRECTORS - REPRESENTATION – MAJORITY – MINUTES

1. The Board of Directors meets upon the invitation of the Chair or their substitute, which is sent in writing and/or by email to the personal email address of each member, at least two (2) business days prior to the meeting, whenever required by law or the needs of the Company, in the city where the Company's registered seat is located. The invitation must clearly state the agenda items; otherwise, decisions can only be taken if all Board members are present or represented and no one objects to decisions being taken. Exceptionally, in the first meeting after its election, the Board of Directors will convene upon the invitation of the oldest member.

2. The Board of Directors may validly meet, apart from the aforementioned locations, anywhere in Greece or abroad, provided that all members are present or represented and no one object to the holding of the meeting or to the taking of decisions. Any director may appoint another director as their representative for a specific meeting via letter, telegram, or email, which will be validated by a letter. However, no director can represent more than one director.

3. The Board of Directors may also meet by videoconference, provided that each participating director is able to:

a) listen to or communicate in real-time with any director who is given the floor during the meeting, and
b) if desired, address all other participating directors simultaneously in real-time, either directly through videoconference or through any other communication method (whether currently in use at the time of the drafting of this article or not), or through a combination of the aforementioned methods.

c) the Board of Directors is in quorum and convenes validly when at least half plus one of the Directors are present or represented. At no time may the number of Directors present or represented be less than three (3). Any resulting fraction shall be omitted while determining the quorum. Decisions of the Board of Directors are made by an absolute majority of the total votes. Each director has one (1) vote, and when representing an absent director, two (2) votes.

4. The decisions of the Board of Directors are certified in minutes, which are recorded in a special book, in accordance with the provisions of Article 93 of Law 4548/2018, which is kept in electronic form, and are signed by the members present at the meeting. The opinions of dissenting members are also recorded in this book upon their request. Copies and excerpts of the minutes are issued and certified by the Chair of the Board of Directors or their legal substitute or the Company's Legal Advisor.

5. The preparation and signing of minutes by all members of the Board of Directors or their representatives is equivalent to a decision of the Board of Directors, even if no meeting has taken place. This provision applies also if all directors or their representatives agree to record a majority decision in minutes without a meeting. The relevant minutes are signed by all directors. The signatures of the directors or their representatives may be replaced by exchanging emails or other electronic means. In this last case of signature replacement via email or other electronic means, the Company ensures that the identity of the voting Board member is verified. The minutes prepared in accordance with the above are recorded in the book of minutes, as stipulated in Article 93 of Law 4548/2018.

ARTICLE 23

COMPENSATION OF BOARD MEMBERS

1. Members of the Board of Directors may be granted remuneration or other benefits, the amount of which is determined and binding upon the Company by special resolution the General Assembly, subject

to remuneration or benefits stipulated in the Remuneration Policy of the Company, as approved from time to time by its General Assembly.

2. Subject to the provisions of the Company's Remuneration Policy and the provisions of Law 4548/2018, the Ordinary General Assembly may, by its decision, set the amounts of any remuneration consisting of a share in the profits of the previous financial year, which is paid out of the remaining net profits after deducting amounts allocated to the statutory reserve and the distribution of the minimum dividend to the shareholders.

3. The Company's Remuneration Policy, as approved by the General Assembly from time to time, may apply not only to the members of the Board of Directors and the general manager or their deputy, but also to other executives of the Company as defined in International Accounting Standard 24, paragraph 9, and specified in the Company's Remuneration Policy.

ARTICLE 24

NON-COMPETE CLAUSE

1. The members of the Board of Directors involved in the management of the Company, as well as the Company's managers, are prohibited from performing, for their own account or on behalf of third parties, without the authorization of the General Assembly, actions falling within the corporate purpose/object of the Company. They are also prohibited from being partners or sole shareholders or partners in companies pursuing such purposes.

2. In the case of intentional violation of the above provision, the Company has the right to claim compensation, according to the provisions of Law 4548/2018.

CHAPTER VI

ANNUAL ACCOUNTS - DISTRIBUTION OF PROFITS

ARTICLE 25

FINANCIAL YEAR

The financial year is twelve months long, starting on the first (1st) of January and ending on the thirty-first (31st) of December of each year. Exceptionally, the first financial year starts from the establishment of the company on February 8, 2025, and ends on December 31, 2025.

ARTICLE 26

ANNUAL FINANCIAL STATEMENTS - AUDIT - DISTRIBUTION OF PROFITS

1. The Company's annual financial statements are prepared at the end of each financial year by the Board of Directors and are published in accordance with the relevant laws. As long as the Company's shares are listed on the Athens Stock Exchange, the Company also publishes semi-annual financial statements in accordance with the provisions of Law 3556/2007, as applicable. The Company publishes the following on the General Commercial Registry (G.E.M.I.) and on its website:

- a) the validly approved annual financial statements by the Ordinary General Assembly,
- b) the annual management report of the Board of Directors (including the corporate governance statement),
- c) the opinion of the certified auditor or audit firm, where required, within twenty (20) days of their approval by the Ordinary General Assembly.

The annual financial statements and the management report are published in the form and content based on which the certified auditor or audit firm have issued their audit certificate. They are also accompanied by the full text of the audit report. The annual financial statements are also submitted to the Hellenic Capital Market Commission.

2. The audit of the annual financial statements is carried out in accordance with the provisions of Law 4548/2018, Law 4308/2014, Law 4449/2017, and any other applicable legal provisions, as in force from time to time.

3. The Company prepares its annual financial statements based on the International Financial Reporting Standards and in accordance with the provisions of Articles 145 et seq. of Law 4548/2018.

4. The annual management report of the Board of Directors is prepared according to Articles 150 et seq. of Law 4548/2018, the relevant provisions of Law 3556/2007, and any other applicable provisions. It includes, among other things, the non-financial disclosure and the corporate governance statement.

5. Subject to the provisions of Article 159 of Law 4548/2018, the distribution of the Company's net profits is carried out as follows:

- a) the allocation for the formation of the statutory reserve is made first, meaning that at least one twentieth (1/20) of the net profits is deducted for this purpose. According to the law, this deduction ceases being mandatory when the reserve reaches at least one third (1/3) of the share capital,
- b) next, the distribution of the minimum dividend is made in accordance with Article 161 of Law 4548/2018,
- c) the General Assembly freely allocates the remaining amount.

CHAPTER VII

DISSOLUTION – LIQUIDATION

ARTICLE 27

DISSOLUTION

1. The Company is dissolved:

- a) when the duration of the Company expires, unless an extension of the duration is decided in advance by the General Assembly.
- b) by a decision of the General Assembly taken with an increased quorum and majority.
- c) when the Company is declared bankrupt, as well as in the case of the rejection of the bankruptcy petition due to the debtor's assets being insufficient to cover the costs of the procedure.

2. The Company may also be dissolved by a court decision in accordance with Article 165 of Law 4548/2018.

3. Except in the case of bankruptcy, the dissolution of the Company is followed by liquidation. In the case of paragraph 1(a) above, the Board of Directors performs the duties of the liquidator unless the Articles of Association provide otherwise, until a liquidator is appointed by the General Assembly. In the case of paragraph 1(b) above, the General Assembly, with the same decision, appoints the liquidator. In the case of paragraph 2, the liquidator is appointed by the court with the decision declaring the dissolution of the Company.

4. If the total own funds of the Company falls below half (1/2) of the paid-in share capital, the Board of Directors is obliged to convene the General Assembly within six (6) months from the end of the financial year, which will decide on the dissolution of the Company or the adoption of other measures.

CHAPTER VIII

GENERAL PROVISIONS

ARTICLE 28

For matters not regulated by these Articles of Association, the provisions of Law 4548/2018 "On the Reform of the Law of Sociétés Anonymes", and, additionally, those of Law 4706/2020 "Corporate governance of listed companies, modern capital market, implementation into Greek Law of Directive (EU) 2017/828 of the European Parliament and Council, measures for the application of Regulation (EU) 2017/1131 and other provisions" as in force from time to time, shall apply.

Codified Articles of Association of the Societe Anonyme "QUALCO GROUP S.A.," as in force following its amendment by meeting of the Extraordinary General Assembly on 24 March 2025.

Marousi, 24 March 2025

The Chairman of the Board of Directors

Orestis Tsakalotos