

**Θεσσαλονίκη**

ΔΑ13, Ο.Τ. 31, Β' ΦΑΣΗ, Τ.Θ. 1076

570 22 ΒΙ.ΠΕ. Σίνδου

Τ. + 30 2310 779 700

F. + 30 2310 752 335

Αθήνα

Αγ. Ιωάννου Θεολόγου 60

136 77 Αχαρνές

Τ. + 30 210 241 5100

F. + 30 210 240 5859

E. info@elgeka.gr

www.elgeka.gr

**ΕΚΘΕΣΗ ΤΩΝ ΑΝΕΞΑΡΤΗΤΩΝ ΜΗ ΕΚΤΕΛΕΣΤΙΚΩΝ ΜΕΛΩΝ ΤΟΥ ΔΙΟΙΚΗΤΙΚΟΥ ΣΥΜΒΟΥΛΙΟΥ
ΠΡΟΣ ΤΗΝ ΤΑΚΤΙΚΗ ΓΕΝΙΚΗ ΣΥΝΕΛΕΥΣΗ ΤΩΝ ΜΕΤΟΧΩΝ
ΤΗΣ ΕΤΑΙΡΙΑΣ «ΕΛΓΕΚΑ Α.Ε. ΕΜΠΟΡΙΟ-ΔΙΑΝΟΜΕΣ-ΑΝΤΙΠΡΟΣΩΠΕΙΕΣ-ΒΙΟΜΗΧΑΝΙΑ»**

The Independent Non-Executive Members of the Board of Directors of “ELGEKA S.A. Trade-Distributions-Representations-Industry” (hereinafter “the Company”), in accordance with the provision of article 9 par. 5 of L.4706/2020, jointly submit this Report to the Annual General Meeting of Shareholders of the July 5th, 2023. The object of the present is the confirmation of the fulfillment of the legal obligations of the Independent Non-Executive Members of the Board of Directors in accordance with the provisions of article 7 of L.4706/2020 and the relevant guidelines of the Hellenic Capital Market Commission.

At the time of drafting this Report, the Board of Directors of the Company consists of six (6) members, two (2) of whom are executive and four (4) are non-executive, of which two (2) are independent non-executive members.

REPORT OF INDEPENDENT NON-EXECUTIVE MEMBERS OF BOARD OF DIRECTORS

We hereby confirm, as the Independent Non-Executive Members of the Board of Directors of the Company, in accordance with the provisions of L. 4706/2020, that we monitor and examine the Company's strategy and its implementation, as well as the achievement of its objectives, ensure the effective oversight of executive members, including monitoring and controlling their performance, and examine and express views on proposals submitted by executive members, based on existing information.

In addition, we confirm that the Company voluntarily complies and applies the provisions of the Greek Corporate Governance Code of the Hellenic Corporate Governance Council for the year 2021. In addition, we note that the Company in the context of strengthening its Corporate Governance System has adopted all the practices provided by both the current legal framework as well as the relevant instructions and circulars of the Hellenic Capital Market Commission, aiming not at sterile compliance but at the consolidation of a culture of good corporate governance within the Company. In terms of its compliance with the requirements of the relevant institutional framework, the Company has appointed a Regulatory Compliance Officer.

The commitment of the Company to corporate governance principles is confirmed by the results of the evaluation of the Company's Internal Control System and of its significant subsidiaries, conducted by an independent external evaluator, for the period 17.07.2021-31.12.2022, in accordance with applicable legislation. The conclusion of the Evaluation Report regarding the adequacy and effectiveness of the Internal Control System was unqualified, as no significant weaknesses were identified.

Additionally, with the support of the Remuneration and Nomination Committee, the Board of Directors conducted a self-evaluation for the year 2022, during which it was determined that its composition reflects the knowledge, skills, and experience required to fulfill its responsibilities as a collective body.

Regarding the performance of our duties, we confirm that we meet all the independence requirements stipulated by law and carry out our responsibilities with the conviction and dedication befitting our role. We possess the necessary knowledge and ability to conduct substantial evaluation and challenge the proposals or opinions presented to us during the meetings of the Company's Board of Directors and we used to raise reasonable questions to board members and exercise criticism, while we have consistently demonstrated independent thinking up to this point.

Following the above, as the Independent Non-Executive Members of the Board of Directors of the Company we confirm that we attended the meeting of the Board of Directors of 06.04.2023, during which the Management Report of the Board of Directors and the Corporate Governance Statement of year 2022 were adopted. The above documents are included in the published Annual Financial Report of the year 2022, which was prepared in accordance with International Financial Reporting Standards & article 4 of L. 3556/2007 and approved by the Board of Directors of the Company on 06.04.2023. It is noted that the relevant Report is available on the Company's website (www.elgeka.gr).

Acharnes Municipality, Attica, June 9th, 2023

**The Independent Non-Executive Members
Of Board of Directors
Of ELGEKA S.A.**

Vasiliki Karagianni

Apostolos Papadopoulos