

5. Description of the main characteristics of the internal control systems and risk management function of the company in relation to the preparation of the financial statements

The Company has an internal control, quality assurance and risk management system regarding financial information and has designed appropriate safeguards to monitor the implementation of the system's procedures. The procedures designed and implemented by the Management and staff to ensure the reliability of financial reporting, the effectiveness and efficiency of operations and compliance with applicable laws and regulations are further reviewed by the Company's statutory auditors and any findings that, in accordance with their professional judgement, are of importance are communicated to the Audit Committee of the Company, which then informs the Board of Directors accordingly.

The reliability of the Company's Financial Statements is ensured by the application of Internal Control and Risk Management Processes. The Company has put in place separate procedures for the monthly, interim and annual Financial Reports. More specifically, every month the Management Information Systems Department of the Company receives from the Finance Business Partners financial data and information, which it proceeds to check and then use to prepare reports for submission to the Management of the Group. This information is produced in accordance with the International Financial Reporting Standards. Every month, the Management of the Group is updated on the changes to the consolidated key financial indicators by means of relevant management reports. This monthly monitoring approach, coupled with the checking of the consolidated financial statements and the analyses performed on the latter are the key tools used in the quality and consistency control of the financial results.

With regard to the Interim and Annual consolidated Financial Statements, the Company employs an advanced software tool to consolidate the financial results and statements, as well as to generate reports for the Management as well as for investors and other interested parties. This software tool is automatically updated with data from the Group's accounting monitoring program and includes controls to ensure accurate transfer and accounting recognition of the input data. The Management Information Systems Department ensures the smooth operation of the software tool and checks the integrity and correctness of the consolidated Financial Statements and other reports, providing the Chief Finance Officer, the External Auditors and the Management of the Company with all necessary information.

The External Auditors examine the consolidated Interim and Annual Financial Reports and report to the Audit Committee on the progress and results of their audits for each reporting period. The Audit Committee is informed of the procedure and schedule for the preparation of the Financial Statements by the Group Chief Finance Officer and holds meetings with the Management / the responsible executives during the preparation of the financial reports. It obtains from the Chief Finance Officer the necessary information on the Group's performance and consolidated Financial Statements and reports to the Board of Directors accordingly. During these meetings, the Audit Committee is also informed about the management of financial risks and assesses the effectiveness of the risk management system. The Financial Statements (Individual and Consolidated) are approved by the Board of Directors, following a relevant report from the Audit Committee.

6. Diversity policy

Diversity policy implemented by the Company regarding the composition of both the Board of Directors and its senior Managers.

The Company recognizes the importance of promoting the Principle of Diversity in the composition of both its governing bodies and its executive and administrative staff.

The management and capitalization of the Diversity Authority constitutes a significant business organizational challenge for the Company, which, as a modern company following the completion of its transformation and in the context of its responsible operation, in the coming years it is called to face. In this respect, the Company, fulfilling its commitment, in 2017 laid the foundations, creating a specific Diversity policy with a vision and goals.

Purpose:

MYTILINEOS S.A. (the "Company"), committed to implementing the best Corporate Governance practices and complying with the provisions of article 2 of Law 4403/2016, aims at applying Diversity (among other basic parameters, based on gender, age, experience, skills and knowledge) in the composition of its Board of Directors, of its executive management team and of all employees directly engaged in all its activities, wherever this is feasible. To this end, the Company hereby adopts this Diversity Policy ("Policy").

Vision:

The Company acknowledges that in an era in which flexibility and creativity are the keys to competitiveness, promoting diversity in its administrative, management and supervisory bodies is particularly significant for engendering its further business growth. The Company also acknowledges that diversity at the workplace in the broader sense may boost the potential for accessing a greater range of solutions to issues of business strategy, increasing its competitive advantage.

Principles:

The process of seeking and selecting candidates for Board membership or for other senior executive positions should employ merit-based and objective criteria, considering the benefits from the application of the principle of diversity, which include representation of both genders, in the said procedure.

The overriding prerequisite for appointing a Board member or other senior executive primarily is that the candidate possess the requisite qualifications and fulfils other criteria specified by the Company. Nevertheless, the process should ensure that women and men will have equal opportunities for candidature. If the Company, through its competent bodies such as the Remuneration and Nomination Committee or the Human Resources Central Support Function, were to employ the services of third parties, such as independent consultants, to seek candidates for Board membership or for senior executive positions, explicit mention should be made that both women and men are to be proposed.

In their annual evaluation of the Board of Directors and of its Committees, the members of the Board and of the Committees should take into consideration the balance of all diversity parameters applicable to the Board, as these are mentioned in the present Policy.

Despite the fact that most of its activities are in the heavy industries sector, the Company aims to facilitate the broader possible participation of women and young people in its workforce, where feasible, always in accordance with the requirements and opportunities in each one of its Business Units.

Managing and capitalising on diversity represents a major organisational business challenge for the Company. It is believed essential to invest in the development of managerial skills, so that senior executives can manage a potentially multicultural work environment correctly.

Measurable targets:

At the time of adoption of the present Policy, the Company has set the target that by 2020 women will represent:

- Up to 27% of the composition of the Board.
- Up to 50% of the total number of independent Board members.
- 20% of senior executives (Directors and General Managers).
- 15% of direct employees.

Scope of application:

The Policy is applied in selecting members of the Company's Board of Directors and is taken into account in seeking and selecting senior executives as well as personnel at all other levels of the Company's hierarchy.

Revision procedure:

The Remuneration and Nomination Committee is competent for revision of this Policy. The Committee may consider revisions for proposal to the Board of Directors for approval.

Policy disclosure:

The Policy is posted on the Company's website (www.mytilineos.gr). In the "Corporate Governance Statement" section of its Annual Report, the Company reports its performance against the targets set, together with the percentages – by gender and age – of the members of the Board and of the executive management team.

MYTILINEOS Diversity Indicator by gender and age	2019	2020	2021 GRI Published
Board of Directors			
Men	81.80%	80.0%	73.0%
Women	18.20%	20.0%	27.0%
<30 years old	0.0%	0.0%	0.0%
30-49 years old	27.30%	20.0%	18.0%
50-70 years old	54.50%	60.0%	73.0%
>70 years old	18.20%	20.0%	9.0%
Executive Team			
Men	83.30%	86.70%	92.9%
Women	16.70%	13.30%	7.1%
<30 years old	0.0%	0.00%	0.0%
30-50 years old	33.30%	26.70%	14.3%
>50 years old	66.70%	73.30%	85.7%
Directors and Officers			
Men	82.20%	80.10%	78.8%
Women	17.80%	19.90%	21.2%
<30 years old	0.0%	1.70%	6.1%
30-50 years old	70.60%	60.80%	59.9%
>50 years old	29.40%	37.50%	34.0%
Administrative employees			
Men	65.80%	62.8%	63.1%
Women	34.20%	37.20%	36.9%
<30 years old	15.90%	13.00%	14.8%
30-50 years old	65.40%	65.70%	63.4%
>50 years old	18.70%	21.30%	21.8%

7. Related party transactions

The Company follows the rules on transparency, independent financial management and the accuracy and correctness of its transactions, as stipulated by the law. The Company's transactions with related parties take place for a price or consideration which is equivalent to the one that would apply if the transaction were to take place with some other natural or legal person, under the conditions that prevail in the market at the time when the transaction takes place and, in particular, equivalent to the price or consideration agreed to by the Company when entering into a transaction with any third party, in accordance with the applicable law.

The Company complies fully with all relevant provisions of the laws.

More specifically, under the International Accounting Standards and the International Financial Reporting Standards and, in particular, in accordance with IAS 24 "Related Party Disclosures", the Company is obliged to disclose the related party transactions, primarily via periodic financial statements. Furthermore, in accordance with the provisions of articles 99-101 of Law 4548/2018, transactions of the Company with related parties, as well as the provision of security and guarantee to third parties in favour of such persons, are only permitted after approval by the Board of Directors or, where applicable, by the General Meeting, with the exception of the transactions listed in paragraph 3 of article 99 of Law 4548/2018. In addition, the Board of Directors shall announce the approval of any related party transaction in accordance with the provisions of Article 101 of Law 4548/2018.

Related parties to the Company are considered the persons designated as such in accordance with the International Accounting Standard 24, as well as the legal entities they control, in accordance with the International Accounting Standard 27.

Under the responsibility of the Finance General Division, the information on the transactions between related companies is in the report accompanying financial statements of the Company, for the shareholders' information.