

**PROPOSAL OF THE BOARD OF DIRECTORS OF
«SPACE HELLAS S.A. TELECOMMUNICATIONS, IT, SECURITY SYSTEMS AND SERVICES
- PROVISION OF SECURITY SERVICES PRIVATE ENTERPRISE»
(GEMI No. 375501000) TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF
12.06.2023
FOR THE INDEPENDENT NON-EXECUTIVE MEMBER OF THE BOARD OF DIRECTORS
ELECTED IN REPLACEMENT OF A RESIGNED MEMBER
(article 18 of law 4706/2020)**

With item 9 of the agenda, it is announced to the company's annual general meeting of shareholders the decision of the company's board of directors dated 10.10.2022, in accordance with article 9 par. 4 of law 4706/2020, for the election of Mr. Eirinaios Theodorou as a new independent non-executive member of the board of directors in replacement of the resigned independent non-executive member Mr. Theodoros Gakis and the temporarily, until the next general meeting of the company's shareholders, attribution to him of the capacity of the independent non-executive member.

The company's board of directors, in accordance with the provisions of article 18 par. 1 of law 4706/2020, informs the shareholders about the above new member of the board of directors, as follows:

(I) Justification of the proposal of new member

In accordance with the company's articles of association and article 9 para. 4 of law 4706/2020, given that after the resignation of Mr. Theodoros Gakis the number of the independent non-executive members of the company's board of directors remained below the legal minimum (art. 5 para. 2 of the law 4706/2020), i.e. remained less than 1/3 of its total members, the company's board of directors by its decision elected a new member in replacement of the resigned independent non-executive member, taking into account the relevant proposal of the company's remuneration and nominations committee, the company's suitability policy, the company's regulation code and the law 4706/2020.

The remuneration and nominations committee of the company at its meeting dated 7/10/2022 suggested as a new independent non-executive member of the board of directors Mr. Eirinaios Theodorou, son of George.

According to the said proposal the remuneration and nominations committee taking into account that the new candidate should meet the suitability criteria at an individual level for his participation in the board of directors, as these criteria are defined and specified in the company's suitability policy, and in particular he should have sufficient knowledge and practical experience, but also guarantees of ethics and reputation, independence of judgement, sufficient time, and there should be no conflict of interest, while, given the fact that he will be an independent non-executive member of the board of directors, he should also meet the conditions of independence as defined in article 9 para. 1 and 2 of law 4706/2020. In addition to the individual level,

the suitability of the candidate had been also evaluated on a collective level, that is, the evaluation of the suitability of the members of the board of directors as a whole. Finally, given that the new member had to replace Mr. Gakis and as a member of the audit committee, which is a committee of the company's board of directors, the fact that he should meet the conditions of article 44 of the law 4449/2017 was also evaluated and in particular (a) to be independent in accordance with article 44 para. 1 (d) of the law 4449/2017 and (b) to have sufficient knowledge in the field in which the company operates, i.e. telecommunications, IT and security and sufficient knowledge and experience in audit or accounting, so that the audit committee is able to implement the responsibilities and obligations defined in paragraph 3 of article 44 of law 4449/2017.

Subsequently, the company's board of directors, at its meeting dated 10/10/2022, adopted the above proposal of the remuneration and nominations committee and ascertained, based on the CV and all the documents, statements and information obtained from Mr. Theodorou himself, from the company internally and from external sources, the fulfillment of the eligibility criteria of the candidate.

(II) Detailed curriculum vitae of the new member

Resume Mr. Eirinaios Theodorou:

CURRICULUM VITAE

| | | |
|------------------|---|-----------|
| LAST NAME | : | THEODOROU |
| NAME | : | EIRINAIOS |
| ADDRESS | : | -- |
| REGION | : | -- |
| T.K. | : | -- |
| TEL. | : | -- |
| E – MAIL | : | -- |
| NATIONALITY | : | -- |
| DATE OF BIRTH | : | -- |
| MILITARY SERVICE | : | -- |
| MARITAL STATUS | : | -- |

ACADEMIC EDUCATION – PROFESSIONAL CERTIFICATES

| | | |
|---------------|---|---|
| 5/2013 | : | CERTIFICATION CRMA (Certification in Risk Management Assurance) BY THE INTERNATIONAL INSTITUTE OF INTERNAL AUDITORS |
| 9/2006-6/2008 | : | MASTER' S DEGREE IN PROFESSIONAL TRAINING «INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS» |
| 4/2005 | : | GRADUATE OF THE DEPARTMENT OF ADMINISTRATION OF BUSINESS OF PATRAS UNIVERSITY "FINANCE-ACCOUNTING" GRADE 8.17 (VERY GOOD) |
| 6/2000 | : | 1 st HIGH SCHOOL OF N. IRAKLEIO |

PROFESSIONAL EXPERIENCE

| | | |
|----------------------|---|--|
| 9/2009 – as of today | : | Self-employed-Certified Public Accountant in suspension and Internal Auditor, Registered on Ministry of Finance's Register of Internal Auditors and the Institute of Internal Auditors |
|----------------------|---|--|

6/2017 – up to date President of the Audit Committee of ELTON AEBE

Cooperation with Public Enterprises and Entities:

9/2009-4/2012 IDIKA SA

4/2012 - 4/2015 OASA SA.,

4/2015 – 4/2020 – ERT

11/2021 – up to date MEGARON ATHENS CONCERT HALL

Major responsibilities:

- Establishment of an Internal Audit Department, Preparation of Annual Audit Programs and Internal Audit Operating Statutes, Overview and recommendations during the process of drawing up Operating Regulations and Procedures Manuals, Conducting Audits for Compliance with the current Legal and Tax Framework, Conducting Special Audits (inventories, counts, supply control, etc.), Overview of the process of preparing the financial information required (budgets, Financial Statements (GAAP and IFRS), Monthly Monitoring of Budget Execution and other reports (Register of Commitments, etc.), Overview of the process of preparing Operational and Strategic Action Plans

Internal Auditor in Health Units in the framework of Law 4025/2011 period 2011 - 2016: (G.H.: Thiva, Leivadia, Kifisia, Kastoria, University Hospital Ioannina, Argos, Nafplio, Pentelis Kids Hospital)

“KSI Greece” CERTIFIED PUBLIC ACCOUNTANTS, KIFISIAS AV. 62 & PREMETIS, MAROUSI 15125 – Partner Internal Auditor. Project Manager:

Regular Audit of Financial statements,

Audit of financial reports NPDD

Control, agreements and Control, certification of financial data N.P.I.D., N.P.D.D. OTA

Recording of Internal Procedures in NPDD

Risk Assessment training in NPDD and NPID

Special Control in research institutions for research programs-co-financed by the European Union

“FK Consulting Services S.A.” Business Consultants – Accounting Metamorfosi Attica, Vas.Deligianni 72 Partner – Administrator, Project Manager:

Creation - reorganization of Internal Audit Departments, in accordance with the applicable legal and institutional requirements, as well as the International Standards of Internal Audit (COSO methodology), Support in the design and implementation of Internal Audit, Business reorganization and cost management (cut- costing), Development of Strategic and Business plans, Business Valuation, Development of management information systems (MIS), Business risk assessment, Compliance with applicable legal frameworks, Organization of Personnel Management Data. Participation in IT & technology sector projects, indicatively: advisory support in the implementation of IFRS 15 (revenue recognition) for Nova and Forthnet companies, preparation of the financial statements with the company DIGEA (Digital Provider), assistance of the audit company in the implementation of special purpose audit projects for the OTE group

EMI EFFECTIVE MANAGEMENT INTERNATIONAL 18, Dimitrakopoulou str., 11141 ATHENS. Lecturer of 80 hours seminars 80 with subject: “NEW TAX SYSTEM – ALL THE LATEST CHANGES” (L. 4172/2014).

Conducting a seminar on the procedures for recording operating regulations and evaluating internal control systems with optimization proposals at the organization “ATPSYTE” Mutual Care Fund of the Association of Bank Employees of Greece (RE-ENGINEERING)

9/2005 – 9/2009

: **“DRM STYLIANOU S.A.”** CERTIFIED ACCOUNTANTS & BUSINESS ADVISORS.

9/2003 – 6/2004 &
1/2001 – 6/2003
6/2003 – 8/2003

: **“CELL INFORMATION”** ACCOUNTING OFFICE, 16, GOUNARI STR. PATRAS Assistant Accountant
: **«ALPHA FINANCE A.X.E.Π.E.Y»**, 6, DRAGATSANIOU STR., ATHENS

COMPUTERS

EXCELLENT KNOWLEDGE: **WINDOWS, MICROSOFT OFFICE, SPSS, INTERNET, ACL, WINERA, X_LINE, SINGULAR**

VERY GOOD KNOWLEDGE : **SAP, MANPOWER, SWOT ANALYSIS, STOCK PROGRAMS ‘DIVIDEND, SAT, HRIMA & ALPHA-LINE’, VISUAL BASIC, NLTSA v 2.0, ORACLE**

FOREIGN LANGUAGES

ENGLISH : Fluently
FRENCH : Basic

ADDITIONAL INFORMATION

2009 – up to date

: Continuous Attendance of Training Seminars on specialized topics of Audit (internal and external), and Taxation
Member of the Greek and International Institute of Internal Auditors

2009 –

:

2005 –

: Member of the Board of Certified Public Accountants and Member of the Chamber of Commerce with a First Class Accountant License

REFERENCE LETTERS

Available on request

(III) Ascertainment of the fulfillment of the eligibility criteria of the new member, in accordance with the company's suitability policy and the conditions of independence according to article 9 para. 1 and 2 of law 4706/2020

The company's board of directors appointed Mr. Theodorou in accordance with the company's articles of association and article 9 para. 4 of law 4706/2020, taking into account the relevant proposal and recommendation of the company's remuneration and nominations committee, the company's suitability policy, the company's operating regulation and law 4706/2020.

The company's remuneration and nominations committee verified that the new member of the board of directors meets all the individual criteria of the company's suitability policy, specifically: a. the adequacy of knowledge and skills, b. ethics and reputation, c. lack of conflict of interest, d. independence of judgment and e. sufficient time available. In addition to the suitability on an individual level, the suitability of the candidate was also assessed on a collective level, that is, the suitability of the members of the board of directors as a whole.

In particular, the remuneration and nominations committee of the company evaluated the new board member and ascertained that: Mr. Eirinaios Theodorou, according to his CV, has many years of professional experience and specialized knowledge at a high level as a certified auditor in suspension (A.M. SOEL 4016) with significant collaborations in the financial and audit sector. In particular, since

September 2009, Mr. Theodorou, as a partner of the consulting company FK Consulting Services S.A. as well as of the company of certified public accountants KSi Greece P.C., has participated in numerous projects with the object of preparation, analysis and control of financial statements, international financial reporting standards, preparation of consolidated financial statements, preparation of budgets and financial reports, preparation of strategies and business plans, reorganization of companies and assessment of business risks, preparation of risk assessment and general compliance of companies with the applicable legal framework and corporate governance. According to the above many years of experience, Mr. Theodorou as a partner of FK Consulting Services S.A. participated in projects in the telecommunications and technology sectors, the company's areas of activity, indicatively: advisory support in the implementation of IFRS 15 (recognition of income) for the NOVA & Forthnet companies, preparation of financial statements with the DIGEA company (digital provider), audit assistance company in the implementation of special purpose control projects for the OTE group. He also has significant knowledge and experience in matters of internal control, quality assurance and risk management, having participated in many projects to create and reorganize internal control departments, draw up annual control programs and internal control operating statutes, in accordance with applicable legal and institutional requirements and international internal control standards (COSO methodology) as an internal auditor of companies since 2009, and internal auditor at the Athens Concert Hall Organization and KSi Greece P.C. as of today. Mr. Theodorou also has significant experience in terms of the obligations and duties of an audit committee member, since 2017 he has been the chairman (as a third independent person, not a member of the board of directors) of the audit committee of the company under the name "ELTON INTERNATIONAL TRADING SA", a company active in the field of chemical raw materials and industrial machinery.

Moreover, the remuneration and nomination committee while evaluating the candidate new member based on his CV and all documents, statements and information obtained from him, from the company internally and from external sources, his professional experience and business activity (in particular the existence and importance of any possible cooperation between the company and companies in which it participates in capital and/or management), it had also ascertained that Mr. Theodorou has the guarantees of ethics and reputation, the independence of judgment, as well as sufficient time and there is no conflict of interest, and complies with the restrictions on the number of positions that a member of the company's board of directors may hold at the same time, while, as candidate independent member of the board of directors, he meets the conditions of independence as they derive from article 9 para. 1 and 2 of the law 4706/2020. In addition, it was ascertained that Mr. Theodorou also meets the eligibility conditions of article 44 para. 1 of the law 4449/2017 for his participation in the audit committee and in particular, has sufficient knowledge in the field in which the company operates, while, as a certified auditor in suspension, has sufficient knowledge and experience in auditing and accounting, so that the audit committee is able to implement the responsibilities and obligations defined in paragraph 3 of article 44 of the law 4449/2017.



It is noted that the committee requested and received from Mr. Theodorou a criminal record certificate from which the inscription "NONE" appears as well as tax and insurance information, which proved that he has no tax or social security debt. Furthermore, Mr. Theodorou confirmed that no final court decision has been issued against him that recognizes his culpability for loss-making transactions of a listed company or a non-listed company of the law 4548/2018, with related parties and also submitted to the company the required formal declaration that a final court decision has not been issued within one (1) year prior to his appointment that acknowledges his culpability for loss-making transactions of a listed company or non-listed company of law 4548/2018, with related parties.