

CORPORATE GOVERNANCE STATEMENT FOR THE YEAR 01.01.2024-31.12.2024

1) Statement on Compliance with the Corporate Governance Code

The Company has adopted the Principles of Corporate Governance, as determined by the existing Greek legislation and the international best practices. Corporate Governance, as a set of rules, principles and control mechanisms, in which the company's operation and management are based on, aims at transparency for the investment community, as well as ensuring the interests of the investors and of any other person involved in its operation.

The Company has adopted the Greek Corporate Governance Code (hereinafter "**Code**") issued in June 2021 of the Hellenic Corporate Governance Council (ESED). This Code is posted at the following electronic address: <https://www.esed.org.gr/web/guest/code-listed> while a relevant reference is also available on the Company's website: <https://corporate.e-jumbo.gr/en/investor-relations/corporate-governance/statement-of-corporate-governance/>.

With respect to the Special Practices of the Code, as applied on the basis of the "comply or explain: principle, the Company adopts and applies the provisions of the effective Greek Legislation.

The Company may deviate from the Special Practices of the Code and the Corporate Governance Principles it applies, for which deviations the Company ensures to properly inform the investing public by posting relevant announcements on the website <https://corporate.e-jumbo.gr/enimerosi-ependyton/anakoinoseis-deltia-typou/ola-ta-eti/>.

2) Deviation from the Special Practices of the Code

The Company fully complies with the provisions of the relevant Greek legislation, rules and regulations and its internal corporate values for the development of the applied corporate governance principles and has adapted the requirements defined by the existing institutional framework of corporate governance.

The Company has not adopted some specific practices of the Code as specifically mentioned below. However, it has taken all the necessary actions to facilitate the implementation and compliance with the provisions of Law 4706/2020. In particular, in relation to deviations from the Code, the following issues are noted:

N/A and EKED Special Practices and content	Justification for Deviation
1.15 - 1.16: The Board of Directors establishes its Operation Regulations	At this stage, the Board of Directors' responsibilities and duties in general and of its Members in particular, are sufficiently and analytically described in the Company's Operation Regulations and the applicable Company's Articles of Association.
2.2.21 - 2.2.23: The Chairman is appointed by the independent non-executive members. In the event that the Chairman is appointed by the Non-Executive Directors, one of the Independent Non-Executive Directors shall be appointed either as Deputy Chairman or as Senior Independent Director.	The Deputy Chairman is a non-executive member of the BoD. The Company will consider the appointment of a Senior Independent Director from among the Independent Non-Executive Directors at a subsequent election of the BoD.
2.3.7 The Board of Directors shall establish a Remuneration and Nomination Committee which shall have the primary role in the	The Company has an approved Procedure - Framework for the succession plan of the Members of the Board of Directors and the CEO, but not for the Senior

nomination procedure, in the succession plan design for the members of the Board of Directors and Senior Executives.	Management. The Company is oriented towards updating this Process - Framework in due course to include Senior Executives.
3.3.4. The Board of Directors, collectively, as well as the Chairman, the Chief Executive Officer, and the other members of the Board, are evaluated annually with regard to the effective fulfilment of their duties. At least once every three years, this evaluation is facilitated by an external advisor.	The Board of Directors, collectively, as well as the Chairman, the Chief Executive Officer, and the other members of the Board, are evaluated annually with respect to the effective fulfilment of their duties. In the past three years, no evaluation has been conducted by an external advisor; however, such an evaluation is scheduled to take place in 2026.

3) Main Characteristics of Internal Control and Risk Management System regarding the Preparation of Financial Statements.

The Company has in place Operation Regulations, amended by the decision of the Board of Directors on 30.12.2024, in order to adapt to the amendments of the current legislation on corporate governance, including the provisions of Law 4548/2018 and article 44 of Law 4449 / 2017 as amended and effective (regarding the responsibilities of the Audit Committee). The Operation Regulations have the minimum content referred to in article 14 of Law 4706/2020, as now in force and are in accordance with the corporate governance statement of the Company and the Corporate Governance Code adopted and implemented by the Company.

In the context of Corporate Governance, the Company has, among other things, adopted, in addition to the Operating Regulations, the following:

- Code of Ethics and Business Conduct
- Board of Directors Members Suitability Policy
- Diversity Policy
- Evaluation Policy of the Board of Directors, the CEO and the BoD Committees
- Remuneration Policy
- Reporting Management Policy
- Risk Management Policy
- Policy for preventing and addressing violence and harassment at work

The Internal Control System (ICS) consists of Controls that facilitate the proper operation of the Company.

Based on paragraph 2, article 4, Law 4706/2020, the Board of Directors ensures adequate and efficient operation of the Company's ICS, which mainly aims at the following objectives:

- consistent implementation of the business strategy, relying on effective use of available resources,
- recognition and management of the significant risks associated with the Company's business operations,
- effective operation of the Internal Control Service,
- ensuring the completeness and reliability of the data and information required for the accurate and timely determination of the Company's financial position and preparation of reliable financial statements, as well as its non-financial statement in case article 151 of Law 4548/2018 is applicable,
- compliance with the regulatory and legislative framework, as well as the internal regulations governing the Company's operations.

The Company's Internal Control System is a set of policies, procedures, duties, behaviours and other items that characterize the Company, implemented by the Board of Directors, the Management and all the Company's personnel. The Internal Control System consists of control mechanisms and Internal Controls targeting at the Company's smooth operation, aiming at:

- Effective and efficient operation of the Company, so that it could appropriately address the risks related its business objectives. Protecting the Company's assets from any misuse or damage, including prevention and detection of potential fraud.
- Ensuring the reliability of the financial information provided, both inside and outside the Company.
- Compliance with applicable laws and regulations, including the internal corporate policies.

The Company's main objective is constant development, improvement and upgrading the Internal Control System since the environment, in which the Company operates, is constantly changing.

The areas that are evaluated are the following:

- Control Environment

Control Environment consists of all the structures, policies and procedures that provide the basis for the development of an effective Internal Control System as it provides the framework and structure for achieving the fundamental objectives of the Internal Control System. Essentially it is the summary of many individual elements that determine the overall organization and the Company's management and operation. The review of the Control Environment includes in particular the integrity, ethical values and behavior of the Company's Management, the organizational structure of the Company, the structure, organization and mode of operation of the Board of Directors and its committees, the operation of the top executive management and the way it establishes, under the supervision of the Board of Directors, the appropriate structures, reference lines, areas of responsibility and competence to achieve the Company's objectives, the practices of recruitment, remuneration, training and evaluation of the performance of the Personnel.

- Risk Management

It concerns reviewing the procedures of identification/assessment of the risks, management /response of the Company to them and monitoring the development of the risks.

- Control Mechanisms and Controls

It concerns reviewing of the control mechanisms of the critical controls, with emphasis on the controls related to issues of conflict of interest, segregation of duties and governance and security of the Information Systems.

- Information and Technology

It concerns reviewing of the development process of the financial and non-financial information, as well as reviewing of the critical internal and external communication procedures of the Company.

- Monitoring the Internal Control System

A review of Company's structures & mechanisms is conducted that are in charge of evaluation of Internal Control System and reporting the findings for correction or improvement. In particular, the operation of the Audit Committee, Internal Audit Unit (IAU), Regulatory Compliance Unit are reviewed.

The following bodies are in charge of monitoring compliance with the Internal Control System are: the Audit Committee and Internal Audit Unit. The Audit Committee of the Company operates in accordance with the provisions of article 44 of law 4449/2017 as amended by article 74 of Law 4706/2020, the provisions of the Code and the Rules of Operation of the Audit Committee. The main objective of the Audit Committee is to assist the Board in supervising the financial reporting, the procedures regarding statutory auditors' appointment and operation, the Internal Control System and its implementation, organization and operation of the Company's Internal Audit Unit, the Company's compliance with legal

and regulatory requirements as well as its compliance with the Code of Ethics and Business Conduct. The Audit Committee has full access to every sector of the Company required to perform its duties and the Company makes available to the Audit Committee anyone the Audit Committee deems necessary. Whenever required, the necessary resources are available to the committee to facilitate its operations.

Main duties and responsibilities of the Audit Committee are set in the internal regulations, posted on the company's website https://corporate.e-jumbo.gr/Uploads/Documents/CharterOfOperations/AuditCommittee_2024.pdf.

Considering the "Three Lines of Defence Model", the Company has in place a Regulatory Compliance Unit and a Risk Management Unit on the second line, while the Internal Audit Unit occupies the third line.

The Internal Audit Unit operates in the way prescribed by Law 4706/2020 (as effective) on corporate governance. It is accountable to the Board of Directors through the Audit Committee.

The Internal Audit Unit operates as an independent and objective advisory service. Its responsibilities include evaluating and improving risk management and internal control systems, as well as verifying compliance with the established policies and procedures as defined by the Company's Internal Regulations, the applicable laws and legal provisions.

With regard to transactions between related parties, the Internal Audit Unit verifies, that before the transaction of any amount, the Board has received all the necessary information and that the necessary recommendations and approvals have been given from the departments involved.

Regarding the preparation of Financial Statements, the Company has invested in the purchase, development and maintenance of advanced computer systems based on the company's needs. Through a series of safeguards, the systems ensure the fair representation of the financial results for the preparation of financial statements (consolidated, separate). Cross-checks are performed and controls are implemented in order to eliminate data concerning intra-group transactions, receivables, liabilities, etc.. Consolidation journal entries are performed and the financial statements as well as information tables contained in the Financial Report are generated.

Financial statements are prepared and published on half year and annual basis (separate and consolidated) in accordance with International Financial Reporting Standards as adopted by the European Union and in accordance with applicable laws and regulations. All financial statements are approved by the Board of Directors prior to their publication.

The Company's Management is daily informed about the progress of sales, costs / expenses and other details that define and redefine the strategy and the objectives of the Company, as they have been planned and budgeted accordingly with comparable figures from the previous year and period.

The Group is exposed to various financial risks such as market risk (variation in foreign exchange rates, interest rates, market prices etc.), credit risk and liquidity risk. The Group's risk management policy aims at limiting the negative impact on the company's financial results which results from the inability to predict financial markets and the variation in cost and revenue variables.

The Board of Directors examined the main risks regarding the Company, as well as its Internal Control System. Moreover, there are mechanisms that support the evaluation and review of the Internal Control System by the Board of Directors such as the Audit Committee and the Remuneration and Nomination Committee.

Risk management policy is performed by the Management of the Group which evaluates the risks related to the Group's activities, plans the methodology and selects suitable derivative products for risk reduction. Analytical reference is made in section C. "RISK MANAGEMENT" of the present report.

The Company has a Risk Management Unit (RMU), whose objective is to develop an operational framework at all organizational levels, for identification, assessment and management of the risks faced by the Company. The Risk Management Unit ensures that the risks assumed by the Company's units are in line with its readiness to undertake risks and the tolerance limits that the top management determines and shapes. The Risk Management Unit provides guidance and support services to the Company to ensure adequate and effective risk management.

The Risk Management Unit is headed by the Risk Management Officer. The Risk Management Unit has an operational reporting line to the Board of Directors, while administratively it reports to the CEO.

The Company has established the Operating Regulations of the Risk Management Unit, which analytically describes its responsibilities. The aforementioned Operating Regulations have been approved by the Company's Board of Directors.

At the same time, the Company has a Regulatory Compliance Unit, charged with the following indicative responsibilities: (a) monitoring the legal and regulatory framework that governs the Company's operations and the Articles of Association and in particular the laws concerning the Stock Exchange and the Capital Market, providing relevant information to the Units, Directorates and Departments of the Company and training of the Staff, (b) identifying potential weak points and risks in terms of compliance and cooperation with the Units, Directorates and Departments of the Company in order to mitigate the risk, (c) establishing and implementing appropriate and updated policies and procedures, aimed at timely achieving complete and constant compliance of the Company with the current regulatory framework and (d) collaborating with the Company's Management regarding implementation of the appropriate disciplinary measures, in the event of compliance violations, including Staff training.

The Regulatory Compliance Unit is headed by the Regulatory Compliance Officer and is accountable to the Board of Directors and administratively to the CEO. Annually, it submits an Action Plan and the Annual Report to the Board of Directors for approval.

The Company has established the Regulatory Compliance Unit Operation Regulations analytically describing its responsibilities. The aforementioned Operating Regulations have been approved by the Company's Board of Directors.

The Internal Control System assessment

Following the decision of its Audit Committee, the Company assigned to the auditing firm "GRANT THORNTON S.A. CHARTERED ACCOUNTANTS & MANAGEMENT CONSULTANTS" the engagement "Provision of Internal Control System assessment services". The Engagement aims to assess adequacy and effectiveness of the Internal Control System ("ICS") of "JUMBO S.A." (the Company) as at the reporting date of 31.12.2022 and a reporting period of 17.07.2021 – 31.12.2022 in accordance with the provisions of case I, paragraph 3 and paragraph 4, article 14, Law 4706/2020 and Num. 1/891/30.09.2020 Decision of the Board of Directors of the Capital Market Commission, as effective (the "Regulatory Framework"). The assessment was performed in accordance with the International Standard on Assurance Engagements (ISAE) 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and in accordance with the regulatory framework as specified in the Audit Plan issued by Num. 227/10-11-2022 decision of the Hellenic Accounting and Auditing Standards Oversight Board (HAASOB).

The Internal Control System assessment was successfully completed in March 2023 and focused on the following issues: Control Environment, Risk Management, Control Mechanisms and Controls, Information and Communication System as well as Monitoring the Company's Internal Control System.

The Conclusion of the Auditor and Partner of Grant Thornton, namely Mrs. Athina Moustaki, Certified Public Accountant, Registry Number SOEL 28871, incorporated in the final Assessment Report on adequacy and effectiveness of the ICS dated 29/03/2023, states that based on the procedures performed and the evidence obtained about the Company's ICS adequacy and effectiveness nothing has come to the Auditor's attention that causes her to believe that something could be identified as material weaknesses in terms of the Company's ICS in compliance with the Regulatory Framework.

The Auditor's conclusion is another confirmation that the Company is in constant compliance with the legislative and regulatory framework governing the Internal Control System and adopts the best practices to facilitate legal and orderly operation of the Company's ICS.

Reassessment Statement

The Board of Directors conducts an annual reassessment of the Company's Internal Control System, corporate strategy, and key business risks affecting the Company. It is noted that the Board of Directors carried out its annual reassessment of the Internal Control System, the corporate strategy, and the key business risks affecting the Company for the financial year 01.01.2024–31.12.2024.

Assessment of the Corporate Governance System (CGS)

In the context of its obligations under par. 1 of Article 4 of Law 4706/2020, the Board of Directors assessed the implementation and effectiveness of the Company's Corporate Governance System, reporting date as of 31 December 2023.

In the context of the aforementioned assessment, the Company's Board of Directors has, among others, assigned to the auditing firm Grant Thornton S.A. Chartered Accountants & Management Consultants the assessment of adequacy and effectiveness of the Company's Corporate Governance System.

System.

This assessment was performed in accordance with the assurance procedures as specified in I73/08b/14.02.2024 decision of the Supervisory Board of the Institute of Certified Public Accountants of Greece (SOEL), in accordance with the International Standard on Assurance Engagements (ISAE) 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information"

The above work of the Chartered Accountants did not reveal any material weaknesses in the Corporate Governance System of the Company.

4) Information under (c), (d), (f), (i) and (k) paragraph 1 of Article 10 of Directive 2004/25/EC as at 21 April 2004 regarding takeover bids as long as the company is subject to the above directive.

No takeover bids or public offering was effective within the year 01.01.2024-31.12.2024.

5) Information on the way of functioning of the General Meeting of shareholders and its key authorities, description of shareholders' rights and the way they are exercised.

The procedures and rules of convening, participating and decision-making by the General Meeting, as well as its responsibilities are regulated in detail by the provisions of the Articles of Association of the Company and the Law 4548/2018. The Board ensures that the preparation and conduct of the General Meeting of shareholders facilitate the effective exercise of shareholder rights that shall be timely and fully informed on all matters relating to their participation in the General Meeting, including the agenda and their rights during the General Assembly. The Board uses the Annual General Meeting of shareholders to facilitate the effective and open dialogue within the Company.

Taking into consideration the legal requirements of Law 4548/2018, the Company publishes on its website the following information in Greek and English languages at least 20 days prior to the General meeting:

- the date, time and location of the General Meeting and the way the shareholders participate in it,
- key attendance rules and practice, including the right to put items on the agenda, the right to ask questions, and deadlines by which those rights may be exercised;
- voting procedures, proxy procedural terms and the forms to be used for proxy voting;
- the proposed agenda of the meeting, including resolutions and accompanying documents;
- the proposed list of candidates for BoD membership, if applicable, and their biographies;
- the address of the Company's website where the information required in compliance with paragraphs 3 and 4 of article 123 of Law 4548/2018 is available, and
- the total number of outstanding shares and voting rights at the date of the invitation.

At the least, the Chairman of the Company's Board of Directors, the Vice-chairman and the Chief Executive Officer attend the General Meeting of shareholders and are available to answer

shareholders' questions relevant to their responsibilities. The Chairman of the General Meeting of shareholders allows sufficient time to deal with shareholders' questions.

The results of voting on each resolution, are available on the Company's website at the latest within five (5) days after the General Meeting of shareholders. For each decision, the number of shares for every valid vote is mentioned, the ratio of the share capital represented by those votes, the total number of valid votes and the number of votes for and against every resolution as well as the number of abstentions.

Key authorities of the General Meeting

The General Meeting of the Company's Shareholders is its supreme body. The decisions of the General Meeting are also binding for the shareholders who are absent or disagree. The General Meeting of Shareholders decides, indicatively, on the following:

- Any issue submitted to it by the Board of Directors or by those authorised to call for the General Meeting in accordance with the legal provisions or the Articles of Association,
- Amendments to the Articles of Association. Such amendments concern increase or decrease in share capital, the Company's liquidation, extension of its term of operations and potential mergers,
- Election of the members of the Board of Directors and the auditors
- Approval of the Remuneration Policy of the Company, according to Law 4548/2018
- Election of the members of the Company's Audit Committee, in accordance with the special provisions of Law 4449/2017 and the Company's Audit Committee Operating Regulations,
- Approval or revision of the annual financial statements prepared by the Board of Directors and distribution of net profits,
- Approval of the overall management of the Board of Directors and releasing the auditors from any liability following the approval of the annual financial statements and the report of the Board of Directors on the Company's general corporate activities.
- Appointment of liquidators in case of the Company's liquidation. Filing lawsuit against members of the Board of Directors or the auditors for violation of their duties arising from the legislation and the Articles of Association.

Rights of shareholders and way of their exercise

Shareholders who are registered in the records of the organization keeping the company securities participate in and vote at the Company's General Meeting. The exercise of these rights does not require binding of shares of the beneficiary or following a similar procedure. A shareholder participates in the General Meeting and votes either in person or through representative (proxy).

The rights of the Company shareholders, arising from their shares are proportional to the percentage of capital, which represents the paid-in share value. Each share confers the rights under the Law 4548/2018 as amended and effective as well as under the Company Articles of Association.

6) Composition and functioning of the Board of Directors and any other administrative, management or supervisory bodies or committees of the Company.

The Board of Directors is the supreme governing body of the Company, which administers the management of its assets and essentially forms its strategic and development policy.

The Board of Directors makes decisions on the management of corporate affairs and management of the assets and supervises all the company operations and particularly the activities of the members and executives of the company assigned with the relevant executive responsibilities by the Board itself.

The Board of Directors makes decisions on matters relating to the remunerations paid to the

Company's management , internal auditors as well as the general policy of the company's remuneration decided upon by the Board of Directors collectively except for those that are decided by the Annual General Meeting of Shareholders.

The Board of Directors defines and supervises implementation of the corporate governance system under the provisions 1 to 24 of Law 4706/2020, monitors and periodically evaluates – at least every three (3) financial years - its implementation and effectiveness, taking appropriate actions to address deficiencies. At the same time, the Board of Directors ensures adequate and efficient operation of the Company's Internal Control System.

The functions and responsibilities of the Board are described in detail in the effective Articles of Association (hereinafter referred to as “AA”), which include the following articles:

- Composition, term of office (Article 10 of AA)
- Members of the Board of Directors (Article 10 of AA)
- Convening and Composition of the Board of Directors (Article 11 of AA)
- Responsibilities and duties of the members of the Board of Directors (Article 11 of AA)
- Company representation by the Board of Directors (Article 17 of AA)
- Resignation, retirement and replacement of the Board of Directors members (Article 12 and 13 of AA)
- Board of Directors quorum and Decision Making (Article 14 of AA)
- Minutes of the Board of Directors (Article 15 of AA)
- Responsibilities of the Board of Directors (Articles 16 and 17 of AA)
- Procedure and prerequisites of Remuneration of the Board of Directors members (Article 18 of AA)
- Prohibition of competition (Article 19 of AA)
- Liabilities, obligations and responsibilities of Board of Directors members (Article 20 of AA)

as well as in the Company's Regulations. The Board of Directors is supported by a Corporate Secretary who is appointed and removed by the Board of Directors of the Company.

The Board of Directors discusses the issues related to the overall business strategy of the Company and annually reviews the corporate strategy, the main business risks and the internal control system. The Chairman chairs at all the meetings of the Board of Directors, organizes and directs its work and is accountable to the annual Regular General Meeting of the Company's shareholders.

The Chairman's responsibilities are recorded in the Company's Articles of Association and indicatively presented below as follows:

- Chairing the Board of Directors and ensuring that the open dialogue and effective contribution of the individual members are encouraged at the meetings, while sufficient time is devoted to critical issues.
- Encouraging the dialogue between the Company, its shareholders and other stakeholders, and ensuring that the Board of Directors fully understands the concerns of shareholders and other stakeholders.
- Defining the items on the agenda, scheduling meetings in a way that ensures presence of the majority of the Board of Directors members and timely dispatching to the members the material necessary to enhance effective dialogue and decision making.

The Chief Executive Officer is a member of the Company's Board of Directors and his/her position is not incompatible with the position of the Chairman of the Board of Directors when the latter is an executive member of the Board of Directors. It is clarified that under Par. 2, Article 8, Law 4706/2020, in case the Board of Directors appoints one of the executive members of the Board of Directors as Chairman, the Deputy Chairman of the Board of Directors is appointed out of non-executive members.

The Chief Executive Officer makes the necessary decisions in the context of the provisions governing the Company's operations, its approved programs and budgets and its business and strategic plans.

When exercising the management authority, assigned to him/her under the Articles of Association or by the Board of Directors, the Chief Executive Officer takes care to fulfill the objective, for which the Company was established, in accordance with the current legislation. The Chief Executive Officer shall also give basic priority to meeting the social objectives during the Company's operations.

The Chief Executive Officer exercises all the essential administrative responsibilities and all the other responsibilities assigned to him/her by the Board of Directors. Indicatively, the Chief Executive Officer:

- Submits to the Company's Board of Directors proposals and recommendations required for the implementation of the objective as recorded in Article 4 of the Company's Articles of Association.
- Decides on preparation of the contracts up to the amount determined by the decision of the Board of Directors
- Executes the decisions of the Board of Directors
- Recommends agenda items to the Board of Directors as well as off-agenda items with the consent of the Chairman of the Board of Directors
- Decides on the internal organization and takes all the necessary measures to fully use and upgrade the staff professional skills and qualifications
- The Chief Executive Officer can delegate part of his/her responsibilities provided by the Board of Directors to the Directors or other employees of the Company.

The composition of the Board of Directors maintains sound balance between the number of independent and non-independent and executive and non-executive members. The Company has assessed the size of the Board of Directors as adequate. Independent, non-executive members of the Board of Directors have the appropriate knowledge and the required experience and are able to provide the Board of Directors with independent and unbiased opinions.

The Company's Board of Directors, elected by the Annual General Meeting of Shareholders held on 05.07.2023, was constituted into a body on the same day with a two-year term, comprising thirteen (13) members. Its term expires on 05.07.2025, automatically extended until the deadline for convening the next Annual General Meeting and until the relevant decision is made. At the Board meeting held on 10.09.2024, the resignation of Mr. Charalambos Pandis (Independent Non-Executive Member) was accepted, and it was decided that the management and representation of the Company would continue without replacing the resigned member, with a twelve-member composition until the end of the current term. As a result, as of 31.12.2024, the Company's Board of Directors was composed of four (4) executive, two (2) non-executive, and six (6) independent non-executive members, as follows:

A. Four (4) executive members, as follows:

1. Apostolos-Evangelos Vakakis, Chairman, Executive Member.
2. Konstantina Demiri, Chief Executive Officer, Executive Member.
3. Polys Polycarpou, Executive Director, Executive Member
4. Sofia Vakaki, Executive Member.

B. Two (2) non-executive members, as follows:

1. Dimitrios Kerameas, Non-Executive Member, Vice Chairman of the BoD
2. Nikolaos Velissarios, Non-Executive Member.

C. Six (6) independent non-executive members, as follows:

1. Evanthia Andrianou, Independent Non-Executive Member of the BoD
2. Fotios Tzigos, Independent Non-Executive Member of the BoD
3. Marios Lasanianos, Independent Non-Executive Member of the BoD
4. Savvas Kaouras, Independent Non-Executive Member of the BoD
5. Argyro Athanasiou, Independent Non-Executive Member of the BoD
6. Efthimia Deli, Independent Non-Executive Member of the BoD

The CVs of the members of the Board of Directors as of 31.12.2024 are presented below, based on which it arises that the composition of the Board of Directors reflects the knowledge, skills and experience required for the exercise of its responsibilities, in accordance with the Company's Eligibility Policy and business model.

Apostolos -Evangelos Vakakis – Executive Member, Chairman of the Board of Directors

Year of birth: 1954

He is a second-generation entrepreneur with extensive experience in the field of retail and wholesale in sales of toys and related products. He studied business administration and financial management at the University of Warwick (United Kingdom).

Mr. Apostolos-Evangelos Vakakis possesses exceptional knowledge and experience in the Company's field of operation, making a significant contribution to its strategy. He meets all criteria outlined in the Company's approved Eligibility Policy, demonstrating unquestionable expertise, integrity, and objectivity. With ample time dedicated to his duties, he ensures effective performance.

Dimitrios Kerameas – Non-Executive Member, Vice Chairman

Year of birth: 1977

He graduated from the Faculty of Law of the Ludwig-Maximilians University of Munich, Germany (2001), with postgraduate studies (LL.M.) at New York University, USA (2002), specializing in corporate and maritime law.

He has more than twenty years of professional experience. He worked for two years as an attorney at a law firm in New York, U.S.A., in the commercial law department representing companies in mergers, acquisitions, joint ventures and financings, as well as in regulatory and compliance matters with the U.S. Securities and Exchange Commission (SEC) rules. He also worked for two years at a shipping company in Greece. Since 2008, he has been working as a managing partner of Kerameus & Partners Law Firm. He specializes in the areas of commercial and corporate law, maritime law, mergers, acquisitions and joint ventures law, banking law, as well as privatization, representing domestic and foreign companies in the negotiation of business transactions. He has been a member of the Athens Bar Association since 2007 and a New York attorney since 2002. He is fluent in English, French and German. He is an independent, non-executive member of the board of directors of the listed company “GEKE S.A.” and its remuneration committee. He is also a member of the boards of directors of unlisted Greek companies.

Mr. Dimitrios Kerameas has sufficient knowledge, skills, ethics, reputation, is distinguished for his integrity and objective judgment and has sufficient time to perform his duties.

Konstantina Demiri – Executive Director, Chief Executive Officer

Year of birth: 1958

Konstantina Demiri has been CEO of the Company since 2016. Prior to her election, she was Chief Financial Officer of the Company since 2003. Her professional career and expertise focuses on accounting, financial reporting and taxation, knowledge that contributes significantly to the day-to-day operation and management of the Company. Prior to joining Jumbo, Konstantina Demiri worked for more than 20 years as a financial controller in one of the largest super markets in Greece.

Ms. Konstantina Demiri has been a member of the Board of Directors since 2016. She is primarily responsible for the implementation of the Company's strategy. She has unique knowledge and experience in the field in which the Company operates. She also possesses the appropriate skills, ethics, reputation, is distinguished for her integrity and objective judgment while she has sufficient time to perform her duties. Finally, to date, she makes important decisions that are consistent with the Company's values.

Sofia Vakaki – Executive Member of the Board of Directors

Year of birth: 1987

Sofia Vakaki holds a degree in Accounting and Finance from the University of San Diego and an MS in Tourism Industry Studies from New York University. She worked at Grant Thornton International LTD, and since 2012 she has been working at Jumbo, initially in the Company's Merchandising Department with responsibility for all stores of the parent company and its subsidiaries in Greece, Bulgaria, Romania and Cyprus, in the online store and then as Head of the Strategic Planning and Marketing Department.

Ms. Sofia Vakaki has sufficient knowledge, skills, ethics, reputation, is distinguished for her integrity and objective judgment and has sufficient time to perform her duties. She has significant experience in the retail sector and has to date been instrumental in the growth of the Company.

Polys Polycarpou – Executive Member of the Board of Directors

Year of birth: 1978

Since 2022, Polys Polycarpou has served as an Executive Member of the Board of Directors. In 2024, he assumed the role of Chief Financial Officer (CFO), contributing actively to the Company's strategic development. He brings 22 years of experience and expertise in financial and business analysis, consistently ranking highly among internationally renowned institutional investor lists.

Driven by a passion and sustained commitment to business strategy analysis and investment opportunity evaluation, he has cultivated specialized know-how across nearly all sectors of the economy. He co-founded the first independent research provider in the Greek/Cypriot market. His previous roles include Financial Analyst at Citi Investment Research, Vice President at Deutsche Bank Global Markets, Deputy Head of Research at Alpha Finance S.A., and Institutional Equity Sales Executive at Kappa Securities S.A. He holds an MSc in International Finance and Investment Banking from ICMA and a Bachelor's degree in Business Administration and Economics with First Class Honors from Coventry University. He is a graduate of the English School of Nicosia.

Mr. Polys Polycarpou has sufficient knowledge, skills, ethics, reputation, is distinguished for his integrity and objective judgment and has sufficient time to perform his duties. From his involvement in the affairs of the Company to date, he has been found to have contributed to the growth of the Company, serving the corporate values and long-term interests of the Company.

Nikolaos Velissariou – Non-Executive Member of the Board of Directors

Year of birth: 1969

Mr Nikolaos Velissariou is a graduate of the Athens College (1988). BSc graduate in Engineering & Management from the University of Manchester and MBA from the Manchester Business School. In 1996, he started his professional career as an investment advisor at Telesis AHEPEY until its acquisition by EFG Eurobank Ergasias, where he served as Senior Director and Director of the Customer Private Sector. Following, he was one of the co-founders of VAL Advisors AEPEY, a real estate consulting company. He is also a non-executive member of the Board of Directors of a non-listed company and participation in Pine Tree IKE Consultants. He has sufficient knowledge in the field of activity of the company, as he has

been a retail network manager in the Eurobank group for a decade.

Mr. Nikolaos Velissariou has sufficient knowledge, skills, ethics, reputation, is distinguished for his integrity and objective judgment and has sufficient time to perform his duties. He has specialized knowledge of the audit procedures of financial statements and to date has made a significant contribution to monitoring and implementation of the Company's strategy.

Evanthia Andrianou- Independent Non-Executive Member of the Board of Directors

Year of birth: 1970

Mrs Evanthia Andrianou is a graduate of the American College (Pierce) (1987). She holds a degree in Business Administration at Athens University of Economics and Business (ASOEE) and holds an MBA at Kellogg Graduate School of Management.

In 1992 she started her professional career as an auditor at PwC, from 1998 to 2014 she worked as an Investment Banking executive at Telesis SA, Accentis Corporate Finance and EFG Telesis Finance, where she was the Director of Investment Banking. Since 2014, she has been working exclusively as a fund manager in the field of Private Equity, one of the co-founders of investment funds SouthBridge Europe Mezzanine, which invests in developing Greek companies. She is a member of the Board of Directors to companies in the portfolio of SouthBridge Europe Mezzanine and she is a founding member and shareholder of SouthBridge Advisors AEDOOE. She has extensive knowledge in the field of business as well as in the field of the Company's activity, having evaluated and made investments in the field of organized retail networks.

Ms. Evanthia Andrianou possesses knowledge, skills, ethics, reputation, and is distinguished for her integrity and objective judgment. She has considerable knowledge and experience in the Company's field of activity and has so far contributed significantly to the work of the Company's Audit Committee due to her participation in its work.

Fotios Tzigkos- Independent - Non-Executive Member of the Board of Directors

Year of birth: 1959

Mr. Fotios Tzigkos is a graduate of the Athens University of Economics and Business, (1981). After a solid career of more than five years as a chief accounting and tax manager of a multinational company, Mr. Tzigkos co-founded a new Greek company focusing on Tax and Accounting Services, in 1988 (TZIGKOS I BANTRAS Accounting and Tax Consulting S.A.). Mr. Tzigkos maintains primary responsibility for accounting and tax services in the retail, financial and shipping industries and he specializes in consulting both private individuals and companies concerning tax legislation and compliance. He has sufficient knowledge in the field of activity of the company, because for a number of years he has been an accounting and tax consultant in many commercial public limited companies. He also has extensive knowledge in auditing, because he has been for a number of years an auditor in public limited companies, which are not subject to Part B article 2 sub-paragraph A1 of Law 4336/2015.

Mr. Fotios Tzigkos has sufficient knowledge, skills, ethics, reputation, is distinguished for his integrity and objective judgment and has sufficient time to carry out his duties. He possesses specialized knowledge of the audit procedures of financial statements.

Marios Lasanianos - Independent Non-Executive Member of the Board of Directors

Year of birth: 1974

Mr. Lasanianos is a Chartered Accountant, a member of the Institute of Certified Public Accountants, a Fellow ACCA (member of the Association of Certified Chartered Accountants) and a certified anti-fraud auditor (CFE - member of the Association of Certified Fraud Examiners and the Hellenic Association of Anti-Fraud Examiners). Between 1998 - 2018 he worked as a Chartered Accountant and Business Consultant at Grant Thornton Greece where he led numerous projects in assurance services (internal external audits), reconciliation services (Transactional Advisory) and Forensics services in listed, private and multinational entities. At the same time, he represented Grant Thornton Greece in international committees of the Grant Thornton International network with the aim of enhancing the quality of audit

internationally in local firms.

For the period 2018 - 2021 he worked as Director of Financial Services in large retail and wholesale companies. Since October 2022 he has taken over as Director of Transaction Advisory Services at Baker Tilly Business Consulting S.A., a member of the international network of Baker Tilly International. Finally, he is an Independent Non-Executive Director and member of the Audit Committee at Jumbo S.A.

Mr. Marios Lasanianos has sufficient knowledge, skills, ethics, reputation, is distinguished for his integrity and objective judgment and has sufficient time to perform his duties. He has specialized knowledge and to date has made significant contributions to the work of the Company's Remuneration and Nominations Committee.

Savvas Kaouras -Independent Non-Executive Member of the Board of Directors

Year of birth: 1978

Savvas Kaouras is a former Certified Public Accountant, a member of the Board of Chartered Accountants. He is a graduate in Business Administration and Management and holds a Master's degree in Maritime Studies at the Aegean University. In the period 2005 - 2014 he worked as an auditor and business consultant at Grant Thornton Greece and RSM Greece. During his career he led numerous projects in the field of statutory and tax audits in private and public companies. From 2014 until today he is the head of the Financial department of a shipping group in Greece with a presence abroad.

Mr. Savvas Kaouras has sufficient knowledge, skills, ethics, reputation, integrity and objective judgment, while he has sufficient time to carry out his duties. He has specialized knowledge in auditing and accounting and since his election as a Board member in 2022 to date, he has made a significant contribution to the monitoring of the Company's strategy and its implementation by supervising the executive members of the Board.

Argyro Athanasiou - Independent Non-Executive Member

Year of birth: 1960

Iro Athanasiou is a graduate of the American College of Greece (Pierce & Deree), and holds an MSc in Economics from the London School of Economics. She worked for 32 years at Unilever, in Greece, and in regional and global roles in Marketing, Customer Development, and General Management. She has experience in markets such as Foods, Beverages, Ice Cream, Home Care, and Personal Care.

In 2008 she moved to Unilever Headquarters having the role of Executive Vice President on the Global Executive Board of Unilever Food SOLUTION. She was responsible for operations in Central and Latin America, Southern and Eastern Europe, Russia, Israel and Turkey.

In 2013 she returned to Greece as CEO and President of Unilever Greece & Cyprus and participated as Executive Vice President in the European Leadership team.

In the period 2013 - 2017 she was a member of the Board of Directors of SEV, and on the Boards of the Hellenic-Dutch Association, the Foundation for Economic & Industrial Research (IOBE), and other associations such as, the Hellenic Management Association (EEDF), the Association of Greek Food Companies (SEET), etc.

At the same time, she served as an Independent Non-Executive Director at Piraeus Bank and the TITAN Group of Companies. At Piraeus Bank she was a member of the Nominations Committee and the Risk Committee. She served as Chairman of the Remuneration and Nominations Committee and as a member of the Corporate Governance Committee at TITAN.

From 2018 until 2022, she served as Independent Non-Executive Director of the National Fund of Greece - Growthfund, and Chairman or member of several Committees such as Audit Committee, Corporate Governance Committee, Nominations Committee, Risk Committee, Investment Committee.

She currently holds the position of Independent Non-Executive Director in the Hellenic Post (ELTA) and is a member of the respective Audit, Risk and Nominations Committees.

She is also involved as Independent Non-Executive Director in Symbeeosis, a start-up company in the

field of sustainable organic products. At the same time, she is Chair in the Global Alumni Board of American College of Greece.

Ms. Argyro Athanasiou possesses sufficient knowledge, skills, ethics, reputation and is distinguished for her integrity and objective judgment. She has considerable knowledge and experience in the Company's field of operations and business.

Efthymia Deli - Independent Non-Executive Member

Year of birth: 1969

Efi Deli has nearly 30 years of experience in the banking industry, financial advisory services and the tourism & real estate property sector.

She has held senior management positions in banking institutions in Greece, such as National Bank, Egnatia Bank, Marfin Popular Bank, Hellenic Postbank TT and T-Bank, and has also worked in the international consulting firm Andersen Consulting in Greece and abroad. In recent years she has been working as a management consultant for a leading company in the hotel services and property management industry in Greece.

Throughout her career, she has participated as a member of Boards of Directors and Board Committees of various large companies. Notably, she has served as a Non-Executive Board Member and representative of the Hellenic Financial Stability Fund (HFSF) at Eurobank and Eurobank Holdings, as a Non-Executive Board Member at Attica Bank, and as Chief Executive Officer and Executive Board Member at T-Bank.

She has also served as Chair of the Supervisory Board of the credit rating agency ICAP, and as a Non-Executive Member of the Board of the Green Fund under the Ministry of Environment and Energy.

She is currently a Senior Advisor to the Board of the NED Club in Greece, promoting the principles of good governance and the participation of women in corporate boards.

As of January 2025, she has been appointed Chief Executive Officer of Export Credit Greece.

Efi Deli holds a BA with honors from the Athens University of Economics and Business with a specialization in Statistics, as well as a Master's degree from the London School of Economics.

Ms. Efthymia Deli possesses sufficient knowledge, skills, ethics, reputation, and is distinguished for her integrity and objective judgment. She has considerable knowledge and experience in the Company's field of operations and business.

In addition, the CV of the Company Secretary, Compliance Officer and Head of Shareholder Services and Corporate Communications Unit is provided below.

Amalia Karamitsoli

Amalia Karamitsoli was born in 1978. Amalia Karamitsoli is a graduate of Panteion University and holds a postgraduate degree (MSc) at the Department of Finance and Banking Administration of the University of Piraeus. She started her professional career in financing. She has been working for the Company since 2007 as Head of the Shareholder Service Unit and Corporate Announcements.

CVs of the Company's key executives for FY 2024 are listed below as follows:

Zante Anastasia - COO

Zante Anastasia was born in 1999. Ms. Zante graduated with honors from the Department of Accounting and Finance of the Athens University of Economics and Business. From 2021 until today, Ms. Zante, working with determination and dedication, has dived deep in the operations of the Company, to create shareholders' value in a very short period. Considering her mature and business orientated prowess she soon progressed to lead Jumbo's core buyers' division, to further improve her understanding of the company's life cycle. Despite, her young age, she has demonstrated second to none commitment and effectiveness which led to her promotion to Chief Operating Officer (COO) and hence responsible for the day-to-day operations of the Jumbo Group.

Eleftherios Themelis - Head of Financial Services

Eleftherios Themelis was born in 1978. Eleftherios Themelis is a graduate of the Athens University of Economics and Business. He has the title of Certified Public Accountant at the Institute of Chartered Accountants of Greece. He has been working for the Company since 2021, while in total, he has professional experience of approximately 20 years. He started his professional career in banking, he worked as a Certified Public Accountant - Business Consultant for almost 15 years at a large auditing firm and held for 2,5 years the position of Financial Services Manager in a large company in the food segment.

Christina Chatzikyriakou - Manager - Stores Network - Head of Development & Operation

Christina Chatzikyriakou was born in 1964. Christina Chatzikyriakou has been a key executive of the Group since 1994. She is responsible for development and implementation of business strategies in accordance with corporate objectives as well as for development and operation of the Group's branch network.

Grammenos Efstathios - Head of HR

Grammenos Efstathios was born in 1980. Mr. Grammenos graduated from the Faculty of Law of the Aristotle University of Thessaloniki (LL.B), with postgraduate studies (LL.M) at the National and Kapodistrian University of Athens, specializing in labor law. Today he is a PhD candidate in the Faculty of Law of the National and Kapodistrian University of Athens. He specializes in the areas of individual and collective labor law. He is a member of the Athens Bar Association, the Hellenic Society of Labor Law and Social Security (H.L.L.S.A.) and the Hellenic Association of Labor Lawyers. From September 2016 to date, he has been an External Associate - Professor at the Postgraduate Program of the Department of Human Resources Management of the Athens University of Economics and Business (AUEB), teaching the course "Labour Law" to business executives.

Eleni Tsitsopoulou - IT Manager

Eleni Tsitsopoulou was born in 1959. Mrs Tsitsopoulou is a graduate at San Mateo College and Control Data in programming. She started as a programmer-analyst at the Greek company El-Greco, and from 1994 she has been working as an IT Manager at JUMBO group.

Stylianos Andrianopoulos - Head of the Group's Logistics

Stylianos Andrianopoulos was born in 1968. Mr. Andrianopoulos is a graduate of the Law School of the National Kapodistrian University of Athens. He started his professional career in 1992, in the Logistics of various companies in the industrial sector. He has been working for the Company since 2005, initially as Head of Distribution Center and since July 2006 he has been the Head of the Group's Logistics.

Paraskevi Economou - Head of Legal Department

Paraskevi Economou was born in 1991. Paraskevi Economou holds a law degree at the Aristotle University of Thessaloniki (LLB) and a postgraduate degree at the University of Amsterdam (LLM) and the ALBA (MSc). She worked as a lawyer in law firms in Athens as well as a legal advisor in an international investment group of companies. She specializes in commercial and corporate law. She is a lawyer in Athens. She speaks English, French and German.

Ioanna Terzaki - Head of Internal Audit Unit

Ioanna Terzaki was born in 1975, holds a Diploma in Management studies at the Athens College of Economics "BCA". She has extensive experience in accounting. She has been working for the Company since 2000, first in the Financial Management and later as the Internal Audit Manager of Jumbo.

Stella Chimara - Head of Risk Management Unit

Stella Chimara was born in 1964. She is a graduate of the University of Piraeus, Department of Organization and Business Administration. She has extensive experience while working as an Accounting

Manager in a large company in the food industry. He has been working in the Company since 2007 in the Financial Department and later as Head of the Risk Management Unit.

None of the members of the Company's Board of Directors (executive, non-executive and independent non-executive) holds a position on the Boards of Directors in more than five listed companies listed in total and not affiliated with the Company until the reporting date of the current Statement.

In the current financial year 01.01.2024-31.12.2024, the Board of Directors of the Company held thirty-six (36) meetings.

The table below presents the members of the Board of Directors as well as each member's participation in the meetings:

Member	Meetings attended
Apostolos- Evangelos Vakakis	present at 36 out of 36 meetings
Dimitrios Kerameas	present at 36 out of 36 meetings
Konstantina Demiri	present at 36 out of 36 meetings
Polys Polycarpou	present at 36 out of 36 meetings
Sofia Vakaki	present at 36 out of 36 meetings
Nikolaos Velissariou	present at 36 out of 36 meetings
Evanthia Andrianou	present at 36 out of 36 meetings
Fotios Tzigkos	present at 36 out of 36 meetings
Marios Lasanianos	present at 36 out of 36 meetings
Savvas Kaouras	present at 36 out of 36 meetings
Charalampos (Babis) Pandis	present at 21 out of 21 meetings until 09.09.2024
Argyro Athanasiou	present at 36 out of 36 meetings
Efthymia Deli	present at 36 out of 36 meetings

As at 31.12.2024, the members of the Board of Directors held the following number of Jumbo shares:

Member	JUMBO shares
Apostolos- Evangelos Vakakis	22.339.966 indirect
Argyro Athanasiou	340 direct

In addition to being members of the Company's Board of Directors, the other professional commitments undertaken and maintained by the members of the Board of Directors (including companies and non-profit institutions) are recorded below as follows:

BoD MEMBERS	COMPANY TITLE	PROFESSIONAL COMMITMENT
Apostolos Evangelos Vakakis	JUMBO TRADING LTD	Chief Executive Officer
Dimitrios Kerameus	GEKE S.A.	Independent, Non-Executive Member
	Kerameus & Partners Law Firm	Partner
Konstantina Demiri	NOE AIFOS S.A.	Chairman & Chief Executive Officer
	ALAKOL 1	Administrator
Sofia Vakaki	JUMBO TRADING LTD	Member
	NOE AIFOS S.A.	Deputy Chairman
Evanthia Andrianou	SPYRUS CAPITAL S.A. INVESTMENTS	Chief Executive Officer
	ID GROUP CONSTRUCTION SINGLE-MEMBER S.A.	Consultant - Manager
	SouthBridge Europe Mezzanine GP, SARL	Executive Member of the BoD
	SouthBridge Europe Mezzanine SCA, SICAR	Executive Member of the General Partner SouthBridge Europe Mezzanine GP, SARL
	SouthBridge Europe Mezzanine GP II, SARL	Executive Member of the BoD
	SouthBridge Europe Mezzanine II SCA, SICAR	Executive Member of the General Partner SouthBridge Europe Mezzanine GP II, SARL
	SouthBridge Advisors A.E.Δ.O.E.E.	Financial Director – Member of the Investment Committee
	REA CAPITAL BUSINESS CONSULTANTS S.A.	Financial Director
	ALL FOOD PACKAGING UK LIMITED	Member
	REVPLUS LTD	Member
	REVPLUS GLOBAL LTD	Member
	Biologiko Xorio S.A.	Member
Fotios Tzigos	TZIGOS I BADRAS Accounting and Tax Services S.A.	Member
Marios Lasanianos	BriQ Properties REIC	Independent, Non-Executive Member
Argyro Athanasiou	ELTA	Independent Non-Executive Member of the Board and member of the Audit/Risk/Nominations Committee
	Symbeeos	Independent Non-Executive Member of the Board
	GLOBAL ALUMNI BOARD του	Co-chair

	American College of Greece (Pierce, Deree, Alba)	
Efthymia Deli	Export Credit Greece	CEO
	NED Club	Senior Advisor to the Board of Directors

As at 31.12.2024, the above key executives held the following number of Jumbo shares:

Name	JUMBO shares
Terzaki Ioanna	2.022

Suitability Policy

The Suitability Policy for the Company's Board of Directors members was prepared by the Board of Directors and approved by the Regular General Meeting of Shareholders held on 15.06.2021, in accordance with Article 3, Law 4706/2020 on corporate governance and the Circular of the Hellenic Capital Market Commission. No. 60/18.9.2020 ("Guidelines on Suitability Policy under Article 3, Law 4706/2020"). The Policy includes all the principles and criteria applied under selecting, replacing and resewing the Board of Directors members term of service, in the context of evaluating their individual and collective suitability. The Suitability Policy strives to ensure quality recruitment, effective operation and fulfilment of the Board of Directors role, based on the Company's general strategy and business aspirations, aiming at promoting the corporate interests. The Suitability Policy is at the company's website (<https://corporate.e-jumbo.gr/enimerosi-ependyton/etairiki-diakyvernisi/politiki-katallilotitas/>).

The Suitability Policy for the Company's Board of Directors members also describes the diversity criteria. The Company is explicitly committed to adequate gender representation of at least twenty-five percent (25%) of all members of the Board of Directors and ensures that there is no exclusion and/or discrimination among the prospective members of the Board of Directors for reasons, indicatively and not restrictively related to their age, religion or beliefs by definition.

At the end of 2024, 70% of the Company's key executives are women and the corresponding percentage is 42% in the Board of Directors. The age distribution of the Company's key executives varies from 25 to 65 and the members of the Board of Directors - from 37 to 70.

The Board of Directors is collectively responsible for monitoring the implementation of the Suitability Policy. Its effectiveness is reviewed, evaluated at regular intervals or when significant events or changes take place. Where deemed appropriate, the Board of Directors requests the assistance of the Internal Audit and/or Regulatory Compliance unit and the Remuneration and Nominations Committee.

Diversity Policy

The Company's Board of Directors established a distinct Diversity Policy within 2022, which is fully aligned with the Company's business strategy, mission, vision and values. Apart from the members of the Board of Directors, Diversity Policy is applied and taken into account during the senior executives selection and placement process and applies to all the staff. It is noted that Diversity Policy includes specific quantitative targets for gender representation as well as timetable for achieving them. In particular, one of the Company's objectives for the next two years is to reach at least the following female representation:

- Up to 25% of the Board of Directors composition.
- 25% of key executives (directors and general managers).
- 40% of employees.

Independent non-executive members of the Board of Directors

Independent non-executive members of the Board of Directors are the non-executive members of the Company's Board of Directors who, upon their appointment or election and throughout their term of office, meet the independence criteria provided for in article 9 of Law 4706/ 2020, as applicable.

At its meeting held on 10 April 2024, the Board of Directors confirmed that all independence criteria, as defined in paragraphs 1 and 2 of Article 9 of Law 4706/2020, are met by the independent non-executive members of the Board of Directors, namely: Mr. Fotios Tzigkos, Ms. Evanthia Andrianou, and Mr. Marios Lasanianos, who were elected by the Annual General Meeting of Shareholders held on June 15, 2021; Mr. Savvas Kaouras, who was elected by the Extraordinary General Meeting held on January 19, 2022; and Ms. Argyro Athanasiou and Ms. Efthymia Deli, who were elected by the Annual General Meeting held on July 5, 2023.

The Board of Directors, following the review of the fulfilment of the legal requirements for the designation as independent of the non-executive members of Mr. Fotios Tzigkos, Ms. Evanthia Andrianou, Mr. Marios Lasanianos, Mr. Savvas Kaouras, Ms. Argyro Athanasiou and Ms. Efthymia Deli, concludes that they continue to meet the independence requirements, in accordance with article 9 of Law 4706/2020.

Regarding the activities of the independent non-executive members of the Board of Directors, it is noted that on 24.04.2024 the Independent Non-Executive Members of the Board of Directors held a meeting where in accordance with paragraph 5 of article 9 of Law 4706/2020 and the relevant guidelines of the Capital Market Commission (no. prot. 428/12.02.2022) they prepared a report describing their obligations as independent non-executive members of the Board of Directors, as defined in article 7 of Law 4706/2020. The report was submitted to the Company's Annual General Meeting held on 22.05.2024.

Information regarding the remuneration of the members of the Board of Directors

Regarding the corporate year 01.01.2024-31.12.2024, the compensations paid to the members of the Board of Directors are those provided in the effective Remuneration Policy. No options have been granted and no share disposal plan is in place.

At the Annual General Meeting of Shareholders to be held in 2025 for the approval of the 2024 financial results, the Remuneration Report for the members of the Board of Directors will be submitted. The Report will refer to the remuneration paid during the 2024 financial year, in accordance with Article 112 of Law 4548/2018 and the Remuneration Policy for the members of the Company's Board of Directors.

It is to be noted that in 2024, the Company prepared the members of the Board of Directors remuneration report for the corporate year 01.01.2023-31.12.2023 in accordance with article 112 of Law 4548/2018. The remuneration report was discussed at the Regular General Meeting of the Company on 22.05.2024, which was attended by shareholders representing 79,78% of the share capital, while the percentage of "FOR" votes amounted to 92,81% of the shareholders present. The remuneration report for the corporate year 01.01.2023-31.12.2023 is available on the Company's website: https://corporate.e-jumbo.gr/Uploads/Documents/AGM0524/2023_RemunerationReport_gr.pdf

Board Committees

The Board of Directors is supported by the following committees:

A. The Audit Committee.

The Audit Committee (Article 44, Law 4449/2017 as amended and effective, consists of at least three (3) members and is either a committee of the Board of Directors (in this case consisting of non-executive members), or an independent committee (in this case consisting of non-executive members of

the BoD and third parties), or an independent committee (in this case consisting only of third parties).

In the FY from 01.01.2024 to 31.12.2024, the Audit Committee consisted of three (3) independent non-executive members, in accordance with the provisions of the Corporate Governance Code and applicable law, specifically of Mrs. Evanthia Andrianou (Chairman of the Committee), Mr. Fotios Tzigos and Mr. Marios Lasanianos. It is noted that the members of the Audit Committee were initially elected by the Company's Board of Directors by virtue of as of 15.06.2021 decision thereof, following as of 15.06.2021 decision of the Regular General Meeting of the Company's shareholders and were re-elected by the Board of Directors of the Company pursuant to its decision as of 05.07.2023, following the decision of the Annual General Meeting of the Company's shareholders held on 05.07.2023. The term of office of the Audit Committee is two years and coincides with the term of the Board of Directors.

The above members of the Audit Committee have sufficient knowledge in the domain of the Company's operations, are independent from the Company, within the meaning of the provisions of Law 4706/2020 and 2 of 3 members of the Committee, i.e. Messrs. Tzigos and Lasanianos, possess the required (article 44 par. 1 para. g, sub. b) of Law 4449/2017) sufficient knowledge in auditing and/or accounting and obligatory attend the meetings of the Audit Committee concerning the approval of the financial statements.

The Audit Committee main responsibilities are as follows: a) monitoring the financial reporting process and, where applicable, the sustainability reporting process, including the electronic submission procedure as referred to in Article 154B of Law 4548/2018, as well as the process implemented by the company to determine the information to be disclosed in accordance with the sustainability reporting standards adopted pursuant to Article 154A of Law 4548/2018, b) monitoring the effective operation of internal control and risk management system and monitoring the proper operation of the internal audit department of the company and, where applicable, the submission of the company's sustainability reports, including the relevant electronic submission procedure referred to in Article 154B of Law 4548/2018, c) monitoring the progress of the statutory audit of separate and consolidated financial statements and, where applicable, ensuring the submission of the annual and consolidated sustainability report, d) review and monitoring of issues relating to the existence and maintenance of objectivity and independence of statutory auditors or audit firms, particularly relating to other services provided by auditors and audit firms, while is responsible for the selection procedure for statutory auditors accountants or audit firms and proposes the statutory auditors or the auditing firms to be appointed.

The Audit Committee responsibilities include ensuring compliance with the rules of Corporate Governance, as well as ensuring the smooth operation of internal control system and supervision of the work of this department.

The responsibilities of the Audit Committee are analytically described in the Audit Committee's Regulations, which is posted on the Company's website (https://corporate.e-jumbo.gr/Uploads/Documents/CharterOfOperations/AuditCommittee_2024.pdf).

Within the closing year, the Audit Committee held fourteen (14) meetings.

The table below presents the members of the Audit Committee as well as each member's participation in the meetings:

Member	Meetings attended
Evanthia Andrianou	Present at 14 out of 14 meeting
Fotios Tzigkos	Present at 14 out of 14 meeting

Marios Lasanianos	Present at 14 out of 14 meeting
-------------------	---------------------------------

During the corporate year 01.01.2024-31.12.2024, the Audit Committee addressed the following indicative issues:

- planning the audit areas of the Internal Audit Unit and reviewing its reports and ,
- the most significant issues regarding monitoring the financial reporting process and the audit of financial statements of the year 01.01.2023-31.12.2023 and review of the interim financial statements 01.01.2024-30.06.2024,
- the Management and the Certified Public Auditors responsibilities,
- the risks arising from the environment in which the Company operates,
- the concept and the materiality level that will be used by Certified Public Auditors during their audit of the financial statements,
- approving the fees for non-prohibited non-audit services,
- reviewing and monitoring issues relating to the existence and maintenance of objectivity and independence of statutory auditors
- appointing the Auditing firm for FY 01.01.2024-31.12.2024,
- the update of the Audit Committee's Charter
- disclosing the results of the Audit Committee operation.

Any proposal to provide non-audit services to the Company and its subsidiaries is subject to the prior approval of the Audit Committee. The purpose of the Audit Committee should be to ensure that in any case the provision of such services will not diminish the independence or objectivity of the external auditor. In case the statutory auditors offer non-audit services to the Company, the Company takes all the necessary measures and ensures that this fact does not affect the objectivity and effectiveness of the statutory audit.

Operation of the Audit Committee

The Audit Committee convenes at the Company's registered office or at any other location provided for in the Articles of Association, in accordance with Article 90 of Law 4548/2018. The Audit Committee meets on a regular basis, at least four (4) times per year, or extraordinarily, whenever necessary. It maintains minutes of its meetings, which are signed by the members present, in line with Article 93 of Law 4548/2018, and submits reports to the Board of Directors whenever deemed necessary. During two (2) of the four (4) annual meetings, the semi-annual and annual financial statements are reviewed prior to their publication.

The Head of the Internal Audit Unit serves as the Secretary of the Audit Committee.

The Committee is convened by invitation, which must be communicated to its members at least three (3) days prior to the meeting. However, no invitation is required if all members are present on the day of the meeting and no objections are raised.

The participation of all members is encouraged in each meeting. In any case, the Committee shall be deemed to have quorum when at least two (2) of its members are present. Meetings may also be held via teleconference or telephone connection involving some or all members. In accordance with Article 94(1) of Law 4548/2018, as in force, the drafting and signing of the minutes by all members of the Audit Committee shall be considered equivalent to a valid resolution, even if no prior meeting has taken place.

If fewer than two (2) members are present at a meeting, the meeting is cancelled and rescheduled without a new invitation within five (5) days from the cancellation date, at which point the required quorum must again be present. Decisions are taken by majority vote of the members present. In the event of a tie, the Chair's vote prevails.

The member of the Audit Committee who possesses sufficient knowledge and experience in auditing or accounting is required to be present at meetings concerning the approval of financial

statements.

The Audit Committee may invite any member of the Board of Directors, executive of the Company or Group, or any other individual it deems able to support its work to attend its meetings.

B. Remuneration and Nomination Committee.

The Committee has three members and consists exclusively of non- executive members of the Board of Directors, independent in their majority.

Un the FY from 01.01.2024 to 31.12.2024, the Remuneration and Nomination Committee consisted of Mr. Marios Lasanianos, Independent Non-Executive Member of the Board of Directors, Chairman of the Remuneration and Nomination Committee, Mr. Fotios Tzigos, Independent Non-Executive Member of the Board of Directors, Member of the Board of Directors and Nomination and Mr. Nikolaos Velissariou, Non-Executive Member of the Board of Directors, Member of the Remuneration and Nomination Committee. It is noted that the members of the Remuneration and Nominations Committee were initially elected by the Company's Board of Directors by virtue of its decision as of 15.06.2021, following the decision of the Annual General Meeting of the Company's shareholders as of 15.06.2021 and were re-elected by the Board of Directors of the Company pursuant to its decision as of 05.07.2023. The term of office of the Remuneration and Nominations Committee is two years and coincides with the term of the Board of Directors.

The Remuneration and Nomination Committee's mission is to support and assist the Board of Directors regarding the members of the Board of Directors fees and to ensure quality recruitment and sound succession and continuity of the Board of Directors operations.

In accordance with Articles 11 and 12 of Law 4706/2020, the Remuneration and Nomination Committee submits proposals to the Board of Directors regarding the following:

- The remuneration policy to be submitted for approval to the General Meeting of the Company's shareholders, in accordance with paragraph 2 of Article 110 of Law 4548/2018.
- The remuneration of individuals falling within the scope of the remuneration policy, in accordance with Article 110 of Law 4548/2018.
- The remuneration of the Company's senior executives, in particular the Head of the Internal Audit Unit.
- Any business policy related to remuneration.
- It reviews the information included in the final draft of the annual remuneration report and provides its opinion to the Board of Directors prior to the report's submission to the General Meeting, in accordance with Article 112 of Law 4548/2018.
- It identifies, among other means through discussions and interviews, and proposes to the Board of Directors suitable individuals for appointment as members of the Board, taking into consideration the factors and criteria defined by the Company in line with its adopted suitability policy.
- It ensures that newly proposed members are adequately informed about their future responsibilities.
- It makes recommendations to the Board of Directors whenever improvements in the Committee's operations are deemed necessary.

The responsibilities of the Remuneration and Nomination Committee are analytically recorded in the Rules of Procedure of the Committee, posted on the Company's website (https://corporate.e-jumbo.gr/Uploads/Documents/June2021/RemunerationNominationsCommittee_2021.pdf).

At the end of 2024, the Remuneration and Nomination Committee has held four meetings, attended by all its members, namely Mr. Marios Lasanianos, Chairman of the Remuneration and Nomination Committee, Independent Non-Executive Member of the Board of Directors, Mr. Fotios Tzigos, Member of the Remuneration and Nomination Committee, Independent Non-Executive Member of the Board of Directors and Mr. Nikolaos Velissarios, Member of the Remuneration and Nomination Committee, Non-Executive Member of the Board of Directors.

During the corporate year 01.01.2024-31.12.2024, the Remuneration and Nominations Committee addressed the following indicative issues:

- the Annual Report for 2023
- the Board of Directors' assessment.
- the assessment of the fulfilment of the independence and suitability requirements for Board members
- the Annual Remuneration Report of the Company for the financial year 01.01.2023-31.12.2023 in accordance with the provisions of article 112 of Law No. 4548/2018 and the Recommendation to the Board of Directors regarding the proposal to the General Meeting for the approval of the granting of remuneration to the members of the Board of Directors of the Company from the profits of the fiscal year from 01.01.2023 to 31.12.2023 within the meaning of article 109 of Law no. 4548/2018.

Operation of the Remuneration and Nomination Committee

The Remuneration and Nomination Committee meets at the Company's registered office or via teleconference, upon invitation by its Chair, as often as deemed necessary and in any case at least once per year. The Chair of the Remuneration and Nomination Committee or any of its members may request the convening of a meeting. The Secretary of the Committee is appointed by the Chair. The Finance Department and the Human Resources Department may also assist the Committee in its duties and/or other Company executives or external parties may be invited to attend meetings whenever considered appropriate. For the Committee to reach decisions, a quorum of at least two (2) members is required, and representation by proxy is not permitted. Decisions are made by majority vote of the members present. The Chair, Vice-Chair, and Chief Executive Officer of the Company do not participate in or attend the Committee meetings when matters related to their own remuneration are under discussion. Minutes are kept for all meetings of the Remuneration and Nomination Committee and are validated by the members of the Committee.

Evaluation of the Board of Directors, the CEO and Board of Directors

During its term of office, the Board of Directors evaluates its own procedures and effectiveness and those of its Committees as well. Every Board of Directors committee self-evaluates its performance. The Board of Directors also evaluates its collective suitability and compliance with the provisions of the current legislation, including those of Law 4706/2020. In the corporate year 01.01.2024-31.12.2024, a self-evaluation was carried out at the collective and individual level of the Board of Directors, the CEO and the Board of Directors Committees.

According to the Policy and Procedures for Evaluation of the Board of Directors, the CEO and the Board of Directors Committees established and adopted by the Board of Directors, the Board of Directors annually evaluates its effectiveness, fulfilment of its duties and those of its Committees, evaluates the performance of its Chairman and the CEO, headed by the Remuneration and Nominations Committee. The Board of Directors is informed about and discusses the results of the evaluation, which it takes into account regarding the composition, the plan for the integration of new members, the development of programs and other related issues of the Board of Directors. Finally, the Board of Directors determines any further actions appropriate to be launched following the evaluation and takes measures to address the identified weaknesses.

The evaluation of the Board of Directors, the CEO and the BoD Committees for 2024 has been completed and it was found that the overwhelming majority of the BoD members have been present at all meetings of the Board of Directors, that they constructively contribute with their skills, knowledge and their experience to the development of the Company. Their interventions and proposals are deemed sound and appropriate.

7) Transactions with Related Parties

The Company, in order to ensure transparency, supervision and publicity of the transactions with related parties, fully observes the provisions of law 4548/2018 regarding the transactions with related parties and their notification to the competent bodies and its shareholders. The Board of Directors establishes the policy and procedures for preventing and addressing conflict of interest, as this policy constitutes an integral part of the Company's Operating Regulations, and ensures that it has sufficient information to base its decisions regarding transactions between related parties including the transactions of the Company's subsidiaries with related parties.

The Company continuously monitors the transactions with related companies and other related parties and maintains a relevant list of affiliated companies, which is updated whenever changes occur. Prior to the publication of the semi-annual financial report and the annual financial statements of the Company, this list is notified to the competent Certified Auditor.

In 2024, the Company had no transactions with any related party of unusual nature or outside the usual market conditions.

All related party transactions are analytically presented in section F. "Other Data and Information about the Group and the Company" of this report.

8) Sustainability Policy

The Company has developed and implements Sustainability Policy, in order to establish and ensure the responsible management of any direct and / or indirect economic, social and environmental impacts arising from its operation. The Policy analytically presents the Company's commitments and the practices it applies. The Company's Sustainability Policy is posted on the website <https://corporate.e-jumbo.gr/enimerosi-ependyton/etairiki-diakyvernisi/politiki-viosimis-anaptyxis/>

In this context, the Company's responsibility is aligned with the ESG (Environmental-Social-Governance) criteria/principles and relates to four (4) pillars of activity in areas that incorporate the Company's specific approach to the identified material issues

Pillar 1: Environmental Protection

Pillar 2: Promotion of Human Value

Pillar 3: Strengthening the Social Footprint

Pillar 4: Forming a Responsible Market

In the context of achieving the aforementioned axes, the Company aims at the following:

- The protection of the health and safety of its employees and consumers,
- The continuous mitigation of environmental impacts,
- The maintenance of regulatory compliance and constant vigilance in addressing conditions that may foster incidents of corruption at all levels and activities of the Company,
- The creation of employment and the safeguarding of jobs through the development of its business activities,
- The respect, protection, and promotion of human rights through its adopted policies and initiatives,
- The continuous training and development of its personnel, as well as their systematic and merit-based evaluation,

- The provision of a working environment of meritocracy and equal opportunities, with fair recruitment, compensation, and career development policies for all employees, without any form of discrimination,
- The contribution to the needs of local communities through the encouragement and promotion of volunteerism,
- The provision of a healthy and safe environment for its partners and visitors to its facilities,
- The implementation of actions for the protection of the environment and the reduction of its environmental footprint.

Specifically, the Company is committed to:

- Identifying and mitigating the environmental impacts and risks arising from its activities.
- Monitoring its environmental and energy goals to contribute to climate change mitigation.
- Maximizing the use of renewable energy sources and further developing them within the Company's framework.

The Company complies with the legislation and adheres to the rules concerning the activity of all the companies of the Group.

The Company has developed and implements a Code of Ethics and Professional Conduct and related policies, has adopted a corporate structure and governance that allows close relationships with investors, with the ultimate goal of creating further value for the shareholders.

The Company also evaluates and manages business risks in order to safeguard the interests of all interested parties.

It holds committees, takes measures and follows policies and procedures in order to enhance transparency, prevent and combat fraud, corruption and bribery and any conduct contrary to the Code of Ethics and Professional Conduct.