



# **POLICY AND PROCEDURE FOR THE PREVENTION OF AND RESPONSE TO CONFLICTS OF INTEREST**

**Approved by the Board of Directors on 11/10/2024**



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## I. Introduction

This policy and procedure for the prevention of and response to conflicts of interest (hereinafter: "Policy") is adopted in the framework of the Company's compliance with the current legislative and regulatory framework for the prevention of and response to conflicts of interest. In particular the Policy has taken into account:

- a) the provisions of Law 4548/2018 regarding the duty of loyalty and conflicts of interest,
- b) the alignment of the Company to the policies and procedures of its parent company "IDEAL HOLDINGS S.A." whose shares are listed on the Athens Stock Exchange.
- c) the relevant provisions (Article 14(g) of Law 4706/2020) regarding the obligation to adopt a policy & procedure for the management of conflict of interest.

The objective of the Policy is to establish the framework for the identification, assessment, management, and prevention of conflicts of interest, so that the Company's management bodies are able to make prudent, objective and independent decisions in the interest of the Company and in pursuit of its objectives, to ensure the due diligence of their members and to promote the corporate interest. In particular, this Policy reflects the principles and procedures adopted by the Company in order to fulfil the statutory obligations to maintain and implement effective administrative procedures and control mechanisms to prevent, identify and manage existing and potential conflicts of interest in its business activities.

## II. Persons liable and definitions

This Policy is binding and is communicated to the persons liable, as such persons are defined below, upon proof of such communication by means of the document "*Statement of disclosure of the policy and procedure for the prevention of and response to conflicts of interest*" signed by the persons liable to whom it is communicated (a model of which is contained in Annex IV hereto). The persons to whom the Policy is communicated (persons liable) must further communicate the Policy to the "associated natural persons" and "associated legal persons" with them, as the meanings of such persons are defined below, and to notify the Company of such communication in accordance with the form entitled "*Information statement for associated persons*", which is included in Annex V to this document.

"Conflict of interest" means a conflict between the duties arising from the exercise of a



profession/work and the private interests of a person, in which the person has private interests that could unduly influence the exercise of his/her professional duties and responsibilities, including those of the management of a legal entity.

As provided for in the applicable legislation, the persons who shall investigate cases of conflict of interest are identified.

In this context, the following persons are defined as persons obliged to comply with the Policy (hereinafter "Persons Liable"):

- The members of the Board of Directors and any third person to whom powers have been delegated by the Board of Directors
- The members of the Committees of the Board of Directors
- The Directors, Supervisors and executives of the Company
- Individuals who hold significant positions of responsibility in regulatory compliance, internal audit and risk management

The following persons are defined as "associated persons" of a Person Liable:

A. "Associated natural persons" of a Person Liable as follows:

- The spouse or partner of that person who is treated as a spouse in accordance with the legislation in force at the time.
- The dependent children and dependent stepchildren of the Person Liable.
- Other relatives of the Person Liable who, on the date of the relevant personal transaction, have resided, for at least one year, in the same family home as the covered person.

B. The "associated legal persons" of a Person Liable as follows:

- all companies, organisations and undertakings in which the Persons Liable have direct or indirect influence on their management and on the financial benefits or losses arising from their activities.

Such are legal persons, in which the Persons Liable:

- hold directly or indirectly at least 20% of the voting rights or share capital
- hold a key management position, irrespective of the percentage of shares they hold in



them. Key management executives include the executive Board members and the Directors of a company.

In particular, according to Article 97 of Law 4548/2018:

The members of the Board of Directors and any third person to whom it has delegated its responsibilities have a fiduciary duty to the Company.

In particular, they must:

- a. not pursue self-interests that are contrary to the interests of the Company.
- b. disclose in a timely and adequate manner to the other members of the board of directors: a) their own interests that may arise from transactions of the Company that fall within their duties, b) any conflict of interests with those of the Company or its associated companies within the meaning of Article 32 of Law 4308/2014, which arises in the exercise of their duties and c) any conflict between the interests of the Company and the interests of the persons referred to in Article 99(2) of Law (see Annex I to this document), insofar as they are related to such persons. Adequate disclosure is considered to be one that includes a description of both the transaction and the self-interest. Companies shall disclose cases of conflict of interest and any contracts concluded that fall under Article 99 during the following annual general meeting of shareholders. At the same time, disclosure is also made in the annual report of the Board of Directors.
- c. maintain strict confidentiality about the Company's corporate affairs and secrets, which have become known to them by virtue of their status as Directors.

The Articles of Association of the Company and/or the Code of Ethics and Conduct may further specify the obligations set out in the previous paragraph.

### III. Identification of conflicts of interest

A conflict of interest may arise when a Person Liable, for example:

- Gains a financial benefit at the expense of the Company.
- Has internal information on financial matters, which he/she uses to the detriment of the Company.
- Receives or will receive from a person to whom the Company has provided services, consideration for the aforementioned services in the form of money, goods or services.



- Has an interest in an associated company and has inside information on financial matters, which he/she uses to the detriment of the Company.
- Cannot be objective in the decisions he/she has to take concerning the Company and the obligations arising from his/her position because of the personal, professional or financial interests he/she may have.
- Receives services from the Company even if they are not explicitly mentioned in its purpose, more favourable than those defined in its regulations and without complying with the established procedures.
- Uses the information, assets and resources of the Company for personal benefit or for the benefit of another person.
- Conducts work or provides assistance to any third party in a manner that affects his or her performance or judgment while working for the Company.
- Adversely affects, through his/her actions, the Company's reputation and his/her relations with third parties.

In particular, for legal entities and generally entities and groups of assets included in the investments and property of the Company, a conflict of interest may arise when the Person Liable, who is one of the members of the Board of Directors and the Directors of the Company:

- has a close personal relationship with a member of the management body, a person performing key functions or a holder of qualifying interests in the entities,
- is a party to legal proceedings with them,
- is engaged in significant business activities, privately or through a company, with them,
- simultaneously holds an executive or senior management position in the entities or one of their competitors,
- has liabilities from loans and grants to the above legal persons, entities and property groups, which are overdue for more than 90 days.

In cases of doubt as to the exact determination of the content of a specific case of conflict of interest, all Persons Liable shall contact the Regulatory Compliance Unit of the parent company "IDEAL HOLDINGS S.A." at the following e-mail address [compliance@idealholdings.gr](mailto:compliance@idealholdings.gr)



## IV Procedures for assessing, preventing and avoiding conflicts of interest

As part of its operations, the Company establishes procedures and safeguards to manage potential conflicts of interest and prevent the risk of damage to the interests of all stakeholders.

The following measures are the way in which the Company assesses, limits, manages and prevents any potential conflict of interest.

### i. Conflict of interest assessment procedure

- a. Each Person Liable: must not pursue his/her own interests that are contrary to the interests of the Company,
- b. must disclose in a timely manner and adequately to the competent bodies of the Company, as defined in this Policy and to the Regulatory Compliance Unit of the parent company "IDEAL HOLDINGS S.A.") his/her own interests (or those of "associated persons"), which may arise from transactions/decisions of the Company, which fall within the scope of his/her duties, as well as any conflict of interests with those of the Company or its associated companies,
- c. maintains strict confidentiality regarding the affairs and secrets of the Company, which have come to his/her knowledge by virtue of his/her capacity,
- d. must submit:
  - within sixty (60) days of the implementation of this Policy
  - within thirty (30) days of his/her election as a member of the Board of Directors of the Company, or as a member of committees of the Board of Directors, or his/her assumption of duties as a director, supervisor, or executive of the Company, or his/her employment by the Company or his/her integration in any way into the Company's workforce; and
  - at each periodic reassessment or promotion to a higher management position or grade,

the "*Statement of no conflict of interest*", a model of which is set out in Annex II.

The relevant disclosure requirements will be sent to the Regulatory Compliance Unit of the parent company "IDEAL HOLDINGS S.A.", which is responsible for the procedure. This statement is examined by the Regulatory Compliance Unit of the parent company "IDEAL HOLDINGS S.A.". If further information is required, it must be submitted within thirty (30) days from the date of notification.



The competent body of the Company for the requirements of the disclosures of this Policy is the Board of Directors of the Company, which may delegate the exercise of all or part of the above responsibilities to one or more of its members and determine their precise duties and obligations.

The Regulatory Compliance Unit of the parent company "IDEAL HOLDINGS S.A." discloses the relevant information at its discretion and whenever requested to the Internal Audit Division, the Nomination Committee and the Audit Committee.

If there is any modification or change in the details of the Conflict of Interest Statement, the person required to submit it must immediately and within ten (10) days at the latest inform the Regulatory Compliance Unit of the parent company "IDEAL HOLDINGS S.A." and file a new statement.

The Head of the Regulatory Compliance Unit sends an e-mail reminder to the Persons Liable every six months to remind them of their fulfilment of the relevant obligation.

Each Person Liable shall be able to disclose to the Regulatory Compliance Unit of the parent company "IDEAL HOLDINGS S.A.", any actual, potential or suspected conflict of interest by completing the reporting template (see Annex III).

The Regulatory Compliance Unit of the parent company "IDEAL HOLDINGS S.A." shall then assess the materiality of the risk involved in the conflict of interest. If the conflict is considered material, a detailed assessment of the specific situation is carried out and the assessment conclusion together with the relevant documentation is submitted to the Board of Directors of the Company, through the Audit Committee of the parent company "IDEAL HOLDINGS S.A.". Subsequently, the Board of Directors of the Company decides on the deterrent/restrictive measures to be applied. The Board of Directors may accept a possible period of conflict of interest taking into account the interest and objectives of the Company.

The Internal Audit Unit of the parent company "IDEAL HOLDINGS S.A." monitors, controls and evaluates the compliance with this procedure and the audit findings are included in the periodic Internal Audit Reports and in any case in the annual report submitted to the Audit Committee of the parent company "IDEAL HOLDINGS S.A." and to the Board of Directors of the Company.

## ii. Measures to prevent conflicts of interest

### Division of responsibilities

The Company takes measures to ensure objective supervision and separation of functions, where necessary.



In particular:

- The committees established by the Company have distinct and independent responsibilities.
- The Company's procedures incorporate the principle of adequate separation of responsibilities in decision-making.

### Staff remuneration

The Company shall take the necessary measures, including the adoption of a Remuneration Policy, to ensure that the remuneration, the method of evaluation and the responsibilities assigned do not encourage behaviours of staff that may lead to situations of conflict of interest.

### Receiving gifts

The Company's executives and personnel are prohibited from accepting payments, gifts or other remuneration from third parties that could affect their integrity and/or objectivity in decision-making. The Company also expects its business partners and commercial partners to respect the law and generally accepted standards of responsible business practices.

This Policy is not intended to exclude the exchange of gifts or hospitality/entertainment benefits between executives and employees, with external personnel, suppliers, customers and other third parties, which is customary in the business world and especially in the retail industry, insofar as it does not leave room for negative criticism against employees and the Company. Otherwise, the issue is regulated in detail in the Company's Operating Regulations and Anti-Bribery Policy.

### Education and communication

This Policy, which is communicated to the Persons Liable, identifies the circumstances that give rise or may give rise to a conflict of interest. The Company provides the necessary training and education on conflict of interest issues to all staff. The Management designs and implements training programs, aiming to develop the ability of the Company's executives to identify and manage conflicts of interest in a timely manner.

The basic principle of these programs is that the Company's staff is encouraged to report directly to the Company's Board of Directors and/or the Regulatory Compliance Unit of the parent company "IDEAL HOLDINGS S.A.", the slightest suspicion in case of an indication of a potential conflict of interest.

### iii. Management of conflict of interest

Based on the provisions of this Policy, the Company designs procedures for the timely identification and management of potential conflicts of interest. The measures incorporated in



these procedures may include, individually or in combination, the following:

- Non-participation in the meeting or decision-making process regarding the matter related to the conflict of interest. In particular, the member of the Board of Directors is not entitled to vote on matters in which there is a conflict of interest with the Company or with persons with whom he/she is associated with a relationship subject to Article 99(2) of Law 4548/2018. In such cases, decisions are taken by the remaining members of the Board of Directors, and if the inability to vote concerns so many members that the remaining members do not constitute a quorum, the other members of the Board of Directors, regardless of their number, must convene a General Meeting for the sole purpose of taking the specific decision.
- Resignation from the position of member, if the conflict of interest significantly impedes the work of the Company.
- Restricting the nature of the work performed by that member for whom there is an indication of a conflict of interest (e.g. withdrawing from negotiations or not participating in a committee deciding on an event that may give rise to a conflict of interest).
- Information of the Audit Committee of the parent company "IDEAL HOLDINGS S.A." and its Board of Directors on cases of conflict of interest, by the Regulatory Compliance Unit of the parent company "IDEAL HOLDINGS S.A.".
- Termination of the Company's cooperation with a person with a conflict of interest.

## V. Record keeping

The Regulatory Compliance Unit of the parent company "IDEAL HOLDINGS S.A." , maintains and regularly updates a record of each type of activity in respect of which a conflict of interest has already arisen or may arise, which entails a substantial risk of damage to the interests of the Company and its stakeholders.

For all conflicts of interest, a record is kept in which the assessment of the situation as well as the procedures followed are documented to avoid and/or manage these cases. The information is sorted chronologically and in a different location, depending on the activity in which the conflict occurred.

The Regulatory Compliance Unit of the parent company "IDEAL HOLDINGS S.A." keeps in the said record:



- any written notification relating to a conflict of interest submitted by a Person Liable
- the audit finding as to whether the reported situation creates a risk of material loss to the Company
- the measures finally taken

This record shall be kept in paper or electronic form. The information and the relevant records collected are kept strictly confidential by the Regulatory Compliance Unit of the parent company "IDEAL HOLDINGS S.A." and no information is disclosed, except as expressly provided for in this Policy.

In addition, the Regulatory Compliance Unit of the parent company "IDEAL HOLDINGS S.A." keeps a record of the original statements set out in Annex II, III, IV and V as well as all the documentation material.

## VI. Review

The Regulatory Compliance Unit of the parent company "IDEAL HOLDINGS S.A." is responsible for the regular monitoring and assessment (at least annually) of the extent to which the Policy needs to be amended, taking into account the effectiveness of its implementation, as well as any possible changes in the relevant legal and regulatory framework. It recommends to the Board of Directors of the Company the review of the policy in order to achieve its objectives more effectively. The Board of Directors shall consider the amendments proposed by the relevant departments before they are finalised.

## VII. Notification of breaches

The Persons Liable must comply with and implement this Policy. Failure to observe and apply it constitutes a breach, which entails sanctions for the person who has failed to comply with his/her obligations under its rules.

Based on the Company's regulatory obligations to supervisory authorities, it is possible that these breaches may be reported to the competent authorities.

## VIII. Annexes

The following Annexes form integral parts hereof:

**Annex I** - Legislative references

**Annex II** - Model statement on absence of conflict of interest

**Annex III** - Report on possible conflict of interest

**Annex IV** - Statement of disclosure of policy and procedure of conflict of interest



## **Annex V** - Information statement for associated persons

### **IX. Competent approving body and date of entry into force of the present Regulation**

This policy and procedure has been approved by the Board of Directors of the Company.

#### **Annex I - Legislative references**

#### **Article 99(2) of Law 4548/2018.**

"The prohibition set out in paragraph 1 applies to the following persons (related parties): (a) For companies with shares listed on a regulated market, the persons defined as associated according to International Accounting Standard 24, as well as the legal persons controlled by them, according to International Accounting Standard 27; (b) For other companies, the members of the board of directors, the persons controlling the company, the close family members of such persons, as defined in Annex A of Law 4308/2014, as well as the legal persons controlled by the above mentioned. A natural or legal person shall be deemed to control the company if one of the cases referred to in Article 32 of Law 4308/2014 applies. (c) Persons to whom the application of this Article and Articles 100 and 101 has been extended by statutory provision and, in particular, the general directors and directors of the company.

#### **Annex A to Law 4308/2014**

Close family member: A close family member of a person is that member of that person's family who can be expected to influence, or be influenced by, that person in their dealings with the entity. The concept of close family member includes:

α) The spouse or partner with whom the person lives.

(b) Dependants, including ascendants or descendants, of the person or his/her spouse or partner with whom the person is living.

#### **Article 32 of Law 4308/2014**

A parent entity shall prepare consolidated financial statements for itself and each other entity if any of the following (a) to (e) apply to that parent entity:



a) It has a majority of the voting rights of the shareholders, partners or members of the other entity (subsidiary entity).

b) It has the right to appoint or remove a majority of the members of the management, administrative or supervisory body of the other entity (subsidiary entity) and is at the same time a shareholder, partner or member of that entity.

c) It has the right to exercise a dominant influence over another entity (a subsidiary entity) of which it is a shareholder, partner or member, either by virtue of a contract concluded with that entity or by virtue of a provision in its memorandum or articles of association.

d) It is a shareholder, partner or member of the other entity; and either:

d1) controls alone, by virtue of an agreement concluded with other shareholders, partners or members of that entity (a subsidiary entity), a majority of the voting rights of its shareholders, partners or members; or

d2) the following conditions apply cumulatively:

d2.1) A majority of the members of the management, administrative or supervisory bodies of that entity (subsidiary entity) that have been in control during the current period, as well as during the previous period and up to the preparation of the consolidated financial statements, have been appointed only as a result of the exercise of voting rights of that entity.

d2.2) The voting rights held by the parent entity represent at least 20% of the total voting rights in the subsidiary entity.

d2.3) No third party has the rights referred to in points a), b) or c) of this paragraph in relation to that entity (subsidiary entity).

e) It has the power to exercise, or actually exercises, dominant influence or control over the other entity (subsidiary entity).

## Annex II - Model statement on absence of conflict of interest

Full name: -----

Status of Person Liable:



E-mail address:-----

To the competent bodies of the company "ATTICA DEPARTMENT STORES SINGLE MEMBER S.A."

**Solemn statement on absence of conflict of interest by the Person Liable**

Based on the Company's "*Policy and procedure for the prevention of and response to conflicts of interest*" (Policy) as communicated to me, the contents of which I declare that I accept in its entirety, I am aware that I must explicitly declare any event or circumstance that falls within a conflict of interest described in the above policy.

Based on the above and taking into account the conflict of interest management measures that may be imposed on me in case of concealment of this information, I declare the following:

**I. Associated natural persons**

S/N	Full name	Capacity

**II. Associated legal persons**

S/N	Name of legal entity	Percentage of shareholding (over 20%) <sup>1</sup>	Board member or director position <sup>2</sup>
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<sup>1</sup> To be completed if the Person Liable holds at least 20% of the voting rights or share capital, specifying the exact percentage.

<sup>2</sup> To be completed if the Person Liable has a key management position, specifying it.




I also declare that:

(a) I authorize the Board of Directors of the Company and the Regulatory Compliance Unit of the parent company "IDEAL HOLDINGS S.A." to disclose this Policy and all or part of the matters referred to herein to the Board of Directors, the Internal Audit Division, the Nomination Committee, the Audit Committee of "IDEAL HOLDINGS S.A." and any regulatory or other authority for the purposes specified in the Policy, at their discretion.

(b) I consent to the keeping of the relevant record by the Regulatory Compliance Unit of the parent company "IDEAL HOLDINGS S.A.", as referred to in Chapter V of the Policy, for as long as it is required for the fulfilment of the purpose of processing.

(c) I authorize the Board of Directors of the Company as well as the Regulatory Compliance Unit of the parent company "IDEAL HOLDINGS S.A." to communicate with me at the e-mail address provided herein for the purposes of the Policy

(d) In the event of a change in the above information, I must, at my own risk, immediately inform the competent bodies of the Company and the Regulatory Compliance Unit of the parent company "IDEAL HOLDINGS S.A." by submitting a new statement within ten (10) days of the change at the latest.

Signature

Full name



Date



## Annex III - Report on possible conflict of interest

To the competent bodies of the company "ATTIKA POLYKATASTIMATA SINGLE MEMBER S.A."

### **Report on possible conflict of interest**

Full details and capacity of the reporting person:

E-mail address: -----

Details for determining the conflict of interest:

Persons involved:

Description of the situation:



Supporting documents (if available)

1).....

2).....

3).....

I hereby state that:

(a) I authorize the Board of Directors of the Company and the Regulatory Compliance Unit of the parent company "IDEAL HOLDINGS S.A." to disclose this Policy and all or part of the matters referred to herein to the Board of Directors, the Internal Audit Division, the Nomination Committee, the Audit Committee of "IDEAL HOLDINGS S.A." and any regulatory or other authority for the purposes specified in the Policy, at their discretion.

(b) I consent to the keeping of the relevant record by the Regulatory Compliance Unit of the parent company "IDEAL HOLDINGS S.A.", as referred to in Chapter V of the Policy, for as long as it is required for the fulfilment of the purpose of processing.

(c) I authorize the Board of Directors of the Company as well as the Regulatory Compliance Unit of the parent company "IDEAL HOLDINGS S.A." to communicate with me at the e-mail address provided herein for the purposes of the Policy

Signature \_\_\_\_\_

Full name \_\_\_\_\_

Date \_\_\_\_\_



## Annex IV - Statement of disclosure of policy and procedure for the prevention of and response to conflicts of interest

### **Statement of disclosure of policy and procedure for the prevention of and response to conflicts of interest**

Full name: \_\_\_\_\_

Status of Person Liable:

To the competent bodies of the company "ATTICA DEPARTMENT STORES SINGLE MEMBER S.A."

[Place], [Date]

I hereby state that I am fully aware of the Company's "*Policy and procedure for the prevention of and response to conflicts of interest*" (Policy), which has been communicated to me together with its accompanying annexes.

I also state that within five (5) working days from this day, I will inform any "associated natural persons" and "associated legal persons" to me, regarding their obligations arising from this Policy, by communicating to them the link from the Company's website where the above Policy is posted, together with its annexes.

In addition, I state that following the notification to the above persons, I will send an "*Information statement for associated persons*" to the Head of the Regulatory Compliance Unit of the parent company "IDEAL HOLDINGS S.A." via the following e-mail address [compliance@idealholdings.gr](mailto:compliance@idealholdings.gr)

.

Signature: \_\_\_\_\_



## Annex V - "Information statement for associated persons",

Full name: \_\_\_\_\_

Capacity of Person Liable

**To:** the Head of the Regulatory Compliance Unit of IDEAL HOLDINGS S.A., Electronic address /e-mail: [compliance@idealholdings.gr](mailto:compliance@idealholdings.gr)

I hereby state that I have disclosed to the associated persons mentioned in my .....  
Statement the "*Policy and procedure for the prevention of and response to conflicts of interest*"  
(Policy) of the Company

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

*[Signature of the person providing the notification - omitted if sent by electronic means]*