

## Part 1: Introduction

### 1. Overview

Bank of Cyprus Holdings plc (“**BOCH**” or the “**Company**”) and, together with its subsidiaries, the “**Group**”) is subject to (i) the EU Market Abuse Regulation (Regulation (EU) No. 596/2014) and related implementing measures in the EU (“**EU MAR**”) in respect of its listing of ordinary shares on the Regulated Market of the Athens Stock Exchange and the Main Market of the Cyprus Stock Exchange. The Policy also applies to any financial instruments admitted to trading, or in the process of being admitted, on EU-regulated markets, Multilateral Trading Facilities (MTFs), or Organised Trading Facilities (OTFs), where the Bank or any Group entity holds a role that could create market abuse risk. The key requirements of MAR are the following:

- a. Public Disclosure of Inside Information.
- b. Maintenance of Insider Lists.
- c. Prohibition of insider dealing and unlawful disclosure of inside information.
- d. Implementation of appropriate procedures for Market Soundings if undertaken.
- e. Reporting of Transactions by Persons Discharging Managerial Responsibilities in the Company’s Securities (Article 19).
- f. Prohibition of Market Manipulation.

It is the policy of the Group to comply with its obligations under EU MAR, and this Group Market Abuse Policy (this “**Policy**”) describes the Group’s processes, systems and controls put in place to ensure compliance with EU MAR and related regulatory guidelines.

This Policy sets out the Company’s obligations under EU MAR and is supplemented by the Group Market Abuse Procedures Framework (the “**Framework**”), which contains a comprehensive outline of the procedures implemented by the Group, relevant roles and responsibilities within the Company with respect to MAR compliance in the EU, and other important information regarding EU MAR. This Policy should be read in conjunction with the following documents, which also exist to ensure the Company’s compliance with its EU MAR obligations:

- a. the Framework (CD 404.1)
- b. the Procedure on Market Soundings (CD 404.2)
- c. the Securities Dealing Code (CD 404.3)
- d. the PDMR Securities Dealing Code (CD 404.4)
- e. the Company’s Memorandum on Inside Information for Restricted Persons (CD 404.5)
- f. the FAQ document produced by the Company for Restricted Persons (CD 404.6); and
- g. the Terms of Reference of the Disclosure Committee.

## 2. Definition of Terms:

Advisor	A professional or institution that provides expert guidance, analysis, and recommendations on financial, investment, or corporate matters. Advisors may assist in securities analysis, investment management, or strategic corporate transactions, and are expected to act in the best interests of their clients in accordance with applicable regulatory and fiduciary standards.
Issuer	A legal entity, such as a corporation, bank, government, municipality, trust, or other legal person, that creates, offers, or proposes to issue financial instruments (e.g., stocks, bonds, derivatives, asset-backed securities) to raise capital or liquidity.

## 3. Inside Information

One of the purposes of MAR is to ensure full and proper market transparency, which is the foundation of properly functioning financial markets. Compliance with the requirement to publish inside information as soon as possible requires issuers to correctly define and recognize inside information, and implement arrangements for timely publication, to facilitate investors making informed decisions. This also mitigates against the risk of breaches of the prohibition of insider dealing and unlawful disclosure by issuers, their employees and advisers.

### 3.1 Key Elements of Inside Information

- a. "Inside information" is information which:
- is of a precise nature,
  - has not been made public,
  - relates, directly or indirectly, to the Company (including information about the Group) or to one or more of the Company's financial instruments, and
  - would, if made public, be likely to have a significant effect on the Company's share price or the price of those financial instruments or on the price of related derivative financial instruments.

Further detail of the procedures to be followed when assessing whether any specific piece of information is inside information is available in the Framework. The primary types of information that have been identified as potentially leading to inside information are set out in sections 2-4 of Part 2 of the Framework.

### 3.2 Escalation to the Disclosure Committee

Inside information is likely to fall into one of the following categories: trading information, material projects or material events.

If there is any doubt as to whether an announcement should be made, the matter should be referred to the Disclosure Committee for consideration.

### 3.3 Release of Inside Information

The Investor Relations and ESG Department is responsible for ensuring that any announcement of Inside Information contains the information required for EU MAR compliance, arranging the release of the announcement via a Regulatory Information Service and ensuring that the announcement is available in a section of the Company website that contains inside information announcements for at least 5 years.

Each time the Disclosure Committee determines that the Company is in possession of Inside Information, it arranges for the Inside Information to be released to the market as soon as possible unless the criteria specified by MAR for delayed release of the information apply (see further below).

### 3.4 Ability to Delay Disclosure of Inside Information

The Company is permitted to delay disclosure of inside information to the market provided that all the following conditions are met:

- a. immediate disclosure is likely to prejudice the legitimate interests of the Company; and
- b. delay of disclosure is not likely to mislead the public; and
- c. the Company is able to ensure the confidentiality of that information; and
- d. the inside information that the Company intends to delay its disclosure is not in contrast with the latest public announcement or other type of communication by the Company on the same matter to which the inside information refers.

The European Securities and Markets Authority's ("ESMA") July 2022 Guidelines provide a non-exhaustive list of circumstances where immediate disclosure of inside information is likely to prejudice an issuer's legitimate interests, including where negotiations are ongoing and the outcome would likely be jeopardized by immediate public disclosure, where the issuer is planning to buy or sell a major holding in another entity and disclosure would likely jeopardize implementation of such plan, where a decision regarding own funds under the Capital Requirements Regulation – Regulation (EU) No 575/2013 (the "CRR") has been taken but not yet authorized, or where inside information constitutes part of a draft Supervisory Review Evaluation Process.

These Guidelines also state that a delay in disclosure is likely to mislead the public where: the inside information is materially different from the previous public announcements of the issuer on the matter; the inside information relates to the fact that previously announced financial objectives are not likely to be met; or the market has expectations based on signals given

previously to the market (e.g., at roadshows, through interviews, etc.) by the issuer, and the inside information contrasts with those expectations.

ESMA has also indicated that, except for a limited number of cases, ESMA's opinion is that Pillar 2 Capital Guidance is expected to be considered as inside information, and that Pillar 2 Capital Requirements may also be price sensitive.

Where the confidentiality of the inside information is no longer ensured, the Company must disclose that information to the public as soon as possible. This includes situations where a rumor explicitly relates to inside information and is sufficiently accurate to indicate that the confidentiality of the information is no longer ensured. The Company is obliged to prepare and maintain a leak announcement to be released as soon as possible if the confidentiality of any inside information can no longer be ensured.

Non-disclosure of inside information related to intermediate steps in a protracted process is not subject to the requirements for delay, provided that such steps are connected with bringing about or resulting in a particular circumstance or event. Only the final event or circumstance must be disclosed as soon as possible after it has occurred (MAR art 17 par 4).

The Company informs the Hellenic Capital Markets Authorities ("**HCMC**") and the Cyprus Securities and Exchange Commission ("**CySEC**") in the prescribed form of the delay as soon as the information is disclosed and gives a written explanation of how the conditions for delay were met.

If any of the conditions permitting a delay in the release of the Inside Information no longer apply, the Disclosure Committee arranges for the information to be released as soon as possible using the normal procedures for the release of Inside Information.

#### **4. Insider Lists**

Insider Lists are an important tool for regulators when investigating possible market abuse by facilitating authorities' prompt identification of those who have access to Inside Information. The provisions in Article 18 also mitigate the risk of insiders breaching the prohibitions contained in Article 14 of EU MAR (i.e., the prohibition of insider dealing and of unlawful disclosure of inside information).

##### **4.1 Creation and Management of Insider Lists**

The Company must maintain an electronic insider list of all persons who, to the best of its knowledge, have effectively accessed inside information. An insider list must be opened as soon as inside information exists, regardless of whether the information is disclosed immediately, or disclosure is delayed.

The Group currently maintains the insider list with a semi manual system using Microsoft office documents (e.g. excel).

The procedures and written controls to manage Insider Lists are set out in section 11 of Part 2 of the Framework.

#### **4.2 Acknowledgement of Regulatory Responsibilities regarding Inside Information**

The Company must notify each person on the insider list and take all reasonable steps to ensure that they acknowledge in writing the legal and regulatory duties entailed and are aware of the sanctions applicable to insider dealing and unlawful disclosure of inside information.

Employees who are added to the insider list also become subject to the dealing restrictions contained in the Securities Dealing Code for so long as they remain in possession of inside information.

The Company's standard forms of notification for this purpose are set out in Schedule 2 and Part 1 of Schedule 3 to the Framework.

#### **4.3 Confidential Information Lists**

From time to time, the Company may be engaged in the consideration of a project or other development which, while confidential, is not regarded as constituting inside information at a point in time (e.g., because the project is not yet sufficiently "precise" for the purpose of EU MAR).

In appropriate circumstances, the Company may, where it considers it appropriate to do so, establish a "confidential list", containing the same detail as would be required of an insider list in respect of persons who are aware of the relevant project. In such circumstances, the Company notifies each person on the confidential list using the forms of notification contained in Schedule 1 and Part 2 of Schedule 3 to the Framework.

A confidential list should be converted to an insider list immediately if the conditions necessary for the existence of inside information are met.

#### **4.4 External Advisers**

In respect of external parties who become insiders, the Company's insider list should include the required details in respect of the primary contact of the external party. The external party should draw up and maintain its own insider list, provide the Company with a right of access to the insider list (or otherwise agree to provide a copy of their insider list to the HCMC or CySEC on request) and ensure that each person on the insider list (or a person acting on their behalf)

acknowledges in writing his or her legal and regulatory duties in relation to inside information and is aware of the sanctions attaching to insider dealing and unlawful disclosure of inside information.

Draft letters to external advisers are contained in Schedule 3 of the Framework.

## 5. PDMRs, PCAs – Clearance Procedures

### 5.1 Group PDMR Securities Dealing Code

The Company has an obligation to ensure that Persons Discharging Managerial Responsibility within the Company (“PDMRs”) and persons closely associated with PDMRs (“PCAs”) do not place themselves in positions where investors might suspect them of abusing inside information. Accordingly, the Company has adopted a PDMR Securities Dealing Code (the “**Group PDMR Securities Dealing Code**”), the main purpose of which is to ensure that PDMRs and PCAs are aware of the legal restrictions on their dealings in the securities of the Company (“**Company Securities**”), and to establish the protocols to be complied with before such dealings can take place.

A similar Dealing Procedure applies to employees who regularly, or even occasionally, have access to inside information (the “**Securities Dealing Code**”). Under the terms of the Securities Dealing Code, all employees in possession of inside information regarding the Company are absolutely prohibited from dealing in Company Securities (while in possession of such information).

In addition, the Company is required to ensure that it notifies all PDMRs of their obligations under EU MAR. The Company’s standard form of notification for this purpose is set out in Schedule 4 of the Framework.

### 5.2 Approval must be sought in advance from the Company

If a PDMR/PCA intends to deal in Company Securities (or if anyone intends to do so on behalf of a PDMR or PCA) at any time, advance clearance must be obtained using the form set out at Appendix 2 of the PDMR Securities Dealing Code.

### 5.3 What transactions are in scope?

Subject to limited exceptions set out in more detail in the PDMR Securities Dealing Code, in-scope transactions include all transactions conducted by PDMRs/PCAs (or on their behalf) on their own account relating to Company Securities. The definition of transactions which fall within scope is set out in further detail in the PDMR Securities Dealing Code.

#### 5.4 Notifications by PDMRs and PCAs

PDMRs and their PCAs must notify the Company, the Central Bank of Ireland (“CBI”), CySEC and the HCMC of every transaction conducted on their own account (whether it was conducted by the PDMR/PCA or on its behalf by a third party (such as an investment manager), and regardless of whether or not the PDMR/PCA had control over the transaction (so transactions where the investment manager has discretion are also covered) relating to Company Securities, subject to certain limited exceptions which are set out in more detail in the PDMR Securities Dealing Code.

Unless notified by the PDMR/PCA to the contrary, the Company will assume that it has authority to make notifications to the CBI, CySEC and the HCMC on behalf of the PDMR/PCA. As such, PDMRs and PCAs will be asked to notify the Company of notifiable transactions within 1 business day after the date of the notifiable transaction, to enable the Company to notify the competent authorities on behalf of the relevant PDMR/PCA within 3 business days of the notifiable transaction occurring, as required under EU MAR.

The Company must publicly announce details of the relevant transaction within 2 business days of being notified by the PDMR/PCA, as required under EU MAR.

Each PDMR must notify their PCAs of their obligations under Article 19 of EU MAR and keep a copy of that notification. The Company’s standard form of notification for this purpose is set out in Schedule 5 of the Framework.

#### 5.5 Dealings during closed periods

Under EU MAR and the PDMR Securities Dealing Code, except in certain exceptional circumstances set out in the PDMR Securities Dealing Code, PDMRs and their PCAs are not permitted to deal in Company Securities during a ‘closed period’. The Company’s closed periods are:

- a. the period from the end of the relevant financial year (i.e., 31 December in each year) up to the release of the preliminary announcement of the Company’s annual results or, if longer, the period of 30 calendar days before such release (or publication); and
- b. the period from the end of the first quarter (i.e., 31 March in each year) up to the release of the preliminary announcement of the Company’s Q1 results or, if longer, the period of 30 calendar days before such release (or publication); and
- c. the period from the end of the relevant half-yearly financial period (i.e., 30 June in each year) up to the release of the Company’s half-yearly financial report or, if longer, the period of 30 calendar days before such release.
- d. the period from the end of the third quarter (i.e., 30 September in each year) up to the release of the preliminary announcement of the Company’s Q3 results or, if longer, the period of 30 calendar days before such release (or publication); and

## 6. Market Soundings

A market sounding, which is a form of selective disclosure, is an interaction between an issuer or a seller of financial instruments (or in certain circumstances, someone acting on their behalf) and one or more potential investors, prior to the announcement of a transaction, in order to gauge the interest of potential investors in the possible transaction, including for example as to its size, pricing or structuring.

For further information on market soundings, please refer to the Procedure on Market Soundings.

## 7. Non-Compliance – Key Offences under EU MAR

One of the aims of this Policy is to prevent the commission of any of the following offences under MAR:

Key offences under EU MAR	
Insider dealing	Engaging or attempting to engage in insider dealing.
	Recommending that another person engages in insider dealing.
	Inducing another person to engage in insider dealing.
Inside information	Unlawfully disclosing inside information.
	Failing to disclose inside information without delay.
	Failing to maintain the confidentiality of inside information.
Market manipulation	Engaging or attempting to engage in market manipulation.
	Inducing another person to engage in market manipulation.

In Cyprus, the administrative measures and sanctions for infringements of certain provisions of EU MAR, including, inter alia, insider dealing, market manipulation, prevention and detection of market abuse, as well as for false statements and withholding of information (administrative and criminal sanctions) are contained in the provisions of the Market Abuse Law of the Republic of Cyprus (L.102(I)/2016) while the criminal sanctions for unlawful disclosure of inside information, actions of persons withholding inside information and market manipulation are contained and the law regulating the criminal sanctions for market abuse of the Republic of Cyprus (L.136(I)/2016).

In Greece, the criminal and administrative sanctions for infringements of certain provisions of EU MAR, including, inter alia, insider dealing, market manipulation and unlawful disclosure of inside information are contained in the provisions of Greek Law 4443/2016.

The HCMC, CySEC and the CBI have various enforcement powers available in relation to breaches of MAR.

Non-compliance with the provisions of this Policy and the Framework (and/or applicable provisions of EU MAR) could result in criminal and/or civil sanctions against the Company and/or persons involved in such non-compliance.

## **8. Breach Identification, Assessment and Reporting**

### **8.1 Breach Identification:**

The bank maintains effective arrangements and procedures aimed at preventing and detecting insider dealing, market manipulation and attempted insider dealing and market manipulation, in accordance with the market abuse laws and regulations.

Employees are required to remain vigilant and report immediately any identified or suspected misconduct, in good faith, where a violation of this policy has occurred or may be occurring. Such breaches relate to behaviors or transactions that constitute market abuse under this policy. Reports shall be made without delay to Compliance Division or to Internal Audit, in accordance with the Whistleblowing Policy.

### **8.2 Internal assessment and escalation:**

The Compliance function is responsible for reviewing all reported violations and assessing whether a breach has occurred. In cases where a breach is evident, the Compliance function shall escalate the matter to senior management in accordance with established governance and reporting procedures.

### **8.3 Reporting to Competent Authorities:**

The Compliance function is responsible for reporting orders and transactions, including any cancellation or modification thereof, that could constitute insider dealing, market manipulation or attempted insider dealing or market manipulation to the competent authorities without delay.

## **9. Debt Instruments**

The Company and its subsidiary, Bank of Cyprus Public Company Limited (“**BOC**”), each have debt securities listed on the Luxembourg Stock Exchange. As a result, both the Company and BOC have independent market abuse related obligations under EU MAR as implemented in Luxembourg. This Policy and the Framework also applies to BOC and references in this Policy

to “the Company” and “Company Securities” etc. should be deemed to be a reference to BOC where the context requires it. This Policy shall be deemed to apply to any other entity within the Group which becomes subject to EU MAR in the future.

If there are any queries in respect of the Company or BOC’s obligations under EU MAR and/or this Policy with respect to its listed debt securities, they should be directed to the Compliance Division. Specific Luxembourg legal advice should be taken with respect to any securities listed in Luxembourg.

## 10. Training

The Group’s policy is to ensure that members of the board of directors of the Company and all other relevant employees receive training regarding their obligations under EU MAR both at the time of their initial onboarding and on an ongoing basis thereafter.

## 11. Roles and Responsibilities

Board of Directors	Bears the ultimate responsibility for the effective implementation of this Policy and setting the right tone from the top. The Board has delegated authority to the Disclosure Committee to oversee compliance with the Company’s EU MAR obligations and regularly receives reports from the Disclosure Committee. The Board also carefully and continuously monitors whether changes in circumstances of the Group are such that an announcement obligation has arisen under EU MAR.
The Board Audit Committee	Responsible to recommend this Policy for approval to the Board as well as to make sure that sufficient, dependable, and secure internal procedures are in place to ensure that the Group is dedicated to complying with the Regulatory Framework. The Audit Committee bears the ultimate responsibility for the effective implementation of the Policy and setting the right tone from the top.
Disclosure Committee	<p>The Board has delegated responsibility to the Disclosure Committee for overseeing the disclosure of information by the Company to meet its obligations under EU MAR and the design, implementation and periodic evaluation of disclosure controls and procedures intended to secure compliance with those obligations.</p> <p>The Disclosure Committee should be lean and flexible as it comprises top executives with limited availability who may need to immediately act. Unless otherwise provided in the Terms of Reference of the Disclosure Committee (which may be amended from time to time), the composition of the Disclosure Committee is, either or both, of the Chief Executive Officer or Executive Director Finance, the Chief Legal Officer &amp; Company Secretary and the Manager Strategy, Investor Relations &amp; ESG. The Terms of Reference of the Disclosure Committee must be regularly and at least annually reviewed to ensure that the Disclosure Committee operates</p>

	<p>effectively and efficiently, especially when rigorous decisions need to be taken.</p> <p>Under its Terms of Reference, the duties of the Disclosure Committee include (but are not limited to):</p> <ul style="list-style-type: none"> <li>• to consider and decide whether information provided to the Disclosure Committee is inside information and, if so, the date and time at which that inside information first existed within the Company.</li> <li>• to consider and decide whether inside information gives rise to an obligation to make an immediate announcement and, if so, the nature and timing of that announcement or whether the conditions for delaying disclosure of inside information are satisfied.</li> <li>• when disclosure of inside information is delayed, to: <ul style="list-style-type: none"> <li>i. maintain all required Company records.</li> <li>ii. monitor the conditions permitting delay.</li> <li>iii. prepare any required notification to the Hellenic Capital Markets Commission, Luxembourg Stock Exchange or CySEC regarding the delay in disclosure; and</li> <li>iv. prepare any required explanation to the Hellenic Capital Markets Commission or CySEC of how the conditions for delay were met.</li> </ul> </li> <li>• to take external advice on the need for an announcement and the form and content of any announcement where it considers this is appropriate.</li> <li>• to consider the requirement for an announcement in the case of rumors about the Company or in the case of a leak of inside information and in particular whether a holding statement should be made.</li> <li>• to review any announcement the Company proposes to make, other than an announcement of a routine nature or that has been considered by the Board.</li> <li>• to review and advise generally on the scope and content of disclosure by the Company.</li> <li>• to review the steps taken to ensure that any announcement is not incorrect or incomplete.</li> <li>• to alert the Manager Company Secretary Office to the existence of any inside information that may require an amendment to the Company's insider list.</li> <li>• to ensure that effective arrangements are in place to deny access to inside information to persons other than those who require it for the exercise of their functions in the Company or its group.</li> <li>• to ensure that procedures are in place for employees with access to inside information to acknowledge the legal and regulatory duties that</li> </ul>
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	<p>apply to them and to be aware of the sanctions attaching to the misuse or improper circulation of such information.</p> <ul style="list-style-type: none"> <li>• to approve and keep under review the design, implementation and evaluation of the Company’s disclosure controls and procedures.</li> <li>• to monitor compliance with the Company’s disclosure controls and procedures.</li> <li>• to review other public disclosures by the Company, including those that are part of the regular reporting cycle.</li> <li>• to approve and keep under review the Company’s procedures for the issue of announcements.</li> <li>• to ensure that procedures are in place for notification of transactions by PDMRs and PCAs with them.</li> <li>• to review the Company’s relationship with, and procedures for dealing with, investors and analysts.</li> <li>• to approve the Company’s policy for communications with the market.</li> <li>• to refer to the Board, if practicable, any decision to make an unplanned announcement about trading or about an event or development, or, if a meeting of the Board cannot be convened sufficiently quickly, to take such a decision; and</li> <li>• to monitor the markets’ views about the Company (including those based on signals set by the Company) and its share price, including rumors.</li> </ul> <p>Only members of the Disclosure Committee may authorize the disclosure of inside information unless they have delegated this authority. No other officer or employee of the Group is permitted, without having obtained prior approval or delegation from the Disclosure Committee, to disclose inside information on behalf of the Company to other employees, the public or any third party (such as shareholders, analysts, the media) or otherwise.</p> <p>The Disclosure Committee has delegated some of its responsibilities to the Manager Strategy Investor Relations &amp; ESG who should act as Secretary of the Disclosure Committee.</p> <p>The Board may, at its discretion, exercise any authority delegated to the Disclosure Committee in relation to compliance with MAR.</p>
<p>Manager Company Secretary Office</p>	<p>The Manager Company Secretary Office has primary responsibility for day-to-day compliance with EU MAR. In particular, the Manager Company Secretary Office has primary responsibility for:</p> <ul style="list-style-type: none"> <li>• preparing and maintaining insider lists, including liaising with internal and external parties to (i) advise them of their obligations under EU MAR and (ii) request acknowledgements of those responsibilities.</li> <li>• monitoring and administering the Company’s securities dealing code in order to ensure securities dealings by PDMRs and other insiders take place in accordance with the requirements of EU MAR.</li> </ul>

	<ul style="list-style-type: none"> <li>• ensuring that Board members and other relevant employees receive appropriate training on their obligations under MAR as part of their induction process and on an ongoing basis thereafter.</li> <li>• reviewing and maintaining the Group’s EU MAR policies and related documentation (including the Company’s PDMR and Securities Dealing Codes, Memorandum on Inside Information for Restricted Persons and FAQ Document for Restricted Persons), including updating all documentation in conjunction with the Company’s external legal counsel (as required);</li> <li>• liaising as required with CySEC, the Hellenic Capital Markets Commission, Luxembourg Stock Exchange, and the CBI, including notifying CySEC and the Hellenic Capital Markets Commission of any delayed disclosures of inside information.</li> <li>• responding to queries relating to compliance with EU MAR which arise across the Group; and maintaining appropriate records required under EU MAR.</li> </ul>
Regulatory Compliance Department within the Compliance Division	<p>The Regulatory Compliance Department supports the Manager Strategy, Investor Relations and ESG and the Manager Company Secretary Office, as required, in the performance of their day-to-day responsibilities in respect of EU MAR. In particular, the Regulatory Compliance Department monitors Group activities within its remit (i.e., legal, regulatory and transactional matters) in order to detect information which may potentially constitute inside information, and which should be referred to the Manager Company Secretary Office and/or the Investor Relations and ESG and/or the Disclosure Committee for assessment. It also monitors key regulatory developments on new or amended EU MAR regulations and assesses the impact on the Group and monitors/reports on the implementation of actions to ensure compliance with the regulations. The Regulatory Compliance Department reviews the Group Market Abuse Policy, the Market Abuse Procedures Framework and related documentation on an annual basis to approve and keep under review the design, implementation and evaluation of the Company’s disclosure controls and procedures for compliance with EU MAR and performs on-site / thematic reviews to ensure compliance with EU MAR. The Chief Compliance Officer may act as observer to the Disclosure Committee meetings.</p>
Finance and Treasury	<p>The Company’s Group finance function supports the Manager Company Secretary Office and the Manager Strategy, Investor Relations and ESG, as required, in the performance of their responsibilities in respect of EU MAR. In particular, the Group finance function:</p> <ul style="list-style-type: none"> <li>• assists the Manager Company Secretary Office and or the Manager Strategy, Investor Relations and ESG in monitoring the Group’s activities in order to detect information which may potentially constitute inside information, with a particular focus on the ongoing</li> </ul>

	<p>monitoring of matters relating to the financial performance of the Group as well as treasury matters which may constitute inside information; and</p> <ul style="list-style-type: none"> <li>• reviews proposed financial disclosures concerning the Group in the context of EU MAR, in conjunction with the Disclosure Committee. The Group finance function reports to the Executive Director Finance, who is a member of the Disclosure Committee.</li> </ul>
Human Resources	<p>The Company's human resources function supports the Manager Company Secretary Office and the Manager Strategy, Investor Relations and ESG, as required, in the performance of their responsibilities in respect of EU MAR. In particular, the human resource's function supports the Manager Company Secretary Office in coordinating the provision of training on the obligations of relevant employees as part of the on-boarding process and on an ongoing basis thereafter. The human resource's function is also responsible for ensuring that employee-specific documentation and policies relating to compliance with EU MAR (e.g., the Company's Securities Dealing Code and related documentation) are made available to relevant employees on the Company's internal network.</p>
Information Technology	<p>The Company's IT function is responsible for the provision of IT systems to the extent required to ensure the security of inside and other confidential information.</p>
Internal Audit	<ul style="list-style-type: none"> <li>• Responsible for providing independent and objective assurance to the BoD, through the AC, and to management, by assessing the effectiveness of governance, risk management, and control processes related to this policy.</li> <li>• Moreover, IA Investigates, if deemed necessary, fraud/misconduct incidents related to Bribery &amp; Corruption</li> <li>• Responsible to inform the AC of its findings and relevant recommendations.</li> </ul>
Investor Relations	<p>The Company's Investor Relations &amp; ESG Department supports the Manager Strategy, Investor Relations &amp; ESG, as required, in the performance of their responsibilities in respect of EU MAR. In particular, the Investor Relations &amp; ESG Department is responsible for:</p> <ul style="list-style-type: none"> <li>• monitoring interactions between the Company and its shareholders, including with respect to whether any unlawful disclosure of inside information has occurred or may occur.</li> <li>• notifying the Manager Strategy, Investor Relations &amp; ESG of any suspected unlawful disclosure of inside information; and</li> <li>• monitoring activity across the Group in order to detect information which may potentially constitute inside information and, through its representation on the Disclosure Committee, assisting in making assessments as to whether identified information constitutes inside information.</li> </ul>

	<ul style="list-style-type: none"> <li>• In conjunction with the Company’s Communications function and external PR and financial advisors, the Investor Relations &amp; ESG Department is also responsible for monitoring the market in order to assess whether there are any rumors or speculation regarding the Group which may indicate that there has been a failure to maintain confidentiality regarding any inside information. Any such rumors and/or market speculation are reported to the Manager Strategy, Investor Relations &amp; ESG, the Company’s external advisors and/or the Disclosure Committee for further consideration.</li> <li>• In close cooperation with the Executive Director Finance, the Investor Relations &amp; ESG Department also ensures the investing public has a clear view of the financial position of the Group, its strategy and future prospects and to maintain the expectations of investors as close as possible to the reality of the Group.</li> <li>• The Investor Relations &amp; ESG Department also monitors media reports concerning the Company and handles any media queries received, raising any relevant matters with the investor relations function and [Manager Strategy, Investor Relations &amp; ESG], as required.</li> <li>• The Investor Relations &amp; ESG Department is also responsible for the publication of announcements containing inside information and for maintaining those announcements on the Company’s website for a period of at least five years, as required under EU MAR.</li> <li>• The Group investor relations function reports to the Manager Strategy, Investor Relations &amp; ESG, who is a member of the Disclosure Committee.</li> <li>• The Investor Relations &amp; ESG Department carries out its role in accordance with the Investor Relations MAR Procedures which are designed to ensure that the Investor Relations &amp; ESG Department carries out its activities in a manner that is compliant with the Group’s activities under EU MAR.</li> <li>• In addition, the Manager Strategy, Investor Relations &amp; ESG acts as Secretary of the Disclosure Committee and convenes the Disclosure Committee for the assessment of information that may potentially constitute inside information and, through its representation on the Disclosure Committee, assists in making determinations as to whether identified information constitutes inside information.</li> <li>• In clear-cut cases, or in the event that the Disclosure Committee and/or the Board are unable to reach a timely decision as to whether a disclosure obligation has arisen (for example, if there is not time to convene a Board meeting), the Executive Director Finance and the Manager Strategy, Investor Relations &amp; ESG may determine whether or not a particular event or information constitutes inside information concerning the Company without referring the matter to the Disclosure Committee.</li> </ul>
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	<ul style="list-style-type: none"> <li>• The Investor Relations &amp; ESG Department is supported in its role by the Chief Legal Officer &amp; Company Secretary and members of the Company's Compliance Function as well as other functions and has access to external legal advice as and when required. In such circumstances:</li> <li>• The Manager Strategy, Investor Relations &amp; ESG shall record, in writing, its determination as to whether a particular event or information constitutes inside information (which record may take the form of an internal communication regarding the outcome of the relevant review) including the reasons for such determination; and</li> <li>• the Manager Strategy, Investor Relations &amp; ESG shall provide a summary update of each such determination at the next following meeting of the Disclosure Committee or the Board (as applicable).</li> </ul>
Members of Staff	<ul style="list-style-type: none"> <li>• It is the responsibility of all officers and employees of the Company and its subsidiaries who have access to inside information that has not been generally disclosed, whether they are insiders or not, to ensure that they are at all times fully aware of and in full compliance with, the law governing corporate disclosure and the requirements of this Framework and the Policy.</li> <li>• To ensure the confidentiality of the material circumstances or inside information until they are disclosed to the public, the Group employees who have access to insider information are informed on their responsibilities arising from the legislation.</li> <li>• Officers and employees of the Company and its subsidiaries must keep their Manager or Divisional Director fully and promptly informed about any material transaction, development or information that could reasonably be considered as inside information. Managers and /or Divisional Directors should in turn inform the Manager Company Secretary Office in such a case.</li> <li>• Ad hoc incidents involving compliance violations, irrespective of materiality to the Group should be immediately reported to the [Regulatory Compliance Department, Group Compliance Division] and local compliance function</li> </ul>

## 12. Supporting Documentation

All relevant written communication acknowledgements, declarations, and any other material confirming compliance with the Market Abuse Policy are properly maintained and archived.

## 13. Queries

Any queries in relation to this Framework should be directed to the Compliance Division