CORPORATE GOVERNANCE (G)

06

→ ORGANIZATIONAL STRUCTURE AND GOVERNANCE SYSTEM

• COMPLIANCE AND BUSINESS ETHICS

RESPONSIBLE PROCUREMENT PRACTICES

DIGITAL TRANSFORMATION

For Vitex, responsible business development is the key for addressing the challenges of the contemporary business environment.









ORGANIZATIONAL STRUCTURE
AND GOVERNANCE SYSTEM

We are committed to operating with transparency, ethics, and social responsibility, ensuring a balance between economic growth, environmental protection, and social welfare.

To safeguard shareholder interests, comply with current legislation and regulatory frameworks on corporate governance, and integrate responsible operational practices across all its operations, Vitex has established a robust and effective Corporate Governance System. This system is designed to meet the demands of a challenging and ever-evolving environment, adapting to business, economic, and social conditions, while recognizing both risks and opportunities.

The top priority of the company is the adoption of sound Corporate Governance practices. These practices ensure the effectiveness of internal organization and compliance with the applicable laws enhance transparent operations and competitiveness, and maximize value for all stakeholders.

The operating methods that Vitex has chosen ensure not only transparency and independence in management and control, but also the achievement of business objectives and constantly improving financial results.

All Vitex shares are owned by members of the extended Yannidis family, and the company operates as a Société Anonyme (S.A.). Key components in the company's responsible operations include:

Board of Directors

The Board of Directors is the highest governance body of Vitex, responsible for the overall management of the company. The Board of Directors of Vitex not only manages and represents the company in the fulfillment of its corporate purpose but also directs its operations. This involves setting and coordinating business policies, overseeing their implementation, and delegating related tasks to executive management officers.



To this end, the Board of Directors continuously aims to enhance the company's long-term economic value and protect the overall corporate interest. While prioritizing the interests of shareholders, it also considers the interests of other stakeholders (e.g., employees, customers, suppliers, creditors) and emphasizes environmental protection. This balanced approach helps promote the company's corporate image and aligns with its business strategy.

At the end of FY 2023, the Vitex Board of Directors, in accordance with its decision to form a governing body, appointed subsidiary bodies to individually exercise its powers. The Board consists of six members as follows:

Konstantinos Yannidis • Chairman of the Board

Armodios Yannidis • Vice President, CEO

Ioannis Yannidis • Managing Director

Nikolaos Yannidis • Member of the Board

Eftychia Yannidi • Member of the Board

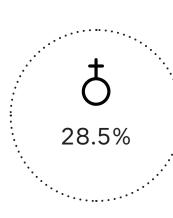
Despina Riga • Member of the Board

Distribution of BOD members by age and gender



>505 MEMBERS





The Board of Directors operates in accordance with the requirements of the applicable legislation and the Company's Articles of Association. A key commitment of the Board members is to uphold their duty of loyalty to the company and ensure the avoidance of conflicts of interest.

Prioritizing corporate interests over any personal interests of Board members is a fundmental principle that runs through Vitex's governance.

Additionally, the Board is committed to developing, disseminating, and ensuring the implementation of the company's core values and principles.

Members of the Board who act as subsidiary bodies and manage the company's daily operations receive an annual compensation approved by the Annual General Meeting of shareholders.

The amount of this compensation is determined based on the company's size and performance, as well as the need to provide appropriate incentives for pursuing corporate objectives, always with a view to serving the company's best interests

In summary, Vitex adheres to corporate governance rules that promote transparency, objectivity, and fairness in management and decision-making to achieve its corporate purpose. This commitment is upheld despite the family-owned nature of its shareholder composition and the absence of a formal legal obligation to do so.





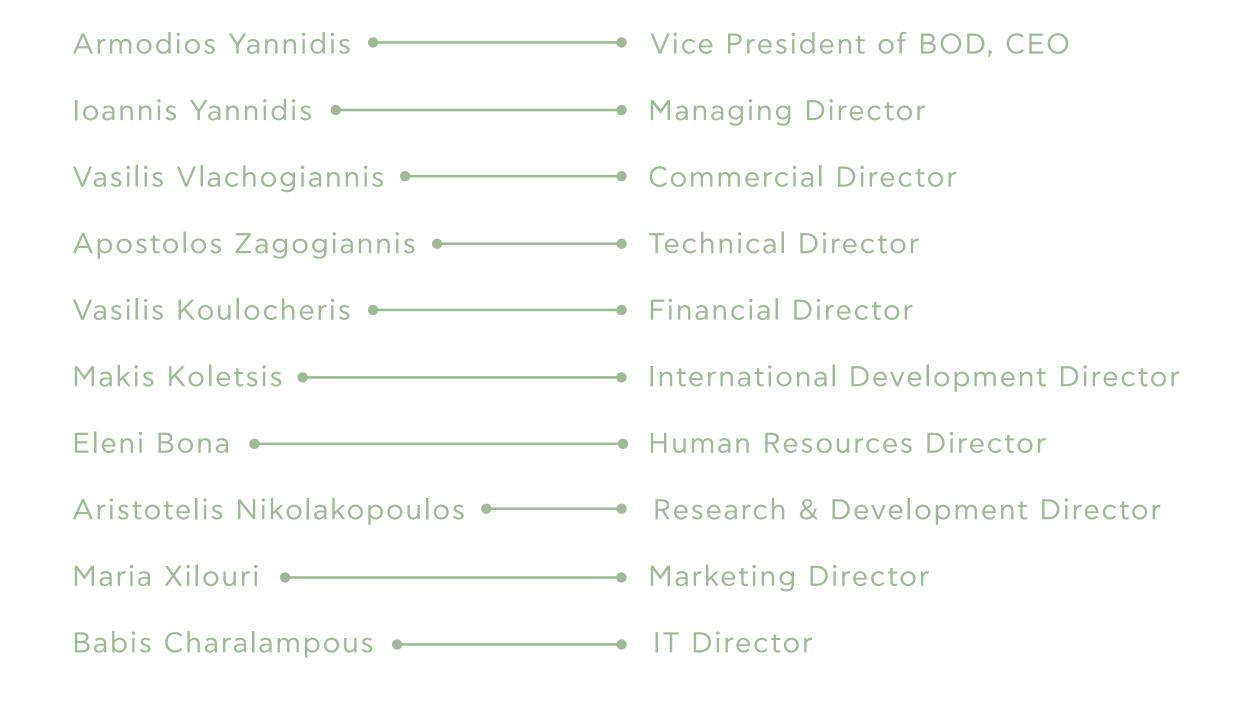
EXECOM Executive Committee

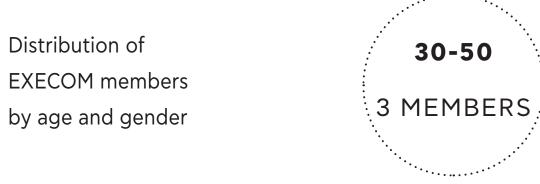
In 2012, Vitex revised its internal management model by creating and establishing a small, informal administrative team initially consisting of two Managing Directors and five Directors. Known as the EXECOM Committee, this team has played a crucial role in substantially shaping the company's strategy.

EXECOM maintains full control over all processes and decisions, organizing and overseeing daily operations, and identifying, recognizing, and mitigating risks at an early stage. Additionally, it is responsible for developing strategies and goals for sustainability issues and approving the information published in the Sustainability Report.

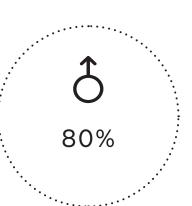
EXECOM meets regularly every 14 days and on an ad hoc basis when deemed necessary. It embodies **the diversity required by international best practices**, effectively ensuring the company's sound governance. All middle managers report to the Directors of EXECOM, and in turn, all employees in the various departments report to these middle managers.

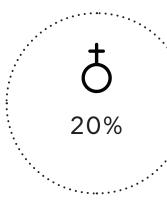
As the company has grown significantly in recent years, the EXECOM Committee has expanded. Three more Directors have been added, bringing the total number of participants to nine. The committee now includes the following members:













The result of these administrative efforts, along with the close collaboration and direct communication between EXECOM, the Board of Directors, and all employees, is the strengthening of Vitex's transparent governance structure. This enhances the speed of decision-making and significantly contributes to the effective management of the company.



Sustainability and Corporate Responsibility Committee

The Sustainability Committee is responsible for managing sustainability and corporate responsibility issues. It comprises senior executives from all departments of the company and continuously evaluates Vitex's position in developing functional and better ESG systems, providing directions for future goals.

The committee is led by Vitex's Sustainability Manager, who coordinates and ensures its smooth functioning. The main objectives of the committee are:

- Developing and implementing the sustainability strategy throughout the organization.
- Raising awareness and engaging Vitex's workforce in sustainability issues.
- Collecting data and information and drafting the Sustainability Report.
- Contributing to the setting of sustainability and ESG goals.
- Improving performance in sustainability and ESG matters.

The committee meets quarterly, and the Sustainability Manager communicates all relevant sustainability issues to EXECOM during its regular meetings. Key topics discussed include the implementation of the Double Materiality approach and the progress of ESG indicators.

Moreover, the following cross-departmental committees have been established to complement EXECOM's work and focus on specific specialized issues with deeper analysis:

AGORA

The AGORA Committee coordinates the company's Commercial Departments (Marketing, Domestic Sales, International Sales, Projects Department, Orders) both between each other and with the Research & Development Department. The primary goal is to increase the effectiveness of commercial activities.

The committee is not designed to replace the core functions of the Commercial Departments, such as business plan development, market studies for domestic and international markets, marketing plan preparation, implementation of commercial policies, product research, and customer satisfaction. Instead, relying on the work, research, policies, and activities of the Commercial Departments, the committee aims to:

- Explore emerging commercial opportunities.
- Develop detailed business proposals centered on achieving commercial objectives. The proposals will focus on short-term actions with immediate implementation and a horizon of up to 12 months.

MetaVIT

The Committee focuses on:

- Decoding Megatrends and Strategic Foresights on the broader European and global map, and identifying how these can be turned into opportunities rather than threats.
- Recommending practices for adopting and self-improving the company's digital transformation to increase efficiency and optimize processes.
- Assessing upcoming medium-term European legislation for chemicals and the chemical industry (EU Green Deal, CLP, REACH), and informing the ecosystem about chemicals that will be restricted or banned in the future.
- Examining long-term consumer needs and the structure and operation of future points of sale (POS). This includes evaluating medium-term trends in construction, materials, application methodologies, and the use of circular economy principles in product development.

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- Determining the new skills the company will need to stay relevant in the future.
- Assessing the implementation of innovative ideas and the potential for creating digital products and services.

PPC (People & Procedures Committee)

The goal of the Committee is to create a smooth and structured work environment that simplifies and enhances employee tasks, resulting in economies of scale, efficient use of human resources, and the growth of commercial transactions. This supports the maintenance and development of a culture of excellence, trust, and personal responsibility among Vitex employees. The committee focuses on:

- Mapping and improving current processes.
- Developing new corporate processes to fill existing gaps and support the company's evolving needs.
- Providing easy access to these procedures (e.g., via a portal) so they become part of everyday operations for every employee.

COMPLIANCE AND BUSINESS ETHICS



We operate with honesty and integrity, incorporating regulations, policies, and compliance practices into our activities.

Ensuring regulatory compliance is a top priority for the company, reflecting our steadfast commitment to the principles of transparency, integrity, fairness, professionalism, and respect for the rules. With a focus on the strict adherence to the applicable laws, we follow all regulations that govern the entire range of our operations. We therefore systematically review the current regulatory framework that applies to the company to effectively meet our legal obligations. Our compliance efforts focus on three pillars: environment, society, and product safety. We have appointed a dedicated officer responsible for collecting, evaluating, and monitoring Greek and European legislation and its requirements, ensuring they stay informed and throughly updated from appropriate sources.

In 2023, there were no instances of financial penalties or other sanctions for non-compliance with environmental laws. There were no incidents or complaints of non-compliance with regulations or legislation regarding product labeling, specific regulations, voluntary codes related to product promotion, marketing practices, or advertising campaigns. However, there was one instance of non-compliance with JMD 15085/593/25-8-2003. During an inspection by the Labor Inspectorate, a forklift was found operating with an expired certificate of fitness, resulting in a fine of €1,225.



Codes and Policies

To ensure regulatory compliance, we have put a series of policies and codes in place that encompass the principles and rules we follow. The most important ones are:

- Code of Conduct
- Supplier Code of Conduct
- Data Protection Policy
- Human Rights Policy
- Policy to Prevent and Combat Violence and Harassment at Work
- Reporting & Complaints Policy

The **Code of Conduct** articulates and reinforces the fundamental principles and values upheld by Vitex, ensuring the commitment and cooperation of its entire workforce. The content of the Code of Conduct, along with related policies on business ethics, anti-corruption, and conflict of interest, establishes a clear and transparent framework for operations and behaviors that strengthen our corporate culture. It is available in four languages: Greek, English, Bulgarian, and Serbian.

The Code of Conduct, approved by the Company's top management, aims to further promote its principles and proper professional conduct. It applies to all employees, executives, and senior management of the Company.

The **Supplier Code of Conduct** outlines in detail our expectations from suppliers regarding business ethics, employee relations, health and safety, human rights, and other issues related to sustainable and responsible business practices. These expectations are fundamental requirements for any commercial collaboration.

Our **Human Rights Policy** expresses the Company's commitment to respecting and protecting all categories of human rights and maintaining zero tolerance for any violations. This policy contributes to the overall achievement of our Sustainable Development strategy.

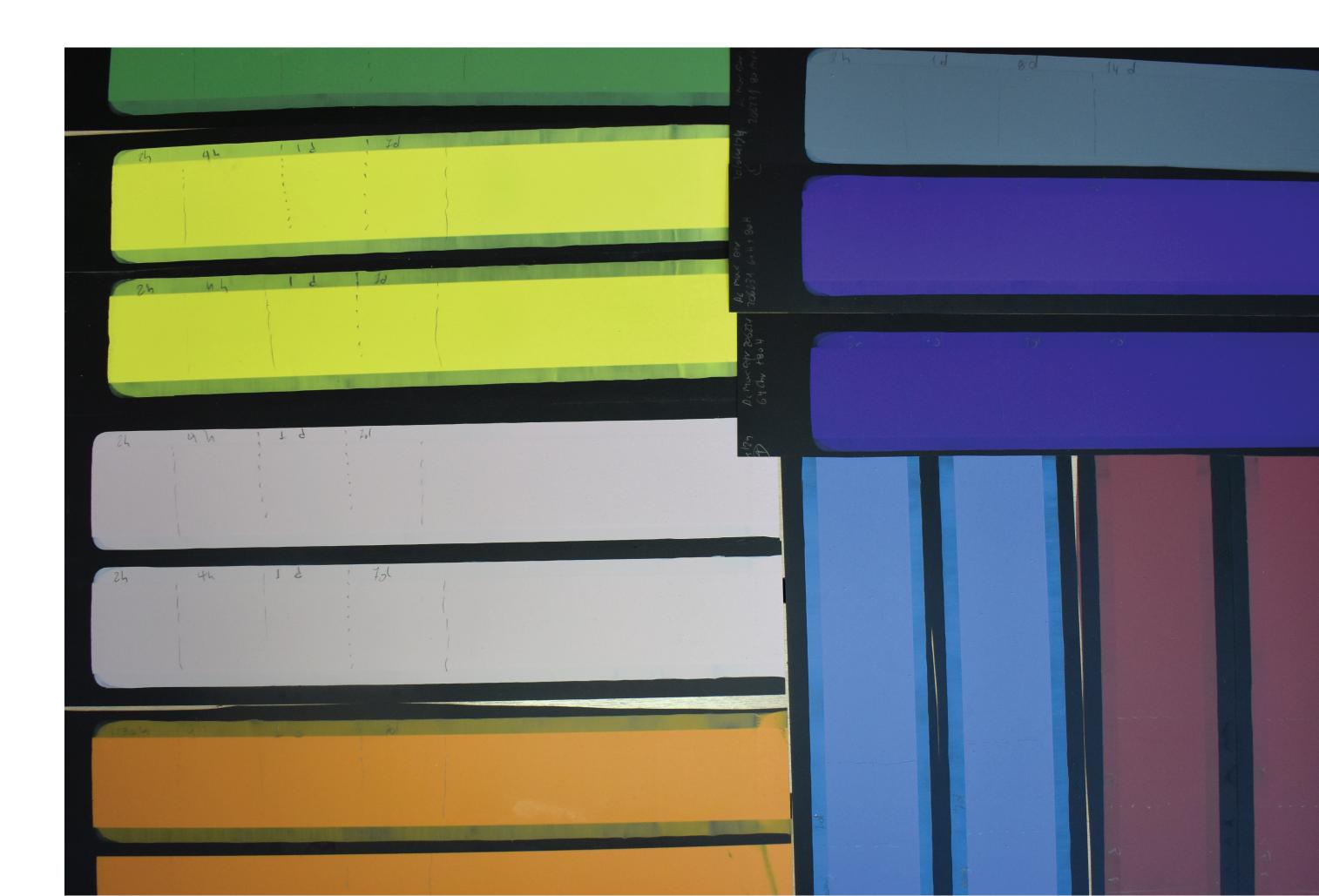
The Policy to Prevent and Combat of Violence and Harassment at Work reflects the Company's commitment to creating and maintaining a working environment that respects, promotes, and ensures human dignity and the right to a workplace free from violence and harassment.

The **Data Protection Policy** outlines the framework for the processing and security of personal data, in compliance with the EU General Data Protection Regulation (GDPR) 679/2016 and other applicable laws. Vitex has designed and implemented a policy for the protection of personal data and sensitive personal data for all individuals (suppliers, customers, partners, visitors, current and former employees, and job applicants). Personal information collected for business purposes, with lawful consent, is securely protected to ensure the rights of individuals are maintained in accordance with existing legislation and guidelines from the Data Protection Authority (GDPR). In 2023, there were no incidents of data breaches or non-compliance with the General Data Protection Regulation.

The **Reporting & Complaints Policy** sets out the framework for the implementation of a confidential internal reporting system for violations of the EU or national legislation and the protection of whistleblowers in the public interest which is designed and operated in accordance with the guidelines of Directive (EU) 2019/1937 and national Law 4990/2022.

The policy provides a detailed process for submitting, receiving, and monitoring reports of violations of corporate policies, procedures, regulations, and applicable laws, including breaches of EU law. It also offers a comprehensive framework for protecting individuals who report such violations.

All Codes and Policies are available on the company's website and are regularly updated to ensure continuous compliance with current laws and best international practices.





Risk Management and Internal Control Procedures

Risk management is a fundamental function for the company, making it more capable and effective in managing crises. By adopting the principle of prevention, we implement comprehensive corporate risk management procedures to proactively and timely identify negative, actual or potential risks and impacts related to the company's operations.

This allows the company to take preventive measures and corrective actions, enhancing its ability to respond effectively to emergencies. The goal is to ensure efficient operations, business continuity, and ongoing growth.

Risk Management

The company continuously monitors developments to mitigate the potential negative impacts of risks arising from various uncertain and unpredictable conditions. Management oversees the systematic identification and assessment of risks affecting business activities, conducted annually through ISO-certified management systems (risk assessment).

It also approves the formulation and timely implementation of risk management plans while identifying potential threats and opportunities, which it takes under consideration during strategic goal planning.

The identified risks primarily fall under the following main categories:

Financial risks that impact the company's financial results directly, including:

- Credit Risk.
- Foreign Exchange Risk.
- Supply Chain Risk.
- Inventory Depreciation Risk
- Liquidity Risk.
- Interest Rate Risk.
- Market Risk.

The Finance Department has developed and implements a defined framework of processes and measures aimed at minimizing these risks and optimizing the organization's operations. Further analysis of these risks is available in the 2023 Annual Financial Report.

Strategic risks pertain to potential threats that may arise primarily from external factors (legislative, geopolitical changes) that create a continuously evolving external environment. These risks could threaten business choices and decisions, potentially causing delays or undesirable deviations from the company's strategic plan. Vitex mitigates these specific risks by actively participating for many years in major national and international bodies and organizations related to the industry. It regularly receives reliable and well-documented information, which it evaluates during decision-making processes.

Operational risks concern threats arising from the internal operations of the organization and can impact its performance, efficiency, and safety. These risks include inadequate internal processes, lack of resource adequacy (human, equipment), ineffective management of health and safety risks in the workplace, and insufficient staff training.



The company minimizes these risks by implementing a comprehensive ISO-certified Integrated Management System (IMS) for quality, environment, and occupational health and safety management. Additionally, Vitex makes regular investments and conducts ongoing training and updates to further enhance the culture of safety and operational efficiency.

Environmental risks are associated with climate change, one of the most critical global issues with negative impacts on both the natural environment and the company's operations and society. Addressing the climate crisis requires collective contribution from multiple stakeholders to achieve the ambitious targets set to combat it.

The company may face:

- extreme natural phenomena or long-term environmental changes.
- Transition risks related to extensive policy, legal, technological changes, and adaptation measures arising from the transition to a low-carbon economy.

Additionally, climate change is recognized as a potential source of reputational risk, linked to changes in how consumers perceive the company's contribution to a low-carbon economy and shifts in their preferences.

To effectively address these challenges, the company:

- Continuously monitors national and international regulatory frameworks and ensures compliance with regulatory requirements.
- Invests in improving its energy efficiency.
- Designs, produces, and offers sustainable products and systems with a low environmental footprint.

Internal Control

At Vitex, significant emphasis is placed on effectively monitoring and managing risks that may arise and impact its operations. By implementing systems compliant with ISO 9001, ISO 14001, in combination with the EMAS system and ISO 45001 standards, the company continuously monitors and records non-financial risks to address them in the best possible way and determine the level of compliance.

Specifically, each year a schedule is prepared for internal audits programmed on a monthly basis. The schedule is approved by the Management during the established management system reviews and includes a complete audit of the company management system (carried out at least once a year) as well as audits of specific actions, depending on the significance of the action.

The audits mainly cover:

- Compliance with legal requirements.
- Compliance with other agreed corporate obligations.
- Organisational and Management Structure-responsibilities and authorities.
- Goal setting and programmes for achieving goals to improve quality, safety and environmental impact.
- Assessment of the business environment in which the organisation operates, the changes within this environment and the risk associated with this environment (Business risks).
- Implementation and performance of the various operations / processes.
- Environmental impact and potential environmental impact.
- Assessment of the effectiveness of control measures



Vitex's management and operational practices identify conflicts of interest and their categories, emphasizing the proactive handling of such matters to uphold transparency. Additionally, through the practices and procedures it has adopted and implements, the company demonstrates zero tolerance for issues related to corruption, bribery, and extortion.

Vitex promotes awareness and vigilance among employees and partners to recognize actions related to conflicts of interest.

Moreover, it encourages the confidential reporting of any incident or reasonable suspicion through available communication channels.

There were no incidents related to corruption or conflicts of interest in 2023.

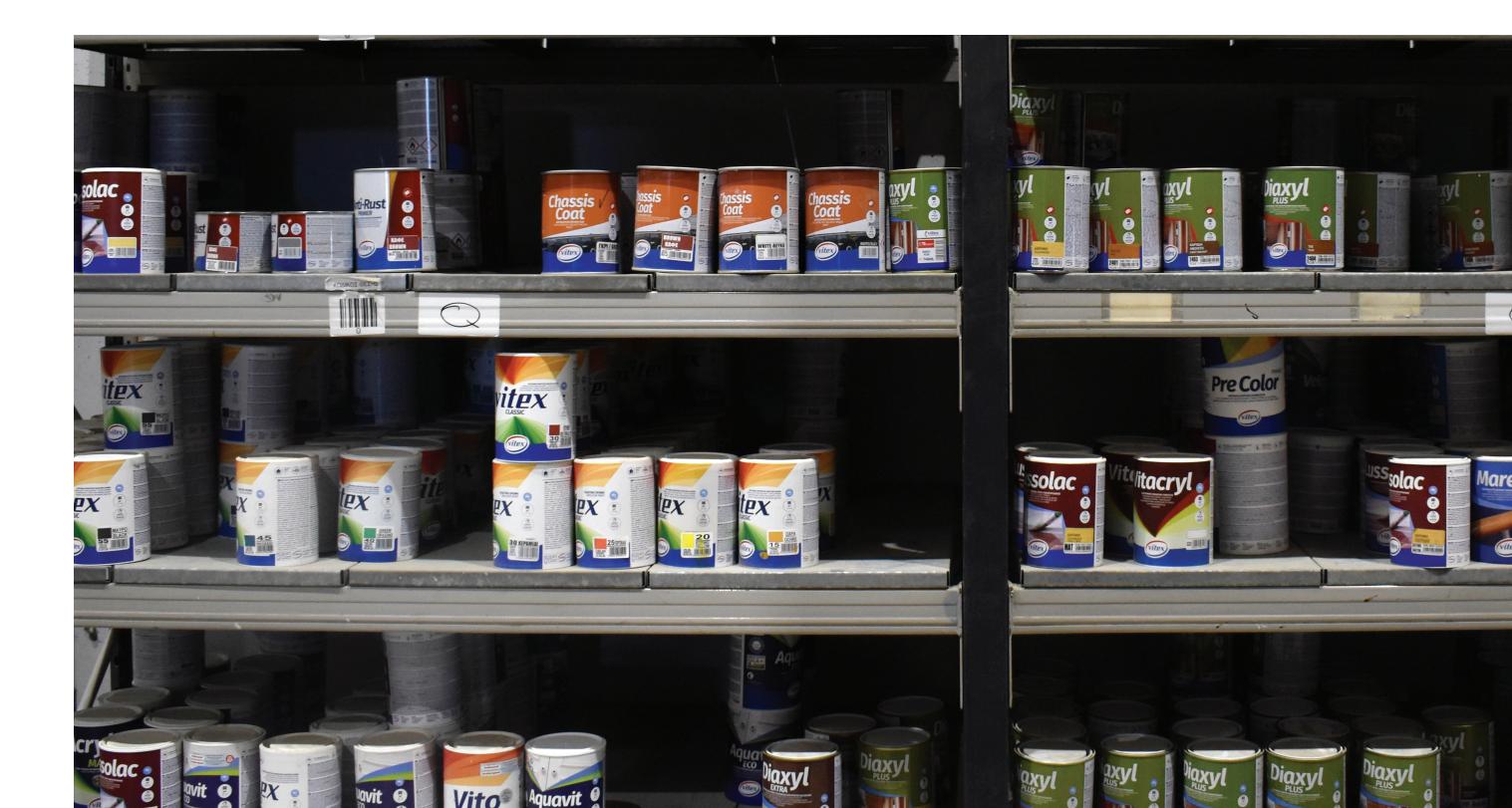
Product Labelling and Responsible Marketing

Safety and quality are the cornerstones of our activities. Our goal is responsible consumption and customer satisfaction, making Vitex their first choice. We closely monitor the development of environmental and safety standards and legislation, aiming to act responsibly in all our promotional efforts.

Vitex customers can find a wealth of information about our paints and their safe use in safety data sheets, product specifications, packaging labels, various instructions, and informational brochures, as well as through our customer service department. Moreover, as **proper product labeling is a priority**, we ensure that all product indications are easily understandable and prominently displayed, making them clear, legible, and indelible. All our packaging complies with both Greek and European legislation requirements.

Following the latest developments within the framework of the European Green Deal and recognizing the growing consumer awareness regarding environmentally and human-friendly products, we act responsibly in all our marketing activities to promote our products, which have been evaluated and can contribute to this cause.

In recent years, market trends have led to the use of environmental claims on consumer products that are often not evaluated to substantiate such claims. Vitex, in the context of protecting consumers from "Greenwashing" and ensuring fair competition, uses terms in its product labeling and promotional activities based on product evaluation data, avoiding arbitrary and unfounded claims. Focusing on our customers, we continuously develop channels in order to communicate with them with authenticity and sincerity. through modern digital marketing tools.





risks but also serves as a model of values and success for the industry and the community.

A sustainable supply chain not only

minimizes social and environmental

RESPONSIBLE PROCUREMENT PRACTICES

The sustainability of the supply chain is a key concern for the company, while also striving to maintain long-term partnerships with our suppliers based on continuous communication, trust, transparency, and reliability.

Supply Chain Management

The role of the procurement department is crucial as it supports Vitex's short-term and long-term corporate goals for sustainable development, quality, and competitiveness through the effective development and management of our supplier base.

As a company in the chemical industry, and given that critical raw materials are chemical products not produced locally, we face challenges such as increased costs arising from various legislative requirements like the European Chemicals Strategy, and the availability of raw materials, whose stocks are depleting and causing issues at all levels of the supply chain. Our primary concern is our business continuity and the development of policies and mechanisms aimed at the timely identification and management of situations that may negatively impact our operational sustainability.

To ensure effective operations and customer service, Vitex has focused on the principle of prevention and insightful operation. By implementing forecasting methods, the company has managed to continue its operations smoothly and respond effectively to product demand from its customers.



In this context, our participation in the world's largest raw materials purchasing consortium active in the sector (Guild CPO, www.guildcpo.com) is a strategic decision. Our goal is to collectively negotiate large-volume purchases and secure central procurement contracts for raw materials with leading suppliers in the industry to ensure quantity, quality, prices, and the exchange of know-how.

In summary, the main benefits that align with the company's strategic goals for growth, sustainability, and competitive advantage are:

- Cost Savings through Collaborative Purchasing: Vitex leverages the collective purchasing power of the network to secure raw materials and other products at significantly lower costs. This not only lowers production costs but also boosts profitability.
- Sustainability Initiatives: By participating in sustainability-focused initiatives, the company strengthens its commitment to the circular economy and sustainable business practices. This involvement helps Vitex implement and share best practices, contributing to a positive environmental impact.
- Knowledge Sharing and Training Opportunities: Participation in such networks provides Vitex with access to a wealth of knowledge. This networking fosters innovation and helps the company stay ahead of industry trends and challenges. It offers access to training programs on the latest business strategies, technological advancements, and legislative changes. This knowledge supports strategic decision-making and operational efficiency.
- Market Expansion: Collaboration with a broad network supports the company's strategic initiatives for market penetration and brand recognition in new geographic areas, thus promoting growth.

- Access to Approved Suppliers: Vitex has access to a wide network of pre-approved suppliers that have already been evaluated and vetted by Guild members.
 This pre-evaluation ensures high quality while saving time and resources in supplier assessment.
- Use of Innovative Tools: The Guild provides access to tools that play a crucial role in improving operational efficiency. A significant initiative is the creation of a database for raw materials which have been evaluated, approved, and traded by Guild members. This tool offers detailed information including characteristics, applications, and prices, enabling companies to make informed decisions that optimize both product quality and cost efficiency. Additionally, free access to Propurchaser.com provides an extra level of support, helping companies with procurement strategies and keeping them informed about market trends and price forecasts for materials. ProPurchaser assists companies in negotiating better deals with suppliers by providing upto-date price information. The use of ProPurchaser can lead to significant savings and a competitive advantage.

Foundations of Responsible Management

Supplier Code of Conduct

Vitex's commitment to sustainable development extends beyond its internal operations to its sphere of influence, including partners and suppliers. To promote these principles and responsible practices within our supply chain, we established the Supplier Code of Conduct in 2022.

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This code focuses on promoting business ethics, transparency, and professionalism throughout the supply chain and aligns with the Global Sustainable Development Goals. It outlines the minimum requirements and expectations we have from our suppliers, contractors, subcontractors, partners, consultants, and other providers of goods and services.

In 2023, the company communicated the Supplier Code of Conduct to its key and critical suppliers, requesting written confirmation of their agreement to comply with all corporate principles, values, and rules its contains.

Supporting local entrepreneurship

We seek to procure raw materials, products and services from local vendors and subcontractors, whenever possible, thus contributing to local development and the local economy, and reducing our carbon footprint.

Supplier Evaluation

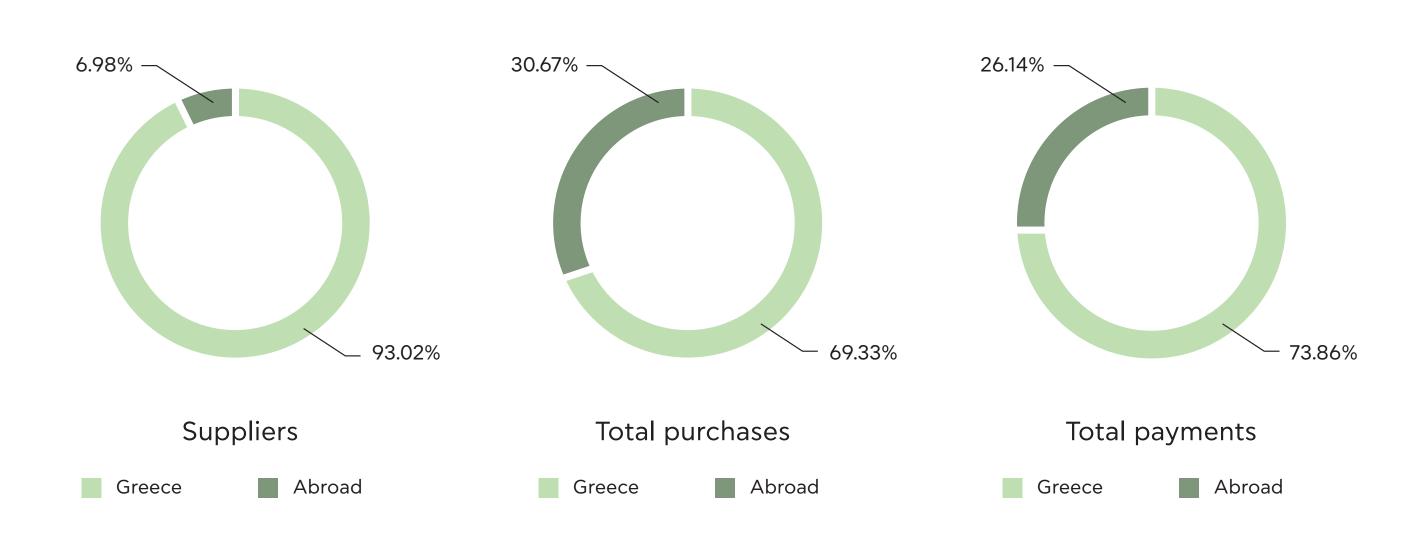
We select and evaluate our suppliers both during their initial inclusion in the approved supplier list and annually throughout our collaboration, based on objective criteria such as the quality of provided products and services, excellent and prompt technical support, competitive pricing policies, timely delivery of products and services, financial reliability, compliance with fundamental environmental and safety principles, as well as the experience and integrity of a supplier.

Since 2023, we have begun evaluating our key suppliers based on specific ESG criteria, a process that is currently ongoing. A self-assessment questionnaire focusing on sustainability performance has already been developed and will be sent to all critical suppliers in 2024.

This aims to raise supplier awareness regarding social and corporate responsibility and environmental protection, while also allowing them to present information on their management systems and practices. Through this questionnaire, we aim to set a benchmark for these criteria to be included in their overall scoring and evaluation.

The list of active collaborating suppliers includes not only producers but also service providers, energy companies, fuel suppliers, and more.

Supply chain indicators 2023		
Total number of Suppliers	1575	
Geographical distribution	Greece	1465
	Abroad	110
Total purchases (raw materials) (€)	41,897,846	
Geographical distribution	Greece	29,049,822
	Abroad	12,848,024
Total payments (raw materials, expenses, fixed assets) (€)	52,315,059	
Geographical distribution	Greece	38,637,449
	Abroad	13,677,610



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100%

suppliers of raw material are annually evaluated 176

key suppliers
have been evaluated
based on environmental
criteria

We seek continuous, transparent and two-way communication with our suppliers, whether via telephone or email.

We also organise training trips for evaluation teams to meet their suppliers, so that they can get to know how their partners operate and exchange know-how.

DIGITAL TRANSFORMATION



The digital transformation is an integral part of our strategy, aiming to provide user-friendly digital services that meet the needs of our business.

The digital transformation of Vitex S.A. and the overall integration of digital technology into all aspects of our business is a key part of our strategy, which aims to enhance sustainability. Specifically, this includes:

DIGITAL TRANSFORMATION

Reduction of Emissions

We continue to invest in digital technologies and adopt policies that help reduce greenhouse gas emissions. This is achieved by investing in modern digital tools and solutions that lower energy consumption and are accessible from anywhere with an internet connection. This reduces the need for commuting to the workplace, eliminates the necessity of physical presence for meetings, decreases air travel, etc.

Resource Protection

We invest in modern digital technologies and solutions that help optimize the use of resources such as water, energy, and materials. These solutions enable digital management of our electrical and mechanical equipment in our production facilities. By using specialized solutions, we monitor our resource usage, identify areas for conservation, and develop new ways to use resources more efficiently.

To this end, the implementation of the strategic digital transition plan is ongoing. Specifically, the following projects were completed or are in progress in 2023:

- Completion of digitization for thirteen (13) processes & approval workflows and the use of Robotic Process Automation (RPA) in selected demanding processes to reduce environmental impact (paper usage) and improve efficiency and productivity.
- Implementation of new ERP \ CRM solutions for more efficient management of the company's resources (equipment and people), optimization of production processes and product distribution, and better management of customer needs.

- Expansion of IT infrastructure digitization (virtual servers & core IT equipment) to the Group's subsidiaries.
- Implementation of a modern Data Warehouse to standardize and optimize corporate processes and enhance business intelligence.
- Selection of a specialized solution for predictive maintenance \analytics is underway.

Simultaneously, Vitex, recognizing the high risks of malicious attacks on IT infrastructures and technological solutions based on devices connected to online platforms (IoT), has begun implementing a plan to optimize IT infrastructure architecture & enhance cybersecurity and critical data protection, based on ISO 27100 standards (Information technology — Cybersecurity).

In 2023, the redesign of IT infrastructure & networks was completed along with the first cycle of information systems and network security upgrades (e.g., activation of a 24x7 Security Operations Center, application of additional mechanisms & solutions to prevent cyber-attacks).



