

Suitability Policy for Members of the Board of Directors

Approved by:	Board of Directors of Qualco Group S.A.
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2. Introduction

The Suitability Policy for the Members of the Board of Directors (hereinafter referred to as the "Policy") of the Company defines the basic governing principles and the framework for the:

- selection of Candidate Members of the Board of Directors;
- the renewal of the term of office of Members of the Board of Directors; and
- any possible replacement of Members of the Board of Directors.

in accordance with the specific Suitability Criteria, for evaluating the individual and collective suitability of the members of the Board of Directors, set forth herein. Through this framework, the Company seeks to promote transparency, enhance corporate governance, and ensure a Board composition that upholds high standards of integrity, independence, and competency in alignment with the Company's strategic goals.

3. Glossary of Definitions

The glossary hereinbelow includes all necessary definitions / explanations of key phrases or key words of this Suitability Policy as follows:

Term	Definition / Explanation of term
Articles of Association	The articles of association of the Company, as amended, from time to time.
Independent Non Executive Member of the Board of Directors	Non-Executive Member of the Board of Directors of the Company, who, upon appointment and throughout his/her term of office, continuously meets the independence criteria of Article 9 of Greek Law 4706/2020.
General Meeting	The General Meeting of the Company's Shareholders
Secretariat of the Board of Directors	The Secretariat of the Board of Directors consist of the Secretary to the Board of Directors and Group Governance, Risk, Compliance, InfoSec & Audit Executive and any members of the Compliance/Legal Department, external advisor, who assist the Directors in his/her work with regard to: • providing secretarial support to the Board of Directors, • organising the Meetings of the Board of Directors, • keeping the minutes of the aforementioned Meetings, • keeping a file of incoming and outgoing correspondence, • keeping a file of the resolutions of the Board of Directors, • issuing official copies of the above resolutions. • record keeping with respect to the documentation of the Policy and any amendments thereto.
Public Disclosure	Directly disclosing information to the public regarding violations falling within the scope of applicable laws and regulations on whistleblowing.
Diversity	Respect and equal promotion by the Company of all candidates and existing Members of the Board of Directors, irrespective of gender, race, colour, national or ethnic origin, religious beliefs, marital status, disability, age and sexual orientation in line with Group's Diversity Policy.
Chair & CEO / Executives Members of the Board of Directors	The Executives Members of the Board of Directors of the Company, who are responsible for coordinating the business activities of the Company, being responsible for the day-to-day management and operation of the Company's business and are the senior executive officers of the Company. As the Executive Members of the Board of Directors of the Company, the Executive Chair and the Chief Executive Officer (CEO) are entrusted with executive responsibilities with respect to the management of the Company through the role and duties assigned to them.

Term	Definition / Explanation of term
Board of Directors	The Board of Directors of the Company
Experience	This refers to both the professional and practical experience and the required theoretical knowledge that a candidate Board Member must have acquired in order to be considered suitable to perform the duties of said position within the Company.
Nomination and Remuneration Committee (the "Committee")	One of the Committees of the Board of Directors of the Company. Pursuant to Article 12 of Greek Law 4706/2020, one of its fundamental responsibilities is to identify and propose to the Board of Directors of the Company persons suitable to assume the duties of Board Member in conformity with the procedure outlined in its charter and the present Suitability Policy. The Board of Directors, in accordance with the Committee's proposals, shall recommend to the General Meeting of Shareholders the Board Members proposed for election in accordance with applicable law and the articles of association. In addition, the Nomination and Remuneration Committee, assisted by the People Division and the Group Governance, Risk, Compliance, InfoSec & Audit Department, shall be responsible for periodically reviewing the content of this Suitability Policy and the Remuneration Policy and submitting relevant proposals for their respective amendment to the Board of Directors of the Company in alignment with evolving regulatory requirements as the case may be.
Company	The Company under the name "Qualco Group S.A.".
Equality	Removing barriers and any discrimination and ensuring equal opportunities of access for all persons who meet the Suitability Criteria for assuming the duties of a Board Member of the Company.
Suitability, Individual	Means the extent to which a person is considered to have, as a Member of the Board of Directors, sufficient knowledge, academic degrees, skills, experience, independence of judgment, integrity, good reputation, and commitment and availability to properly perform the duties of a Board Member and a member of a Committee of the Board of Directors.
Suitability, Collective	The suitability criteria relating to the Board of Directors of the Company as a whole.
Conflict of interest	Any situation, of a professional or personal nature, that could interfere with the independent and impartial decision-making of a Member of the Board of Directors of the Company, thus putting the interests of the Company at risk.
Member of the Board of Directors	Member of the Board of Directors of the Company
Non-Executive Member	A member of the Board of Directors of the Company, who is not entrusted

Term	Definition / Explanation of term
of the Board of Directors	with executive responsibilities with respect to the management of the Company but is entrusted with the systematic supervision and control of the decision-making of the executive management of the Company.
Suitability Policy	This corporate document, namely the Suitability Policy for the Members of the Board of Directors of the Company. It is the set of principles and criteria regarding the selection, renewal or not of the term of office and the replacement of the Members of the Board of Directors of the Company.
Disqualified Director	Individuals who have been legally barred from holding directorship positions due to certain criminal convictions, pursuant to applicable law, such as due to: ○ fraud, ○ money laundering, ○ terrorist financing, ○ bankruptcy-related offenses, ○ market manipulation, ○ smuggling, ○ embezzlement, ○ organised crime, ○ corruption of public officials.
Politically Exposed Person	According to Greek Law 4557/2018, Politically Exposed Persons are defined as Natural persons who are or have been entrusted with prominent public functions, such as: a) heads of state, heads of government, ministers, deputy ministers and assistant ministers, b) members of parliament or similar legislative bodies, c) members of governing bodies of political parties, d) members of supreme courts, constitutional courts or other high-level judicial bodies whose decisions are not subject to further appeal, except in exceptional circumstances, e) members of courts of auditors, f) members of the boards of central banks,

Term	Definition / Explanation of term
	g) ambassadors and chargés d'affaires, h) high-ranking officers in the armed forces, i) members of the administrative, management or supervisory bodies of state-owned enterprises, j) directors, deputy directors and members of the board of directors or persons holding equivalent positions in international organisations. None of the aforementioned public functions shall be understood as covering officials at intermediate or junior levels of the civil service hierarchy.

4. Purpose of this Policy

The preparation and entry into force of this Policy aims both to crystallize the governing principles regarding the appropriate selection and replacement or renewal or non-renewal of the term of office of the Members of the Board of Directors of the Company, and to ensure the quality staffing, effective operation and fulfilment of the role of the Board of Directors based on the overall strategy and medium to long term business objectives of the Company, with the aim of promoting the corporate interest and implementing best practices in corporate governance. In this context, this Policy aims to establish Suitability Criteria (see below section 7) for assessing the suitability of candidates for the Company's Board of Directors.

At the same time, this Policy also sets the basis for the regular assessment of the suitability, at individual and collective level, of existing Members of the Company's Board of Directors, ensuring the continuous alignment of the Board with the Company's strategic goals and evolving market needs.

5. General Principles

The size, internal organisation, nature and complexity of the Company's activities have been taken into account for the formulation of this Policy. The Policy is fully in line with the applicable legal and regulatory framework, as set out below (section 6), as well as with the Articles of Association of the Company.

Pursuant to the provisions of the Company's Articles of Association, the Board of Directors, consists of at least three (3) to seven (7) regular members. The Board of Directors shall consist of Executive, Non-Executive and Independent Non-Executive members, out of which at least 1/3 and, in any event, no less than two (2) shall be independent non-executive members in accordance with the applicable law, including article 9 of Greek Law 4706/2020, any fraction being rounded to the nearest integer. The Board of Directors is also diversified, with Members who possess the appropriate balance and wealth of knowledge, skills, experience and expertise, taking into account the size and business activities of the Company.

When selecting, renewing the term of office or replacing a Member, the assessment of individual and collective suitability shall always be taken into account.

The Company shall permanently seek to ensure that the Board of Directors is composed of persons of integrity and good reputation. Therefore, candidate Members of the Board of Directors shall, among other things, be familiar with the culture, values, purpose and general strategy of the Company, to the extent possible, prior to assuming their position.

The Company monitors the suitability of the Board Members on an ongoing basis, in particular with a view to identifying, in the light of any relevant new event, cases where it is deemed necessary to reassess their Suitability. In particular, a reassessment of Suitability shall be carried out in the following cases, in line also with the provisions of Article 19 (19) of the Company's Articles of Association:

- a. in case of doubts regarding the Individual Suitability of the Members of the Board of Directors or the collective suitability of the Board as a whole;
- b. in case of a significant impact on the reputation of a Board Member;
- c. in any case of occurrence of an event that may significantly affect the Suitability of a Member of the Board of Directors, including cases in which the Members do not comply with the Company's Policy and Procedure for Conflict of Interest and the Code of Ethics and Conduct.

The Board of Directors shall ensure that appropriate Succession Plans are in place, which ensure the smooth continuity of the Management of the Company's affairs and decision-making after resignations of Board Members. Specifically, the Nomination and Remuneration Committee supports the Board of Directors in designing and planning its smooth succession and continuity, in compliance with Greek Law 4706/2020, as in force and best practices in corporate governance.

6. Scope of this Policy

This Suitability Policy applies to all Members of the Board of Directors of the Company, regardless of whether specific reference is made to either the Executive Member of the Board of Directors, the Non-Executive Members of the Board of Directors or the Independent Non-Executive Members of the Board of Directors. The Policy is applicable in compliance with the relevant provisions of Greek Law 4706/2020 and the applicable corporate governance standards, ensuring that all Board Members meet the suitability criteria required by law.

7. Applicable legal and regulatory framework

This Suitability Policy has been prepared and is updated in full compliance with the applicable legal and regulatory framework, as it may be in force from time to time. In particular, the following have been taken into account:

- Greek Law 4706/2020, on Corporate Governance of sociétés anonymes with shares listed on a regulated market,
- Article 44 of Greek Law 4449/2017 regarding the Audit Committee,
- Circular 60/18.9.2020 of the Hellenic Capital Market Commission "Guidelines on the suitability policy of Article 3 of Greek Law 4706/2020",
- Letter n. 784 / 20/03/2023 of the Hellenic Capital Market Commission to the Listed Companies,
- Letter n. 428 / 21/02/2022 of the Hellenic Capital Market Commission to the Listed Companies,
- Letter n. 1591 / 05/07/2021 of the Hellenic Capital Market Commission to the Listed Companies,
- Hellenic Corporate Governance Code (HCGC),
- Regulation (EU) 2016/679, on the protection of natural persons with regard to the processing of personal data and on the free movement of such data and repealing Directive 95/46/EC (General Data Protection Regulation),
- Greek Law 4624/2019, Hellenic Data Protection Authority and measures implementing Regulation (EU) 2016/679 on the protection of natural persons with regard to the processing of personal data, as in force and codified by Law 5043/2023,
- Greek Law 5122/2024, concerning Disqualified Directors,
- Greek Law 4557/2018, on the prevention and suppression of money laundering and the financing of terrorism (incorporation of Directive 2015/849/EU),
- Company's Articles of Association.

8. Individual Suitability of Members of the Board of Directors

9.1 Suitability Criteria on an Individual Basis

The Board of Directors shall assess the individual and collective suitability of the Board Members and, in the case of an independent Audit Committee, also that of the members of the Audit Committee, following relevant assessment and recommendation of the Nomination and Remuneration Committee, in line with the Suitability Criteria laid down in the Regulation of Operation of the Company, the present Suitability Policy and applicable laws and regulations. The assessment of the individual and collective suitability of the Board Members by the Board of Directors shall be made public on the corporate website of the Company.

The suitability of the Members of the Board of Directors is assessed on an individual level on the basis of the following Criteria:

- Allocation of Sufficient Time;
- Adequacy of knowledge, skills and experience,
- Integrity and good reputation,
- Independence of judgment and absence of conflict of interest.

The above criteria of Individual Suitability are applied in parallel with, and in no case alter, the content and purpose of specific conditions and impediments relating to the suitability of the Members of the Board of Directors, such as, for example, those reflected in Articles 3 and 9 of Greek Law 4706/2020 and, as far as the Audit Committee is concerned, Article 44 of Greek Law 4449/2017, as in force.

The Company is under an obligation to post immediately on the regulated market's website and to submit to the Hellenic Capital Market Commission, within twenty (20) days from the meeting, copies of the minutes of the meeting regarding the composition, staffing and the term of office of the members of the Board of Directors.

9.2 Allocation on Sufficient Time

All Members of the Board of Directors must dedicate sufficient time, in accordance with their specific role and duties, in order to properly perform their duties.

The Nomination and Remuneration Committee shall assess the ability of each Member of the Board of Directors to dedicate sufficient time in relation to, at least, the following:

- the capacity and the specific responsibilities assigned to each Member of the Board of Directors, taking into account the participation of such Board Member in the Committees,
- the number of positions held by each Member of the Board of Directors in the Board of Directors of other companies, depending on the size and complexity of these companies and whether they are listed or not, as well as the capacity held by such Board Member at the same time and the duties arising therefrom,
- any other professional commitments or other activities of the aforementioned Members of the Board of Directors outside the Company.

The Members of the Board of Directors shall promptly inform either the Secretariat of the Board of Directors or directly the Nomination and Remuneration Committee of any other professional commitments they may have.

In this context, the Nomination and Remuneration Committee shall keep a record of the external/other professional commitments of the Members of the Board of Directors, which shall be updated upon any notification received by any Member of the Board of Directors of any changes in such commitments. In the event that such update entails a drastic and long term reduction in the time dedicated by the respective Member of the Board of Directors, the Nomination and Remuneration Committee shall proceed to a reassessment of the ability of such Member of the Board of Directors to devote sufficient time to the fulfilment of the duties with which he/she has been entrusted as a Member of the Board of Directors of the Company.

In addition to the above ad hoc reassessment, the Nomination and Remuneration Committee shall be responsible for monitoring and controlling, in general, that each Member of the Board of Directors dedicates sufficient time in order to properly perform his/her duties.

The above monitoring falls within the competence of the Nomination and Remuneration Committee to estimate - at the stage when the person concerned is a candidate for Board membership - the time that each Member of the Board of Directors must dedicate to his/her duties. Up to the election of such person as a Member of the Board of Directors of the Company, the Nomination and Remuneration Committee must provide information to such candidate Member of the Board of Directors on the expected time to be devoted by such person in the performance of his/her duties.

Following the election of the aforementioned candidate Member of the Board of Directors of the Company, the latter must promptly fill in, sign, and send to the Nomination and Remuneration Committee the Solemn Declaration included in Annex I. By means of this Declaration, the Member of the Board of Directors concerned shall confirm that he/she has been informed of and accepts the expected time commitment on his/her part in order to be able to carry out his/her duties without interruption. It is clarified that the Board of Directors shall at all times carry out an independent research and assessment as to the Suitability Criteria without placing exclusive reliance on any solemn declaration and/or information set out in the relevant Curricula Vitae which in no way constitute conclusive evidence of the facts therein declared.

9.3 Adequacy of Knowledge, Skills and Experience

In view of taking up their position, the candidates for the Board of Directors of the Company must possess the knowledge, skills and experience required for the proper performance of their duties.

In order to evaluate the above criteria, the Nomination and Remuneration Committee shall give special consideration to:

- the duties required for the position of Member of the Board of Directors in question,
- the knowledge and skills acquired through education and training of a candidate Member of the Board of Directors, with particular emphasis on the areas of credit and receivable value chain, debt management, human resources management, audit, accounting, legal, finance, environmental, social and corporate governance (ESG), business administration, commercial activities, cybersecurity and information technology, Risk & Crisis Management, global perspective, Leadership experience, networks and influence,

- the previous academic and professional experience of the candidate Member of the Board of Directors (Hard Skills), any skills acquired through the professional conduct and development of the candidate Member of the Board of Directors (Soft Skills).

Furthermore, Non-Executive members should have the necessary skills and attitudes to make a constructive assessment of management proposals to the Board, to assist, strengthen and support the work of the Executive Committee and to ensure effective management oversight, where required.

On the procedural side, the candidate Members of the Board of Directors, as well as the existing Members of the Board of Directors of the Company, may submit the relevant supporting documentation to the Nomination and Remuneration Committee.

In addition, the candidate Members of the Board of Directors shall fill in, sign and send to the Nomination and Remuneration Committee the Solemn Declaration included in Annex II, thereby indicating the correctness and accuracy of the above information. It is clarified that the Board of Directors shall at all times carry out an independent research and assessment as to the Suitability Criteria without placing exclusive reliance on any solemn declaration and/or information set out in the relevant Curriculum Vitae which in no way constitute conclusive evidence of the facts therein declared.

9.4. Integrity and Good Reputation

The Members of the Board of Directors of the Company (candidate or existing), based on criteria of paramount importance to the Company are presumed to have good reputation, honesty and integrity, given that there are no objective and beyond reasonable doubt proven reasons to the contrary.

The assessment of the integrity and good reputation of both the candidates and the existing Members of the Board of Directors of the Company shall be entrusted, in the first degree, to the Nomination and Remuneration Committee and, in the second degree, to the Board of Directors of the Company.

Without prejudice to the requirements of the applicable legal and regulatory framework on personal data protection, with emphasis on the General Data Protection Regulation and Greek Law 4624/2019, the Nomination and Remuneration Committee shall request any appropriate document/documentation, such as for example, the Criminal Record of the candidate Members of the Board of Directors for the assessment of their good reputation, honesty and integrity. With respect to existing Board Members, the Nomination and Remuneration Committee shall request the above documentation, updated at least once during each fiscal year.

Regarding the review of the above, the assessment of the good reputation and integrity of the candidates and existing Members of the Board of Directors shall be based at least on the following factors:

- the existence of any convictions, such as for example a conviction for loss-making transactions of a company with related parties or as a result of non-compliance with the laws and regulations applicable to listed companies,
- any cases of ongoing prosecutions for the commission of criminal offences or financial crimes,
- investigation findings and Public Disclosures in accordance with applicable laws and regulations on whistleblowing,
- the candidate / existing Member of the Board of Directors is not a defaulted debtor,
- the candidate / existing Member of the Board of Directors has not been declared in personal bankruptcy,
- the candidate / existing Member of the Board of Directors has not been dismissed following a

decision issued by any competent regulatory or supervising authority, from the position of a Board Member of any company,

- the candidate / existing Member of the Board of Directors has not had any professional license/certificate revoked or his/her right to participate in chambers or associations has not been withdrawn,
- the candidate / existing Member of the Board of Directors must not be a Disqualified Director, within the meaning of Greek Law 5122/2024,
- the candidate / existing Member of the Board of Directors must not be at the time of their candidacy and for a period of two (2) years prior to their proposed nomination Politically Exposed Persons, as defined in Greek Law 4557/2018, as in force. Persons who are, at the time of their application and for a period of two (2) years prior to that year without been convicted by any criminal court, disciplinary body or Authority or these trials are pending, Politically Exposed Persons and do not fall under the corresponding incompatibilities, depicted in the Glossary of Definitions (section 2), are considered as candidate members of the Board of Directors, if the Nomination and Remuneration Committee, taking into account the specific circumstances in conjunction with the individual suitability criteria of these candidates, considers that their status as Politically Exposed Persons will not affect the independence of their judgement and will not have a negative impact on the operation and reputation of the Company.

In order for the above evaluation to be carried out more directly and completely by both the Nomination and Remuneration Committee and, subsequently, by the Board of Directors of the Company, the candidate Members of the Board of Directors shall be required to fill in, sign and send to the Nomination and Remuneration Committee the relevant Solemn Declaration included in the Annex. In observance of this procedure, the existing Members of the Board of Directors of the Company shall be required to send such updated Solemn Declaration to the Nomination and Remuneration Committee within the first quarter of each fiscal year and in any case prior to the publication of the Company's Annual Financial Statements. It is clarified that the Board of Directors shall at all times carry out an independent research and assessment as to the Suitability Criteria without placing exclusive reliance on any solemn declaration and/or information set out in the relevant Curriculum Vitae which in no way constitute conclusive evidence of the facts therein declared.

On the procedural side, the Nomination and Remuneration Committee, having made an assessment of the good reputation and integrity of the candidate and existing Members of the Board of Directors, shall thereafter submit a relevant report to the Board of Directors where it shall express its opinion on all persons evaluated.

9.5 Independence of Judgement and Absence of Conflict of Interest

All Members of the Board of Directors of the Company, regardless of their specific responsibilities and duties, must perform them with a view to making correct, objective and independent decisions and judgments, which must already be evident at the stage of the Committee's interview with the candidate Members of the Board of Directors and must continue to exist throughout the term of office of said Members of the Board of Directors.

As a minimum, emphasis shall be placed on the following behavioural characteristics:

- the ability of each Member of the Board of Directors to resist groupthink by evaluating the critical assumptions of each major decision or by consistently considering individual risks,
- the ability, especially for Non-Executive Members of the Board of Directors, to ask key questions to the Executive Members of the Board of Directors and to constructively criticise their actions,
- the substantive assessment and vigour in contesting the proposals of other Members of the Board of Directors,
- the absence of personal interests which would prevent the objective and independent exercise of his/her duties.

According to the Conflict-of-Interest Policy and the Conflict-of-Interest Procedure established and approved by the Company, each Member of the Board of Directors under evaluation (candidate or existing) must declare any Conflict of Interest without delay (Annex IV).

The Nomination and Remuneration Committee and the Board of Directors in general are required to ensure that the above Policy and Procedure of Conflict of Interest is strictly applied. In particular, the Members of the Board of Directors shall be fully made aware of the content and any updates to the Policy and Procedure for the Prevention and Management of Conflict of Interest.

9. Collective Suitability of the Board of Directors

10.1. Collective Suitability Criteria

Collective Suitability means the suitability of all the Members of the Board of Directors to effectively exercise its leadership role in corporate matters for the benefit of the Company, its shareholders and stakeholders, ensuring good and effective corporate governance and the implementation of the corporate strategy by the executive management.

The balanced composition of the Company's Board of Directors is instrumental in providing effective and meaningful oversight of the Company's operations.

In this context, the Company's Nomination and Remuneration Committee shall propose candidate Members of the Board of Directors in order to ensure that the Board of Directors of the Company, as a whole, possesses the necessary skills and knowledge to properly manage and supervise the Company. In particular, the selection of the candidate Members of the Board of Directors is made with a view to ensuring that the Board of Directors is at all times able to:

- have a thorough understanding of the business model and structure of the Company
- have a thorough understanding of the market in which the Company operates and its specificities,
- contribute to the Company's growth prospects,
- have significant experience of the business and professional world,
- have significant experience in the following fields:
 - credit and receivable value chain, debt management, real estate, revolving securitizations and debt servicing;
 - the environmental protection, social responsibility and corporate governance (Environment, Social, Governance);
 - the digital technology;
 - business administration;
 - the strategic and business planning;
 - the development of new business activities;
 - management and development of human resources, and remuneration systems
 - the financial management,
 - capital expenditure;
 - the legal and regulatory framework regarding the operation of companies;
 - the risk and audit management;
- undertake substantive control and supervision of the performance of the Company's Senior Executives.

In the above context, the Board of Directors, with the assistance of the Nomination and Remuneration Committee, shall annually review and recommend to the Board of Directors any updates to these Collective Suitability Criteria.

10.2. Diversity

The Company has adopted and strictly applies a Diversity Policy with the aim of forming a Board of Directors that constitutes an inclusive group of Members with a sufficient level of diversity.

The primary objective of the Diversity Policy is to ensure that the Company establishes, enshrines and adopts the following Criteria:

- provision of equal opportunities to all candidate Members of the Board of Directors irrespective of gender, religion, race, colour, national or ethnic origin, pregnancy, childbirth, religious beliefs, marital status, disability, age and sexual orientation,
- ensuring equal treatment of existing Members of the Board of Directors irrespective of gender, religion, race, colour, national or ethnic origin, pregnancy, childbirth, religious beliefs, marital status, disability, age and sexual orientation,
- sufficient representation per gender in a percentage that in no case may be lower than 25% of the total number of the Members of the Board of Directors. In case of a fraction, this percentage is rounded down to the previous integer.
- The participation in the Board of Directors as much as possible of professionals from different branches and areas of specialization depending on the needs and activities of the Company
- In the context of a long term strategy of renewal of the Board of Directors the diversity of members in relation to the years of their total tenure in the Board of Directors of the Company (new members, former members).

10.3. Induction Training and General Training of Board Members

The Members of the Company's Board of Directors are required to acquire new knowledge and skills, as well as to deepen their already acquired knowledge and skills in order to effectively perform their duties.

The Company's Nomination and Remuneration Committee, assisted by the company's departments or by external advisors, if it considers that they can assist it in its work, shall ensure the induction training of the Members of the Board of Directors and the subsequent provision of individual training programmes for them, in order to provide them with a more comprehensive understanding of the corporate structure, business model, risk profile of the Company, including the obligations arising

from the company law and capital market law at national and European level, as well as the Company's corporate governance culture.

The above are further formulated and regulated on the basis of the established and approved Training Policy for the Members of the Board of Directors, and other officers of the Company, as applicable from time to time.

10. Additional Provisions on the Suitability of Independent Non-Executive Members of the Board of Directors

In addition to the aforementioned Suitability Criteria, the Suitability of a person to become an Independent Non-Executive Member of the Board of Directors of the Company shall be additionally regulated on the basis of the provisions of the Independence Requirements of Article 9 of Greek Law 4706/2020.

In this context and taking into account the established and approved Procedure for the disclosure of any dependency relationship between the Independent Non-Executive Members of the Board of Directors and persons with close relations to such persons, the candidate Independent Non-Executive Member of the Board of Directors must fill in, sign and send to the Nomination and Remuneration Committee the Solemn Declaration included in the Annex. By virtue of this Declaration, each Member of the Board of Directors shall confirm that he/she meets the Independence Requirements of Article 9 of Greek Law 4706/2020.

Following their election and for the purpose of the annual review of the fulfilment of the independence requirements of Article 9 of Greek Law 4706/2020, the existing Independent Non-Executive Members of the Board of Directors of the Company must send an updated Solemn Declaration to the Nomination and Remuneration Committee within the first quarter of each fiscal year and, in any case, no later than the publication of the Company's Annual Financial Statements which shall include a relevant statement. In the event that any of the independence requirements of Article 9 of Greek Law 4706/2020 ceases to be met at any time, the Board of Directors promptly undertakes all actions required for the due replacement of the affected board member. In particular, in the event that the legal minimum number of independent board members ceases to be met for any reason whatsoever, the Board of Directors appoints as independent non-executive, until the next General Meeting, either an alternate board member or another non-executive or a new board member, provided that said person fulfils the independence requirements of Article 9 of Greek Law 4706/2020. If, following a replacement, the number of independent board members – even though meeting the legal minimum number – falls short of the number of independent board members determined by the General Meeting, the Company makes a relevant announcement to the public to this effect which remains published until the next General Meeting.

At a procedural level, this Solemn Declaration constitutes both an annex and an integral part of the procedure for the disclosure of the existence of any dependency relationship between the Independent Non-Executive Members of the Board of Directors and persons with close relations to such persons. It is clarified that the Board of Directors shall at all times carry out an independent research and assessment as to the Suitability Criteria without placing exclusive reliance on any solemn declaration and/or information set out in the relevant Curriculum Vitae which in no way constitute conclusive evidence of the facts therein declared.

11. Assessment on the Suitability of the Board of Directors

In addition to the timing of the initial evaluation of the Suitability Criteria of a candidate Member of the Board of Directors, the Nomination and Remuneration Committee shall also carry out an annual re-evaluation of the aforementioned Suitability Criteria with respect to all existing Members of the Board of Directors of the Company.

In addition to the regular reassessment of the Suitability Criteria for existing Members of the Board of Directors, the Nomination and Remuneration Committee may carry out an extraordinary reassessment on serious grounds, which shall be communicated to the Board of Directors without delay.

At a procedural level, the aforementioned re-evaluation shall be carried out by the Company's Board of Directors itself, on the initiative and recommendation of the Nomination and Remuneration Committee, assisted either by the Secretary to the Board of Directors and Group Governance, Risk, Compliance Executive, or by another internal department of the Company that considers that it can contribute to this task, or by an external consultant.

The following is an indicative, but by no means exhaustive, list of weightage indicators to be taken into consideration while evaluating / re-evaluating the aforesaid Suitability Criteria for the candidate / existing Members of the Board of Directors as follows:

- the efficiency of the Board of Directors' management of the Company;
- the proper supervision of the Company's Internal Control System and its Functions (Internal Audit, Risk Management, Regulatory Compliance);
- the ability of the Board of Directors to focus on issues of strategic importance;
- the number of meetings held;
- the degree of attendance of the Board Members at these meetings;
- the degree of active participation of the Members of the Board of Directors in such meetings;
- the dedication of the expected time by the Members of the Board of Directors in order to properly carry out the work of the Board of Directors;
- any changes in the composition of the Board of Directors, such as the appointment of new Board Members or the redistribution of the roles and responsibilities of the Members of the Board of Directors;
- any identified shortcomings of the Members of the Board of Directors with respect to specific Suitability Criteria;
- the objectives and goals set for the Company;
- the independent will and decision-making of all Members of the Board of Directors;
- the compliance of the Members of the Board of Directors with the Policy and Procedure for the Prevention and Management of Conflict of Interest;
- the fulfilment of the objectives set through the Diversity Criteria;
- any facts that may significantly alter the Individual and Collective Suitability Criteria, such as, for example, significant changes in the Company's business model and strategic plan;

- any reasonable suspicion of any increased risk of the Company's involvement in money laundering or terrorist financing activities;
- any changes in the regulatory framework that may affect the operation and reporting obligations of the Company.

Upon completion of the Suitability evaluation / re-evaluation, the Nomination and Remuneration Committee shall submit a relevant report to the Board of Directors, thereby communicating the relevant result, the reasons for conducting the evaluation / re-evaluation, as well as recommendations regarding any weaknesses identified.

Subsequently, the Board of Directors of the Company shall take into account the aforementioned Report of the Nomination and Remuneration Committee and shall decide on the result and any proposed recommendations. In the event that the Board of Directors decides not to adopt a recommendation made by the Nomination and Remuneration Committee, it must duly document the reasons that led it to take this decision.

In the event that the above Report reveals that a candidate Member of the Board of Directors not only has weaknesses but also lacks, beyond doubt, any of the Suitability Criteria, then that candidate Member of the Board of Directors may not be appointed.

In the event that the above Report reveals that an existing Member of the Board of Directors no longer meets one or more of the Suitability Criteria, the Board of Directors shall immediately dismiss and replace him/her.

The Secretary to the Board of Directors shall be responsible for record keeping with respect to the documentation of the Policy and any amendments thereto. The records kept shall be in both hard copy and electronic form.

12. Approval, Revision and Ongoing Monitoring of this Policy

The Board of Directors of the Company is responsible for firstly approving the Suitability Policy and for, thereafter, submitting it to the General Meeting of Shareholders for approval. and for the monitoring of its implementation with the assistance of the Internal Audit, Compliance Department and/or Nomination and Remuneration Committee as deemed fit. The annual corporate governance statement shall contain a declaration to this effect.

After approval, the Policy is posted to the Company's website according to par. 3 of art. 3 of Greek Law 4706/2020.

Amendments to the Suitability Policy shall be approved by the Board of Directors and, if material, shall be submitted for approval to the General Meeting of Shareholders, pursuant to Article 3 § 3 of Greek Law 4706/2020. Material means proposed amendments that entail deviations and major changes to the content of this Suitability Policy, in particular with regard to the general principles applied and the Suitability Criteria reflected in it.

Annexes

Annex I: Declaration on the commitment of sufficient time by a Board Member

TO THE NOMINATION AND REMUNERATION COMMITTEE OF THE COMPANY UNDER THE NAME "Qualco Group S.A."

I [name/surname], [son/daughter] of [father's name] and [mother's name], born in [city/country] on [date], resident of [address/city/country], [ID/passport number], do sincerely declare as follows:

I have been duly informed, I have fully understood and I unconditionally accept the expected time commitment required for the proper performance of my duties as a Member of the Board of Directors of the Company under the name "Qualco Group S.A.".

I undertake to immediately inform the Board of Directors if any new commitments or responsibilities arise that may affect my ability to devote sufficient time to the performance of my duties as a Board Member.

Date: / / 20....

The Declarant

(signature)

Annex II: Declaration on the provision of correct information on the knowledge, skills and experience of the Members of the Board of Directors

**To the Nomination and Remuneration Committee of the company under the name
"Qualco Group S.A."**

I [name/surname], [son/daughter] of [father's name] and [mother's name], born in [city/country] on [date], resident of [address/city/country], [ID/passport number], do sincerely declare that the information and documents accompanying this declaration are complete, correct and accurate.

I confirm that the information provided is aligned with the Company's strategic objectives and reflects my ability to contribute effectively to the Board's oversight and decision-making process.

Date: / / 20....

The Declarant

(signature)

Annex III: Declaration on the evaluation of the reputation, ethics and integrity of the Members of the Board of Directors

I [name/surname], [son/daughter] of [father's name] and [mother's name], born in [city/country] on [date], resident of [address/city/country], [ID/passport number], do sincerely declare as follows:

- there is no conviction or ongoing prosecution against me for any criminal offence that would impact my status as fit and proper for the role of Qualco Group's Board of Directors' Member,
- there is no barrier to my appointment according to the provisions of Article 3 § 4 of Greek Law 4706/2020, as in force, i.e., no final court decision has been issued declaring me responsible for loss-making transactions of a listed or unlisted company, with related parties. In any case, I undertake to notify the Company without delay of the issuance of any relevant final court decision nor is there a dependency factor within the meaning of Article 9 of Law 4706/2020, to the extent that I am nominated or appointed as an independent Board Member,
- no disciplinary or other administrative measures have been imposed against me by any regulatory or professional body,
- I have not been included in a list of unreliable debtors nor have a negative record on a list established by a recognised credit bureau nor have been subject to enforcement measures for any debt. I have not been declared personally bankrupt,
- I have never resigned from any post, in Greece or abroad, in order to avoid any legal action or disciplinary proceeding against me.
- I have never been removed from the Board of Directors of any other company in which I have served as a Member of the Board of Directors.
- I declare that I have not been involved in any conflict of interest that could affect my impartiality in the performance of my duties as a Member of the Board of Directors of the Company. In case of any potential conflict of interest arising during my term, I undertake to immediately disclose it to the Board of Directors.
- I confirm my compliance with the Company's Conflict of Interest Policy and understand that failure to disclose any such conflict may result in my dismissal from the Board of Directors.
- I undertake to notify the Company immediately if I become subject to any pending criminal or administrative investigations that may affect my suitability for the role of Board Member.
- I confirm that I have not been involved in any activities that would subject the Company to risks related to money laundering or the financing of terrorism, in accordance with applicable legal provisions.

Date: // 20....

The Declarant

(signature)

Annex IV: (Conflict of interest) Declaration of own interests

Issued by:	Compliance Senior Manager & DPO
Approved by:	[●]
Identification	GRP-COM-FO04
Version	Third Version (V.03) (Part of the Conflict of Interest Policy)

Full name:

Position - Position Title – Role:

Company:

- A. Please describe below any relationships, transactions, positions you hold (volunteer or otherwise), or circumstances that you believe could contribute to a conflict of interest.
- B. Examples of relationships, transactions or positions that are most likely to lead to a conflict of interest:
- A **Relative**ⁱ of yours is working within the Organization (any position)
 - You or a **Relative** of yours hold, directly or indirectly, 10 % or more of the voting rights or capital or hold an administrative positionⁱⁱ of a legal entity of the following sectors:
→ Technology → Banking → Collections
 - You or a **Relative** of yours hold a **Governmental Position or Political Associated Position** (including MPs, employees working for them, along with other personnel working as special advisors to persons holding governmental positions)?
 - You or a **Relative** of you hold directly or indirectly, 10 % or more of the voting rights or capital or hold an administrative position in **Legal Entity Governed by Public Law**ⁱⁱⁱ (e.g., state owned enterprise)

1. By submitting this form, I declare that:
- I have read, acknowledged and understood the Conflict-of-Interest Policy and the Conflict-of-Interest Procedure of Qualco Group S.A.
 - I am aware of my responsibilities under the Conflict-of-Interest Policy and the Conflict-of-Interest Procedure, the governing laws in force, and the corporate governance principles of Qualco Group S.A. as applicable to the members of the Board of Directors, and to the persons to whom the Board has delegated its responsibilities.
 - I fully understand that I should not pursue my personal interests if they conflict with

the interests of the Company and the Group. Any violation of the rules defined in the Conflict-of-Interest Policy and the Conflict-of-Interest Procedure may result to disciplinary action, according to the Company's Disciplinary Policy and applicable local labour regulations. Additionally, in the event of a breach of the law, I may face criminal and civil liability.

- I undertake to promptly disclose to the Company any material personal interests which could influence, or could reasonably be seen to influence, the decisions I take or the advice I give in the course of exercising my duties or are in conflict with the interests of the Company.

2. I also accept and understand that:

- the Company will keep on file my personal data (e.g. names, work position, personal relationships), as well as the personal data of close relatives, as disclosed in this form (e.g. names, work position, personal relationships), as well as a record of any activity of mine and of the said close relatives which may give rise to a conflict of interests.
- the disclosure of any information regarding close relatives requires their consent and I confirm that I have informed them of the purpose of the disclosure and have received their express consent, for which I am solely responsible.
- the aforementioned data will be retained in the Company records for as long as they are needed for the assessment of the case. As per Company procedure, the Group Compliance Officer and Group Internal Auditor of Qualco Group S.A. will have access to this data.

All the information provided through this form is accurate, is freely provided and will be kept confidential. In case any personal data of you or any third party are involved, these will be processed only for the purpose of the conflict-of-interest case's assessment.

All Forms will be kept for one year upon submission unless these should be retained further due to legal or open investigation requirements.

The Organization takes every declaration seriously, investigates it thoroughly and ensures that employees who filed a declaration will not be affected in any way.

Please refer to the Conflict-of-Interest Policy for further information or contact the Compliance Department at compliance@qualco.eu

..... (Signature)

..... //(Date)

ⁱ **Relative:** Spouse, or spouse equivalents, dependent and adopted children and other relatives who, at the date of the completion of this form, had been living for at least one year under the same family roof with you

ⁱⁱ **Administration Position:** The position in an organization which provides the individual the opportunity to:

- Exercise the employer's managerial right over other employees of the enterprise; or
- Represent and bind the enterprise to third parties; or
- Be member of the board of directors or equivalent management body of the employer; or
- Be shareholder or partner holding more than 0,5 % of the voting rights of the employer.

ⁱⁱⁱ **Legal Entity Governed by Public Law:** Legal Entities whose purpose is to serve and perform a governmental function or service.