



REPORT OF THE INDEPENDENT NON-EXECUTIVE MEMBERS OF THE BOARD OF DIRECTORS OF PPC S.A.

TO THE ANNUAL ORDINARY GENERAL MEETING OF THE COMPANY'S SHAREHOLDERS

ON 27.6.2024

Introduction

This Report has been jointly prepared by the Independent Non-Executive Members of the Board of Directors of PPC S.A. and is submitted to the Annual Ordinary General Meeting of Shareholders of the Company on 27.06.2024, in accordance with the provisions of Article 9 par. 5 of Law 4706/2020 and the relevant guidelines of the Hellenic Capital Market Commission (documents with reg. no. 428/21-02-2022 and 784/20-03-2023).

Composition of the Board of Directors -The role of the Independent Vice--Chairman

According to Article 9 of the Company's Articles of Incorporation, the Board of Directors consists of eleven (11) members, of which at least five (5) shall be independent non-executive members, exceeding the threshold set by Law 4706/2020, which stipulates that independent non-executive members shall not be less than one third (1/3) of the total number of its members.

In addition, the Independent Vice Chairman of the Board of Directors has responsibilities consistent with those of the Senior Independent Director (Provision 2.2.22 of the Hellenic Corporate Governance Code) and in particular has the following responsibilities: to support the Chairman, to act as a liaison between the Chairman and the members of the Board of Directors, to coordinate the independent non-executive members, and to lead the evaluation of the Chairman.

In accordance with the *"Policy and Procedure for the Evaluation of the Suitability and Effectiveness of the Board of Directors of PPC S.A. and its Committees"*, given that the capacity of the Chairman of the Board of Directors and the Chief Executive Officer coincide in the same person, the role and responsibilities of the Chairman in all cases of application of the aforementioned Policy are held by the independent Vice-Chairman of the Board of Directors, who also chairs the Nomination, Remuneration and Recruitment Committee (NRRC). Moreover, the Independent Vice- Chairman of the Board as the head of the Independent Non-Executive Members of the Board, may conduct personal interviews with the members of the Board and the senior executives of the Company and the Group, and any other interested parties (e.g. the chartered accountant, etc.) that he/she and NRRC deem necessary, in order to obtain the necessary feedback on the performance of the Board. Senior executives, in particular, include those performing duties related to the internal control system, i.e., internal audit, compliance and risk management.

In accordance with Article 7 of Law 4706/2020, *"The Non-Executive Members of the Board of Directors, including the Independent Non-Executive Members, shall have, in particular, the following obligations"*:



"a) Monitoring and review of the Company's strategy and its implementation, as well as of the achievement of its objectives."

In this respect, the following are set out below:

In 2023 the implementation of the strategy and the business plan were discussed both on the occasion of various recommendations of the relevant departments to the Board of Directors and during the quarterly discussion of the respective financial results, with extensive reference to the course of the Company and the Group and the progress of the implementation of the strategic plan.

The fact that the positive trend of the previous years continued in 2023 confirms that the corporate strategy is being adequately implemented and in accordance with the PPC Group's business plan.

Specifically, within 2023, PPC achieved key milestones in line with its strategy and largely exploited the opportunities arising from the Energy Transition. Specifically for 2023:

- Total investments amounted to €2.6 billion, including the acquisition of Enel's operations in Romania, with a significant increase recorded in the Renewables and Distribution activities. In particular:
 - ✓ The acquisition of Enel's activities in Romania and the acquisition of the minority stakes of Fondul Proprietatea S.A. in the companies Retele Electrice Muntenia S.A., PPC Energie Muntenia S.A., Retele Electrice Dobrogea S.A., Retele Electrice Banat S.A., and PPC Energie S.A.
 - ✓ METON ENERGY (a joint venture company of RWE Renewables GmbH -51% and PPC Renewables -49%) started the construction of 8 solar farms in Western Macedonia, while in early 2024 the construction of one more solar farm started. The total capacity of the 9 solar farms amounts to 940 MW.
 - ✓ The acquisition of wind farms in Lakonia with a total capacity of 44 MW and 2 MW photovoltaic parks in Thessaly was completed, in the framework of the signed SPA with Piraeus Equity Partners.
 - ✓ An agreement was signed with European subsidiaries of the Lukoil Group to acquire 100% of Land Power s.r.l., which owns a wind farm in operation in Romania with a total installed capacity of 84MW. The agreement was completed in 2024.
 - ✓ PPC was selected for the installation and operation of energy storage stations for two projects with a total capacity of 98 MW.
 - ✓ An agreement was signed between PPC Renewables and the Copelouzos and Samaras Groups for the 216 MW Offshore Wind Farm at the offshore area of Alexandroupolis.
- PPC's installed capacity in RES amounted to 4.6GW at the end of 2023, with projects with a total capacity of 2.8GW scheduled or ready for construction; this capacity corresponds to approximately 70% of the capacity required to achieve the 2026 goal.
- In addition to the organic growth, PPC pursued further opportunities in the RES industry by entering into a strategic agreement with Intrakat Group to jointly develop a 2.7GW RES portfolio.
- Furthermore, PPC signed an important agreement with Currys plc concerning the acquisition of Kotsovolos. The deal was completed in 2024 and by the said acquisition PPC is significantly accelerating its transformation into an integrated provider of products and services in the retail market.
- As a result of the significant transformation initiated in 2019, PPC has proceeded with the reintroduction of dividend distribution after a decade. The Board of Directors will propose a dividend distribution of €0.25/share to the Annual Ordinary General Meeting of Shareholders.



- In the context of its commitment to becoming a leading player in clean energy and critical infrastructure and services in Southeast Europe, PPC increased its installed RES capacity by 32% to 4.6 GW in 2023, while investing €0.8 billion in RES and Distribution projects, thus recording an increase of 61% compared to 2022.
- At the same time, PPC further reduced the Scope 1 CO₂ emissions by 34% from 14.8 million tonnes in 2022 to 9.7 million tonnes in 2023, taking another decisive step towards a greener generation portfolio. These efforts are also reflected in PPC's CDP rating, which was increased to B- in 2023, recording a four-grade upgrading.

"b) Ensuring effective supervision over Executive Members, including monitoring and controlling their performance."

In compliance with the relevant provision of the Hellenic Corporate Governance Code of the Hellenic Corporate Governance Council (HCGC), which the Company has adopted and applies, all Non-Executive Members of the Board of Directors of the Company met on 19.12.2023, chaired by the Independent Vice-Chairperson of the Board of Directors. During the said meeting, issues concerning the more effective monitoring of the Group's Strategy by the Non-Executive Members were mainly discussed and in particular, it was proposed to draw up a list of important issues on which decisions have been taken and on the progress of which the Chairperson of the Board of Directors shall inform the Members of the Board of Directors at regular intervals.

Independent Non-Executive Members of the Board of Directors participate in the committees of the Board of Directors (Audit Committee and Nomination, Remuneration and Recruitment Committee), thus ensuring effective supervision over the executive members of the Board of Directors.

"c) Considering and expressing their views on proposals submitted by Executive Members, based on existing information."

In 2023 the Board of Directors met 21 times and made 106 Decisions, of which 94 were accompanied by written recommendations. The organisation and duration of the meetings were adequate and the items on the agenda were discussed in detail.

The agenda and supporting material are sent on time to allow for the necessary time to prepare and formulate informed opinions.

Finally, the Executive Chairman of the Board shall encourage and promote open and critical discussion and shall ensure that divergent views can be expressed and discussed in the decision-making process.

Athens, May 27th, 2024



The Independent Non-Executive Members of PPC S.A.'s Board of Directors

Pyrros Papadimitriou, Vice Chairman of BoD	
Maria Psillaki	
Despina Doxaki	
Stefanos Kardamakis	
Christos-Stergios Glavanis <i>(was elected by the EGM of shareholders on April 30, 2024)</i>	
Charikleia Sinaniotou <i>(was elected by the EGM of shareholders on April 30, 2024)</i>	