

***Report from the Chairman of the Audit Committee to the shareholders to the Annual General Assembly on the activities of the Audit Committee based on the planned activities.***

**1. Audit Committee**

The purpose of the Audit Committee is to assist the Board of Directors in fulfilling its supervisory duties regarding (i) the Financial Reporting process, (ii) the internal audit system, (iii) the internal audit, (iv) the external audit process, (v) the GEK TERNA Group's procedures for monitoring compliance with laws, regulations and the Code of Conduct and (vi) the Corporate Governance System. The Committee is established and operates in accordance with all applicable laws and regulations.

**Composition**

The General Assembly of June 11, 2025, elected the following four-member Audit Committee for a four-year, term, which was constituted as follows:

1. Andreas Taprantzis, Independent Non-Executive Member of the Board of Directors, Chairman of the Committee,
2. Apostolos Tamvakakis, Non-Executive Member of the BoD
3. Athanasios Skordas, Independent Non-Executive Member of the BoD and
4. Nikolaos Kalamaras, third independent person, non-member of the Board of Directors, Member and Secretary of the Committee.

The above composition of the Audit Committee is in accordance with the provisions of article 44 of Law 4449/2017, i.e. all members of the Audit Committee have sufficient knowledge in the fields in which the Company operates. In addition, Mr. Apostolos Tamvakakis and Mr. Nikolaos Kalamaras have demonstrably sufficient knowledge in the field of auditing and accounting and all Members are capable of effectively discharging their duties and responsibilities.

It is noted that, in accordance with the decisions of the General Meeting of Shareholders held on 20 June 2023, the Audit Committee had the following composition until 11.06.2025:

1. Spyridon Kapralos, Independent Non-Executive Member of the Board of Directors, Chairman of the Committee,
2. Apostolos Tamvakakis, Non-Executive Member of the BoD
3. Athanasios Skordas, Independent Non-Executive Member of the BoD and
4. Angelos Tagmatarchis, third independent person, non-member of the BoD

**Terms of operation**

The Audit Committee meets at least four times a year, with the authority to convene additional meetings if circumstances require in compliance with its action plan to perform the duties and responsibilities assigned to it.

The Secretary of the Audit Committee, after communicating with the Chairman and the other members of the Committee, the Head of the Internal Audit Unit and other executives or third parties if required, sends (himself or another authorized executive) to the members of the Committee, the items of the agenda and a relevant invitation via e-mail to those expected to attend or an electronic invitation via videoconference platform if the meeting is held via teleconference.

All members of the Audit Committee are expected to participate in the meetings, either in person or via teleconference or video-conference. Decisions shall be made by a majority of the members present. The Committee may invite members of the Company's Management, executives of the Company or its subsidiaries, or any other person (employee, partner, etc.) to participate in meetings and provide relevant information, where necessary.

The Committee organizes meetings with the external auditors and with the Executive Directors. If required, joint meetings may be held with the Audit Committees of subsidiaries of the Group. Agendas shall be prepared and provided to members in advance, together with appropriate supporting material. Minutes are kept with a full record of decisions and actions on the items discussed.

Every six (6) months or more regularly, if necessary, the Committee prepares and submits to the Board of Directors reports on its activities on important issues and once a year, an activity report (including the evaluation of its work and a description of the Sustainable Development Policy implemented by the Company) which is addressed to the Annual General Assembly of shareholders.

The Audit Committee is periodically evaluated every 3 years. For the year 2024, the Audit Committee's self-assessment was completed in 2025, with satisfactory results. For the year 2025, the Audit Committee's self-assessment is in progress, within the framework of the evaluation of the Board of Directors and its Committees.

The Audit Committee's Rules of Operation, approved by the Board of Directors of the Company, are posted at the following link:

<https://www.gekterna.com/wp-content/uploads/2024/01/6e1a492de22a3dd8c634af850ae21dcc.pdf>

### **Responsibilities of the Committee**

The Audit Committee has the following, per section, basic responsibilities:

- Oversees the drafting process of the financial statements and other financial reporting and where applicable, the preparation of the Company's sustainability reports, assessing their reliability. It informs the Board of Directors of the results of the statutory audit. It monitors the financial reporting process and submits recommendations or proposals to ensure its integrity.

- Ensures the smooth conduct of internal audit work by providing its support to the competent Internal Audit Unit and periodically evaluating the adequacy and reliability of the methods and procedures used to carry out its work. Its main objective is the early diagnosis and analysis of business risks so that the Board of Directors can react quickly to address them.
- The Audit Committee receives the reports of the Internal Audit Unit, evaluates their content, proposes to the Board of Directors the head of the Unit, evaluates its efficiency and effectiveness and based on these recommends the continuation or termination of its duties.
- Monitors the conduct of the regular auditor's work and assesses whether it complies with the relevant legal – regulatory framework, international standards and best practices. It also investigates and evaluates the adequacy of knowledge, professional consistency, independence and effectiveness of the regular auditor and based on these recommends to the Board of Directors the continuation or termination of the performance of its duties.
- Regarding the assurance of sustainability reporting, it is noted that the Company has established an ESG Committee by resolution of the Board of Directors and the Company's organizational structure includes the General Division of Corporate Relations and Sustainable Development. The preparation of the sustainability reports is carried out by the General Division of Corporate Relations and Sustainable Development. Following the drafting phase, the report undergoes an official review and approval process by the ESG Committee. After approval and completion of the external assurance phase, as required by the CSRD, the Sustainability Statement is incorporated into the Annual Report and submitted for review and approval to the Audit Committee and the Board of Directors, with the process concluding upon publication of the Group's Annual Report.

#### **Method of Evaluation**

The Committee shall evaluate its work annually. In the context of the annual evaluation of the Board of Directors, the members of the Committee completed a questionnaire relating to this Committee with sections of questions on a) the composition of the Committee, b) its role and responsibilities and c) its organization and operation. The Committee conducts an annual review of its work, a summary report of which is submitted to the Board of Directors. This includes proposals for improving its operation and efficiency.

#### **Activities of the Audit Committee**

The Audit Committee met fourteen (14) times in 2025.

FULL NAME	NUMBER OF MEETINGS HELD DURING THE TERM OF OFFICE OF EACH MEMBER	NUMBER OF MEETINGS ATTENDED	PERCENTAGE OF ATTENDANCE AT MEETINGS
Kapralos Spyridon <sup>1</sup>	5	5	100%
Tamvakakis Apostolos	14	14	100%
Skordas Athanasios	14	14	100%
Tagmatarchis Angelos <sup>1</sup>	5	5	100%
Taprantzis Andreas <sup>2</sup>	9	9	100%
Kalamaras Nikolaos <sup>2</sup>	9	9	100%

<sup>1</sup> Member of the Audit Committee until 11.06.2025

<sup>2</sup> Member of the Audit Committee from 11.06.2025

The works included meetings with the Internal Audit Unit, the Head of the Financial, Administrative and other Divisions, the Risk Officer, the Compliance Officer, the Certified Auditor of Grant Thornton S.A. Certified Public Accountants and Business Consultants, directors of the parent and subsidiary companies. The Chairman of the Audit Committee informs the Board of Directors at most of its meetings about the work of the Committee or important issues that arise.

More specifically, the activities of the Audit Committee are summarized in the following points:

#### **Financial reporting**

- The Committee examined and evaluated the adequacy and effectiveness of all policies, procedures and safeguards of the Company regarding, on the one hand, the internal audit system and, on the other hand, the assessment and management of risks, in relation to financial reporting, of the audited entity and, where applicable, the preparation of the Company's sustainability reports.
- The Committee proposed to the Board of Directors the renewal of the audit firm Grant Thornton S.A. Certified Public Accountants and Business Consultants and the amount of their remuneration, taking into account a) the existing good cooperation with the audit firm for 8 consecutive years, b) the contribution of this audit firm to the upgrading of the quality and integrity of financial information and c) the absence of threats that would alter the independence of judgment of the specific audit firm in relation to the Company.
- During the 2026 financial year, the Audit Committee will carry out the procedures for the appointment of the auditors for the 2026 fiscal year, as well as the selection process for the appointment of a new audit firm for the 2027 audit, in accordance with EU Regulation 537/2014, which limits the maximum duration of an audit engagement to ten (10) years.
- The Committee contacted regularly the Certified Auditors who participated in four (4) meetings of the Audit Committee in 2025 - in order to inform them about the planning, the development of the statutory audit of the Company's and the Group's financial

statements and where applicable, the outcome of assurance on the submission of sustainability reports and received the supplementary audit report of article 11 of Regulation 537/2014. The Committee was informed about the findings (Key Audit Matters) and the results of the audits and discussed them with the Certified Auditors.

- The Committee was informed about the following sections, during the planning of the audit of the Financial Statements for the year 2025 by the Certified Public Accountants of the company:
  - Areas of audit interest
  - Audit Risks
  - Highlights
  - Audit Plan
  - Audit approach
  - Independence
  - Use of specialist work

More specifically, the areas of audit interest for the financial year 2025 that were discussed and analyzed are the following: a) Management override of controls, b) revenue recognition from (i) construction contracts, (ii) concession agreements and (iii) revenue from the sale of thermal energy, c) impairment of non-current assets, d) hedge accounting, e) assessment of the recoverability of receivables.

The Committee held meetings with the Chief Financial Officer of GEK TERNA and was briefed on the significant amounts of the annual and interim half-yearly Financial Statements for the year 2025, on the significant changes compared to the previous period and about the following issues:

- The evaluation of the use of the going concern assumption,
  - the significant judgments, assumptions and estimates in the preparation of financial statements,
  - the valuation of assets at fair value,
  - the assessment of the recoverability of assets,
  - the accounting treatment of acquisitions,
  - the adequacy of disclosures about the material risks faced by the Company,
  - the significant transactions with related parties,
  - any unusual transactions and
  - the important accounting policies.
- The Committee monitored the drafting process by the Group's Financial Management of the interim and annual financial statements of the Company and the Group, which were prepared in accordance with the applicable accounting standards.

- The Committee reviewed the annual and interim half-yearly financial statements of the Group and the Company, as well as the content of the Audit Report of the Certified Auditors prior to their recommendation for approval by the Board of Directors and received the necessary assurances regarding the completeness and consistency of these statements, in relation to the information that has been brought to its attention.
- The Committee pre-approved all non-audit services provided by Grant Thornton S.A. Certified Public Accountants and Business Consultants in 2025 and the aggregated total remuneration of non-audit services provided for the year 2025. The Committee considered that the work carried out and the remuneration of the commissioned non-audit services did not jeopardize the independence or objectivity of the Certified Auditors. The Committee examined the independent status of the Certified Auditors in the following ways:
  1. Completion of a predetermined list of questions based on Law 4449/2017 – Article 21,
  2. Monitoring non-audit work and
  3. Supplementary report received by the Statutory Auditor (pursuant to Article 11 of EU Regulation 537/2014)
- Was informed through letters of the Hellenic Capital Market Commission, including Remarks, clarifications and recommendations regarding the actions of listed companies in view of the publication of the Annual Financial Reports as at 31.12.2025, regarding the Evaluation of the Internal Audit System pursuant to Decision No. 1/891/30.09.2020 of the Board of Directors of the Hellenic Capital Market Commission and regarding the actions of listed companies for the preparation of Sustainability Reports for the financial year 2025.

#### **Activities of the Internal Audit Unit**

- The Committee collaborated and cooperated constantly throughout the year with the Internal Audit Unit of the Company, providing the appropriate instructions for carrying out the internal audit work by subject and priority. The Internal Audit Unit participated in 13 meetings of the Audit Committee in 2025.
- The Committee received from the Internal Audit Unit all audit reports produced during 2025. The Audit Committee reviewed and commented on all audit reports during its meetings. In addition, during 2025, the Internal Audit Unit carried out additional important works and other actions for the organization of the Internal Audit Unit and the evaluation of the Corporate Governance System. Regarding the Corporate Governance System of GEK TERNA, the Internal Audit Unit supported the work of the evaluator in assessing the internal audit system in the context of the issuance of a new bond loan. These activities were completed during 2025 and covered the period from 01.01.2023 until 31.07.2025. In addition, it supported the evaluator's work for the assessment of the Corporate Governance System and the Internal Audit System for the period from 01.01.2023 until 31.12.2025. These activities were completed in March 2026.
- The Committee discussed the findings as well as the conclusions and relevant recommendations with the Head of the Internal Audit Unit of the Company. Where

necessary, a meeting was set up, in which the Audit Committee, the head of the Internal Audit Unit, the head of the department / project that was audited and, where applicable, the heads of other departments, who participated in the audit, participated.

- Throughout the year, the Committee monitored the progress of the audit activities of the Internal Audit Unit and the operation of the Unit in general.
- The Committee received the annual report of the work of the Internal Audit Unit for the year 2025.
- The Committee reviewed and approved the audit plan for 2026 by the Internal Audit Unit.
- The activities of the Internal Audit Unit are carried out across all subsidiaries of the Group, in accordance with the risk assessment.
- The Committee carried out the annual evaluation of the Head of the Internal Audit Unit and the Internal Audit Unit.
- Based on the above, the Committee considered the adequacy and performance of the Head and the Internal Audit Unit as satisfactory.

### **Risk Management Unit**

#### ➤ Monitoring and Audits

The compliance with the Group's audit framework is monitored through a range of methods and procedures including, but not limited to, assessments, management information, reports and other monitoring activities at company level, project visits and financial audits.

#### ➤ Staff training

The Risk Management Unit (RMU) designed a training program on risk management issues, in compliance with the requirements of the institutional framework and the Company's internal policies. Specifically, during the year, training material on introductory Risk Management topics (with duration of one hour) was prepared, which is addressed to the following:

- ❖ members of the Board of Directors in the context of training upon holding duties and during their term of office, to ensure compliance with the provisions of the Suitability Policy of the members of the Board,
- ❖ executives of top / senior management,
- ❖ competent executives from the 1st line units.

The purpose of this training material was to train participants on the basic principles, governance, classification and methodology of risk management. The training material attempted to familiarize the recipient with basic concepts of the risk management framework and strengthen the culture of risk perception, while presenting both the risk register and a model of risk formulation and safeguards.

RMU maintains regular communication with the Internal Audit Unit (IAU) on risk management issues, including providing information in the context of the preparation of the annual audit plan by the IAU based on the risk based approach, with the aim of ensuring the limitation of overlap of work between them.

In addition, the IAU notifies the RMU of the internal audit reports, which highlight weaknesses and therefore constitute a key factor in update/revision of the risk registry.

During the fiscal year 2024, the Audit Committee recommended that an assessment of the Risk Management Unit should be conducted by an external evaluator. The work was carried out in early 2025, the results were communicated to the Audit Committee, the Risk Management Officer and the company's Management, was positively assessed, confirming the adequacy and effectiveness of the operation of the Risk Management Unit.

#### **Monitoring of Key Risk Indicators (KRIs) / Key Performance Indicators (KPIs)**

Key Risk Indicators (“KRIs”) are indicators used by the Company to manage current and potential exposure to various categories of risks (e.g., operational, financial, reputational, etc.)

The Risk Management Unit has initiated further development and adoption of KRIs in order to effectively monitor risks.

Key Performance Indicators (“KPIs”) are defined to facilitate the effective supervision and assessment of the Risk Management Unit’s performance and are communicated to the Board of Directors and Management through regular reports.

#### **Compliance Unit**

Report of actions and Compliance Plan of the previous year.

- During the year 2025, the following actions were affected:
- Recertification and continuation of the Company’s Management System certification by an external body for the ISO 37001:2016 and ISO 37301:2021 standards.
  - Inspections of the Compliance Unit at the Company's headquarters, where the Group Divisions were inspected.
  - Inspections at subsidiaries and construction sites of important Group projects
  - Training through asynchronous training, e-learning platform and briefing of all Group staff on Compliance issues and the Code of Conduct and Policies.

Staff training focused on the following topics:

- Conflict of interest
- Corruption and Bribery
- Workplace bullying, mobbing, violence in the workplace
- Week of celebration "Corporate Compliance and Ethics" with a course on the LMS training platform, in an escape room format with progressively challenging questions to assess understanding of core Regulatory Compliance concepts and the Company’s applicable Procedures. Trainees who successfully completed the course with a 100% score received a Certificate of Excellent Performance.
- As part of raising awareness and educating all personnel on regulatory compliance and business ethics matters, a booklet was issued covering regulatory Compliance, Anti-Corruption & Bribery and the Code of Ethics and Conduct. The booklet was

distributed via e-mail to all Group employees and uploaded to the training platform. Additionally, printed copies were provided to employees at construction sites as well as at the Company's headquarters.

- Update of the following Policies:
  - Compliance and Anti-Corruption & Bribery Policy
  - Gift Policy
  - Conflict of Interest Policy
  - Reporting Policy
  - In accordance with the Group's revised Sponsorship and Donations Policy, the Regulatory Compliance Officer has been designated as the co-approver of sponsorship and donations requests.
- Participation of the Regulatory Compliance Unit in specialized conferences:
  - 8<sup>th</sup> Compliance Conference ASCO | Shaping a Responsible & Resilient Future
  - 13<sup>th</sup> Annual European Compliance & Ethics Conference 2025
- Meeting of the Regulatory Compliance Officer with the Regulatory Compliance representatives of the Group's subsidiaries.

➤ Revision of the Management System Procedures carried out in 2025:

In 2025, the following Procedures were revised: COCS-SOP 010 Reporting Procedure, COCS-SOP 011 Due Diligence Procedure for Suppliers and Partners and COCS-SOP 015 Due Diligence Procedure for Personnel.

A Risk Assessment Study has been prepared for Bribery and Regulatory Compliance issues and the risks have been assessed.

The areas where bribery risks have been identified are:

- Relations with banks
- Evaluation of investment programs
- Property management
- Choosing a partner
- Proposals for new projects – participation in competitions
- Relations with authorities
- Donations and Sponsorships
- Joint ventures
- Information Security
- Resource Management and Company Property
- Personnel Management

- Financial Management
- Contract Management

The areas in which risks for Compliance issues have been identified are the following:

- Legislation Management
- Corporate Governance
- Environment
- Labor
- Personal Data
- Tax
- Banks/investment funds
- Contracts

Each risk is assessed based on the possibility of occurrence and the severity of its effects. For each risk, the preventive measures that are implemented and which limit the occurrence of specific identified hazardous events.

The RCU (Regulatory Compliance Unit) informed the Compliance Committee, the Internal Audit Unit (IAU), the Audit Committee and the Board of Directors regarding the findings of the internal audits, which fall within the perimeter of responsibility of the RCU and its Action Plan.

➤ **Monitoring Indicators**

Within the framework of implementing the Code of Ethics and Conduct and the Regulatory Compliance and Anti-Bribery System applied by the Company, performance indicators are monitored in areas such as Regulatory Framework, Employee Training, Management of reported incidents, Implementation and adherence to Policies and Procedures, Audits of subsidiaries etc.

**Internal Audit System**

- The Audit Committee received the detailed and concise evaluation report of the Internal Audit System (IAS) of GEK TERNA (see section 6.3 below).
- The Chairman of the Audit Committee sent the brief evaluation report of the Internal Audit System (IAS) of GEK TERNA to the Hellenic Capital Market Commission, within the deadline provided by the Regulatory Framework.
- The Audit Committee discussed and monitored the compliance with Law 4706/2020 on Corporate Governance and the relevant circulars of the Hellenic Capital Market Commission (Internal Audit System).
- The Audit Committee monitored the implementation of the Group's commitments to sustainable development and corporate responsibility, as the latter promote social welfare, protect the environment and constitute the only sustainable business practice.

- The Audit Committee was briefed on the work carried out by the ESG Committee on ESG issues.
- The Audit Committee selected the Independent Evaluator for the evaluation process of the Group's Risk Management Unit.
- The Audit Committee monitored the work of the evaluation process of the Corporate Governance System based on Law 4706/2020.
- Received the Corporate Governance System Report of GEK TERNA Company under Law 4706/2020. (see section 6.3 below).

The Audit Committee constantly informed the Board of Directors of the Company about its activities.

### **Sustainable development**

The Group's approach to Sustainable Development is based on dialogue between the interested parties, as well as the identification and regular evaluation of the most important economic, social and environmental impacts of its activities. It aims to enhance positive impacts and reduce negative ones, through best practices, sustainable initiatives and reliable partnerships, aiming at continuous improvement for the benefit of shareholders, investors, employees and society.

The Unit responsible for the development and the revision of this policy is the General Division of Corporate Relations and Sustainable Development.

### **Other important issues**

- The Audit Committee drafted and presented to the Board of Directors the activities for the first semester of 2025 and for the whole year 2025.
- The Audit Committee drafted and presented to the General Assembly of shareholders the activities for the year 2024.
- The Audit Committee updated its Rules of Procedure and submitted them for approval by the Board of Directors. The updated Rules of Operation are posted on the Company's website.
- The Audit Committee carried out activities in connection with the issuance of the new bond loan of GEK TERNA, in collaboration with the Internal Audit Unit, the Finance Department, the General Division of Financial Services, company management and external partners, as required by the Regulatory Framework.
- The Audit Committee met with other executives of the Company and its subsidiaries to discuss important issues of the Group (the Regulatory Compliance Officer of GEK TERNA, the Risk Management Officer of GEK TERNA, the Chief Financial Officer of GEK TERNA, the Head of Accounting of GEK TERNA, the Head of ESG issues - (ESG and CSR Manager) of GEK TERNA, the Corporate Governance Officer of GEK TERNA, the Head of the General Division of Administrative Services of GEK TERNA, the IT Director of GEK TERNA, the Chief Information Security Officer (CISO), the General Technical Director of TERNA and from TERNA MAG.