



## ANNUAL REPORT ON THE ACTIVITIES OF THE AUDIT COMMITTEE FOR THE FINANCIAL YEAR (1.1 /- 31.12.2023)

### **1. Introduction**

The Intracom Holdings Audit Committee is a committee of the Company's Board of Directors in the context of the applicable statutory framework and corporate governance principles for companies whose transferable securities are traded on a regulated market. It operates in the context of its bylaws approved by the Board of Directors, as in force from time to time.

The Committee recognizes the need for continuous improvement of the internal control environment as a key factor in the Company's sustainability, as for the year 2024, it will focus on the most significant issues and risks within its scope of authority.

### **2. Audit Committee's Purpose and Basic Responsibilities**

The primary purpose of the Audit Committee is to support the Board of Directors in its duties, regarding the supervision of the quality and integrity of financial information and financial statements, the evaluation of the effectiveness of the internal control system, the Internal Audit Unit, risk management functions, and regulatory compliance, as well as monitoring the mandatory audit of the annual and consolidated financial statements of the Company. The Committee reports to the Board of Directors regarding its responsibilities and recommendations.

The responsibilities and operation of the Audit Committee for the fulfillment of its purpose are further analyzed in the company's bylaws, which have been prepared in accordance with the provisions of article 44 of Law 4449/2017, as amended by article 74 of Law 4706/2020, the relevant decisions and clarifications of the Hellenic Capital Market Commission, the provisions of Company's Internal Operating Regulations, as applicable, and in compliance with the Hellenic Corporate Governance Code adopted by the Company, are available at the following link of the corporate website [https : //www. intracom. com](https://www.intracom.com)

The Audit Committee performed its duties, having full and unimpeded access to all necessary and appropriate information and the Company's management has provided the necessary infrastructure and staff.

### **3. Composition of the Committee, skills and experience**

According to its Rules of Procedure, the Audit Committee is a Committee of the Board of Directors, which until 21/11/2023, consisted of two (2) Independent Non-executive Members, and one Non-Executive Member of the Board of Directors, while following the resolution of



the Extraordinary General Meeting of 13/12/2023, it consists of three (3) Independent Non-executive Members of the Board of Directors.

The Audit Committee Members were elected and appointed by resolutions of the Extraordinary General Meeting of 20/12/2022, and the Board of Directors' meeting of 03/01/2023, as follows:

Member	Title	Duration
Ioannis K. Tsoumas	President of the Committee Independent Non-Executive Member of the Board	20.12.2022 - 20.12.2026
Konstantinos S. Kokkalis	Member of the Committee Vice- Chairman of the Board - Non- Executive Member	20.12.2022 - 20.12.2026
Adamantini K. Lazari	Member of the Committee Independent Non-Executive Member of the Board	20.12.2022 - 20.12.2026

Due to the resignation of a member of the Committee on 21/11/2023, the Extraordinary General Meeting of 13/12/2023 elected a new Audit Committee with a term of office until 20/12/2026 and appointed the following members of the Audit Committee:

Member	Title	Duration
Ioannis K. Tsoumas	President of the Committee Independent Non-Executive Member of the Board	13.12.2023 - 20.12.2026
Adamantini K. Lazari	Member of the Committee Independent Non-Executive Member of the Board	13.12.2023 - 20.12.2026
Dionisia D. Xirokosta	Member of the Committee Independent Non-Executive Member of the Board	13.12.2023 - 20.12.2026

All members of the above Committees meet the criteria of paragraph 1 of article 44 of Law 4449/2017, as they have sufficient knowledge in the sector in which the Company operates and at least one member has sufficient knowledge in accounting and auditing, given their professional experience and involvement, as confirmed by their CVs which are posted on the Company's website (<https://www.intracom.com>). Collectively, the members of the



Committee possess skills relevant to the Company's industry, while at the same time they have relevant academic qualifications and sufficient knowledge in auditing and accounting as well as extensive experience in the areas of Corporate Governance and Internal Audit Framework.

The Audit Committee of the Company, during its meetings of 03/01/2023 and 13/12/2023, appointed Mr. Ioannis K. Tsumas as its Chairman, as the most suitable candidate for this position because he fulfils the requirements of the legislation on independence and has sufficient knowledge in the field in which the Company operates and in the field of auditing and accounting.

#### **4. Audit Committee's Meetings**

The Audit Committee convenes whenever necessary, but at least four times a year at the invitation of its Chairman. To carry out its work, the Audit Committee shall meet to plan and define the annual plan for the frequency and timing of meetings for the calendar year, to cover all areas under its responsibilities.

Apart from the members and the Committee's secretary the Audit Committee's meetings can be attended also by Company's Chief Financial Officer, the Head of the Internal Audit Unit, other members of the Board of Directors, the certified public accountants and any executive inside or outside the Company who may assist in the Committee's purpose and agenda.

During the 2023 accounting period (01/01/2023 - 31/12/2023), the Committee held a total of eleven (11) meetings attended by all members and all decisions were taken unanimously. During each meeting, all items on the agenda were examined and settled after the necessary information documents had been distributed and, in addition to members, the ordinary certified public accountants had participated in cases where that was considered necessary.

During the scheduled meetings of the Board of Directors, the Chairman of the Audit Committee informs the members of the Board of Directors about the results of the Committee's work.

#### **5. Committee's activities in 2023**

At its meetings, the Audit Committee dealt within its remit and in particular:



## A. Financial Reporting Process - Mandatory External Audit

Matter	Activity
Planning Regular Audit of Corporate and Consolidated Financial Statements	<p>The Audit Committee was briefed by the Chartered Accountant (CPA) on the audit program, the auditors' communication program with the Committee in relation to the timetable for the regular audit and on the analysis of the audit approach for the annual audit of the 2022 financial statements.</p>
Annual Financial Audit  Financial Statements - Key audit matters	<p>The Committee overviewed the audit of the annual financial statements of the Company for the year ended 31.12.2022 by the auditors.</p> <p>The Audit Committee reviewed the Final Audit Report and the Auditors' Supplementary Report on the Annual Report for the financial year 2022 and was informed by the certified public accountants on the most important audit issues, such as the Goodwill &amp; Investment impairment test and the sale of the subsidiaries Intrakat and Intracom Defence.</p> <p>In a meeting with the certified public accountants, without the presence of members of the Company's Management the Committee was informed about the cooperation of the Auditors with the Management on financial audit issues.</p> <p>The Audit Committee reviewed all the services provided by the certified public accountants and confirmed that no services other than those required as part of the accounting, tax and other audits have been provided,</p> <p>The Declaration of Independence of the Company's certified public accountants was assessed by the Audit Committee and it was noted that there were no issues of independence regarding the certified</p>



	<p>public accountants, while the Committee confirmed the independence and the objectivity and effectiveness of the audit process, based on the professional and regulatory requirements in Greece.</p>
<p>Audit Committee's Report to the Board of Directors on the Financial Statements of 2022</p>	<p>The Audit Committee informed the Board of Directors on 28/4/2023 of the results of the mandatory audit and recommended to the Board the approval of the annual Financial Statements on an individual and consolidated basis.</p>
<p>Appointment of the external auditors</p>	<p>The Audit Committee on 24/5/2023 recommended the General Meeting, to appoint Grant Thornton Chartered Accountants and Business Consultants to carry out the mandatory audit of the annual financial statements for the financial year 2023, the review of the half-yearly financial statements of the Company as at 30.06.2023 and the issuance of the annual tax certificate for the same period. The Committee monitored the Certified Public Accountants' compliance with the provisions of Regulation (EU) No. 537/2014, as amended, as well as other relevant regulatory requirements, regarding the amount of the total fees paid in relation to the total revenues of the auditor or the total revenues of the auditor from audit and non-audit services, so that the independence and objectivity of the auditor is not questioned due to the size of the services provided to the Company.</p>
<p>Audit of the interim financial statements</p>	<p>The Audit Committee was informed by the Certified Public Accountants about the interim half-yearly Financial Statements for the first half of 2023, which was reviewed on 28/9/2023, followed by a recommendation of approval to the Board of Directors. As part of the briefing by the Certified Public Accountants, a discussion was held without the presence of management executives.</p>



## B. Internal Audit Framework Procedures

Matter	Activity
<p>Evaluation of the Internal Audit Framework</p>	<p>The Audit Committee was informed of the results of the Evaluation of the Company's Internal Audit Framework by Grant Thornton, which conducted the audit, in accordance with the provisions of paragraph j of section 1 of the present article. 3 and para. 4 of article 14 of Law 4706/2020 and Resolution 1/891/30.09.2020 of the Board of Directors of the Hellenic Capital Market Commission. This assessment concluded that no material weaknesses were identified in the Company's Internal Control System, in accordance with the Regulatory Framework.</p> <p>The Audit Committee informed the Board of Directors on 28/4/2023 on the conclusions of the Internal Audit Framework Evaluation.</p>
<p>Internal Audit Unit's Plan for 2023</p>	<p>The Audit Committee was informed about the annual audit program of the Internal Audit Unit for 2023 which was approved, as it included considerations regarding the main areas of business and financial risk, as well as the results of previous audits.</p>
<p>Quarterly Activity Monitoring Reports and Proposals of the Internal Audit Unit for the improvement of the Internal Audit System</p>	<p>The Audit Committee was briefed on the quarterly Internal Audit Reports for fiscal year 2023, as well as for the 4th quarter of 2022. The Committee was also updated on the progress of the annual Audit Plan and approved its amendments.</p> <p>Considering the improvement of the Internal Audit Framework, the Audit Committee approved a methodology document of the Internal Audit Unit and recommended to the Board of Directors the updating of the Internal Audit Unit's Operating Regulations.</p>
<p>Appointment of a new Internal Auditor</p>	<p>The Audit Committee recommended on 26/6/2023 to the Board of Directors the appointment of the new Internal Auditor of the</p>



	Company, Mr. Avraam Koronis, who took office on 01/09/2023, replacing Mr. Georgios Theodosiou
Internal Audit Unit's Annual assessment	<p>The annual assessment of the Internal Audit Unit for the year 2023 was completed during Q1/2024.</p> <p>Following the suggestions of the Audit Committee, the following up process regarding past findings is monitored and supervised, in accordance with the set timetable. Audit Committee has not identified any weaknesses that would materially affect the operation of the Internal Audit Unit and the Committee's overall assessment of Internal Audit Unit was positive.</p>
Internal Audit Activities Report 2023	Internal Audit Unit submitted and presented a report on its activities for the year 2023 to the committee. The report contained information on the results and the degree of implementation of the audit plan, as well as other asks for the institutional and operational enhancement of the Internal Audit Unit.

### C. Other issues

Matter	Activity
Evaluation of the Corporate Governance System	Within the provisions of article 14 of Law 4706/2020 and the applicable regulatory framework, the Audit Committee evaluated and approved the selection of the audit firm Grant Thornton as a consultant for the provision of Corporate Governance System Evaluation Services, considering that it does not pose a threat to the independence and objectivity of the Certified Public Accountants.
Annual Activities Report of the Audit Committee for the year 2022	The Audit Committee prepared and approved the Annual Activities Report of the Audit Committee for the year 2022



Audit Committee Action Plan	The Audit Committee determined and approved the framework of the program of its regular meetings for the financial year 01.01.2023 - 31.12.2023
Use of the external auditors for non-audit services	The Audit Committee assessed the offers/proposals for non-audit services regarding the independence and suitability of the external partners. The projects for which the proposals were evaluated were related to due diligence services, as well as consulting and training services.

### **Sustainability Policy**

The Sustainability Policy is determined by the Company's Management team which undertakes:

- to ensure the Company's continuing development, to generate economic value for shareholders and stakeholders
- to safeguard business ethics
- to offer products and services while taking care of environmental and/or social impacts
- to bolster innovation
- to systematically monitor the company's environmental footprint.

INTRACOM HOLDINGS has incorporated ESG criteria into its strategic objectives, aiming at sustainability and effective management of new global business challenges.

The Group is expected to publish its new Corporate Responsibility and Sustainability Report in July 2024, with a reference year of 2023, for the first time under its new structure. The Report covers the activities of INTRACOM HOLDINGS Group, as expressed by its policies and performance, through the parent company and its main subsidiaries, INTRACOM PROPERTIES and KLM.

The Group's approach to ESG issues is based on the Global Reporting Initiative (GRI) standards for issuing ESG reports and in particular on the Universal Standards, as well as the Sustainability Accounting Standards Board (SASB) standards for the business sectors of companies in the Group.