

Annual activity report of the Audit Committee for the financial year 01.04.2023 - 31.12.2023 (Appendix of the Annual Financial Report for the fiscal year 2023)

To the Ordinary General Meeting of the Shareholders of the Company “ENTERSOFT SOCIETE ANONYME FOR SOFTWARE AND SERVICES DEVELOPMENT AND TRADE”

The Audit Committee of the Company submits this Report of the Committee's Activities to the General Meeting of Shareholders of the Company, pursuant to paragraph 1 (i) of Article 44 of Law 4449/2017 as amended and in force by Article 74 of Law 4706/2020, aiming to inform you about the work carried out in accordance with the duties and responsibilities of our Committee during the period 01.04.2023 - 31.12.2023.

1. Composition of Audit Committee

The establishment and operation of the Audit Committee is governed by the provisions of Law 4449/2017, the relevant letters of the Hellenic Capital Market Commission with numbers 1302/28.4.2017 and 1508/17-7-2020, the document with protocol number 427/21-02-2022 of the Hellenic Capital Market Commission on “Questions and Answers regarding the provisions of Article 44 of Law 4449/2017 for the Audit Committee (A.C.)” and the Supplementary Questions and Answers contained in the letter of the Hellenic Capital Market Commission No. 784/20-03-2023 as well as of regulation (EU) 537/2014 of the European Parliament and of the Council of 16 April 2014, and Law 4706/2020.

By decision of 03.06.2021 of the Annual Ordinary General Meeting of the Company's shareholders it was decided to appoint the Company's Audit Committee as an independent joint committee, consisting of three (3) members in total and, more specifically, of two (2) independent non-executive members the Board of Directors and of an independent third-party non-member of the Board of Directors, with a three-year term of office, i.e. until 03.06.2024. Subsequently, following the resignation of the independent non-executive member, Mrs.Aikaterini Pramataris, as of 31.03.2023, by the resolutions of the Board of Directors and the Annual General Meeting of 01.04.2023 and 26.05.2023 respectively, Mr.George Lysseos was elected as a new independent non-executive member of the Board of Directors and as a new member of the Audit Committee, and the existing Audit Committee was reconstituted by its decision of 01.04.2023. The current composition of the Committee is as follows:

Name	Role
Marika Lamprou of Evaggelos	Chairman, Independent Non-Executive Director
George Lysseos of Ilias	Member, Independent Non-Executive Director
Panagiota Kosta, daughter of Anastasios	Member, independent third party

The Audit Committee's current composition complies with Article 44 of Law 4449/2017, and Law 4706/2020, since:

- All members are independent in accordance with Article 4 (1) of Law 3016/2002 and Article 9 1 and 2 of Law 4706/2020, two independent non-executive Directors and one independent third party - non-executive Director.

- They are all sufficiently knowledgeable in the field in which the Company operates, namely technology-software, which is the field in which the Athens Stock Exchange has classified the Company.
- The criterion of sufficient knowledge and experience in auditing and accounting is demonstrably met in the independent third party - non-executive Director, Mrs. Panagiota Kosta.

The above were found both during the Annual Ordinary General Meeting of shareholders dated 03.06.2021 in conjunction with the 26.05.2023 Annual Ordinary General Meeting of the shareholders as well as by the Board of Directors in view of the application of Articles 1-24 of Law 4706/2020, by its decision dated 20.12.2022. For the year 2023, the Board of Directors, in its decision of 22.01.2024, reviewed the fulfilment of the requirements for the designation of the independent non-executive members of the Board of Directors in accordance with Article 9 par. (3) of Law 4706/2020 and found both for Mrs. Marika Lambrou, Chairman of the Audit Committee and independent non-executive member of the Board of Directors and for Mr. George Lysseos, member of the Audit Committee and independent non-executive member of the Board of Directors, that their independence criteria continue to be met.

It should be noted that the Audit Committee was elected for the first time by decision of the Extraordinary General Meeting of the Company's shareholders on 11.10.2019 and its current composition was formed by the decision of the Annual Ordinary General Meeting of the shareholders on 26.05.2023 in accordance with the Law 4706/2020 on corporate governance and in accordance with the directives of the Hellenic Capital Market Commission.

We note that the present Report of the Audit Committee with the above-mentioned composition concerns the period from 01.04.2023 to 31.12.2023, as Mrs. Aikaterini Pramataris has declared her resignation with effect from 31.03.2023 and therefore from 01.04. 2023 she is neither an independent non-executive member of the Board of Directors nor a member of the Audit Committee and has been replaced by Mr. George Lysseos, member of the Audit Committee and independent non-executive member of the Board of Directors.

The members of the Audit Committee's CVs are mentioned below, as constituted from 01/04/2023 to 31/12/2023:

Marika Lambrou- Chairwoman of the Audit Committee, Independent non-executive Director

Marika Lambrou is a Business Consultant and Author of the book "Secrets of success for family businesses in the new age". She is a board member of DEPA, Entersoft, Focus Bari, and TEKA. She has more than 30 years of successful executive experience in Greek and multinational companies (BSH, HP, Microsoft, SingularLogic, Intersys, KAYKAS), the last 15 years as General Manager and CEO. She holds a Diploma in Chemical Engineering and a Master's degree in Business Administration (MBA). She is a member of the WCD (Women Corporate Directors) Foundation, the NED Club (Non-Executive Board Members Association), a mentor of Endeavor and WoT (Women on Top), and a member of two Advisory Committees of the Athens University of Economics and Business. Until February 2021, she was Vice President of EASE (Society of Senior Business Executives) and a member of the Women's Committee of the Hellenic-American Chamber of Commerce. Committed to the principles of empathetic leadership

and healthy entrepreneurship, she has founded and runs the consulting company CEL (Compassionate Entrepreneurial Leadership).

George Lysseos- Member of the Audit Committee, Independent non-executive Director

George Lysseos studied Mechanical Engineering at the Aristotle University of Thessaloniki and continued his postgraduate studies in Management at the Imperial College Science, Technology & Medicine of London. He has extensive experience in strategic and financial planning, as well as in the design and implementation of business management transformation systems. He is the Executive Director of the Association of Plastic Industries of Greece, of which he served as Chairman from November 2015 to November 2018. He has more than 30 years of experience in the General Management of large multinational and Greek companies, including Pipelife Hellas S.A., Proto S.A. (Spentzos Group), Katselis & Sons ABEE, always assuming positions of increased responsibility. He has a number of Certifications (Certified Champion for 6s, Advanced Finance MCE, Leadership Principles MCE). He is also certified from Cambridge University in Business Sustainability Management. He is a member of the Hellenic Business Management Association (EEDE), as well as the Association of Senior Business Executives (EASE).

Panagiota Kosta- Member of Audit Committee, independent third party

Mrs. Panagiota Kosta is an economist from the University of Piraeus. She has five years of experience as an accountant in the private sector and, specifically, spent three years in an accounting firm specialising in societies anonymes and limited liability firms (LTD) and two years at Tournikiotis Group S.A. She then worked as a certified public accountant for the Body of Chartered Accountants and the auditing firm S.O.L. S.A. (Institute of Certified Public Accountants of Greece (SOEL) Reg. No. 13681) for the next twenty-seven years where she worked on audits of private (listed and non-listed) and public interest companies. She has been retired since 2015.

2. Purpose and Responsibilities of the Audit Committee

The Audit Committee's goal is to help the Board of Directors in monitoring the quality, adequacy and effectiveness of the Company's and Group's internal control and risk management systems. Moreover, the Committee assists the Board of Directors in supervising compliance with the legal and regulatory framework of operation and in its duties regarding the financial reporting and supervision process of the external audit.

The Audit Committee shall act with a view to protecting the interests of the shareholders and it has been established and operates in accordance with all applicable laws and regulations.

The Audit Committee's specific competencies and responsibilities are specified and defined in the Audit Committee's bylaws. The aforementioned regulation was revised by the decision of the Company's Board of Directors dated 16.07.2021, following a relevant recommendation by the Audit Committee, in order to comply with law 4706/2020. The Audit Committee's internal operating rules are available on the Company's website at the following address:
<https://www.entersoft.gr/entersoft/corporategovernance/%ce%ba%ce%b1%ce%bd%ce%bf%ce%bd%ce%b9%cf%83%ce%bc%cf%8c%cf%82-%ce%b5%cf%80%ce%b9%cf%84%cf%81%ce%bf%cf%80%ce%ae%cf%82-%ce%b5%ce%bb%ce%ad%ce%b3%cf%87%ce%bf%cf%85/>

3. Meetings of the Audit Committee

The Audit Committee meets at regular intervals, i.e. at least four (4) times a year, and on extraordinary occasions, whenever so required. The discussions and decisions of the audit committee shall be recorded in the meeting minutes, which shall be signed by the attending members, pursuant to Article 93 of Law 4548/2018.

All members of the Audit Committee shall participate in its meetings. However, at its sole discretion and whenever it deems appropriate, the Audit Committee may invite key management personnel involved in the Company's governance, including the Managing Director, the Chief Financial Officer and the Head of the Internal Audit Unit, members of the Company Management, executives of the Company or of a subsidiary of its Group, or other person (employee, partner, etc.) to attend specific meetings or specific items on the agenda and to provide relevant information where necessary.

On a quarterly basis, the Audit Committee meets with the head of the Internal Audit Unit.

The Audit Committee meets with the management/competent Directors during the preparation of the financial reports, and with the Certified Public Accountant-Auditor during the scheduling of the audit, during the implementation of the audit and during the preparation of the audit reports;

When necessary, the Committee may meet with the external auditors.

With the guidance of its Chairman, who is responsible for convening meetings and defining the issues to be included on the agenda, the Audit Committee has carried out its duties with complete operational independence.

During the period 01.04.2023 – 31.12.2023, the Audit Committee held 14 meetings, with the following members in attendance:

Member of the Audit Committee	Position on the Board and Capacity	Attendance at the sessions during the period 01.04.2023-31.12.2023	Rate of participation in meetings:
Marika Lamprou of Evaggelos	Chairman	14	100%
George Lysseos of Ilias	Member	14	100%
Panagiota Kosta, daughter of Anastasios	Member	14	100%

In particular, the details of the Audit Committee meetings during the period 01.04.2023-31.12.2023 are set out in the table below:

S/N of meeting	Meeting date	Agenda items	Participation /members
1	01.04.2023	Establishment of the new Audit Committee and appointment of the Chairman of the Audit Committee.	3
2	04.04.2023	Proposal for the selection of an Audit Company for the fiscal year 2023.	3

3	26.04.2023	Approval for a Certified Public Accountants audit of the remuneration of the Board of Directors, par. 4 article 112 of Law 4548.	3
4	26.04.2023	Audit Report Follow-up 2 2023.	3
5	26.04.2023	Periodic Report 1st quarter 2023.	3
6	26.05.2023	Establishment of the Audit Committee and appointment of the Chairman of the Audit Committee.	3
7	16.06.2023	Audit Report Q2 2023.	3
8	21.07.2023	Presentation by the Certified Public Accountants to the Audit Committee of the results of the audit of Entersoft's Financial Statements for the period 01.01.2023 - 30.06.2023.	3
9	26.07.2023	Recommendation, to the Board of Directors of Entersoft, of a specific correction to the comparables as of 31.12.2022.	3
10	28.07.2023	Review of the Financial Information, for the period 01.01.2023 - 30.06.2023, prior to its approval by the Board of Directors, and assessment of its completeness and consistency with the information brought to the attention of the Audit Committee and informing the Board of Directors.	3
11	31.07.2023	2 nd Quarter Periodic Report & Q2 Audit Report.	3
12	04.10.2023	3rd Quarter Periodic Report & Q3 Audit Report.	3
13	18.10.2023	Continuous updating of the Audit Committee on the following issues: 1.Development of the report on sustainable development, 2.Update on findings of the Internal Audit System, 3.Update of the CV of the Chair of the Audit Committee, 4.Register of Legislation from Regulatory Compliance, 5.CFO Retirement on 10/25/2023. Update Findings 'follow up' to Finance Division in view of the change	3
14	15.12.2023	Evaluation of the Internal Audit Unit by the Audit Committee.	3

Relevant minutes were kept for all of the meetings held during the period 01.04.2023-31.12.2023.

4. Audit Committee's activities during the period 01.04.2023-31.12.2023

The Audit Committee during the period 01.04.2023-31.12.2023, has taken the following actions:

- It decided the establishment of the Audit Committee and the appointment of the Chairman of the Audit Committee.
- It proposed to the Board of Directors for the audit of the financial statements for the financial year 2023 the audit Company SOL Crowe, taking into account that the election of the Auditors for the financial year 2023 concerns a renewal of appointment, in accordance with paragraphs 1 and 2 of article 17 of Regulation (EU) No 537/2014.
- Approved the periodic work progress report and Internal Audit Unit Report conducted regarding the first re-audit on Sales processes (contracts, invoices, customer orders, contracts to tax authorities).
- It allowed the audit Company KPMG to carry out work that is not subject to the prohibited non-audit services as described in Article 5 of Regulation (EU) No 537/2014. Specifically, it carried out an audit, in accordance with the International Standard on Assurance Engagements 3000, "Assurance Engagements other than Audits and Reviews of Historical Financial Information", of the completeness of the information included in the "Remuneration Report" in accordance with Article 112 of Law 4548/2018.
- Approved the Audit Report on the first re-audit on the Fixed Asset Circuit.
- Approved the Q1 2023 periodic work progress report.
- Approved the Audit Report on the Acquisition Procedures Acquisition Cycle.
- It was informed by the Certified Public Accountants on the results of the audit of the Financial Statements for the period 01.01.2023 - 30.06.2023.
- It was recommended to the Board of Directors of the Company to make a specific correction to the comparable items in the Financial Statements as at 31.12.2022.
- Evaluated the individual and consolidated financial statements of the Company for the period 01.01.2023 - 30.06.2023 of the Company for accuracy, completeness and consistency.
- Approved the Q2 2023 Periodic Work Progress Report and the Internal Audit Unit Report conducted regarding the procedures of the IT department.
- Approved the Q3 2023 Periodic Work Progress Report and the Internal Audit Unit Report conducted regarding the Marketing Department's processes.
- He was informed by the Board of Directors on the obligation to create a Sustainable Development Policy and on the development of the findings of the Internal Audit System.
- Evaluated the Internal Audit Unit after taking into account the self-assessment of the Head of the Internal Audit Unit.
- It was briefed by the Company's Financial Management on the Financial Statements for the financial year 2023.
- It was informed on the Financial Results for the financial year 2023 by the Company's Certified Public Accountants, i.e. S.O.L. Crowe.
- Evaluated the Company's 2023 individual and consolidated financial statements for accuracy , completeness and consistency.

5. Sustainable Development Policy

In accordance with Article 44 (1) subpar. i) of Law 4449/2017, the annual activity report includes the description of the Sustainable Development Policy that the company follows. According to the relevant legislation and in particular Article 14 (1) subpar. l), specifies that a sustainable development policy must be included in the Company Operating Regulation's Rules of Operation "when required." and in conjunction with Article 151 of Law 4548/2018; this leads to the conclusion that a sustainable development policy must be incorporated "where required" in the Company Operating Regulations' Rules of Operation" 4308/2014. The Company is included in these cases as at 31/12/2023.

The Company has a Sustainable Development Policy which is part of the Company's Operating Regulations. It reflects the commitments undertaken by the Company with regard to the pillars of sustainable development, in the context of which the Company is committed, among others, to:

- a. the perpetual growth and progress of the Company, the evolution of the business model and the creation of economic value for shareholders and stakeholders,
- b. responding to the expectations of stakeholders (stakeholders, employees, suppliers, suppliers, partners, shareholders, customers),
- c. respect for the principles and values of the Company,
- d. business ethics and regulatory compliance,
- e. monitoring compliance with policies, internal regulations, procedures, sustainable development guidelines at all levels at which the Company operates,
- f. the provision of services and products based on environmental and social impact,
- g. monitoring the Company's environmental footprint and ESG improvement targets based on internationally recognised standards of targets, measurement and evaluation,
- h. respecting staff and developing their skills,
- i. the production of innovative and reliable high-tech software systems,
- j. social responsibility.

Conclusions:

In view of the above, the Audit Committee believes that the Company's operations are supported by a comprehensive framework for responsible and sustainable business development that seeks to balance economic, environmental and social needs and create value for the Company and its stakeholders (customers and suppliers and employees etc.) and ethical business over time.

In the performance of its duties during the period 01.04.2023 – 31.12.2023, the Audit Committee had full and unhindered access to information and data necessary for the fulfilment of its tasks.

Athens , 05/03/2024

The Audit Committee

The President of the Committee

Marika Lambrou

The Members of the Committee

George Lysseos

Panagiota Kosta