

This report was prepared jointly by the independent non-executive members of the Board of Directors of the company IKTINOS HELLAS SA, in compliance with the provisions of article 9 par. 5. of Law 4706/2020 and the relevant guidelines of the Capital Market Commission, and addressed to the annual Ordinary General Meeting of the Company's Shareholders in the year 2024. In the framework of the obligations set out in Article 7 of Law 4706/2020 for non-executive members, the latter a) monitor and review the Company's strategy and its implementation, as well as the achievement of its goals, b) ensure effective supervision of executive members, including monitoring and auditing their performance, and c) examine and express opinions regarding the proposals submitted by the executive members, based on existing information. In view of the above and in fulfillment of these obligations, regular meetings of the non-executive members of the Company's Board of Directors were held, without the presence of the executive members. The aim of these meetings was to discuss the performance of the executive members as well as the more general evaluation of the Company's progress and the performance of the duties of the non-executive members pursuant to Article 7 of Law 4706/2020. In these meetings, it was unanimously established that:

- The Board of Directors operates effectively with the long-term interests of the Company in mind as well as the shareholders and interested parties (stakeholders), while also aiming to achieve the sustainability of the Company. The composition of the Board of Directors is characterized by a diversity of knowledge, qualifications and experience and contributes to the achievement of business objectives. In particular, the composition of the Board of Directors, in our opinion, contributes to the effective corporate administration and the management of corporate affairs for the benefit of the Company and all its shareholders and interested parties, ensuring the implementation of the corporate strategy, while at the same time neither were observed nor phenomena of conflict of interest between managers, members of the Board of Directors and shareholders were found, including cases of mismanagement of assets or transactions with related parties.
- The presence of the independent non-executive members is considered constructive, aiming and ensuring in practice the application of the corporate governance rules to which the Company is subject, and the general monitoring and supervision of its business course. Non-executive members (including independent non-executive members) effectively supervise management decisions, express opinions and positions on the proposals of executive members and their opinions are duly taken into account in the discussions and decision-making of the Board of Directors and committees of. It should be noted that the non-executive members of the Council have been guaranteed the possibility of unhindered communication with the management staff of the Company as well as regular information from the heads of services. It is also ensured that the non-executive members have access to the necessary information in order to be able to consider and express opinions on the proposals submitted by the executive members.
- The executive members carry out their duties effectively and within the framework of the aforementioned parameters and are in accordance with the legislative and regulatory framework. They are governed by integrity, objectivity and professionalism, and the cooperation between them and between themselves and the non-executive members moves at highly satisfactory levels. They have knowledge and long experience in



exercising supervision over the general functions and activities of the Company. • The Company from the beginning of the 2021 fiscal year adopts and applies the ESED Corporate Governance Code (June 2021), while any minor deviations are reported in the Company's Corporate Governance Statement each fiscal year and are included in the published Annual Financial Statements of the fiscal year. The provisions of the Company's Regulations and Policies are also consistently observed. In addition, the Company has established and applies a Code of Ethics, which is posted on its website, and applies the relevant principles and rules of its Operating Regulations. • In the workplace the Company encourages a generally safe and healthy work environment, free of discrimination, harassment or retaliation and ensures working relationships that promote mutual trust, constructive cooperation, two-way communication and recognition. • The Company continued the required actions to comply with the current legislative and regulatory framework by implementing good Corporate Governance and Internal Control System. The evaluation of the SEE was completed by as provided for in EC decision 2/917/17.6.2021 until 31/3/2023 with a reference date of 12/31/2022 and a reference period from the entry into force of Article 14 of Law 4706/2020. The evaluation of the SEE was carried out by the company KSi Greece Certified Auditors - Accountants, as it was selected by the no. 680/7.9.2022 decision of the Board of Directors of the Company. The conclusion of the Assessment Report on the Adequacy and Effectiveness of the ESS was unqualified as no material weaknesses were identified. The relevant Analytical Report was submitted to the Board of Directors, while its summary was submitted to the Capital Market Commission, in accordance with the deadlines of Law 4706/2020 and the decision 1/891/30.9.2020 of the Capital Market Commission, while during the fiscal year 2023, actions were taken to further improve the Company's Internal Control System. • However, the Corporate and Consolidated Financial Statements as of December 31, 2023 show that the total short-term liabilities of the Group and the Company exceed the total current assets by €25.21 million and €20.55 million respectively, while in the closing fiscal year the Group and the Company show losses before taxes amounting to € 7.73 million and € 7.47 million respectively. The post-pandemic world economy has suffered the consequences of the geopolitical crisis in Ukraine, which triggered an unprecedented energy crisis that simultaneously reinforced already existing inflationary pressures. Central banks have increased the cost of money in an effort to contain inflation, but this has led to lower growth rates as well as a deterioration in broader financial conditions. It is noted that the financial expenses of the Group from €1.85 in 2022, increased and reached €3.62 for 2023 (impact of interest rates). All of the above had a negative impact on the financial figures of the company in 2023. Consequently, a substantial uncertainty is expressed regarding the uninterrupted continuation of the Group's and the Company's activity which is reflected in the Independent Certified Public Accountant's Audit Report for the year 2023. The Management is in discussions for the restructuring of the Company's loan obligations amounting to € 11.05 million and has proceeded with the planning of actions to improve the financial position of the Group and the Company for the smooth continuation of their activities. Finally, as independent non-executive members of the Company's Board of Directors, we confirm our agreement with the content of the Management Report of the Company's Board of Directors and the



Corporate Governance Statement, which is an integral part of the Annual Financial Report of the year 2023.

May 20, 2024

The independent non-executive members of the Company's Board of Directors
"IKTINOS S.A."

Andreas Koutoupis Angeliki Meidani