



**Report of the Independent Non-Executive Members of the Board of Directors of the
Company “DIMAND SOCIETE ANONYME – DEVELOPMENT AND EXPLORATION OF REAL
ESTATE AND CONSTRUCTIONS, SERVICES AND HOLDING”
to the Annual General Meeting of the Company’s Shareholders.**

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1. Introduction

This report is submitted jointly by the Independent Non-Executive Members of the Board of Directors (the "BoD") of the "DIMAND" (the "Company") to the Annual General Meeting of the Company's Shareholders on June 11, 2026, in accordance with the provisions of par. 5, article 9 of Law 4706/2020.

This report covers the period from the point in time referred to in the last report to the date of convening the Ordinary General Assembly, i.e. 21.05.2026.

2. Participation in the Board of Directors and its committees

The BoD is the competent body that resolves on all matters concerning the representation, administration, management and, in general, the pursuit of the Company's purpose, within the limits of the law and excluding the matters on which the General Meeting of Shareholders is competent to decide.

According to the Company's Articles of Association, the Company is managed by the BoD, consisting of seven (7) to thirteen (13) members, elected by the Annual General Meeting, which also determines the duration of their term.

The members of the current BoD of the Company were elected pursuant to the resolution of the Annual General Meeting of the Company's shareholders dated 17.06.2025, with a three-year term, which has been set to expire on 17.06.2028, with the possibility of automatic extension until the first Annual General Meeting following the expiry of their term. Subsequently, the BoD of the Company was constituted in body: (a) pursuant to the resolution of the BoD dated 17.06.2025; and (b) pursuant to the resolution of the BoD dated 03.11.2025, whereby it was reconstituted as a body following the resignation dated 30.12.2025, effective as of 03.11.2025, of its independent non-executive member of the BoD, Mrs Polyxeni Kazoli¹.

As at the date of this report, the BoD, as constituted as a body on 03.11.2025, consists of nine (9) members, of whom six (6) are executive members and three (3) are independent non-executive members, including the Chairperson, who is an independent non-executive member.

The Company's BoD has the appropriate composition and necessary diversity and combination of executive and independent non-executive members, in accordance with the approved suitability policy, in terms of gender, adequacy of knowledge and skills, sectors of

¹ Commencement of term: 07.11.2023 and end of term: 03.11.2025

activity and experience, as presented in the detailed curricula vitae of the members which are available on the Company's website [BOD CVs](#).

The independent non-executive members of the Board of Directors meet the independence criteria in compliance with Article 9 of Law 4706/2020, as set out in the Company's Internal Regulation of Operations. The fulfillment of the conditions for the designation of a member of the BoD as an independent member is reviewed by the BoD at least on an annual basis per financial year and in any case before the publication of the annual financial report, which includes a relevant statement.

The BoD exercises its powers in full compliance with the provisions of the legislation, the Company's Articles of Association, its Regulation of Operations as well as the corporate governance practices of the Hellenic Corporate Governance Code (EKED) which it adopted at its meeting held on 22.03.2022.

The BoD meets either at the Company's headquarters, or off-site, or by teleconference in accordance with the Articles of Association, whenever the Law or the needs require it. During 2025, the BoD of the Company held eight (8) meetings, in which all the members of the BoD attended (in person or via teleconference), while, additionally, the BoD made seven (7) decisions without a meeting, but with countersignatures of the relevant minutes by all members. There was no instance in which the BoD was unable to take a decision due to lack of quorum. The independent members of the BoD participated in all the meetings of the BoD.

The three-member Audit Committee of the BoD consists of three (3) independent non-executive members of the BoD. The three-member Remuneration and Nominations Committee of the BoD consists of three (3) independent non-executive members of the BoD.

3. Duties of the non-executive members of the BoD

The independent non-executive members of the BoD do not have executive powers in the management of the Company in the context of the duties assigned to them, other than the general duties arising from their capacity as members of the BoD or its Committees, and have been entrusted with the role of systematically supervising and monitoring the decision-making by the Company's Management. In accordance with the provisions of Article 7 of Law 4706/2020, the non-executive members of the BoD have, in particular, the following duties:

- a) Monitoring and reviewing the Company's strategy and its implementation, as well as the achievement of its objectives.
- b) Ensuring the supervision of the executive members, including monitoring and reviewing their performance.

- c) Reviewing and expressing views on the proposals submitted by the executive members, based on existing information.

In the above context, the independent non-executive members submit to the Company's General Meeting, separately or jointly, reports and statements separate from those of the BoD, when they deem this necessary.

4. Meetings and findings

In fulfillment of the above duties, the independent non-executive members of the BoD met on 21.05.2026, without the presence of the executive members and unanimously concluded to the following findings:

- The independent non-executive members participated in all meetings of the Company's BoD acting with transparency, honesty, integrity and objective judgment and devoted sufficient time to the performance of their duties, in accordance with the provisions of the Company's Suitability Policy. They consulted with the Company's executive management on matters relating to the Company's strategy, its implementation and the financing of the Company's investment plan, having received the necessary briefing and information material. In addition, in their capacity as independent non-executive members of the BoD, they attended the meetings of the BoD or participated in the decision making by subscribing to minutes by circulation, which had as their subject the preparation of the financial statements.
- In the performance of their supervisory duties, they monitored and reviewed the performance of the executive members of the BoD, either through BoD meetings or through direct communication and exchange of views and clarifications with the executive members, whenever deemed necessary, and acknowledge that the executive members have performed their duties and responsibilities in accordance with the law, the Company's Articles of Association, EKED and the lawful resolutions of the General Meeting, with a view to promoting the corporate purpose and financial interest of the Company. It is noted here that the independent non-executive members participated in the process of evaluating the effectiveness of the BoD and its Committees, the CEO and the Deputy CEO, and the Chairperson of the BoD. They also found that the executive members cooperate harmoniously and possess the knowledge and experience required for the effective management of the Company and the achievement of its business objectives.
- The independent non-executive members fulfilled the duties and responsibilities assigned to them by the BoD, in their capacity as members of the Committees of the BoD, namely the Audit Committee and the Remuneration and Nominations Committee of DIMAND, as such responsibilities are specified in the Regulation of Operation of each Committee.
- The independent non-executive members confirm that, following a relevant assessment, no relationship or circumstance could affect, or be perceived as affecting, their independent judgement.

Finally, by means of this report, the independent non-executive members of the Company's BoD, having been fully informed in a timely manner, confirm their agreement with the content of the Annual Management Report of the BoD and the Corporate Governance Statement for the year 2025, which forms an integral part of the Annual Management Report of the BoD and was approved by the BoD on 02.04.2026. The Annual Management Report of the BoD has been included in the Annual Financial Report for the year ended on 31.12.2025 and is available on the Company's website (<http://www.dimand.gr/>).

Maroussi, 21.05.2026

The independent non-executive members of the Board of Directors

Constantine Gonticas

Emmanouel Pelidis

Nikolaos Haritos