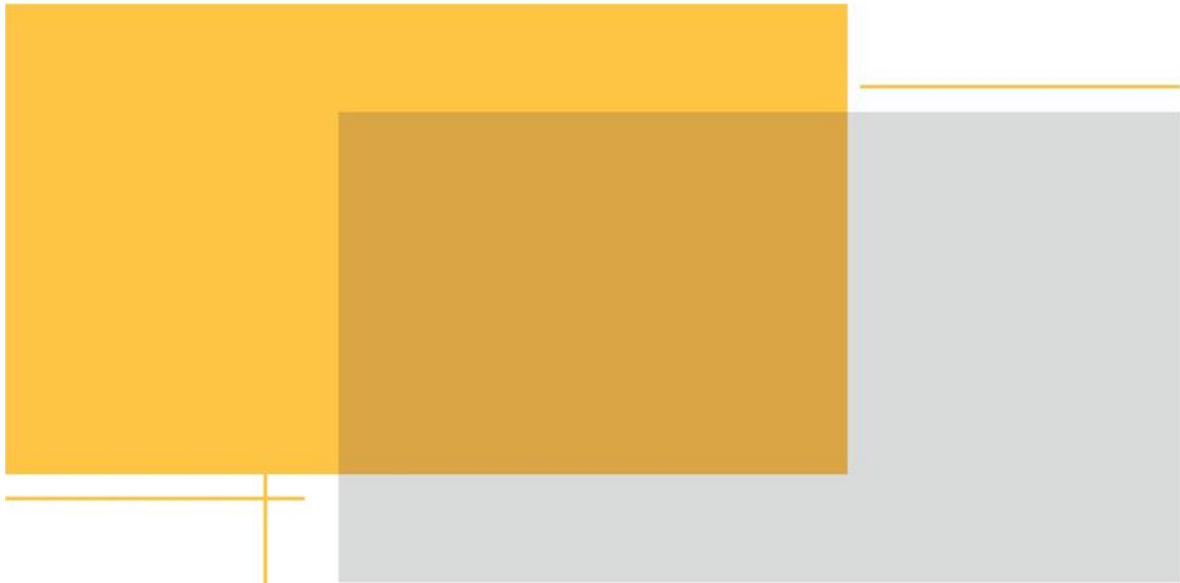


# Operating Regulation of the Sustainability Committee



15/07/2021



## **OPERATING REGULATION OF THE SUSTAINABILITY COMMITTEE (Sustainability Committee)**

A Sustainability Committee must be established and preserved (hereinafter referred to as the "**Committee**") withing the Board of Directors of Quest Holdings Societe Anonyme (hereinafter the "Company" or "**Quest**") which deals with the issues of Sustainable Development of the Company and its subsidiaries (hereinafter the "**Group Companies**"), in accordance with the relevant decision of the Board of Directors dated 15.07.2020 (hereinafter the "**BoD**").

This Operating Regulation of the Committee (hereinafter referred to as the "**Regulation**") has been drafted to describe the role and responsibilities of the Committee in the context of the activities of the Company and the Group Companies.

For the drafting of the Regulation, the Hellenic Corporate Governance Code of the Hellenic Corporate Governance Council (HCGC), as well as international best practices, have been considered.

This text has been translated into English from the Greek language. In any case of ambiguity or doubt, the Greek text prevails.

### **I. Purpose of the Committee**

The main mission of the Committee is:

- to provide support and assistance to the Board of Directors in determining the strategy, objectives and priorities for sustainable development;
- to cooperate with the Company's executive management on sustainable development,
- to monitor, on behalf of the Board of Directors, the implementation of the strategy of the Company and the Group Companies on sustainable development issues, as well as to implement the activities and the achievement of the objectives of the Company and the Group Companies in these matters,
- to report to the BoD on sustainable development issues and to support the BoD in the supervision of the Sustainable Development Strategy in the Company and the Group Companies.

### **II. Composition and Term of Office of the Committee**

1. The Sustainability Committee shall be composed of at least three (3) non-executive members of the BoD, who shall be independent of their majority, who shall be appointed by the Board of Directors of the Company.
2. The members of the Committee may also participate in similar Committees of other companies.
3. The term of office of the Committee shall be similar to that of the Board of Directors.

### **III. Meetings of the Committee**

1. The Committee shall be convened regularly, usually once (1) every three or four months and extraordinarily whenever its members consider it appropriate and necessary.

2. The Chairman of the Committee shall be appointed among the non-executive members and shall determine the agenda items on the basis of the meeting plan and any issues proposed by the members of the Committee.
3. The issues to be discussed at the meeting shall be made available to each Member at least two (2) working days prior to the meeting, unless the Chairman decides not to deliver them for a specific reason.
4. The Committee may, by decision of its Chairman, meet by teleconference, as well. The participation of a member of the Committee in a meeting by teleconference shall be considered valid for that purpose. The Chairman may also ask the Committee to make decisions on certain documents by exchanging e-mails, faxes or letters.
5. The Committee shall be in quorum when at least half of its members plus one are present, and its members shall not be considered present when represented.
6. The decisions shall be made by an absolute majority of the present members, and in the event of a tie, the vote of the Chairman of the Committee shall prevail.
7. The meetings of the Committee may be attended by the Chairman of the Board, the CEO, other members of the Board or executives of the Company or the Group Companies and external consultants, when this is deemed necessary, without the right to vote, upon a proposal by the Chairman of the Committee.
8. The issues to be discussed at the meetings, the discussions as well as the relevant decisions, shall be recorded in minutes and a record of minutes shall be kept. The minutes shall be approved by the members of the Committee and shall be made available, upon request of the Chairman of the BoD, and shall be communicated to the BoD at the discretion of the Chairman of the Committee.
9. The Chairman of the Committee shall inform the Board of Directors of the Committee's proceedings, recommendations and decisions after each meeting.

#### **IV. Duties and Responsibilities of the Committee**

The Committee has the responsibilities described below regarding the Company and the Group Companies as appropriate, on the basis of which it shall make recommendations for the Board of Directors to make relevant decisions. In particular, the duties of the Committee are:

1. to see to the establishment of sustainability principles and their incorporation in every area and activity in which the Company and the Group Companies are engaged;
2. to provide support to the Board of Directors in the elaboration of the strategy and policies for the sustainable development of the Company and the Group Companies;
3. to support the Board of Directors and the executive management on issues related to the integration of the sustainable development strategy in the operational model of the Company and the Group Companies and its alignment with the overall strategy;
4. to cooperate and support the Group Management Committee in the preparation of the relevant action plan and budget to be submitted to the BoD for approval;
5. to supervise the effectiveness of sustainable development actions in the Company and the Group Companies based on the reports of the Management Committee of the Company and/or the Group ESG Manager;
6. to overview of the key performance indicators (KPIs) on environmental, social and governance issues (hereinafter "ESG") and the actions of Corporate Social Responsibility and the monitoring of the achievement of the relevant objectives;
7. to inform the BoD on current and important sustainable development (risks and opportunities) issues based on the know-how and experience of its members;
8. to provide strategic direction in the compilation of reports on sustainable development and suitability of standards.

The Committee may receive secretarial support from the staff of the Company and the Group Companies and may, at its discretion, use the services of both the Company's executives and external consultants and should, therefore, be provided with sufficient funds for this purpose, if necessary, always on the basis of the procedures for the award of relevant services of the Company. It is noted that in case of awarding services to external consultants, these will be assigned on the basis of the relevant procedures of the Company and their work will be monitored by a special Project Team that will be set up for this purpose.

The Chairman of the Committee shall arrange for the evaluation of the work of the Committee on an annual basis or whenever requested by the Board of Directors. The results of the evaluation are presented to the Board of Directors. The Committee may also be assessed by the other BoD members in the context of the BoD evaluation.

Finally, the Company's corporate governance statement shall describe the work of the Sustainability Committee and indicate the number of its meetings during the year.

#### **V. Effect and Revision of Regulation**

This Regulation shall enter into force immediately upon its approval by the Board of Directors of the Company, following recommendation by the Committee. The Committee shall review and re-evaluate its Regulation on an annual basis and shall propose to the Company's Board of Directors for approval the changes it deems appropriate.

This Regulation and any amendment thereto shall be posted on the Company's intranet.