

## Internal Audit Charter

### 1. Purpose and Scope

The purpose of this document is to describe the main activities, responsibilities and accountabilities of the Internal Audit Function in providing independent assurance and consulting services, designed to add value and improve operations across OPAP Group entities.

The mission of Internal Audit is to enhance and protect organizational value by providing risk-based and objective assurance, advice, and insight. The Internal Audit Function helps OPAP Group accomplish its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of governance, risk management, and control processes.

### 2. Definitions & Abbreviations

OPAP Group	OPAP, Hellenic Lotteries, Neurosoft, TORA Wallet, OPAP Cyprus LTD and Horse Races.
CEO	Chief Executive Officer
IA, IAD	Internal Audit/ Auditors, Internal Audit Director
AC	Audit Committee
BOD	Board of Directors
IIA	Institute of Internal Auditors
IPPF	International Professional Practices Framework
Standards	International Standards for the Professional Practice of Internal Auditing

### 3. Standards for the Professional Practice of Internal Auditing

The Internal Audit Function will govern itself by the mandatory elements of The Institute of Internal Auditors' International Professional Practices Framework, including the Core Principles for the Professional Practice of Internal Auditing, the Code of Ethics, the International Standards for the Professional Practice of Internal Auditing, and the Definition of Internal Auditing

### 4. Authority

The Internal Audit Director (IAD) will report functionally to the Audit Committee and administratively (i.e., day-to-day operations) to the CEO. To establish, maintain, and assure that Internal Audit Function has sufficient authority to fulfill its duties, the Audit Committee will:

- Propose the Internal Audit Function's charter to BoD for approval.
- Approve the risk-based Internal Audit plan.

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- Receive communications from the IAD on the Internal Audit Function's performance relative to its plan and other matters.
- Propose the appointment and removal of the IAD to the BoD for decision.
- Recommend the remuneration of the IAD to Remuneration Committee for proposal to the BoD.
- Make appropriate inquiries of management and the IAD to determine whether there are scope or resource limitations.
- Submit and present the internal audit conclusions along with its comments to the Board quarterly.

The IAD will have unrestricted access to, and communicate and interact directly with, the Audit Committee.

The Audit Committee authorizes the Internal Audit Function to:

- Have access to any organizational unit of the Company and be informed about any detail required for the exercise of his/her duties.
- Allocate resources, set frequencies, select subjects, determine scopes of work, apply techniques required to accomplish audit objectives, and issue reports.
- Obtain assistance from the necessary personnel of OPAP Group, as well as other specialized services from within or outside OPAP Group, in order to complete the engagement.
- Provide, in writing, any information requested by the Hellenic Capital Market Commission, cooperate with it, and facilitate, in any possible manner, its monitoring, auditing and supervisory work.

In case of the IAD resignation, the Company is required to notify the Hellenic Capital Market Commission of any change in any person or organization of Internal Audit within twenty (20) working days of such change.

## 5. Independence and Objectivity

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The IAD will ensure that the Internal Audit Function remains free from all conditions that threaten the ability of internal auditors to carry out their responsibilities in an unbiased manner, including matters of audit selection, scope, procedures, frequency, timing, and report content. If the IAD determines that independence or objectivity may be impaired in fact or appearance, the details of impairment will be disclosed to appropriate parties.

Internal auditors will have no direct operational responsibility or authority over any of the activities audited. Accordingly, internal auditors will not implement internal controls, develop procedures, install systems, prepare records, or engage in any other activity that may impair their judgment, including:

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- Assessing specific operations for which they had responsibility within the previous year.
- Performing any operational duties for OPAP Group or its affiliates.
- Initiating or approving transactions external to the Internal Audit Function.
- Directing the activities of any OPAP Group employee not employed by the Internal Audit Function, except to the extent that such employees have been appropriately assigned to auditing teams or to otherwise assist internal auditors.

Where the IAD has or is expected to have roles and/or responsibilities that fall outside of internal auditing (i.e., enterprise risk assessment activities), safeguards will be established to limit impairments to independence or objectivity.

Internal auditors will:

- Disclose any impairment of independence or objectivity, in fact or appearance, to appropriate parties.
- Exhibit professional objectivity in gathering, evaluating, and communicating information about the activity or process being examined.
- Make balanced assessments of all available and relevant facts and circumstances.
- Take necessary precautions to avoid being unduly influenced by their own interests or by others in forming judgments.

The Internal Audit is administratively independent from other OPAP Units and is staffed by personnel that shall:

- Be exclusively and full-time employed by OPAP and shall not have any executive or operational duties relating to any other activity of OPAP or the Group.
- Not be a member of the Board of Directors or member with voting rights of any committee of the Company or closely related with any person who has such capacities in OPAP or OPAP Group.
- Be assigned or relieved of their duties by Management decisions, following the Internal Audit Director's recommendation.

The IAD will confirm to the Audit Committee, at least annually, the organizational independence of the Internal Audit Function.

The IAD will disclose to the Audit Committee any interference and related implications in determining the scope of internal auditing, performing work, and/or communicating results.

## 6. Scope of Internal Audit Activities

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The scope of Internal Audit activities encompasses, but is not limited to, objective examinations of evidence for the purpose of providing independent assurance to the Audit Committee, management, and outside parties. Internal Audit Function audits, monitors, and evaluates:

1. The implementation of the operating regulations and the System of Internal Controls, regarding the adequacy of the financial and non-financial information provided, the risk management, the regulatory compliance and the corporate governance code adopted by the Company.
2. The controls over quality assurance.
3. The controls over corporate governance.
4. Compliance with the commitments contained in prospectuses and the Company's business plans regarding the use of funds raised from the regulated capital market.

The IAD reports periodically to CEO and at least every three months to the Audit Committee regarding:

- The Internal Audit Function's purpose, authority, and responsibility.
- The Internal Audit Function's plan including its resource requirements and the performance relative to the approved plan.
- The Internal Audit Function's conformance with The IIA's Code of Ethics and Standards, and action plans to address any significant conformance issues.
- Significant risk exposures and control issues, including fraud risks, governance and non-compliance issues, and other matters requiring the attention of, or requested by, the Audit Committee.
- Cases of conflict of interests of Board members or executives with the interests of every OPAP Group Company, which identifies during the exercise of its duties.
- Results of audit engagements or other activities.
- Status of remediation actions to reported control deficiencies.

The IAD also coordinates activities, where possible, and considers relying upon the work of other internal and external assurance and consulting service providers as needed to avoid repetition of work. The Internal Audit Function may perform advisory and related client service activities, the nature and scope of which will be agreed with the business owner, provided the Internal Audit Function does not assume management responsibility.

Opportunities for improving the efficiency of governance, risk management, and control processes may be identified during engagements. These opportunities will be communicated to the appropriate level of management.

## 7. Responsibility

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The IAD has the responsibility to:

- Submit, at least annually, to the Audit Committee a risk-based Internal Audit plan (including audit budget) for review and approval.
- Communicate to CEO and the Audit Committee the impact of resource limitations on the Internal Audit plan.
- Review and adjust the Internal Audit plan, in response to new major risk factors which would dictate the necessity of an ad hoc audit.
- Communicate to CEO and the Audit Committee any significant interim changes to the Internal Audit plan.
- Ensure each engagement of the Internal Audit plan is executed, including the establishment of objectives and scope and potential scope limitations, the assignment of appropriate and adequately supervised resources, the documentation of work programs and testing results, and the communication of audit engagement results to Management and the Audit Committee.
- Submit reports to the audited entities with findings, the risks arising from them and suggestions for improvement (if any), including the relevant views of the audited entities, the agreed actions (if any), or the acceptance of the risk of non-action by them and submit at least every three (3) months, reports to the audit committee, in which the most important issues and its proposals are included.
- Follow up on engagement findings and corrective actions and ensure that management actions have been effectively implemented or that management has accepted the risk of not taking action. In case the IAD concludes that management has accepted a level of risk that may be unacceptable to the organization, he/ she discusses the matter with senior management. If the matter has not been resolved, the IAD escalates the matter to the Audit Committee
- Ensure the principles of integrity, objectivity, confidentiality, and competency are applied and upheld.
- Ensure the Internal Audit Function collectively possesses or obtains the knowledge, skills, and other competencies needed to meet the requirements of the Internal Audit charter. The number of Internal Audit members is proportional to OPAP size and complexity.
- Ensure trends and emerging issues that could affect OPAP Group are considered and communicated to Senior Management and the Audit Committee as appropriate.
- Establish and ensure adherence to policies and procedures designed to guide the Internal Audit Function.
- Ensure adherence to OPAP Group's relevant policies and procedures, unless such policies and procedures conflict with the Internal Audit charter. Any such conflicts will be resolved or otherwise communicated to CEO and the Audit Committee.

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- Ensure conformance of the Internal Audit Function with the Standards,
- Attend the General Shareholders' Assembly,

## 8. Quality Assurance and Improvement Program

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The Internal Audit Function will maintain a quality assurance and improvement program that covers all aspects of its activities. The program will include an evaluation of the Internal Audit Function's conformance with the Standards and an evaluation of whether internal auditors apply The IIA's Code of Ethics. The program will also assess the efficiency and effectiveness of the Internal Audit Function and identify opportunities for improvement.

The IAD will communicate to Senior Management and the Audit Committee on the Internal Audit Function's quality assurance and improvement program, including results of internal assessments (both ongoing and periodic) and external assessments conducted at least once every five (5) years as per Standards requirement.

Also, as per Law 4706/2020 art.14 and decision 891/30.09.2020 of the Greek Capital market committee) an external assessment in Internal Controls System (ICS) will be conducted by a qualified, independent assessor or assessment team from outside OPAP Group every three (3) years.

## 9. Internal Audit Procedures

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The IA procedures are developed and maintained as Corporate Procedures, as per provisions of ISO9001 documentation requirements, and are available to all personnel through the Corporate Documentation Portal (intranet).

## 10. Revision History

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Version	Date	Owner	Comments / Main Changes
1	16/07/2021	A. Arika	Initial version for code P171, replaces previous version issued 11/2017
2	01/12/2023	E. Thomadaki	Updated with current practices and organizational changes, clarifications on OPAP Group in scope (par.2)

## 11. Performance Review – Reporting

s/n	KPI / Report Title	Frequency / Monitoring	Responsible	Desired KPI target / Report outcome
1	Actual versus budgeted time and resources.	Annually	IAD	Audits completed on time and within the budget set
2	The proportion of total working hours spent on direct audit / consulting activity.	Annually	IAD	Direct Audit hours should be more than 80% of total hours available
3	Planned audits that reached the report stage within the financial year.	Annually	IAD	Delivery of 90% of audit engagements by the end of the financial year
4	Responses to satisfaction survey.	Annually	IAD	80% average satisfaction score of survey.
5	Timeliness of significant audit recommendations implemented.	Quarterly	IAD	At least 70% of High & Medium findings close within 12 months