



APPROVED by the Resolutions of the
Supervisory Board of DTEK GROUP B.V. dated
20.06.2025

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**CORPORATE GOVERNANCE
POLICY**

Amsterdam
2025

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1. Introduction and purpose

- 1.1 The success of DTEK GROUP B.V. is based on people, efficiency, and advanced technologies. Our values are professionalism, unity, responsibility, openness, customer focus and pursuit of excellence.
- 1.2 Corporate governance at DTEK GROUP B.V. aims to ensure long-term sustainability and success, protecting the interests of the Sole Shareholder, employees, and other stakeholders.
- 1.3 The Corporate Governance Policy describes the main principles of the corporate governance implemented in DTEK GROUP B.V. to pursue its values, enhance its corporate culture, and ensure its sustainable growth.

2. Terms, abbreviations and definitions

- 2.1. For the purposes of the Corporate Governance Policy, terms and abbreviations shall have the following meanings:

Terms/Abbreviations	Definitions
Articles of Association	the articles of association of DTEK GROUP B.V.
Audit Committee	audit committee of the Supervisory Board of DTEK GROUP B.V.
Company	DTEK GROUP B.V., a private company with limited liability incorporated under the laws of the Netherlands and registered with the Chamber of Commerce trade register under number 59950293
DTEK or DTEK Group	collectively DTEK GROUP B.V. and legal entities directly or indirectly owned or controlled by DTEK GROUP B.V.
Management Board	the management board of DTEK GROUP B.V.
Policy	the Corporate Governance Policy of DTEK GROUP B.V.
Sole Shareholder	SCM (SYSTEM CAPITAL MANAGEMENT) LIMITED, a private company with limited liability incorporated under the laws of Cyprus and registered with the company's register under number HE 137516
Supervisory Board	the supervisory board of DTEK GROUP B.V.
Top Manager	a member of the highest level of the management, which is defined as a top manager pursuant to a resolution of the General Meeting of DTEK GROUP B.V. or the Supervisory Board of DTEK GROUP B.V.

3. Principles of Corporate Governance

3.1. Transparency and Accountability

DTEK Group strives for a high degree of transparency in its actions and accountability to the Sole Shareholder and other stakeholders. DTEK Group undertakes to disclose accurate important information in a timely, transparent, equitable and reliable manner as required by the applicable law.



Any form of conflict of interest between DTEK Group and the members of its Management Board or the Supervisory Board should be prevented by means of adequate and efficient measures and policies.

3.2. Efficiency and Responsibility

The Supervisory Board and the Management Board act in the interests of the Sole Shareholder and ensure effective resource management and responsible decision-making.

3.3. Protection of Shareholder Rights

DTEK Group guarantees the protection of the Sole Shareholder's rights, providing access to information and participation in key decision-making processes.

4. Corporate Governance Structure

4.1. The Sole Shareholder

DTEK Group makes all the necessary arrangements in order to ensure that the Sole Shareholder is able to properly exercise their rights.

The Sole Shareholder has significant influence over key corporate decisions, including the appointment and dismissal of the members of the Supervisory Board, appointment of the Company's auditor, approval of annual accounts, dividends distribution, and major corporate actions such as mergers or amendments to the Articles of Association.

The Sole Shareholder plays a fully-fledged role in the system of checks and balances in the Company by means of participation in the decision-making on the Company's governance and operation.

4.2. Supervisory Board

The Supervisory Board is a supervisory body performing overall supervision, oversight and control over DTEK Group's activities, except for matters reserved for the exclusive authority of the Sole Shareholder. It shall be the duty of the Supervisory Board to supervise the Management Board and the general course of affairs in DTEK Group. It shall assist the Management Board with advice. In performing their duties, the Supervisory Board shall act in accordance with the corporate interests of DTEK Group.

- **Composition:** The Supervisory Board is composed of competent and qualified members with vast experience in various spheres of governance and business management, ensuring a diversity of opinions.
- **Role and Responsibilities:** The Supervisory Board sets strategic goals, approves business plans and budgets, monitors financial performance, and assesses risks.

4.3. The Audit Committee

The Supervisory Board by its decision established the Audit Committee for the purposes of monitoring, evaluating, advising and making recommendations on matters related to the control over the financial reporting process of DTEK Group, as well as on matters related to risk management and internal control system, compliance, and internal and external audit.

4.4. Management Board

The Management Board is responsible for the day-to-day operation activities of the Company, within the strategies defined by the Supervisory Board and the Sole Shareholder.

Role and Responsibilities: The Management Board implements DTEK Group strategic goals set by



the Supervisory Board, manages Company's operations, and ensures compliance with policies and procedures. In fulfilling their duties, the Management Board shall act in accordance with the corporate interest of DTEK Group.

4.5. Management Board Committees

The Committees are established by the respective decision of the Management Board for preliminary review and discussion of any matters that fall within the authority of the Management Board and provision of recommendations on such matters:

- **The Strategy and Finance Committee:** reviewing and providing guidance on the implementation of DTEK Group's strategy and long-term strategic directions as well as initiatives for enhancing the Sole Shareholder's value and raising overall investment attractiveness; reviewing and making recommendations on management reporting (including business planning and regular management reporting); reviewing and making recommendations on investment projects and assessing further effectiveness of such projects.
- **The Nominations and Remuneration Committee:** making recommendations on appointments, re-appointments and succession planning of the Top Managers; consideration of the results of social climate research; reviewing and making recommendations on policies covering the remuneration, appraisal and development of the Top Managers in order to attract, retain and motivate high-caliber individuals, and promote the long-term success of DTEK Group; appraising the performance of the Top Managers; informing the Management Board on the results of the annual performance assessment.
- **The Sustainability Committee:** reviewing and providing guidance to the development and implementation of DTEK Group's sustainability strategy in the field of environmental, health and safety, human rights, social, governance and compliance matters, general oversight of sustainability initiatives and actions of DTEK Group in line with its purpose, values and strategy, oversight of the communication of DTEK Group's sustainability activities with its stakeholders.

5. Policies and Procedures

5.1. Ethics and Compliance

DTEK Group adheres to high standards of business ethics and compliance with all applicable legal and regulatory requirements.

5.2. Communication and Stakeholder Engagement

DTEK Group ensures timely and open communication with the Sole Shareholder, investors, and other stakeholders.

5.3. Diversity and inclusion policy

The Company makes its best efforts to maintain a gender balance in the composition of the Supervisory Board and the Management Board, taking into account the Company's sphere of activity, business plan and business model, the organizational structure, distribution of responsibilities and powers between the governing bodies, etc. The Company's diversity and inclusion objective is to create an inclusive culture where all employees, the Management Board and the Supervisory Board members feel valued, respected and empowered to contribute their unique perspectives and ideas.



6. Training and Development

- 6.1.** The Company invests in the training and development of the Supervisory Board members, committee members, and management to maintain their competence and awareness of best practices in corporate governance.

7. Final Provisions

- 7.1.** This Policy is subject to regular review and updating as needed to ensure it continues to reflect the Company's commitment to best corporate governance practice and the relevant changes in legislation.
- 7.2.** Pursuant to a resolution to that effect and in each case subject to ongoing compliance with applicable law, the Supervisory Board may amend or supplement this Policy and allow temporary deviations from this Policy.
- 7.3.** The Policy shall be governed by and construed in accordance with the laws of the Netherlands.

