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1. INTRODUCTION

In the context of good corporate governance and regulatory compliance and in an effort to ensure a transparent business environment and a high standard of business ethics, Shop & Trade S.A. APPAREL DISTRIBUTOR & SERVICE PROVIDER has developed a Whistleblowing Policy in line with the principles and guidelines set forth herein with the ultimate goal to detect and prevent fraudulent, illegal or improper conduct that may be caused by the actions of its employees or third parties with whom the Company cooperates or by whom the Company is represented.

This Policy applies to any incident of fraud, breach of duties or illegal activity, as defined in article 2 of Law 4990/2022, which involves the Company’s employees, Board of Directors (BoD), Senior Management and any third party with whom the Company may have a business relationship. Those referred to in Article 4 may report in “good faith” any suspicious action or incident of misconduct, confidentially or anonymously through existing Reporting channels, without fear of retaliation. Failure report may in some cases constitute a criminal offence, when there is a legal or contractual obligation to do so. All Reports are investigated impartially and objectively. With regard to the personal data of all parties involved, they are protected by applying the necessary technical and organizational security measures.

The Company has appointed a Whistleblowing Officer (WBO). Among other things, the WBO ensures that the receipt of the Report is confirmed to the Whistleblower within seven (7) working days from the day of receipt and that the Whistleblower is informed on the actions taken within a reasonable period of time, which shall not exceed three (3) months from the acknowledgement of receipt.

2. PURPOSE

The Company is committed to the highest standards of integrity, transparency and accountability in the conduct of its business and recognizes that an effective Reporting Follow-Up Program contributes significantly to this effort. This Policy describes the Whistleblowing framework within the Company, the nature of the incidents that may be reported, how they are reported, as well as the protection of Whistleblowers. The Company encourages all those referred to in Article 4 to report any incident of illegal or immoral conduct within the Company that may come to their attention.

3. KEY CONCEPTS & DEFINITIONS

- **Policy Owner:** The Owner is primarily responsible for maintaining, updating and communicating this Policy to all employees of the Company and to third parties (who may have a business relationship with the Company). The Owner is also mainly responsible for assessing the Company's employees' compliance with this Policy and informing the Board of Directors regarding the matters to be considered (in relation to this Policy).

- **Internal Report:** The oral or written provision of information on violations within the Company in one or more of the areas:

- Violation of confidential information and business secrets relating to the Company's strategic and overall financial interests.
- Embezzlement or theft of Company assets.
- Activities that endanger the safety and integrity of any person or the Company.
- Corruption / abuse of power
- Forgery
- Harassment
- Intentional damage to the Company's assets.
- Fraud
- Money laundering
- Bribery
- Abuse of privileges granted by the Company for personal gain.
- Violation of the Company's policies and/or procedures.
- Retaliatory action.
- Threat to or degrading of the health and safety of the Company's employees or any other person.
- Conflict of interest.
- Infringement of competition legislation
- Infringement of laws and regulations on accounting, auditing matters
- Infringement each of safety and health regulations
- Infringement of public procurement legislation
- Infringement of environmental legislation
- Discriminatory treatment

This list is not exhaustive and is intended to illustrate the type of issues that fall within the scope of this Policy. The Whistleblowing Policy does not cover:

- Disagreements on issues related to management policies and decisions
- Personal issues and disagreements with colleagues or line managers
- Rumours

- **External Report:** The provision of information on violations orally, in writing or via an online platform to the National Transparency Authority (NTA).

- **Whistleblower:** The person Reporting or disclosing information regarding suspected violation or violations or incidents of fraud, breach of duties or illegal activities. This person may be either a Company employee (permanent or part-time employees, etc.) or a third party with whom the Company does business (e.g. supplier, customer, etc.).

- **Respondent:** The person named in the internal or external Report as the person who has committed the violation or is related to the person who has committed the violation within the scope hereof.

- Malicious Report: A Report that is unclear, undefined, incomplete, untimely or manifestly malicious, frivolous/excessive and repetitive without any validity and/or credibility.

- The **Whistleblowing Officer (WBO)** **(WOO)** The Whistleblowing Officer (WBO) has the overall responsibility to receive and manage the Reports submitted, within the scope of this Policy. The WBO is responsible for the timely receipt, processing and communication (as required) of the Reports and provides the Whistleblower with the acknowledgement of receipt of the Report by the Company, in accordance with the provisions of Law 4990/2022. You can contact the Company's WBO at yppa@shopandtrade.gr.

- The Reports Management Committee (RMC) consists of three members of our company, including the WO, who act with absolute confidentiality and integrity. The Committee members have signed confidentiality agreements, in particular in relation to the information they receive as members of the report management team. Their actions are recorded and the handling is confidential.

Where appropriate, persons who may contribute their expertise, such as external consultants / lawyers, may be involved in the investigation process, subject to a written confidentiality agreement. In addition, cases may also be referred or assigned to certain individuals within the company who may be involved if required for the purposes of the investigation.

In order to ensure impartiality and integrity, if the person named in the Report is a member of the Report/Complaint management team, this conflict is immediately flagged and the person named in the Report is removed from the recipient list (report management team) for the specific complaint and is not involved in the case investigation.

- The **Whistleblowing Investigation Officer (WIO)** **(IWR)** The WBO investigates the Reports directly or assigns the whole or part of the investigation to the Whistleblowing Investigation Officer (WIO). This WIO has overall responsibility for investigating a Report and acts as the coordinator of the investigation team as well as being responsible for ensuring the completion of the investigation process, within the deadlines set out by Law 4990/2022. Although it is the WBO who is responsible for informing the Reports Management Committee about the results of the investigation, there may be cases (e.g. conflict of interest) where the Whistleblowing Investigation Officer (WIO) informs the Reports Management Committee and gives feedback to the Whistleblower about the results of the investigation, in accordance with the provisions of Law 4990/2022. Finally, there may be cases where WBO and the WIO are the same person.

- Retaliation: Any direct or indirect act or omission, which occurs within the work context and causes or is likely to cause unjustified damage to the Whistleblower. Any form of retaliation is prohibited, constitutes a serious disciplinary offence and may lead to disciplinary sanctions. However, this prohibition does not protect persons who knowingly make false reports. Employees who knowingly submit a false reports are subject to disciplinary measures, including the early termination of their employment.

- Good-Faith Report: Reports filed in "good faith" are those that contain information that was true at the time of the report (regardless of whether such information is subsequently proved to be untrue), aimed at identifying an issue in order for the Company to take appropriate corrective actions, as required. Reports submitted with the purpose of deceit, disinformation or unfair allegation against any person or entity are considered as Reports not submitted in "good faith". Reports not submitted in "good faith" are considered an act of misconduct and the person who makes them will be subject to disciplinary measures in accordance with the relevant Human Resources Policies and Committees (e.g. Harassment, Code of Conduct, etc.).

4. SCOPE

The Whistleblowing Policy applies to:

A) The Board of Directors, as well as all employees, under definite-term, indefinite-term or any another employment contract, seasonal staff and trainees, who report in good faith illegal behaviour or behaviour contrary to the Code of Conduct. The same applies to information on breaches obtained during the recruitment process or at any other stage of negotiation prior to the conclusion of a contract.

B) Third parties that have a contractual relationship with the Company (hereinafter referred to as “external partners”) and have become ware of any illegal/unethical behaviour within the Company, in particular consultants, contractors, subcontractors, suppliers, retailers of shopping centres, all kinds of partners, shareholders, etc.

All the above will be informed about the Whistleblowing Policy, as set out in the relevant article

(see “INFORMATION AND TRAINING ON THE WHISTLEBLOWING POLICY”).

5. REPORTING CHANNELS

Any employee who suspects a violation may submit a Report through the Company’s available communication channels. Specifically:

1. By phone or via email to WBO at 210-3408417 and at yppa@shopandtrade.gr.

After sending the message through the communication channel, the Whistleblower will receive an identifier in the contact email that he/she will provide when submitting his/her Report or, if the Report has been made via email, to the Whistleblower’s Report email address. This credential should be saved securely and used in order for the Whistleblower to be able to monitor the progress of his/her Report and its management by the Reports Management Committee.

Only members of the RMC will have access to the Reports submitted. To access the channel, each member of the RMC uses both a personal and a secondary password. The secondary password is encrypted, in order to ensure that the messages may not be read by any third party other than the RMC members, unless access is deemed necessary and authorized by the RMC.

A Report may also be submitted to the National Transparency Authority (NTA). Reports may be submitted to the NTA in writing, orally or via its accessible online platform, specifically:

1. Online: by email to kataggelies@aead.gr or by completing the respective complaint form: <https://aead.gr/submit-complaint/>

2. By post: sending it to the postal address of the NTA: 195 Lenorman & Amphiaraou Ave., 104 42, Athens

3. In person (or by a duly authorised representative) by lodging the complaint at the premises of the NTA: 195 Lenorman & Amphiaraou Ave., 104 42, Athens.

6. REPORTING GUIDELINES

The Reporting guidelines and instructions are listed below:

A) The Report should contain as much information as possible about the allegation or incident so that it can be effectively investigated. In order for the information contained in the Report to be useful, it should include:

- date, time and location of the incident;
- the names of the persons involved in the incident, job titles and departments;
- the general nature of the incident;
- the way it was identified;
- potential witnesses to the incident;
- documented evidence (e.g. email, photos, etc.).

B) Reports of misconduct must be made in good faith and without delay, as soon as they become known.

C) The Report should be clear, defined and contain as much information and details as possible in order to facilitate its investigation.

D) The Report should include the names of the persons who may be involved in the misconduct, the date, time and place of the incident, the type of misconduct and a description as detailed as possible.

E) Special categories of personal data and other sensitive information not related to the incident should not be included in the Report.

F) The Whistleblower does not need to be absolutely certain of the validity of his/her Report. He/she should not take illegal actions that may put themselves, the company or a third party at risk in order to seek and collect more evidence to support their Report.

G) The Whistleblower should be willing to provide further information on a confidential or anonymous basis upon request. Especially in the case of an anonymous Report, the Whistleblower may choose to be contacted via other private communication channels or a specific contact point (of the Whistleblower's choice).

7. RESPONSIBILITIES OF THE REPORTS MANAGEMENT COMMITTEE

Reports submitted through the reporting channels are managed by RMC, which has the following responsibilities:

- Reviews the acceptability of Reports that come to its knowledge through all the Company's Reporting channels.
- Evaluates and prioritizes Reports.
- Cooperates with the Whistleblower as required.
- Takes all appropriate measures to protect the personal data of the persons involved in the Reports and ensure their deletion in accordance with the prescribed deadlines.
- Maintains a Central Registry of Reports.

8. WHISTLEBLOWER PROTECTION IN THE EVENT OF NON-ANONYMOUS REPORT

The Company protects any Whistleblower who reports in good faith any illegal or unethical conduct. In this context, it is prohibited to take retaliatory measures against anyone who has made a Report, even if such Report is later proven to be false or incorrect. Therefore, as long as the Whistleblower acts in good faith, it does not matter whether the report is untrue or not. Therefore, the Whistleblower is entitled to protection if, at the time of the Report, there are reasonable grounds to believe that the information about the reported violations was true. The Legal Department Director/ the Reports Management Committee and the Management ensure that there is no retaliation in the event that anyone makes a Report in good faith.

More specifically, the Company undertakes that employees who have submitted a Report will not be subjected to retaliation, harassment or marginalization, intimidation or unfair treatment as a result of their Report. Moreover, no unjustified changes in the employment relationship as a result of the Report (e.g. dismissal, suspension, demotion or deprivation of promotion, salary reduction, change of place of work, transfer, differentiation of duties, change of working hours, etc.) are allowed. In the event of a malicious Report, the above protection does not apply.

In the event that the Whistleblower is an external partner, the early termination or dissolution of a goods or services contract as a result of the Report is not allowed, except as above in the case of a malicious Report.

Any act of retaliation should be reported directly to the Reports Management Committee, which will investigate and address it. If the investigation reveals that there was indeed retaliation, the perpetrator will be subject to disciplinary measures. The person accused of retaliation has the burden of proving that his/her actions are unrelated to the employee's Report (reversal of the burden of proof).

In the event that an employee decides to make a Report in relation to an incident covered by this policy in which they have been involved in the past, the fact that they have finally made a Report will be taken into account in their favour in any further proceedings (e.g. disciplinary proceedings).

9. RIGHTS OF THE PERSONS INCLUDED IN THE REPORT

Notwithstanding the following, the identity of the person against whom a report has been made shall be protected and kept confidential throughout the investigation of the report in order to avoid any risk of stigmatisation and victimisation. The same applies in the event that an external Report has been submitted to the RMC. Unless this impedes the investigation, the respondent will be informed of the Report and given the opportunity to respond to it. However, it is possible that the person against whom an allegation has been made may be informed with some delay if the effective investigation of the allegation is endangered, in which case the sharing of information may be deferred until such time as the risk is no longer present. This will apply on a case-by-case basis, considering the wider interests at stake.

If the Report proves to be malicious, the Respondent may be informed about the identity of the Whistleblower upon request in order to exercise their legal rights. It is clarified that Reports which prove to be manifestly malicious will be further investigated at the discretion of the Company, in terms of both motives and parties involved in order to restore order by all lawful methods and means.

10. INCIDENT INVESTIGATION

Not all reports are the same, and suspicions or incidents reported may differ significantly from one another. This means that the investigation process may vary depending on the nature of the suspicion or incident for which a Report has been made. As a general rule, the investigation of an incident or suspicion is conducted:

- following a fair and objective process
- promptly and effectively, taking into account the circumstances and nature of the incident;
- determining the adequacy of the evidence proving or disproving the Reported incident or suspicion;
- regardless of the position of responsibility, job title or term of office of the person involved in the Report. The Company undertakes to provide feedback to the Whistleblower, where feasible, during the investigation and inform them about the expected timeframe for the completion of the investigation.

11. CORRECTIVE ACTIONS AND DISCIPLINARY SANCTIONS

Depending on the results of the investigation, the Reports Management Committee proposes corrective or even disciplinary/legal actions. The Company will provide the Whistleblower, where feasible, with information/feedback on the results of the Report investigation upon completion, in accordance with the relevant provisions of Law 4990/2022. However, the Company may not be able to disclose certain investigation results due to their sensitive nature.

12. INTERNAL REPORTING PROCEDURE – REPORT RECEIPT & FOLLOW-UP

The stages and process of receiving and managing an internal report are as follows:

Submission: The Internal Report is submitted either in writing or orally in accordance with the above.

In particular, any Report submitted orally is communicated to the WO, who records the details of the Report, which is then signed by the Whistleblower.

Receipt: The WBO receives reports regarding violations and must acknowledge their receipt to the Whistleblowers within seven (7) working days from the day of receipt.

Follow-up: The WBO monitors the Report and remains in contact with the Whistleblower and, if necessary, requests further information from him/her.

Transmission: The WBO takes all necessary actions to ensure that the competent bodies of the Company or the competent authorities, as the case may be, take charge of the Report.

□ Archiving: If a Report is incomprehensible or submitted abusively or does not contain facts that indicate a violation of Community law or there is no serious evidence of such a violation, the WBO may terminate the procedure by archiving the relevant Report. The relevant decision shall be notified to the Whistleblower who has the right to make a Report to the National Transparency Authority through the external reporting channel.

□ Information: The WBO shall inform the Whistleblower on the actions taken within a reasonable period of time, which shall not exceed three (3) months from the acknowledgement of receipt, or if no acknowledgement has been sent to the Whistleblower, three (3) months from the lapse of seven (7) working days from the submission of the report.

13. PERSONAL DATA

Personal Data will be processed in accordance with the European General Data Protection Regulation (“GDPR”) No. 679/2016, Law 4624/2019, as in force or as may be replaced by any other applicable Greek and European legislation on the protection of Personal Data (“Applicable Legislation”). The data of all parties involved are protected and processed solely in relation to the Report and only for the purpose of verifying the validity or otherwise of the Report and investigating the specific incident.

“Personal Data” means any information relating to an identified or identifiable natural person (“Data Subject”). An identifiable natural person is one who can be identified, directly or indirectly, in particular by reference to an identifier such as a name, an identification number, location data, an online identifier or to one or more factors specific to the physical, physiological, genetic, mental, economic, cultural or social identity of that natural person.

Sensitive personal data and other data not related to the Report are not taken into account and are deleted.

The Personal Data of the Data Subject (e.g. the Whistleblower) will be processed solely for the purposes of the Report, i.e. for the proper management and further investigation of the Report.

The legal basis of the processing is (a) compliance with a legal obligation arising from Law 4990/2022 on the obligation to establish reporting channels and take the necessary measures for the follow-up of reports monitoring and Law 4557/2018 on the prevention and suppression of money laundering and terrorist financing, as amended and in force; and (b) the legitimate interest of the Company in preventing and combating any adverse practices or irregularities in the performance of its business.

The Data Subjects shall have all the rights provided by the Applicable Legislation:

- i. the right to access Personal Data concerning them;
- ii. the right to request the rectification of incorrect, inaccurate or incomplete Personal Data concerning them;
- iii. the right to request the deletion of their Personal Data , in the cases provided by the Applicable Legislation (right of deletion);
- iv. the right to request the restriction of their Personal Data , in the cases provided by the Applicable Legislation;
- v. the right to object to the processing of their Personal Data , in the cases provided by the Applicable Legislation;
- vi. the right to lodge a complaint with the Hellenic Data Protection Authority (HDPa) at the following contact details:

Address: 1-3 Kifissias Ave., 115 23 Athens, Greece

Telephone: +30-210 6475600

Fax: +30-210 6475628

E-mail: complaints@dpa.gr

However, the exercise and/or the level of satisfaction of these rights may be subject to restrictions in the event of overriding safeguard measures required to ensure the preservation of evidence and smooth investigation of the incident, as well as to ensure the protection of the rights and freedoms of others involved in the Report. These restrictions apply on a case-by-case basis and subject to applicable law. The information described above in this section may not be provided for as long as required and if deemed necessary for the purpose of preventing and tackling attempts to obstruct the Report, impede, cancel or delay follow-up measures, in particular with regard to investigations, or attempts to identify the whistleblower, as well as for their protection against retaliation.

Even in cases where the Company does not satisfy the above rights or in cases of limitation of these rights, the Company shall take all necessary technical and organizational measures to protect the rights and freedoms of the data subjects.

In the event of a breach of the Personal Data, the Company shall not notify the data subject, if such notification may be detrimental to the intended purposes of the Policy and shall inform the HDPa accordingly, which may, after investigating the existence of the reasons invoked, request that the notification be made, if it considers that the conditions for the omission of the notification are not met.

The Personal Data and the information received by the RMC, in general, shall not be transmitted, communicated, or made known to other persons or teams of our company, unless such transmission is considered absolutely necessary for the purposes of further investigating the report and strictly on a need-to-know basis.

In addition, such information and Personal Data may be transmitted to the competent supervisory and investigative or other competent public authorities in case there is a legal obligation or if judicial or other legal proceedings are initiated in the context of the Report investigation e.g. in order to be used as evidence in administrative, civil and criminal investigations and proceedings. In the event that further support is required to investigate a case, other external providers – experts within the European Economic Area (“EEA”) may be involved in the process and receive Personal Data, on the basis of a data processing contract between them and the Company, in accordance with applicable law.

All Personal Data are stored within the EU. There is a general prohibition on the transfer of Personal Data outside the EU and EEA, unless special mechanisms are used to protect Personal Data.

Personal Data obtained through the Reporting channels may be shared within the Company's network if such communication is necessary for the investigation, depending on the nature or severity of the misconduct reported. This communication will be considered necessary for the requirements of the investigation if, for example, the complaint incriminates an employee or partner, a high-level member or an executive of the Company.

The Company takes appropriate technical and organizational measures, in accordance with the GDPR, with regard to complaints/Reports made by e-mail, such as restricting access only to the Personal Data included in the Report, while the Report and the investigation documentation on the Report are deleted within thirty (30) days from the completion of the investigation, except where Personal Data must be retained in accordance with applicable law.

In the event that any legal action is initiated (against the Respondent or the Whistleblower in case of malicious misrepresentation), the Personal Data will be retained until the completion of the legal/judicial/disciplinary procedure at all stages / instances provided for by the applicable regulatory framework.

Records are kept for every Report received, in accordance with the confidentiality requirements set out herein. The archived investigation documentation and messages about the Report will be anonymous.

14. COOPERATION WITH COMPETENT AUTHORITIES

To the extent that the Report relates to violence and harassment within the meaning of Articles 3 and 4 of Law 4808/2021, the Company ensures the cooperation and provision of all relevant information to the competent authorities, upon request.

15. POLICY AMENDMENTS

The Policy may be supplemented with additional notes or guidelines.

In addition, we may periodically amend the Policy to reflect amendments to applicable legislation, regulatory requirements and/or the reporting management process, given that the Company aims to continually improve this system. In such cases, you will be able to review the most up-to-date version of the Policy, as posted on our Website.

16. CONTACT

If you have any questions or concerns about section 12 of this Policy and the processing or protection of your Personal Data, in general, or if you need further information about your rights and how to exercise them, please contact our DPO at the following email address: dpo@shopandtrade.gr.

If you need any clarification regarding the process of Report management, the types of misconduct that may be reported under the reports management system or any other request, you can contact the following e-mail address: yppa@shopandtrade.gr.