

## **Quest Holdings S.A.**

### **Report of the Independent Non-Executive Members of the Board of Directors to the Annual Ordinary General Meeting of Shareholders, in accordance with article 9 § 5 of Law 4706 / 2020**

#### **1. Introduction**

This report has been jointly prepared by the independent non-executive members of the Board of Directors (hereinafter referred to as the "BoD") of the company "Quest Holdings S.A." (hereinafter referred to as the "Company") and is submitted to the Annual Ordinary General Meeting of Shareholders, which will convene on 13 June 2024, in accordance with the provisions of article 9 § 5 of law 4706/2020 and the relevant guidelines of the Hellenic Capital Market Commission (reference number 428 / 21.2.2022).

According to article 7 of law 4706/2020 the non-executive members, including the independent non-executive members: a) monitor and review the strategy of the Company and its implementation, as well as the achievement of its objectives, b) ensure the effective supervision of executive members, including monitoring and controlling their performance, and c) review and express views on proposals made by executive members, on the basis of existing information.

This report presents the joint report of the independent non-executive members of the Company's Board of Directors on: the overall operation of the Company's Corporate Governance system, the operation of the BoD, the operation of the BoD Committees, the monitoring and review of the Company's strategy, the supervision of the executive members and the monitoring of their performance, as well as the review of the proposals submitted by the executive members.

#### **2. The Company's Corporate Governance System**

The Company complies with the applicable legislation on Corporate Governance (i.e., with law 4706/2020 and the resolutions and circulars of the Board of Directors of the Hellenic Capital Market Commission and the other competent Bodies and Authorities), as well as with the Hellenic Corporate Governance Code 2021 which has been adopted by the Company according to the resolution passed by its Board of Directors on 15-7-2021 and pursuant to article 17 of Law 4706/2020 and has been posted on the website of the Hellenic Corporate Governance Council (hereinafter "HCGC"), as well as on the website of the Company.

In the year 2021, the Company, on the occasion of the full compliance of its Corporate Governance system with Law 4706/2020, completed a very important project in collaboration with a specialized consultant, which concerned the adaptation of the Corporate Governance system of the Quest Group of companies to the requirements of Law 4706/2020 and international best practices.

The new Corporate Governance system (hereinafter "CGS") of Quest Group supports and ensures a modern and effective way of managing the Group and ensures the interests of all stakeholders, taking into account the size, nature, scope and complexity of their activities. By

way of indication, it consists of the following:

- The Board of Directors, which shapes at a group level the vision, the mission, the principles, the values, the culture of the Group as well as the strategy, the goals and the business planning.
- The Committees of the Board of Directors, which contribute to the effective coordination, control and monitoring of the various activities in the Group and operate with a view to their alignment with the broader strategy and objectives of the Group.
- The Management Committees at Group level consisting of Company and Group Company executives.
- The organizational Units of the Company that coordinate and supervise key operations of Quest Group and contribute to the optimization of cooperation, the achievement of synergies and economies of scale, the utilization of common resources and the monitoring of critical operations at Group level.
- The Group Policies and the uniform Standard Procedures, which are a key tool for improvement, development and effective management at Group level.
- The other organizational structures, functions, policies and procedures of each Group Company, which allow the operational autonomy of the Group Companies as well as their simple and flexible organization.

Upon completion of the CGS adjustment project and approval of all the relevant regulations, policies, procedures and systems for the Company and its key subsidiaries (hereinafter referred to as the "Group Companies") the new CGS of the Company fully complies with the requirements of law 4706/2020, the executive decisions / circulars / guidelines of the Hellenic Capital Market Commission, the provisions of the HCGC and adopts many international best practices.

It is worth noting and shows the commitment of the Company to a modern and good corporate governance, that after the completion of the above project and the systematic training of the members of the Board of Directors and its Committees, as well as all the executives and organizational units of the Company and the Group's companies involved in the CGS, its further dissemination and integration within the Group, as well as its further development and monitoring continues.

With the Company's CGS as in force and implemented in practice and the continuous systematic effort made by the Company for its monitoring and development, the following are achieved:

- full compliance with the applicable legal and regulatory framework;
- integration of key best practices;
- ensuring transparent management and decision-making that takes into account the interests of all stakeholders;
- ensuring an excellent working environment for all its employees, perfectly in line with the wider social needs and developments and attracting and retaining talent;

- effectively delimitating related responsibilities and functions such as Internal Control, Risk Management and Regulatory Compliance, in order to avoid overlaps and to continuously simplify procedures.
- strengthening the competitiveness and sustainability of the Group;
- all stakeholders recognising the Group as a leader in Corporate Governance issues;
- maintaining and strengthening the Group's character as an important, well-managed group of companies.

The Company, by decision of its Board of Directors, has entrusted KPMG Certified Auditors S.A. with the assessment of the adequacy and effectiveness of the Internal Control System of QUEST Holdings S.A. and its key subsidiaries INFOQUEST TECHNOLOGIES S.M.S.A., UNISYSTEMS S.M.S.A., QUEST ENERGY S.M.S.A., ISQUARE S.M.S.A., and ACS S.M.S.A., for the period from 17 July 2021 to 31 December 2022, in accordance with the provisions of section j of §§ 3 and 4 of article 14 of Law 4706/2020 and Resolution No. 1/891/30.09.2020 of the Board of Directors of the Hellenic Capital Market Commission as in force.

The assurance work was performed in accordance with the audit programme included in the Resolution No. 040/2022 of the Hellenic Accounting and Auditing Standards Oversight Board (HAASOB) and the International Standard on Assurance Engagements 3000 "Assurance Engagements Other than Audit or Review of Historical Financial Information". Based on the work performed and the report issued on 31 March 2023 by the independent evaluator Mr. Vasilios Kaminaris, Institute of CPA (SOEL) Reg. No. 20411 on the assessment of the adequacy and effectiveness of the Internal Control System of the Company and its key subsidiaries, no material weaknesses were identified.

During the current fiscal year, 2024, the Board of Directors is also expected to commission, on the basis of the recommendation of the Nominations & Corporate Governance Committee, an evaluation of the CGS to a third independent evaluator - by July 2024.

### **3. The operation of the BoD**

The BoD of the Company, in accordance with its Rules of Procedure, exercises its duties in accordance with the stipulations of the Company's Articles of Association and the applicable Greek legislation (Law 4548/2018, Law 4706/2020, as well as in accordance with the provisions of Law 4449/2017, the regulatory decisions and documents no. 1302 / 28.4.2017 and no. 1508 / 17.7.2020 addressed to the listed companies by the Hellenic Capital Market Commission).

The BoD of the Company consists of twelve members, out of which seven (7) are independent non-executive members (one of whom acts as the independent Vice Chairperson). Out of the other five (5) non-executive members, four (4) are executive, namely the Chairman, the Chief Executive Officer, the Deputy Chief Executive Officer, the Executive Director and one (1) is non-executive. The requirements of the applicable legislation, the decisions / guidelines / circulars of the Hellenic Capital Market Commission, the HCGC 2021 which has been adopted by the Company, the Suitability Policy for the Members of Board of Directors of the Company and the international good practices have been taken into account for their election.

The independent non-executive members of the BoD meet the criteria of independence, as such

are set out in Article 9 of Law 4706/2020 and are explained in detail in the Internal Rules of Procedure of the Company and in the Procedure for Notifying Dependencies by the Independent Non-Executive Board Members. The fulfilment of the conditions for categorising a member of the BoD as independent is reviewed by the BoD at least annually per fiscal year and in any case prior to the publication of the annual financial report, which includes a relevant finding.

All members of the BoD, including the independent ones, meet the criteria of individual suitability and in general the criteria of collective suitability set out in the Suitability Policy for the Members of the Board of Directors of the Company. This Suitability Policy has been prepared in accordance with article 3 of Law 4706/2020, Circular 60/2020 of the Hellenic Capital Market Commission, the Internal Rules of Procedure of the Company and the HCGC 2021 and has been approved by virtue of resolution passed by the Ordinary General Meeting on 18.6.2021 which has been posted on the Company's website (<https://www.quest.gr/el/the-group/board-of-directors>).

The Policy is fully harmonized with the applicable legislation. Furthermore, during its preparation, the size, the internal organization, the risk appetite, the nature and the complexity of the Company's activities have been taken into account.

More specifically, the Policy complies with the provisions of Law 4706/2020 and the regulatory decisions and circulars issued by virtue of this law, is in accordance with the provisions of the Internal Rules of Procedure of the Company, and follows in its entirety the HCGC 2021 of the Hellenic Corporate Governance Council that has been adopted by the Company. It also incorporates good practices, which are followed internationally by companies of similar characteristics to those of the Company.

In the performance of their duties, the non-executive members have timely access both to the required information regarding the items on the agenda of the BoD meetings, as well as to the executive members of the BoD and the senior management of the Company for their information.

The Corporate Secretary makes sure that all members of the BoD receive by electronic means in a timely manner and as a rule three (3) calendar days prior to the meeting the supporting documents (data, analyses, recommendations, studies, etc.) relating to the items of the agenda of each meeting.

Whenever the non-executive members deem it necessary, they meet or communicate with the Chairman of the BoD, the executive members or the Company executives in order to timely receive any additional information, so as to be prepared and in the position to express their opinion during the meetings.

The Board of Directors met 55 times in the year 2023 (of which 16 meetings with physical presence of the members and 39 meetings without).

The main categories of issues dealt with by the Board of Directors were: Strategy, Investments, Corporate Governance, Monitoring and Performance Management, Risk Management, Internal Control System, Sustainable Development / ESG, Financial and Non-Financial Information, Management Systems and Processes, Compliance.

In the second quarter of 2023, the Board of Directors organised a strategy workshop, with the participation of all BoD members, the Corporate Secretary and senior executives of the Group. During this workshop, the prospects of the business environment and potential areas of growth for the Group were reviewed.

In the second quarter of 2023, the annual evaluation of the BoD, the BoD members and the BoD Committees was also conducted. The evaluation included an evaluation of the BoD as a whole, an evaluation of the BoD Committees and an individual evaluation of the BoD members. The evaluation was carried out with the support of an external consultant, selected on the basis of a competitive tender process and international best practices.

Based on the above, we consider that the operation of the BoD of the Company with regard to the levels of compliance, integration of good practices, efficiency and organization is very satisfactory. In particular, the independent non-executive members receive all necessary information, have access to information and employees and have the ability to monitor, supervise, control and express an opinion, in order to effectively perform their duties.

#### **4. The Operation of the BoD Committees**

A very important part of the contribution of the independent members to the Board of Directors of the Company is made through their participation in the Committees of the BoD. The Board of Directors of the Company has established five (5) relevant Committees, three of which are provided for by Law 4706/2020 and two more have been established on the basis of good practices. Specifically, the BoD Committees are as follows:

- Audit Committee,
- Nomination and Corporate Governance Committee,
- Remuneration Committee,
- Sustainability Committee,
- Strategic Planning Executive Committee.

The first four Committees have in place Rules of Procedure, meet regularly and keep minutes for their meetings. It is also noted that as a good practice, all members of the above first three Committees are independent and non-executive.

The Committees of the BoD contribute decisively to the effective operation of the Board of Directors. In particular:

**4.1 The Audit Committee**, in the year 2023 met fourteen (14) times in the presence of all its members. In the discussion of issues within the competence of the Internal Control Department, the manager of the Internal Control Department was called.

In this context, the Audit Committee met four (4) times with the certified auditors of KPMG and discussed with them their audit approach, the focus points of the audits (key financial statement risks) as well as the results of their reports.

Furthermore, in 2023 the Audit Committee within the framework of its responsibilities and in accordance with § 3 of article 44 of Law 4449/2017, and the relevant resolutions of the Hellenic

Capital Market Commission (resolutions no. 1302/28.4.2017 and 1508/17.07.2020) proceeded during the fiscal year 2023 inter alia, to the following:

*a. Statutory audit monitoring and information of the Board of Directors about its results:*

It monitored the process and the carrying out of the statutory audit of the separate and the consolidated financial statements of the Company, took into account the content of the supplementary report that the statutory auditors submitted, which contains the results of the statutory audit carried out which meets at least the specific requirements according to article 11 of Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014.

*b. Financial reporting process*

Monitored, reviewed and evaluated the process of preparation of the financial reporting, i.e., the mechanisms and systems for the production, flow and dissemination of financial information produced by the Company's organisational units involved, was informed about the process and schedule for the preparation of the financial reporting by the Management, was also informed by the statutory auditors about the annual statutory audit programme prior to its implementation, carried out its evaluation and confirmed that the annual statutory audit programme will cover the key areas of audit, taking into account the main business and financial risks of the Company.

In addition, with regard to the implementation of the above, the Audit Committee held meetings with the management/competent executives during the preparation of the financial reports, as well as with the statutory auditors during the planning stage of the audit, during its execution and during the preparation of the audit reports. It also considered and reviewed the most significant issues and risks that could have an effect on the Company's financial statements and the significant judgments and estimates made by management in preparing them.

Furthermore, the Audit Committee was in timely communication with the statutory auditors in view of the preparation of the audit report, reviewed the financial reports prior to their approval by the Board of Directors, in order to assess their completeness and consistency with respect to the information brought to its attention and the accounting principles applied by the Company and informed the Board accordingly.

*c. Independence overview of certified public accountants*

Reviewed and monitored the independence of the certified auditors or the auditing firms in accordance with Articles 21, 22, 23, 26 and 27, and Article 6 of Regulation (EU) No 537/2014 and in particular with regard to the suitability of the provision of non-audit services to the Company in accordance with article 5 of the same Regulation.

*d. Procedures of internal control and risk management systems, regulatory compliance and Internal Control Department:*

*Internal Control System:*

The Audit Committee monitored, reviewed and evaluated the adequacy and effectiveness of all Company policies, procedures and control activities regarding on the one hand the internal control system and on the other the risk assessment and management, in relation to the financial information (according to case c of § 3 of article 44 of law N. 4449/2017 and resolution No. 1302/28.04.2017 of the Capital Market Commission). In this context, the Internal Control Department contributed to the preparation of the Group's consolidation manual, as well as to the commencement of the project for the preparation of the transition to SAP4Hana environment. The Audit Committee also submitted for approval to the Board of Directors the Reporting-Complaints Management Policy, as well as amendments to the Regulatory Compliance System, the Code of Conduct and Ethical Behaviour and the Risk Management Committee's Rules of Procedure.

Monitored the effectiveness of the internal control system, particularly with regard to the adequacy and correctness of the financial and non-financial information provided, risk management, regulatory compliance and the Code of Corporate Governance adopted by the Company, mainly through the work of the Internal Control Department and the work of the statutory certified auditors.

On the results of the above actions, the Audit Committee informed the BoD of its findings and made proposals for corrective actions, where appropriate.

It also submitted to the Board of Directors the quarterly reports of the Internal Control Department with the most important issues and proposals of the Internal Control Department together with its comments (pursuant to Article 16 of Law 4706/2020).

#### Internal Control Function:

Regarding the internal control function, the Audit Committee monitored and inspected the proper functioning of the Internal Control Department in accordance with the professional standards, as well as the applicable legal and regulatory framework and evaluated the project, its adequacy and effectiveness, without, however, affecting its independence. Reviewed the disclosed information regarding the internal control and the key risks and uncertainties of the Company, in relation to the financial information. Assessed the Manager of the Internal Control Department, collaborated with the Remuneration Committee to determine the remuneration of the manager of the Internal Control Department. Worked with the Human Resources Division to find and recruit a suitable executive to assume the role of Manager, Internal Control Department due to the fact that the former Manager, Internal Control Department was transferred to another department in the Company as a result of his experience and knowledge, and found and recruited qualified executives to replace two employees who left the company, in order to ensure that the Internal Control Department has the necessary resources, is adequately staffed with personnel having sufficient knowledge, experience and training, is not constrained in its work and has the postulated independence.

It was briefed on the 2023 audit work report and on the Internal Control Department's audit plan for the year 2024 prior to its implementation and assessed it, taking into account the main areas of business and financial risk as well as the results of previous audits. It verified that the audit programme (in conjunction with any medium-term respective programmes) covers the key areas of control and systems related to financial reporting based on the Company's risk assessment and submitted relevant proposals and approved it. Finally, it was informed about the requirements of the necessary audit resources, as well as the consequences of limiting the

resources or audit work of the Internal Control Department (according to Article 15 § 5 of Law 4706/2020).

It met regularly with the Manager of the Internal Control Department to discuss issues within its competence, as well as problems that may arise from internal controls. It has taken note of the work of the Internal Control Department and its reports (regular and ad hoc) and is in regular communication with the Manager of the Department.

Regulatory Compliance:

Approved the annual Regulatory Compliance action plan and was informed about its progress (according to the Company's Regulatory Compliance System), about the Periodic Reports (of the Company and the Group's consolidated report) on regulatory compliance for the first and second quarters of 2023 and about the progress of the Compliance Risk Assessments. The Audit Committee was also informed about the preparation of the Reporting-Complaints Management Policy and related amendments to the Regulatory Compliance System, the Code of Conduct and Ethical Behaviour, which were approved and submitted to the Board of Directors for approval.

Risk Management:

Reviewed the management of the key risks and uncertainties of the Company and their periodic review through regular meetings with the Management and the manager of the Risk Management Department. In this context, it evaluated the methods used by the Company for identifying and monitoring risks, treating key risks by the internal control system and the Internal Control Department as well as properly disclosing them in the published financial reports. Members of the Committee participate in the meetings of the Risk Management Committee in order to help ensure that strategic risks, in addition to operational risks, are now included among the risks in a more systematic way.

Approved the updated Risk Register of the Group and was informed about the more efficient use of the electronic platform (Enterprise Risk Management Software) by all companies in the ongoing process of automating the identification and evaluation of Strategic, Operational, Financial and Non-Regulatory Compliance Risks as well as their mitigation actions.

Was informed about the periodic risk management reports and was further briefed by the Risk Management Manager on the risk assessment of the Risk Register by the Risk Management Committee.

Within the framework of the Corporate Governance System, as updated according to Law 4706/2020, the Board of Directors of the Company:

- ✓ is responsible for ensuring, through the Corporate Governance System and under the supervision of the Audit Committee, the effective operation of the Risk Management System in the Company and its key subsidiaries (Group Companies),
- ✓ ensures the effective operation of the Risk Management System, sets the Company and the Group Companies' key risk appetite limits; and
- ✓ gives the basic guidelines of the Risk Level Management to both the CEO of QH and the CEOs of the Group Companies and expresses its appetite for the Risk Undertaking Limits



to ensure to the maximum extent possible the achievement of the Group Companies' objectives and increase its value.

To this end, the members of the Committee were informed about the relevant Group Risk Appetite Statement for 2024, which was prepared by the Risk Management Committee of the Company, was approved by the Audit Committee and was further submitted by the latter to the BoD.

Finally, the Audit Committee was informed about the amendments to the Risk Management Committee's Rules of Procedure, which it approved and submitted to the Board of Directors for approval.

Other functions and actions:

Was informed by the Group Chief Information Security Officer about the development of cyber security activities, external security assessments, internal security indicators, training of Group staff on information security issues, priorities and monitoring and the security framework, as well as on the implementation of the information systems security plan, the Group's cooperation with external partners on cyber security and the strengthening of the Unit's staff.

Was briefed by the Group ESG Manager on the ESG targets and results for the year 2022 on the basis of the ESG strategy approved by the Board of Directors, the assessments of Group companies (Ecovadis), the developments in European legislation regarding non-financial assets and upcoming obligations regarding business sustainability and the priorities, targets and actions for the fiscal year 2023.

Last, the Audit Committee has prepared and shall submit to the Shareholders its report for the 2023 fiscal year in the forthcoming Ordinary General Meeting.

**4.2 The Nominations and Corporate Governance Committee** in the year 2023 met eight (8) times in the presence of all its members.

During the year 2023, the Nominations and Corporate Governance Committee supported the Board of Directors in:

- ✓ reviewing the revision of Policies / Procedures (Evaluation Procedure for the BoD, Evaluation Procedure for the Parent Company's Senior Management and Evaluation Procedure for the Subsidiary Companies' Senior Management, Policy and Procedure for the Prevention & Management of Conflict of Interest, Suitability Policy, Rules of Procedure of the NCGC, Rules of Procedure of the Board of Directors and Procedure for the Dependency of the Independent Non-Executive Members of the BoD);
- ✓ reviewing the succession plan for the Board Members of the BoD of the Company & Senior Executives of the Company and Group Companies;
- ✓ the annual assessment of the fulfilment of the independence criteria for Board members and the declarations-disclosures of conflicts of interest, the recommendation for the

- appointment of a consultant for evaluating the Board of Directors, and the selection of a consultant;
- ✓ implementing the Programme of Continuous Training for Existing Board Members for the years 2023 and 2024;
  - ✓ reviewing the induction training for new members of the Board of Directors;
  - ✓ evaluating Senior Executives of the Company and Group Companies and evaluating the Board of Directors of the Company;
  - ✓ designing & monitoring of an action plan, on the basis of the results of the BoD evaluation;
  - ✓ preparing the annual Corporate Governance Statement and forwarding it to the Audit Committee;
  - ✓ monitoring the implementation of the Quest Group Corporate Governance System and reporting on the monitoring of the progress of the Corporate Governance System;
  - ✓ initiating the process of engaging a consultant to undertake the task of evaluating the Group's Corporate Governance System.

Last, the Nominations and Corporate Governance Committee prepared its annual report for the fiscal year 2023. The President of the Committee participates in the meeting of the General Meeting, providing information to the shareholders regarding the activities of the Committee, upon request.

**4.3 The Remuneration Committee** in the year 2023 met eight (8) times in the presence of all its members.

During the year 2023, the Remuneration Committee supported the Board of Directors in:

- ✓ approving the Share Allocation Procedure for Senior Executives and its relevant recommendation to the Board of Directors;
- ✓ deciding on the variable remuneration of the Senior Executives of the Company and the Group Companies for the financial year 2022;
- ✓ deciding on the regular salary and bonus of the Manager of the Internal Control Department and the internal controller for the financial year 2022 and on the regular salary of the newly recruited Manager of the Internal Control Department;
- ✓ deciding on the advance payment of part of the variable remuneration for the 2023 fiscal year to the Group's employees;
- ✓ approving the Remuneration Report for the members of the Board of Directors for the fiscal year 2022.

Last, the Remuneration Committee prepared its annual report for the year 2023. The President of the Committee participates in the meeting of the General Meeting, providing information to the shareholders regarding the activities of the Committee, upon request.

**4.4 The Sustainability Committee** in the year 2023 met four (4) times in the presence of all its members.

During the year 2023, the Sustainability Committee supported the Board of Directors in:

- ✓ providing information on upcoming external regulatory developments on non-financial information, the impact on reporting requirements and the preparation for adaptation;
- ✓ the budget of the ESG unit;
- ✓ the benefits of integrating sustainable development into strategic/investment decisions;
- ✓ providing updates on the implementation progress in 2023 of the actions under the Quest Group ESG Transition Framework;
- ✓ the amendment of the Sustainability Policy;
- ✓ the Group's participation in assessments and their results, as well as in Bodies (such as UN Global, CSR Hellas - Hellenic Pact for Sustainable Industry - P4SI-EL) or representation in working groups of Bodies (such as the Hellenic Federation of Enterprises - SEV);
- ✓ strengthening the Group's circular economy model;
- ✓ strategy design and identification of opportunities related to sustainability, value creation and risks, based on dual materiality, market developments and geopolitical conditions (customers, products, supply chain, etc.).

**4.5 The Strategic Planning Executive Committee**, in the year 2023 met eight (8) times in the presence of all its members. The Strategic Planning Executive Committee supported the Board of Directors, inter alia, in:

- ✓ Examining important strategic issues, the Group's development framework and strategic planning;
- ✓ Reviewing investment strategy and key investments of the Group;
- ✓ Previewing and discussing the 2024 budgets and business plans of all Group companies;
- ✓ Monitoring of important Company and Group Companies projects;
- ✓ Preparing plans for acquisitions in the fiscal year 2022;
- ✓ Risk management, crisis management and extraordinary important issues that arise in the Group companies.

## **5. Monitoring and review of the Company strategy**

In 2023, with regard to key strategic decisions, the following were reviewed, inter alia:

- ✓ Impact of the international environment on Group companies;
- ✓ Strategic development of the Group and its companies;
- ✓ Approval of the Group's ESG strategic plan for the 2023 fiscal year, sustainable development;
- ✓ Strengthening innovation;
- ✓ Development of the Group's human resources.
- ✓ Risk management, cyber security;
- ✓ Investment strategy, new investments and divestments.

All the above were examined thoroughly and in an organized manner in the relevant meetings

of the BoD. Very detailed and documented information, presentations, and supporting material was provided by the Executive Management to the BoD and its Committees and sufficient discussions took place. In the cases where support was provided by external consultants, said external consultants made presentations in addition to those of the Executive Management.

The independent non-executive members of the Board of Directors actively participated in all stages of making, reviewing and approving decisions on all important strategic issues of the Company and the Group. All issues were discussed thoroughly at the BoD meetings and the independent non-executive members contributed significantly to the final formulation of the decisions taken.

In light of the above, we believe that the independent non-executive members received all the necessary information, and were able to participate in the formulation of important strategic decisions, thus exercising in an effective and satisfactory manner their role and responsibility in monitoring and controlling the Company strategy.

#### **6. Supervision of the executive members of the BoD and monitoring of their performance**

In the exercise of their duties the independent non-executive members further supervised the executive members and monitored their performance. The proposals of the executive members were thoroughly discussed and the independent non-executive members had the opportunity to consider them and openly express their views taking into account all available information, thus ensuring that the interests of all stakeholders were taken into account in the discussions and the decision-making of the BoD and its Committees.

The monitoring of the Company's performance is done in a very systematic way on a regular monthly basis and, extraordinarily if so required, with a full and detailed presentation of the relevant data by the executive members of the BoD. The independent non-executive members of the BoD systematically supervised the achievement of the corporate objectives following this process, requested and received additional information where they deemed it necessary and became aware of the planning, the carrying out and the results of the internal controls.

With regard to the monitoring of the performance of the executive members and in particular of the Chief Executive Officer and the Deputy Chief Executive Officer in 2023, the independent non-executive members through their participation in the relevant Committees and the BoD partook both in setting their goals in a specific measurable way, as well as in the evaluation of their achievement. Moreover, the Independent Vice Chairman and the Presidents of the Committees (all independent non-executive Members of the BoD) participated in the annual evaluation of the executive Members of the BoD (CEO, Deputy CEO, Executive Director).

In general, in addition to achieving their goals, it was found that the executive members exercised their duties with diligence in the interests of sound management, proper management of the Company assets, successful pursuit of its goals and increase in its value. They also willingly provided any information requested by the independent non-executive members and cooperated effectively with them whenever requested, ensuring their access to the management structure and the Group executives and inviting them to participate in all important

corporate events of the Company and its subsidiaries. These include quarterly presentations of all subsidiaries to the Management of the parent company, where all independent non-executive members of the Board of Directors of the Company are invited to participate, thus having the opportunity to formulate a direct view on all the Group's activities.

An update was provided by the executive members on the economic & business environment in which the Quest group operated in 2023, as well as on additional special features & conditions for the Quest group in 2023 and conclusions on the group's achievements in the 2023 fiscal year. The executive members of the Board of Directors further presented to the Board the report for 2023 under the above general and special circumstances, from which the following summarised conclusions were reached:

- ✓ New historic high levels of business performance in the year 2023: €1.2bn consolidated sales;
- ✓ Operating organic profitability >€80m;
- ✓ EBT profitability >€58m;
- ✓ Two groups of companies with >€450m sales;
- ✓ Backlog in IT services projects ~€550m;
- ✓ Significant new investments of about €27m;
- ✓ Completion of the new ACS sorting centre and commencement of operation of the rooftop photovoltaic power station;
- ✓ Improvements and adaptations to new warehouse in Aspropyrgos, improvements to several work areas in various group buildings;
- ✓ New office building in Kallithea under completion;
- ✓ Acquisition of EPAFOS company and approximately 5 MW of photovoltaic plants;
- ✓ Expansion of commercial activity in Romania;
- ✓ Enrichment of Regulatory Compliance Policies and Corporate Governance Procedures;
- ✓ Systems enhancement & IT Security training;
- ✓ ESG Ratings; Participation in the ESG Rating of Ecovadis, ESG Rating by the ISS Corporate on Environment & Social issues
- ✓ Quest Holdings became a member of the UN Global Compact;
- ✓ Distribution of dividends in excess of €21m;
- ✓ Increase in the number of employees in the group to approximately 2,900 people in Greece and abroad;
- ✓ Payment of a special allowance to approximately 1,300 Group employees, amounting in total to €1.4 million.

## **7. Review of the proposals made by the executive members of the BoD**

All proposals and assessments of the executive members - including those relating to current crisis or risk situations or cases that are expected to affect the Company's financial position - are presented and discussed in detail at the BoD. The views, comments and interventions of all members, independent or not, are recorded in the minutes of the meetings of the BoD, which are kept very diligently by the Corporate Secretary and remain accessible after their approval by all members of the BoD on the Company intranet. The same applies to the issues discussed in the Committees of the BoD, as well as to the minutes of the relevant meetings.

In 2023 the members of the BoD and its Committees participated actively in the respective meetings, showing an impartial attitude and independent judgment. The various proposals and assessments of the executive BoD members were thoroughly examined and evaluated - including those relating to current crisis or risk situations (e.g., energy crisis, war in Ukraine, inflation, rising interest rates, etc.), and/ or cases that were expected to affect the Company's financial position. Also, no cases of unjustified domination of individual members or individual small groups of the BoD were recorded and no resolutions of the BoD were passed with disagreement of independent members.

All BoD meetings in 2023 were attended by all the members of the Board of Directors who participated in person or by authorizing another member of the Board of Directors to represent them. All independent non-executive directors attended BoD meetings that had as item the preparation of the financial statements or a matter requiring approval by the General Meeting with an increased quorum and majority. Further, items submitted to the General Meeting of Shareholders to which this report is addressed were approved by a unanimous vote of the BoD members, including the vote of the independent non-executive members.

We deem that in the light of the above, the independent non-executive members have adequately considered the proposals of the executive members, had sufficient information and access to the necessary information, participated without any restriction in the evaluation and discussion of all proposals, openly expressed their thoughts and opinions, which were recorded in the minutes of the meetings of the BoD and its Committees and agreed with the resolutions passed.

In conclusion, the Company guarantees and ensures a CGS that is modern and fully compliant with the legislation, under the supervision and responsibility of the Board of Directors. The CGS being consistent with the timeless values and the Company's commitment to responsible entrepreneurship and sustainable development, allows the effective exercise of the duties of independent members of the BoD with due diligence and independence of judgment, contributes to the protection of the interests of all stakeholders and guarantees the long-term viability and growth of the Company and the Group.

Kallithea, 21 May 2024

The independent non-executive BoD members

Emil Yiannopoulos

Maria Damanaki

Ioanna Dretta

Nikolaos Karamouzis

Panagiotis Kyriakopoulos

Philippa Michali

Ioannis Paniaras