

**HELLENIC TELECOMMUNICATIONS ORGANIZATION S.A.**

## **AUDIT COMMITTEE REGULATIONS**

*Adopted by the Audit Committee during its meeting 11/12-5-2004 (agenda item 1).  
Approved by OTE's Board of Directors during its meeting 2706/24-5-2004 (agenda item 6) and further modified by same during its meetings 2728/16-6-2005 (agenda item 2), 2738/20-10-2005 (agenda item 3), 2987/5-8-2015 (agenda item 10), 3073/7-11-2018 (agenda item 16), 3102/6-11-2019 (agenda item 6) and 3132/25-2-2021 (agenda item 7)*

## **ARTICLE 1: SCOPE – LIABILITY**

1. The main purpose of the Audit Committee (AC) of OTE S.A. (OTE or “the Company”) is to support the Board of Directors of the Company in its duties to ensure the adequate and efficient operation of the Company's Internal Control System, i.e. all internal control mechanisms and procedures (especially in terms of financial reporting, risk management, internal audit, compliance and the monitoring of the statutory audit), which covers on a continuous basis the activities of the Company and contributes to its safe and efficient operation.
2. Without prejudice to the provisions of article 4 hereof, during the exercise of its powers, the AC shall not bear any liability for the drafting of financial reports of the Company and the accuracy and integrity of information contained therein. Such liability belongs to the Company’s Management and the statutory auditors.
3. The individual authorities of the AC for the fulfillment of the above purpose and the responsibility of the AC are described in Article 4 hereof.
4. (a) The members of the AC evaluate the effectiveness of the AC at least every two (2) years and the results of such evaluation are discussed with the BoD in order to cope with any identified weaknesses.  
(b) The effectiveness of the AC is evaluated at least every two (2) years by independent auditors, who are appointed to this purpose by the BoD.

## **ARTICLE 2 : AC STRUCTURE-COMPOSITION**

1. The AC, as per a relevant resolution of the General Meeting of the Shareholders (G.M.) is a Committee of the Company’s BoD, constituting of non-executive members thereof.
2. The AC comprises of at least three (3) non-executive members of the Board of Directors the majority of which must be independent as per the relevant legislation in force. The General Meeting of the Shareholders determines the exact number of the AC members as well as their term and capacities.

3. All AC members are appointed by the Board of Directors of the Company.
4. All members of the AC have sufficient knowledge in the field of electronic communications, whereas at least one (1) independent member with sufficient knowledge and experience in the fields of accounting or auditing must be present in the AC meetings concerning the approval of financial statements.
5. AC members are entitled to compensation for their term, the amount of which will be determined in accordance with the relevant legislation in force.
6. The AC Chairman is an independent member of the Company's Board of Directors, as per the meaning of the relevant legislation in force and is appointed by the AC members.

### **ARTICLE 3: MEETINGS**

1. The meetings of the AC are held at least four (4) times per year, namely prior to the approval by the Board of Directors of the financial results (annual, semi-annual and quarterly). In addition the AC holds meetings whenever this is deemed necessary by its Chairman, or following a proposal to this respect by any AC member to the Chairman.
2. In the context of fulfilling its duties as described in article 4 below, the AC must meet with the Management and other designated executives of the Company during the preparation of the financial reports as well as with the auditors without the members of Management being present, during the planning of the statutory audit, throughout the audit itself and in any case in view of the preparation of the report (main and supplementary) to the AC.
3. The AC stands in quorum and duly convenes when half plus one of its members are present or represented, but under no circumstances the number of present or represented members may be less than three (3). To reach the quorum number any fraction is omitted. All AC decisions are adopted on the basis of absolute majority of its members, present and represented. Every member may validly represent only one other member.

4. The AC is supported in its administrative needs by the Secretariat of the Board of Directors of the Company and as Secretary serves the Secretary of the OTE BoD.
5. In preparation for the AC meetings three (3) business days prior to the meeting an agenda is drafted which includes all the information necessary for the timely and adequate briefing of the AC members.
6. The AC meets at the Company's headquarters or at Company offices within Attica. In any case, the AC meets validly outside the Company's headquarters, elsewhere in the country or abroad, provided that all members are present or represented and no one objects to the holding of the meeting and the decision-making. The invitation to a meeting may provide that the meeting may be held by teleconference or conference call.
7. The AC Secretary keeps minutes of the meetings which are signed by all present AC members. Such minutes include all necessary information reflecting the actions of the AC and the results of such actions as to the fulfilment of the AC's duties. The minutes are distributed by the Secretary to the recipients designated by the AC or deemed necessary.
8. Drawing up and signing by all AC members of AC minutes is equal to the taking of a decision even if no meeting or invitation to a meeting has preceded.
9. At the AC meetings, the Managing Director (CEO), members of the Board of Directors of the Company, the Heads of Internal Audit, Compliance, ERM units and the Data Privacy Officer, other corporate officers, statutory auditors, consultants offering their services to the AC as well as third parties may be invited to participate without voting rights, on the condition that issues of their responsibility are being discussed and the AC deems that their presence is required to provide information and clarifications or to facilitate and assist the AC. Persons with no voting rights will not be present at any voting sessions.

## **ARTICLE 4: RESPONSIBILITIES**

The following AC responsibilities are indicative in the sense that ad hoc AC needs or a new legislative and regulatory framework or the principles of corporate governance may lead to the modification of such responsibilities:

### **A. Internal Control System**

In this context the Audit Committee has the following responsibilities:

1. It examines and appraises the adequacy, effectiveness and efficiency of the policies, procedures, safety nets and in general internal auditing mechanisms of the Internal Control System, covering the Company's activities and contributing to its safe and efficient operation.
2. It monitors the effectiveness of the Internal Control System mainly through the work of the Internal Audit Unit, the Compliance Unit, the Corporate Risk Management Unit and the work of the statutory auditors.
3. It investigates and evaluates the independence of the Internal Audit Unit, as determined by the current legal and regulatory framework and the Company's internal procedures, and ensures its unhindered access to all core information and records of the Company.

Additionally it monitors and inspects the proper functioning of the Internal Audit Unit in accordance with professional standards as well as the applicable legal and regulatory framework and evaluates its work, adequacy and effectiveness, without affecting its independence.

5. It supervises the proper functioning of the Corporate Risks Management Unit and ensures the effective functioning thereof.
5. It supervises the proper operation of the Compliance Unit and ensures its efficient operation.
6. It monitors, examines and evaluates the process of drafting financial information, including the OTE Group ICS safeguard system.
7. It monitors, examines and evaluates the process of statutory audit and the independence of the statutory auditors.
8. It supervises the OTE Group Data Privacy Officer.
9. It monitors, examines and evaluates the procedures for the prevention, detection and suppression of conflict of interest situations.

10. It confirms or not the evaluation carried out by the competent business units in relation to the intended transactions with related parties as "ordinary", in accordance with the "Policy for concluding transactions with related parties".
11. It reviews the information disclosed in relation to the financial reporting.
12. It supervises the selection process for the candidates who will carry out the periodic evaluation of the Internal Control System, proposes such candidates to the Board of Directors and is the recipient of the relevant Evaluation Report.
13. It informs the Board of Directors on its findings as to the above and submits proposals for corrective actions if this is deemed appropriate.

**B.** In order to perform its above mentioned responsibilities, the AC takes the following actions, among others:

**B.1. Internal Audit Unit**

1. It evaluates the staffing, the organizational structure and the operational adequacy of the Internal Audit Unit to identify any weaknesses.
2. It submits proposals to the BoD, if it deems appropriate, to ensure that the Internal Audit Unit is adequately staffed, with personnel possessing the necessary experience, knowledge and training, that there are no restrictions on its work and that it has the required independence.
3. It proposes to the BoD the Internal Regulations of the Internal Audit Unit.
4. It proposes to the BoD the placement or removal of the Head of the Internal Audit Unit, whose functions are subordinated to the AC and may propose to the BoD his/her removal for reasons of inadequacy.
5. It evaluates the Head of the Internal Audit Unit on the basis of the targets it has approved and proposes to the BoD said targets, evaluation and other issues relating to the Head's fixed and extraordinary compensation.
6. It renders its opinion on the annual audits program of the Internal Audit Unit, which is submitted to the AC by the Head of the Internal Audit Unit prior to its implementation, which it evaluates and approves, as well as any amendments thereto, taking into account the main business and financial risk areas as well as the results of previous audits. In the context of the above information, evaluation and approval, the AC considers whether the annual audits program (in conjunction with any medium-term equivalent programs) covers the most

important audit areas and control systems that are relevant to financial reporting. The BoD is advised accordingly.

7. It follows up on the implementation of the annual audits program of the Internal Audit Unit, through periodic (at least every three months) reports of the Internal Audit Unit, which, thereafter, the AC presents and submits along with its remarks to the BoD.
8. It evaluates the progress and effectiveness of audit work by investigating, through the reports addressed to the audited units of the Company, the findings, the risks arising therefrom, the views expressed by the audited units, the actions agreed to address the findings, if such have been identified as well as the extent of response to these actions, or the acceptance of the risk of non-action by the audited units, as well as the final proposals of the Internal Audit Unit.
9. It proposes to the BoD the adoption of measures to promote solutions in cases where company officers are obstructing the implementation of the agreed actions.
10. It regularly meets with the Head of the Internal Audit Unit to discuss issues of his/her competence and problems that are likely to arise from internal audits.

## **B.2. Corporate Risk Management Unit**

1. It reviews the management of the company's main risks and uncertainties and their periodic review. In this context, it evaluates the methods used by the Company for identifying, evaluating and monitoring risks, for addressing the main ones and for disclosing them in a correct manner in the published financial information.
2. It controls and evaluates the process of setting up the action plans of the Corporate Risk Management Unit and approves these programs and their modifications. The BoD is informed accordingly.
3. It monitors the implementation of the Corporate Risk Management Unit's action plans through periodic reports from the Head of the Corporate Risk Management Unit.
4. It evaluates the progress and effectiveness of the Corporate Risk Management Unit by investigating through the aforementioned periodic reports the actions

agreed to address the risks identified and the extent of response to the implementation of these actions.

5. It makes proposals to the Board of Directors in relation to the evaluation of such periodic reports as to the completeness, correctness and accuracy of the contents of the corporate risk portfolio.
6. It proposes to the BoD the adoption of measures to promote solutions in cases where company officers are obstructing the implementation of agreed actions.
7. It regularly meets with the Head of the Corporate Risk Management Unit to discuss issues of his/her competence and any problems that are likely to arise from these action plans.
8. It appraises the Head of the Corporate Risk Management Unit on the basis of targets approved by it and proposes to the BoD said targets, appraisal and other issues related to the Head's fixed and extraordinary compensation.

### **B.3. Compliance**

The AC supervises and ensures the independent and efficient operation, adequate staffing and operational completeness of the Compliance Unit, whose main mission is to establish and implement appropriate and up-to-date policies and procedures in order to achieve in a timely manner the full and continuous compliance of the Company with the regulatory framework in force and to have at all times a complete picture of the extent to which this has been achieved, by evaluating the complexity and nature of the Company's activities, including the development and promotion of new products and business practices. In the above context the AC takes the following actions:

1. It inspects and appraises the procedure for drawing up action plans of the Compliance Unit and approves such plans and their amendments. The BoD is notified accordingly.
2. It follows up on the implementation of the action plans of the Compliance Unit through periodic reports of the Head of the Unit.
3. It appraises the progress and efficiency of the Compliance Unit work, inquiring into, through the above periodic reports, the actions agreed to deal with the problems identified, as well as the response rate in the implementation of such actions.



4. It proposes to the BoD in relation with the appraisal of the above periodic reports, as to the completeness, accuracy and correctness of their contents.
5. It enquires into and examines the results of the investigation for particularly serious complaints in relation to the breach of the policies and procedures of the Company and the Group Companies as well as of the legislation in force by virtue of the provisions of the Compliance System in force.
6. It ensures the unhindered access of the Compliance Unit to all essential information and records of the Company so as to effectively conduct searches.
7. It appraises the Head of the Compliance Unit on the basis of targets approved by it and proposes to the BoD said targets, the appraisal and other issues relating to the Head's fixed and extraordinary compensation.

#### **B.4. Financial reporting-Statutory Audit-Financial Information Procedure**

In this context the Audit Committee has the following responsibilities:

1. It monitors the procedure and the statutory audit of the financial statements of the Company (individual and consolidated) and informs the BoD by submitting a report (in which it also takes account the auditor's supplementary report) on the issues arising from the statutory audit, explaining in detail:
  - (i) The contribution of the statutory audit to the quality and integrity of the financial information, i.e. the accuracy, completeness and correctness of the financial information, including the relevant disclosures approved by the BoD, which are publicized.
  - (ii) The role of the AC in the procedure under (i), i.e. the recording of the actions taken by the AC in the process of the statutory audit. These actions include:
    - Being briefed by Management on the process and time table for the preparation of the financial reporting.
    - Being briefed by the statutory auditor on the annual statutory audit plan prior to its implementation.
    - Evaluation of the annual statutory audit plan and confirmation that it will cover the most important audit areas, taking into account the main business and financial risk areas of the Company.
    - Submission of proposals when the AC considers it appropriate.
    - AC meetings with management / competent company executives during the preparation of the financial reports.

- AC meetings with the statutory auditor: (i) at the planning stage of the statutory audit, (ii) during the execution of the statutory audit, (iii) during the preparation of the audit reports.
  - Review the financial reports before they are approved by the BoD in order to assess their completeness and consistency with regard to the information provided to AC members, as well as to the accounting principles applied by the Company.
2. It monitors, reviews and evaluates the process of compiling financial information, i.e. the mechanisms and production systems, the flow and dissemination of the financial information produced by the Company's participating operations. These actions of the AC also include disclosures (e.g. stock exchange notifications, press releases) made in any manner whatsoever in relation to financial information. In this context, the AC advises the BoD on its findings and submits proposals for improvement of the procedure, if this is deemed appropriate.

In the context of the aforementioned duties, the AC examines and evaluates to the extent that this is important for the Company, indicating specific actions to be taken at the BoD's briefing, on the following, mainly, issues:

- Assessing the use of the assumption of continuing activity.
  - Significant considerations, assumptions and estimates at the preparation of the financial statements.
  - Valuation of assets at fair value.
  - Asset Recovery Assessment.
  - Acquisition, sales and corporate restructuring accounting.
  - Adequacy of disclosure of significant risks to the Company.
  - Significant transactions with affiliated parties.
  - Significant unusual transactions.
3. It discusses with the statutory auditor any report relating to weaknesses in the Internal Control System, in particular those relating to the procedures of financial reporting and the preparation of the financial statements.

**B.5. Selection of statutory auditors or audit firms, review and monitor of their independence and services.**

In this context, the AC has the following duties:

1. It reviews and monitors issues relating to the existence and maintenance of the independence of the statutory auditor or audit firm and in particular as to the appropriateness of the provision of non-audit services to the Company in accordance with the laws and the Company's Policy in force for commissioning non-audit services to statutory auditors.
2. It controls the provision of non-audit services that may be provided by the statutory auditors to Group companies, in accordance with the Company's Policy in force for commissioning non-audit services to statutory auditors.
3. It amends the Company's Policy in force for commissioning non-audit services to statutory auditors, specifying in said Policy the procedures for monitoring the adherence thereto.
4. It evaluates the performance of statutory auditors.
5. It proposes to the BoD the statutory auditors or the audit firms which the BoD shall propose to the General Meeting of the Shareholders in accordance with the provisions of the applicable legislation in force.

**B.6. Supervision of the OTE Group Data Privacy Officer**

The AC supervises the OTE Group Data Privacy Officer, exercising the following duties:

1. It controls and evaluates the independence of the OTE Group Data Privacy Officer as defined by the applicable legal and regulatory framework and ensures his/her unhindered access to all key information and records of the Company.
2. It advises on the proposals for the placement or removal of the OTE Group Data Privacy Officer and may propose to the BoD his/her removal for reasons of inadequacy.
3. It evaluates the OTE Group Data Privacy Officer, on the basis of the targets it has approved and proposes to the BoD these targets, his/her evaluation and other issues relating to his/her fixed and extraordinary compensation.

4. It is advised on the OTE Group Data Privacy Officer's action plans for the Protection of Personal Data prior to their implementation and monitors the implementation of these action plans through the OTE Group Data Privacy Officer periodic reports. The BoD is advised accordingly.
5. It investigates through the aforementioned periodic reports the actions agreed for addressing the problems identified in the OTE Group Data Privacy Officer's action plans for the Protection of Personal Data as well as the extent of response to the implementation of such actions.
6. It proposes to the BoD the adoption of measures to promote solutions in cases where company officers are obstructing the implementation of the agreed actions.
7. It regularly meets with the OTE Group Data Privacy Officer to discuss issues of his/her competence and problems that are likely to arise from internal audits
8. It investigates and reviews the results on the investigation of particularly serious complaints about breaches of the applicable data protection legislation.

#### **B.7. Complaint and Report management**

The AC looks to the planning, drafting and operation of processes which allow for and ensure the following:

1. The reception, maintenance and management of complaints sent to the Company, relating to accounting issues as well as internal audit or financial issues, issues of fraud, corruption, violation of the Company's policies and procedures as well as of the legislation in force.
2. The confidential-anonymous submission by the Company's personnel, of their concerns, if any, about the above questionable (suspicious) matters.

#### **B.8. Concluding Transactions with Related Parties**

The AC is the competent body to confirm, or not, the assessment made by the competent business units regarding the intended transactions with related parties as "ordinary", in accordance with the procedure and all mentioned in the "Policy on concluding transactions with related parties" which is approved by the Board of Directors.

### **B.9. Other responsibilities**

1. The AC jointly with the Company's General Counsel examines the legal issues that may have significant impact on the financial reports of the Company or the Company's compliance with the applicable regulatory framework.
2. The AC examines also any other matter submitted to it by the Managing Director of the Company, through the Board of Directors.
3. The AC submits an Annual Report of its Actions to the Annual General Meeting of the Shareholders of the Company. This Report includes, among others, the description of the sustainable development policy followed by the Company.

### **ARTICLE 5: MEANS AND IMPLEMENTATION OF RESPONSIBILITIES**

1. In order for the AC to carry out its responsibilities, and on the basis of decisions of the Board of Directors that have been adopted following AC proposals thereto, procedures may be introduced.
2. The AC may assign the exercise of specific responsibilities to its members. To this end AC may give, in writing, specific authorizations on the basis of procedures adopted pursuant to item 1 hereinabove
3. In addition and further to the Support Team of Article 3.4 hereof, the AC may use external consultants for the execution of its responsibilities, pursuant to the established auditing procedures of the Company.
4. The AC defines and the Company's Management must provide the necessary financial resources and means for the executions of the AC's responsibilities, pursuant to the established procedures of the Company.
5. The Company is obliged to provide to the AC all information, data, decisions that are necessary for the latter's execution of duties and responsibilities.  
To this end, the unimpeded access of the AC to all fundamental information and archives of the Company is ensured; the AC may directly request from the Company's units of any level any information deemed material for the execution of its responsibilities.

## **ARTICLE 6: APPLICATION – AMENDMENT PROCESS**

1. The present Regulations enter in force on the day of their approval by the Board of Directors.
2. The Regulations are amended at any time following proposal of the AC, and approval by the Company's BoD. It is noted that any new legislation provisions that either address matters regulated by the Regulations differently in a binding manner or provide alternative options for their regulation, may be adopted directly by the AC once they shall become effective and prior to amending these Regulations in accordance with this paragraph 2 of Article 6.
3. These Regulations must be available on the Company's site.