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**REPORT OF THE INDEPENDENT NON-EXECUTIVE MEMBERS OF THE BOARD OF MOTOR OIL (HELLAS) CORINTH REFINERIES S.A. TO THE ANNUAL ORDINARY GENERAL ASSEMBLY OF THE SHAREHOLDERS DATED 07.06.2023 ACCORDING TO ARTICLE 9 PAR. 5 OF THE LAW 4706/2020**

The present report is submitted jointly by the independent non-executive members of the Board of MOTOR OIL (HELLAS) CORINTH REFINERIES S.A. (so forth the <<Company>>), in compliance with article 9 par. 5 of the Law 4706/2020 and the related guidelines of the Hellenic Capital Market Commission, and it is addressed to the Annual Ordinary General Assembly of the Company Shareholders dated 07.06.2023.

In the current 10-member Company Board participate three (3) independent non-executive members which have been appointed for a one-year term following the decision of the Annual Ordinary General Assembly dated 30.06.2022. From the said three independent non-executive members, one is the Chair of the 3-member Audit Committee of the Company (Mr Panayiotis I. Constantaras) while the other two members participate in the 3-member Remuneration & Nomination Committee with one being the Chair of the said Committee (Mrs Rania N-P Ekaterinari).

In the context of the obligations stipulated in article 7 of the Law 4706/2020 the independent non-executive members of the Board:

- a) Oversee and examine the strategy of the Company and its implementation as well as the fulfillment of its objectives
- b) Ensure effective supervision of the executive Directors, including monitoring of their performance, and
- c) Examine and express opinions on the proposals submitted by the executive Directors based on available information.

In the context of the above obligations stipulated by the Law 4706/2020, the three (3) independent non-executive members of the Board (Mrs Rania N-P Ekaterinari, Panayiotis I. Constantaras, Dimitrios-Antonios A. Anifantakis) mention the following:

Regarding the **implementation of the Company's strategy**, the independent non-executive members participated in presentations held by the executive management and have received all relevant information and analysis concerning the strategy of the Company (and the Group) and the medium-term business planning, which concerns three key pillars:

- i. **Expansion** of activities at Parent Company and Group level by the means of organic growth.
- ii. **Strengthening** the presence in the existing markets, as well as entering into new geographical markets in the retail fuel market, and
- iii. **Establishing** the Group's position in the Renewable Energy Sector (RES), aiming at the continuous improvement of the environmental footprint of the Company and the Group, as well as taking advantage of significant opportunities in a sector that is growing rapidly in the context of national and European energy policy and environmental objectives, and

iv. **Entrance** into the sectors of alternative fuels and circular economy

As far as the **organic growth** is concerned, the independent Board members note that the capital expenditure of the Parent Company for the fiscal year 2022 reached Euro 163.2 million, with the amount of Euro 80 million concerned the new naphtha treatment complex at the Refinery. According to the executive management of the Company, the new complex was put into operation in the fourth quarter of 2022 and will contribute to the increased production of high added-value gasoline as well as kerosene and hydrogen. Given that the market value of the products produced by the new Unit exceeds the market value of naphtha, the Company expects to benefit from this investment as a result of the price differential between naphtha and the products produced by the new Unit. The annual production capacity of the new Complex is expected to be approximately 900 thousand metric tons.

Regarding the **strengthening of the presence in the domestic market in the retail fuel sector** through the two subsidiaries of the Group (AVIN and CORAL), the independent non-executive members were informed that in 2022 another ten (10) fuel stations were added to the Group's network resulting in total to 1,450 fuel stations as of 31.12.2022.

Regarding the **entrance into new geographical markets in the retail fuel sector**, through subsidiary companies of CORAL Group, the MOTOR OIL Group has already developed a significant presence in Cyprus, Serbia, Croatia and Skopje with a network of 78 fuel stations in total. In addition, within the fiscal year 2022 CORAL contributed the amount of Euro 6 million covering the working capital requirements of its subsidiaries in Serbia and Skopje.

Within the fiscal 2022, the Group achieved its **establishment in the Renewable Energy Sources Sector**. More specifically, in May 2022 the parent company MOTOR OIL (HELLAS) S.A. acquired a 29.87% stake in the share capital of ELLAKTOR S.A. At the same time, MOTOR OIL (HELLAS) S.A. had reached an in-principle framework agreement with the other major shareholder Reggeborgh Invest B.V. (holder of the 30.5222% of the share capital of ELLAKTOR S.A.) for the acquisition of a 75% stake in the share capital of a company which has as an asset the RES portfolio of ELLAKTOR with a total capacity of 493 MW and a series of projects under construction with a total capacity of more than 1.6 GW. The said company was established in December 2022 under the legal name ANEMOS RES HOLDINGS S.A., major shareholder MOTOR OIL RENEWABLE ENERGY S.A. (subsidiary of MOTOR OIL (HELLAS) S.A.) by 75% and minority shareholder ELLAKTOR S.A. by 25%. Following the above participation, MOTOR OIL Group manages a portfolio of wind and photovoltaic parks in full operation with a total capacity of 772 MW compared to 280 MW at the end of 2021, while there is significant room for expansion and development given that currently parks with capacity of 84 MW are under construction and the aggregate licensed capacity of the portfolio managed by MORE exceeds the 2 GW mark.

Last but not least, regarding the Group's entry into the sectors of **alternative fuels** and **circular economy**, the independent non-executive Board members report that there is also a significant progress in the implementation of the Group's strategy since:

- the acquisition of the shares of ELIN VERD S.A. (renamed to VERD) by the parent company MOTOR OIL (HELLAS) S.A. was completed in December 2022. The main objective of VERD is

the supply, collection and processing of raw materials for the production of biofuels or other sources of energy from renewable sources or other chemical products, the establishment or/and operation of industrial installations for the production of biofuels or other sources of energy from renewable sources as well as the production, trading and storage of electricity. VERD is in possession of a biodiesel production plant located at the B' Industrial Area of Volos.

- the agreement for the acquisition of all shares of THALIS ENVIRONMENTAL SERVICES S.A. by MOTOR OIL Group was announced in November 2022. The said company engages in the environmental sector and more specifically in the field of circular economy. It offers a wide range of integrated sustainable solutions in relation to solid waste treatment, water and liquid waste treatment as well as energy, other sources savings and RES utilization in infrastructure.

Regarding the **effective supervision of the executive Directors**, the independent non-executive members of the Board met on 28.04.2023 without other Board members being present, in order to discuss, through their own experience in other Boards but also according to the best practices, issues related to the operation of the Board and its Committees. In the said meeting, the independent non-executive members agreed that the Company has procedures in place for monitoring and complying with the provisions of the institutional and legislative framework of corporate governance, so that on the one hand the Board members and the Committee members are informed of any significant changes (including the Directives of the Hellenic Capital Market Commission) and on the other hand to make the necessary amendments in the Policies of the Company and in general in the Internal Operating Rules, which is a key point of reference for a listed company. Apart from the Policies stipulated by the law, the Company has and implements a series of Policies (such as an anticorruption Policy, an antibribery Policy, a Conflict of Interest Policy, etc) a description of which in summary form is included in the Internal Operating Rules while specific Policies such as the Whistleblowing Policy are available on the corporate website. All Policies are approved by the Board of Directors of the Company.

The independent non-executive members of the Company Board agreed that the three (3) executive Directors understand the above-mentioned institutional framework and the rules of corporate governance and contribute effectively in the monitoring and implementation of the said rules.

Supporting evidence of the above is the conclusion of the Independent Evaluator of the Internal Control System (ICS) of the Company, in which it is stated that nothing has come to his attention that could be considered a material weakness of the ICS, pursuant to the Regulatory Framework. The evaluation report on the adequacy and effectiveness of the ICS is dated 30.03.2023, has a reference date of 31 December 2022, concerns the time period from the entry into force of the Law 4706/2020 (17.07.2021) until 31.12.2022, and the evaluation of the ICS was carried out in accordance with the provisions of article 14 of the Law 4706/2020.

The independent non-executive members of the Board also agreed that they always had constructive discussions with the executive Directors, both with reference to the items of the daily agenda of the regular Board meetings and any other issue for which additional information was necessary. It should be noted that the Board meets regularly and whenever deemed necessary,

depending on the significance of the issues and the need for decision making. In 2022, during the meetings of the Board, the undersigned had the opportunity to form their own opinion regarding the contribution and performance of the three (3) executive Directors of the Board and confirm that the executive members are distinguished by a high level of professionalism and loyalty to the Company, have in-depth knowledge and experience of the sectors the Company operates while understand the risks of the external environment and how to manage them.

In terms of **examining and expressing views on the proposals of the executive Directors**, the independent non-executive members of the Board maintain that they have acted objectively and independently in the decision making process in the Board meetings, promoting constructive dialogue, dedicating the necessary time for their preparation regarding the items of the daily agenda to be approved but also for their information on corporate affairs and developments in the sectors in which the Company and the Group operates and of course always guided by high standards of professional ethics and conduct. As a result, they do believe that their participation at Board and Committee level, reinforces good corporate governance and the effective monitoring of the decisions of the Board following the proposals of the executive management, in order to ensure objectivity and control in the interest of all key stakeholders and shareholders.

In addition, the independent non-executive BoD members with this report confirm the existence of very good communication and cooperation with the executive Directors and the senior executives of the Company regarding the information at Board level or Committee level (Audit Committee and Remuneration & Nomination Committee). They also agree that the level of information provided by the Management in relation to the strategy and the business planning of the Company and the Group is very satisfactory accompanied with detailed presentations prepared by the top and senior executives of the Company.

The present report will be available on the corporate website and will be included in the minutes of the Annual Ordinary General Assembly of the Company shareholders dated June 7<sup>th</sup>, 2023.

Athens, 2 May 2023

The independent non-executive Directors

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Rania Ekaterinari

Panayiotis Constantaras

Dimitrios-Antonios Anifantakis