

## **MINUTES**

### **OF THE MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY UNDER THE NAME “HAIDEMENOS MODEL INDUSTRY OF GRAFIC ARTS S.A.” , with distinctive title as “HAIDEMENOS S.A.” - Number in the General Commercial Registry: 121638160000**

**HELD ON JULY 14, 2021**

In Alimos, this day, July 14, 2021, Wednesday, at 14:00, at the offices of the Societe Anonyme under the name “HAIDEMENOS MODEL INDUSTRY OF GRAFIC ARTS S.A.” , located at 4 Archaïou Theatrou Str., 4 Ethnikis Antistaseos & 4 Trachonon Str., in Alimos, the members of the Board of Directors of the Societe Anonyme under the name “HAIDEMENOS MODEL INDUSTRY OF GRAFIC ARTS S.A.” met to discuss and decide on the following agenda item:

### **AGENDA ITEM**

Designation for the Audit Committee members.

### **ATTENDING MEMBERS**

1. GEORGIOS CHAIDEMENOS, of EFSTRATIOS, President of the Board - Non-Executive Member
2. EFSTRATIOS CHAIDEMENOS, of GEORGIOS, Vice-President of the Board & Managing Director, Executive Member
3. MARINA CHAIDEMENOU, of GEORGIOS, Executive member
4. ANTONIA CHAIDEMENOU, of GEORGIOS, Executive member
5. ALEXANDROS GKATSONIS, of STERGIOS, Independent Non-Executive Member
6. MICHALIS KARIS, of TAKIS, Independent Non-Executive Member, Senior Independent Member
7. AGAMEMNON ROUMELIOTIS, of THEODOROS, Independent Non-Executive Member

It was established that there is a quorum, as all members of the Board are present in person and do not raise any objection to the discussion and decision on the items on the agenda.

By the resolution of the General Meeting of 14.7.2021, it was determined that the Audit Committee of the Company will be a committee of the Board of Directors in accordance with the provisions of art. 44, law 4449/2017, its term of office will be equal to that of the Board of Directors and it will consist of three independent non-executive members of the Board of Directors.

Pursuant to the aforementioned resolution of the General Meeting, three independent non-executive members of the Board of Directors, namely the following, are appointed by unanimous decision of the members of the Board of Directors as members of the Audit Committee:

- (A) Alexandros Gkatonis: Independent non-executive member of the Board of Directors. Born in 1968 in Germany. He is an economist and holds the position of Director of Accounting & Taxes at Athens International Airport SA. He studied Business Administration at the Technical University of Berlin (TUB) and has worked for multinational industrial and commercial companies in various areas of financial management.
- (b) Michalis Karis: Independent non-executive member of the Board of Directors. Born in 1969 in Athens. He is an economist, has studied Business Administration at the University of Piraeus, holds a Master's degree from the University of Salford, Manchester and has worked in major publishing and media companies. He is a shareholder and director of Metrolia Ltd, a company specialising in business and financial advice to businesses.
- (c) Agamemnon Roumeliotis: Independent non-executive member of the Board of Directors. He was born in Athens, in 1970. He is an economist and studied at the Economics Department of the Athens University of Economics and Business (formerly ASOEE). He started his professional career in the audit field working as an Assistant Auditor at PriceWaterhouseCoopers with a focus on the banking sector. He moved to banking in 1997 and since then he has held various strategic positions in Retail Banking operations. He currently works at the National Bank of Greece as a Retail Banking Risk & Control Officer, supporting the overall monitoring and coordination of Retail Banking operations (under the General Retail Banking Division).

The Board of Directors makes the following findings in respect of the above members appointed to the Audit Committee after reviewing the relevant information:

- (a) All of the above members of the Audit Committee meet the requirements of article 44 of Law 4449/ 2017 as applicable.
- (b) All of the above members of the Audit Committee meet the independence criteria stipulated in art. 9, par. 1 and 2 of law 4706/2020, and there is no impediment in their person under the provisions mentioned above, which would affect their independence. All of the aforementioned members of the Audit Committee as independent members of the Board of Directors have already submitted to the company sworn declarations, in which they confirm that they meet the independence criteria laid in art. 1 and 2 of law 4706/2020 and that they undertake to inform the company immediately, by submitting a new solemn declaration, in the event of any change in the aforementioned data on their persons or persons in their close family environment.
- (c) The aforementioned members of the Audit Committee have sufficient knowledge of the sector in which the Company operates, and Michalis Karis has worked in large publishing and media companies and all of them have knowledge of finance.
- (d) Member of the Audit Committee Alexandros Gkatonis has knowledge of accounting and auditing (he is the Director of Accounting & Taxes of the company "Athens International Airport S.A.").

The term of office of the members of the Audit Committee is equal to the term of office of the members of the Board of Directors of the Company, i.e. expires on 14.7.2026, extended, if necessary, until the expiration of the period within which the next Annual General Meeting of the Company must be convened and until the relevant decision for the election of a new Board of Directors is taken in accordance with the provisions of art. 18, par. 2 of the Company's Articles of Association and art. 85 par. 1 of law 4548/2018.

Having no further subject for discussion the meeting is adjourned.

THE PRESIDENT

THE VICE-PRESIDENT

GEORGIOS CHAIDEMENOS

EFSTRATIOS CHAIDEMENOS

THE MEMBERS

MARINA CHAIDEMENOU  
ANTONIA CHAIDEMENOU  
ALEXANDROS GKATSONIS  
MICHALIS KARIS  
AGAMEMNON ROUMELIOTIS

*True copy from the book of minutes of the Board of Directors*

*Alimos, issued on the same day  
For the Company*

*Efstratios Chaidemenos  
Vice-President*