



ATHEX
Athens Stock Exchange

2023

Strategic Planning Committee Charter

STRATEGIC PLANNING COMMITTEE

Version 2.0

Document Management

Date: 15/07/2023

Version: 2.0

Author: Committee Chairman, Chief Executive Officer, CEO's Office, Legal, Regulatory and Compliance Division

To: Members of the Board of Directors

Notification: Human Resources & Administrative Support Division

Document Approval ATHEX Board of Directors

Approval Date 30/10/2023

Table of Contents

1. PURPOSE.....	3
2. RESPONSIBILITIES	3
3. COMPOSITION	4
4. OPERATION	4
5. CHARTER REVISION.....	5

1. PURPOSE

The purpose of the Strategic Planning Committee (hereinafter the “Committee”) is to support the executive members of the Board of Directors in formulating and developing the strategy of the company Hellenic Exchanges - Athens Stock Exchange S.A. and its subsidiaries (hereinafter the “Group”), in decision-making on matters related to the strategy, and in the implementation of strategic objectives.

In the framework of its duties and responsibilities, the Committee shall collaborate with other committees of the Group where this is deemed appropriate.

2. RESPONSIBILITIES

To fulfil its purpose, the Committee is tasked with the following responsibilities:

1. Ensuring that the Group develops a well-defined medium-term strategy along with corresponding annual business plans in line with the directions of the Board of Directors.
2. Monitoring and analyzing the above, as well as important matters and initiatives relating to them, and, when required in this context, drafting recommendations to the Board of Directors.
3. Examining and regularly reviewing the Group’s key strategic projects and actions, as well as the extent to which they have been achieved.
4. Examining and, if necessary, submitting proposals to the Board of Directors on all matters of strategic importance to the Group which are raised by the Chair or the CEO.
5. Overseeing and analyzing the Group’s sustainable development strategy with the aim of continuously improving its performance in environmental and social issues, as well as in matters of corporate governance, taking into account the latest developments in the field of ESG, while also submitting proposals to the Board of Directors when this is deemed appropriate.

The Committee is empowered:

1. To access, through the competent bodies of the Group, all the activities, records and information deemed necessary for the performance of its duties, both at the level of raw data and at the level of management information.
2. To call to its meetings any officer of the Group for the purpose of briefing its members.
3. To request, if it considers this appropriate for the effective performance of its duties and responsibilities, any kind of professional advice or opinion, and to use

the services of independent external consultants, educational institutions and university researchers, technology companies or other agencies, either ad hoc or on a permanent basis, in accordance with the guidelines provided by Management.

4. To delegate specific tasks and responsibilities that fall within its remit to one or more of its members to the extent permitted by applicable legislation, the Company's articles of association and Rulebook, and provided there is no conflict of interest.

The responsibilities of the Committee apply to all the companies of the Group.

3. COMPOSITION

1. The Committee consists of at least three (3) members who are appointed by the Board of Directors. The Chief Executive Officer is an ex officio member of the Committee.
2. The Chair of the Committee is the Chair of the Board of Directors of the Company and, if the Chair of the Committee is absent or unable to attend, he/she shall be substituted by the Chief Executive Officer. In addition to the Chair and the Chief Executive Officer, the Committee is composed of members of the Board of Directors.
3. Its members are selected on the basis of their ability and experience, while their term of office is three years and is renewable.

4. OPERATION

1. The Committee meets at least four (4) times per year, or ad hoc when deemed necessary, at the time, place and with the agenda set by its Chair in consultation with the Chief Executive Officer. This information is announced to the Members. The items on the agenda and all relevant documents shall be made available to each member at least three (3) business days prior to the meeting. The aforesaid documents may be circulated by email.
2. The Committee may, by decision of its Chair, meet remotely in real time via teleconference. The Chair may also ask the Committee to take decisions by means of a circular resolution, even if no meeting has previously been held. Taking such decisions requires only an exchange of email messages or letters.
3. A Committee member may be represented at meetings only by another member, duly authorized for this purpose by a letter (which may also be sent by e-mail) addressed to the Chair.

4. The Committee has a quorum and convenes validly when attended by half plus one of its members. The Chair or the Chief Executive Officer must be one of the participating members. The participation of a Committee member in a meeting remotely in real time via teleconference shall be considered valid for this purpose. Valid decision-making by the Committee requires a simple majority of attending members. In the event of a tie, the Chair of the Committee has a casting vote.
5. Each member of the Committee has the right to submit items within its competence for discussion. Such items are taken into consideration by the Chair, who includes them in the agenda of the next ordinary or extraordinary meeting of the Committee.
6. After each meeting of the Committee, the main points of the matters discussed are sent to its members.
7. The Committee submits regular reports to the Board of Directors and the Chair succinctly informs Board members on the work of the Committee after each of its meetings.
8. The Committee draws up and submits a summary annual report on its work to the Board of Directors.

5. CHARTER REVISION

This Charter of the Committee, as well as any revision thereof, shall be approved by the Board of Directors. The Committee has the authority to review and reassess its Charter at any time and propose for approval any changes it deems appropriate.