



INTERNAL RULES OF PROCEDURE

AUDIT COMMITTEE

JUNE 2021

Table of Contents

1. Introduction 2

2. Composition **Error! Bookmark not defined.**

3. Staffing – Operation 3

4. Purpose - Role..... 4

5. Exercise of Responsibilities - Authority 5

6. Meetings – Decision-Making Process..... 5

7. Responsibilities..... **Error! Bookmark not defined.**

8. Date of entry into force **Error! Bookmark not defined.**

9. Version History / Revisions 10

**Annex 1 – Solemn Declaration of Persons subject to the Audit Committee’s
Internal Rules of Procedure..... 11**

1. Introduction

This Internal Rules of Procedure (the “**IRP**” henceforth) has been drafted in accordance with the provisions of the current legislative and regulatory framework, the terms of which are specified and applied by it. The IRP is aligned with the standards and practices of the Institute of Internal Auditors (the “**IIA**”).

2. Composition

- i. The Audit Committee (the “**Committee**” henceforth) consists of at least 3 members and it could be:
 - a) a committee of the Board of Directors (the “**BoD**” henceforth), composed of non-executive members of the BoD, or
 - b) an independent committee, composed of non-executive members of the BoD and third parties,
 - c) an independent committee, composed exclusively of third parties.
- ii. The General Meeting of the Company’s shareholders decides about the type of the Committee and the term of office, the number and the status of its members.
- iii. The members of the Committee are appointed by the Company’s BoD, when it is its committee, or by the General Meeting of the Company’s shareholders, when it is an independent committee.
- iv. The majority of the members of the Committee are independent from the Company.
- v. The President of the Committee must be one of its independent members and shall be appointed by the members of the Committee.

3. Staffing – Operation

- i. The members of the Committee as a whole must have a proven sufficient knowledge of the field in which the Company operates and at least one of its members, which shall be an independent one, must have a proven sufficient knowledge of auditing and accounting which is mandatory at the meetings of the Committee concerning the approval of the Financial Statements.
- ii. The assessment of the proposed members of the Committee is carried out by the BoD, following Remunerations and Nominations Committee’s relevant proposal.
- iii. In case that a member of the Committee resigns, dies or loses his/her membership, the BoD appoints one of its already existing members as a new member of the Committee, replacing the old one, for a duration until the end of the old one’s term of office, subject to, where appropriate, paragraphs 1 and 2 of article 82 of the L. 4548/2018 (A’ 104), which applies accordingly. In case that the member who resigned, died or loses his/her membership is a third party, non BoD-member, the BoD appoints a third party, non BoD-member, as a temporary replacement, and, after that the upcoming General Meeting appoints the same or a different member, until the end of its term of office in the Committee.
- iv. During its operation, the Committee is assisted by a Secretary, who is appointed by the President of the Committee.
- v. Each member of the Committee, who takes up his/her duties, shall be given by the Secretary a statement in the form set out at the end of this IRP. When the text of the

statement is signed by the member of the Committee, is kept by the Secretary of the Committee. In case that a member does not accept the text of the statement, the President of the Company's BoD is informed accordingly by the President or the Secretary of the Committee, and the member must be replaced with immediate effect.

- vi. The members of the Committee ought not to pursue their own interests when those are contradictive to the interest of the Company and to disclose in a timely manner and in accordance with the provisioned procedure any other professional commitments and activities, as well as conflicts of interests with those of the Company or its affiliate entities, within the meaning of IAS 24, which arise in the performance of their duties. The members of the Committee submit, at least annually, a signed declaration regarding the non-existence of conflict of interests, in accordance with the template attached in Annex III of the Company's Regulatory Compliance Policy.
- vii. The independent members of the Committee submit an annual declaration of independence, with which they confirm that they continue to fulfill the provisions of independence, as they are defined in the current provisions, and are obliged to inform the Company's BoD for any event that may negatively effect their independence.

4. Purpose - Role

The Committee's purpose is to fulfill its responsibilities, as those provisioned in article 44 of the L. 4449/2017 (as in force), as well as to assist the BoD in order to effectively perform its supervisory duties regarding the process of financial reporting and information, the compliance of the Company and its affiliate entities with the legislative and regulatory framework of operation, the application of the corporate governance principles, the operation of the internal audit system and the exercise of supervision in respect of the auditing operation, the operation of compliance and risk-management. In particular, the Committee assists the BoD with matters that primarily concern:

- i. The Internal Audit System of the Company and the assurance that the functions that make it up work effectively and in accordance with their role, as well as its periodic assessment regarding its adequacy and effectiveness by an independent evaluator, according to the requisites provisioned by the institutional framework,
- ii. The procedure of preparation of the annual and semi-annual financial reports, including the Investment Schedule of article 25 of L. 2778/1999,
- iii. The external certified public accountants and independent appraisers,
- iv. The monitoring and assessment of the work of the Internal Audit Unit and the assurance that it has the appropriate skills and is provided with the capacity to monitor and evaluate the effectiveness of the internal audit framework,
- v. The monitoring and assessment of the work of the Head Compliance Officer and the Head of Risk-Management.

The President of the Committee informs the BoD about the work of the Committee during the BoD's meetings.

5. Exercise of Responsibilities - Authority

When exercising its duties, the Committee can:

- i. Request any information or any other assistance that it deems necessary for the exercise of its work by any body, executive or employee of the Company, any third party cooperating with the Company, as well as by any Authority,
- ii. Request any body or employee of the Company or third party cooperating with the Company to be present during its meeting, when it deems necessary,
- iii. Have access to any kind and type of details and information of the Company that they deemed necessary during the exercise of its work,
- iv. Use any sources or means, including cooperation with external co-workers, provided that it deems it necessary for the exercise of its work,
- v. Inform the BoD for any restriction encountered during the execution of its work.

6. Meetings – Decision-Making Process

- i. The Committee convenes at least annually during each calendar quarter, namely, at least four (4) times per year, at the Company's registered seat or wherever its Articles of Association provision in accordance with article 90 of L. 4548/2018. Additional meetings is possible to take place, if necessary. Subsequently, the Committee submits to the BoD, at least quarterly, its inputs and suggestions on important matters that have occupied the Committee. For the proper organization of the Committee's works, the Committee keeps, at the beginning of the year, a "Meetings Diary", which results from its annual work plan.
- ii. Each member of the Committee has the right to ask in writing from the Committee's President or the BoD's President to convene a Committee's meeting in order for specific matters to be discussed. The aforesaid right is also granted to the President of the BoD, the Chief Executive Officer, the Head of the Internal Audit Unit, the Head Compliance Officer, the Head of Risk-Management and the external auditors.
- iii. The meeting covers the items that have been included in the agenda, which in a timely manner and, in any case, no later than three (3) working days before the scheduled meeting is notified to the members of the Committee by the Secretary or the President of the Committee.
- iv. Apart from the Company's registered seat, the Committee validly convenes, wherever the Company's Articles of Association provision in accordance with article 90 of L. 4548/2018. The Committee can also convene by using electronic means of communication. The participation of the members of the Committee at its meetings through said means is deemed valid. The presence of all members of the Committee is necessary for the holding of any meeting and for the reaching of the quorum.
- v. Only the members of the Committee have voting right in order to make a decision. Each member of the Committee can give a written power of attorney to another member of the Committee. In this case, the vote of the absent member is counted normally. Decisions are taken by majority.
- vi. The Committee may adopt a written resolution instead of a meeting, without a meeting being held, provided that the resolution is signed by all its members.

- vii. The Secretary of the Committee is responsible for keeping minutes of the Committee's meetings. The resolutions of the Committee are recorded in the minutes and are signed by all members in accordance with article 93 of L. 4548/2018 and the Secretary. Copies of the minutes are issued by the President or the Secretary of the Committee.
- viii. The President of the Committee may hold meetings with any executive, employee of the Company or any other third party cooperating with the Company and outside the scheduled meetings of the Committee. These meetings may be attended by other members of the Committee, if notified by the President. These meetings do not substitute nor shall be deemed meetings of the Committee.

7. Responsibilities

In carrying out its mission, the Committee has the following tasks and responsibilities:

7.1. Regarding the financial information and the investment schedule of the Company.

The Committee supervises and evaluates the drafting process of the annual and periodical financial statements, as well as the investment schedule of the Company, according to the accounting standards, before being submitted to the BoD for approval, in order to verify the accuracy and completeness of the information they contain, expresses its views and submits proposals and recommendations, mainly on the following matters:

- i. Integrity, validity and reliability of the annual and periodic process of financial information and the financial statements of the Company, the investment schedule, as well as the official announcements regarding the financial performance of the Company
- ii. Changes in critical accounting policies and practices
- iii. Decisions that require an important element of judgment
- iv. Significant or unusual transactions that have a material effect on the financial statements and the manner in which they are disclosed
- v. Management's estimates for forecasting and other matters that mainly require assessment and can significantly affect the financial statements
- vi. Evaluates the declarations / matters identified in the auditors' reports and in the auditors' additional report to the Committee and any significant changes proposed by the external auditor
- vii. Evaluates the auditors' comments and proposals regarding the management of the Company, the preparation and presentation of the financial statements and the monitoring of their implementation
- viii. Informs the BoD on the outcomes of the external statutory audit and explains how it contributed to the integrity of the financial information and what the Committee's role was in this process

7.2. Regarding the external audit.

In respect to the operation of the external audit, the Committee:

- i. Is responsible for the election process and proposes the auditor or the audit company, as well as the independent evaluator of par. 2 of article 22 of L. 2778/1999 to the BoD, in order for the latter to submit a relevant proposal to the General Meeting of the Company's shareholders for the appointment of the abovementioned persons,
- ii. Evaluates the effectiveness of the external auditors (understood as the regular certified auditors-accountants, as well as the independent evaluators of par. 7 of article 22 of L. 2778/1999) and, whenever it deems necessary, submits a proposal to the BoD for their replacement or alternation, after the end of each financial year or whenever there is an important reason, in accordance with the Company's procedures and the applicable legislation,
- iii. Ensures that every five (5) consecutive financial years, the latest, there will be an open and transparent selection process for the regular certified auditors-accountants. It is noted that, according to the Company's policy, the following should be ensured:
 - a) An audit company can offer external audit services for a period not exceeding ten (10) consecutive years and may repeat such services after two (2) consecutive years.
 - b) The certified auditor or the main audit partner of the audit company can offer its services, in such capacity, for a period not exceeding five (5) consecutive years and repeat such duties after two (2) consecutive years.
- iv. Is Informed of the scope of the audit and the strategy to be followed by the external auditor, including the cooperation with the internal audit,
- v. Supervises, monitors and ensures the independence of the external auditors of the Company,
- vi. Audits the provision by the auditors to the Company of the permitted, in accordance with the applicable legislation, non-audit services, taking into account the nature of the services provided, the threats to their independence and the safeguards applied,
- vii. Monitors the volume, nature, fees and extent of the permitted non-audit services offered by the auditors, in order to maintain the balance between objectivity and value added by the services offered,
- viii. Takes note and pre-approves any service other than the regular audit that may be offered to the Company by the company of its regular certified auditors-accountants,
- ix. Receives annually from the company of its regular certified auditors-accountants a written confirmation regarding the status of its independence from the Company and a written notification for the nature and extent of other services provided to the Company in addition to the services of statutory audits,
- x. Prepares and submits to the BoD, on an annual basis, a report in which the audit and non-audit services are recorded by category, as well as the duration and the fee paid to the external auditors,
- xi. Takes note of the external auditors for any problems or weaknesses identified in the Company's Internal Audit System during the audit they performed in accordance with the applicable International Accounting Standards and the international best practices,

- xii. Proposes to the BoD the special areas where additional audits may be required by the external auditors or the specialist consultants.

7.3. Regarding the Internal Audit System (“IAS”)

The Committee:

- i. Examines its adequacy and effectiveness, based on the data and information included in the audit reports, the quarterly reports and the annual report prepared by the Company’s Internal Audit Unit,
- ii. Ensures the implementation of its periodic evaluation provided by L. 4706/2020, in terms of its adequacy and effectiveness, by the independent evaluator, in accordance with the conditions set by the regulatory framework, and monitors and proposes the results of said evaluation to the BoD, being the competent body for all the individual stages of this process, i.e. the selection of candidates, the process of proposing, selecting and approving the evaluation assignment, as well as the monitoring of the observance of the agreed project,
- iii. Reviews and assess the results of the audits held by the Internal Audit Unit regarding
 - a) the implementation of the rules of procedure and the internal audit System, mainly, in respect of the adequacy and correctness of the financial and non-financial information provided, the risk-management, the regulatory compliance and the corporate governance code adopted by the Company, b) the quality assurance mechanisms, c) the corporate governance mechanisms and d) the compliance with the commitments contained in prospectus and business plans of the Company regarding the use of funds raised from the regulated market and submits relevant comments to the BoD,
- iv. Submits proposals to the BoD to address the weaknesses that may have been identified in the IAS and monitors, with the assistance of the Internal Audit Unit, the implementation of the measures decided by the BoD,
- v. Evaluates the effectiveness of the compliance processes of the Company with the applicable legislation and regulatory framework and assigns to the Internal Audit Unit the investigation of cases of non-compliance,
- vi. Submits to the BoD for approval the annual report for the adequacy of the IAS and provides an annual (positive or negative) evaluation declaration of the IAS, in the context of the Corporate Governance Declaration.

7.3.1. Regarding the Internal Audit Unit, which is functionally under the Committee

- i. Ensures the independent operation in favor of the Internal Audit Unit, the uninterrupted access to all activities, units and spaces, as well as to every detail and information of the Company, its uninterrupted communication with any executive, body and staff of the Company and the ability to receive information and explanations necessary to fulfill its purpose in the context of the ongoing audits,
- ii. Evaluates and approves the annual audit program, which is prepared by the Internal Audit Unit based on the assessment of the Company’s risks and on which it has previously expressed its opinion, as well as the budget of the Internal Audit Unit and any amendments thereof,
- iii. Proposes to the BoD the Rules of Procedure of the Internal Audit Unit and any amendments thereof,

- iv. Proposes to the BoD the appointment and placement of the head of Internal Audit and his/her possible replacement,
- v. Evaluates the work of the Internal Audit Unit emphasizing on matters related to the grade of independence, the quality and the scope of the audits it performs and its objectivity,
- vi. Takes care of the periodic submission to an external evaluation of the Company's internal audit operation. To this end, it selects an independent external evaluator, who carries out the external evaluation of the compliance of the internal audit operation with the International Standards for the Professional Implementation of the Internal Audit and the implementation of the Code of Ethics of IIA by the internal auditors,
- vii. Submits proposals to the BoD along with the Remunerations and Nominations Committee regarding the amount of remuneration and the change of the working conditions of the head of the Internal Audit Unit, subject to the Company's Remuneration Policy.

7.3.2. Regarding the Head of Risk-Management and the Head Compliance Officer, who are functionally under the Committee.

In respect of such operations, the Committee:

- i. Supervises and assess, on an annual basis, the work of the Head Risk-Management, takes note of his/her annual report and submits it to the BoD,
- ii. Approves the annual Action Plan of the Head Compliance Officer, monitors and assess, on an annual basis, his/her work and takes note of his/her annual report and submits it to the BoD,
- iii. Submits proposals to the BoD along with the Remunerations and Nominations Committee regarding the amount of remuneration, the change of the working conditions, the hiring and dismissal of the Head Risk-Management and the Head Compliance Officer.

7.4. Finally, the Committee:

- i. Supervises the management of the most important dangers and uncertainties of the Company and their periodic revision,
- ii. Examines and proposes the planning and revision of the internal policies and/or proposes the revision of the IRP,
- iii. Examines conflicts of interest during the Company's transactions with affiliated parties and submits to the BoD relevant reports,
- iv. Ensures the ability of the anonymous reports ("whistle-blowing"), as well as employees' protection, who through such reports inform the BoD or the Committee for serious irregularities, omissions or criminal offenses which have come to their attention,
- v. Supervises the immediate implementation of corrective actions to address weaknesses that have been identified in terms of audit and/or non-compliance of the Company with the policies adopted by the latter or the applicable legislation,
- vi. Manages any eponymous or anonymous reports of the staff,

- vii. Proposes to the BoD the Code of Ethics of the Company and any amendment thereto,
- viii. Submits an annual report to the Ordinary General Meeting that contains a description of the sustainability policy that the Company implements, as long as the Company has such an obligation.

It is noted that, while the Committee has the authority and obligations mentioned in this IRP, it is not obliged to plan and implement audits and/or certify the adequacy and accuracy of the periodic financial reports of the Company and its subsidiaries. This is the responsibility of the Management and the regular certified auditors-accountants of the Company.

8. Date of entry into force

- i. This IRP shall enter into force as soon as it has been approved by the Committee and can be amended at any time with a Committee’s decision.
- ii. At least every two (2) years, the Committee evaluates the adequacy of its IRP and reviews proposals (if any) aimed at optimizing its operation and work.

9. Version History / Revisions

Version History / Revisions		
Code of Issue	Date of entry into force	Comments/ Justification of Changes
1.0	02/08/2021	It replaces the previous version which entered into force on 27/01/2021

Annex 1 –Solemn Declaration of Persons subject to the Audit Committee’s Internal Rules of Procedure

SOLEMN DECLARATION
OF PERSONS SUBJECT TO THE AUDIT COMMITTEE’S
INTERNAL RULES OF PROCEDURE
TRASTOR R.E.I.C.

Place:

Date:

The Signatory:

(full name), declare that

- i. I have received a Copy of the Rules of Procedure of the Committee,
- ii. I have read the abovementioned texts carefully, understood and accepted their content.
- iii. I will be informed of any relevant change or amendment of it, whenever it is announced by the Company.
- iv. I have disclosed and I undertake from now on to disclose all my transactions and activities, as and where required.

THE DECLARANT

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(Signature)