



**“RECOMMENDATION OF THE BOARD OF DIRECTORS TO THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY DATED 17-06-2026 REGARDING THE ELECTION OF CANDIDATE MEMBERS OF THE BOARD OF DIRECTORS AND THE AUDIT COMMITTEE, IN ACCORDANCE WITH THE RECOMMENDATION OF THE COMPANY’S REMUNERATION AND NOMINATIONS COMMITTEE – VERIFICATION OF THE SUITABILITY CRITERIA OF THE CANDIDATE MEMBERS OF THE BOARD OF DIRECTORS AND THE AUDIT COMMITTEE IN ACCORDANCE WITH THE COMPANY’S SUITABILITY POLICY AND THE FULFILLMENT OF THE REQUIREMENTS SET FORTH IN ARTICLE 9 OF LAW 4706/2020 FOR THE CANDIDATE INDEPENDENT NON-EXECUTIVE MEMBERS OF THE COMPANY’S BOARD OF DIRECTORS AND THE CANDIDATE MEMBERS OF THE AUDIT COMMITTEE.**

In view of the expiry of the term of the Company’s existing Board of Directors on 10-09-2026 and the consequent need to elect new members, as well as new members of the Company’s Audit Committee, the Company’s Board of Directors, taking into account the recommendation of the Company’s Remuneration and Nominations Committee and in compliance with Article 18 of Law 4706/2020, verifies the individual and collective suitability and recommends to the 40th Ordinary General Meeting of Shareholders of the Company the election of the following candidate members of the new Board of Directors and the Audit Committee of the Company:

**I. BOARD OF DIRECTORS:**

**(a) regarding the executive members of the Board of Directors:**

**(1) Spyros Manolopoulos:** Spyros D. Manolopoulos was born in Athens in 1976. He is a graduate of Doukas School, holds a Law degree from the National and Kapodistrian University of Athens, and a Master of Laws (LL.M.) in International Commercial Law from King’s College London (KCL) of the University of London. His professional activity began at the law firm "Fortsakis, Diakopoulos, Mylonogiannis and Associates" as a trainee lawyer. Subsequently, he practiced law by maintaining a private law office and as a corporate legal advisor, gaining experience mainly in commercial law and public procurement issues. He worked as a legal advisor for the Space Hellas Group from 2005 to 2011. Since 2011, he holds the position of executive Vice President, and since July 2013, he has been the Executive Chairman. He maintains active participation in institutional bodies: (a). Hellenic Association of Information Technology & Communications Enterprises (SEPE), Board Member 2020 – 2025 and Executive 1st Vice President 2025 – present, (b). Hellenic-British Chamber of Commerce, Board Member 2020 – present, (c). Hellenic Listed Companies Association (ENISET), member of the Steering Committee 2022 – present, (d). Hellenic-American Chamber of Commerce, Board Member 2025 – present.

**(2) Panagiotis Bellos:** Born in Athens in 1972. He graduated from DEREЕ COLLEGE – The American College of Greece in 1997 with a degree in Business Administration and Marketing. In 1996, while still studying, he began working as a trainee in the then-newly established Marketing Department of Space Hellas. In 2002, he spearheaded the establishment of the group company Space Vision S.A., which specializes in providing integrated audiovisual



solutions to businesses and professionals, and assumed its management as General Manager. In 2012, it was decided that Space Vision would be integrated into the technological solutions of Space Hellas, so he assumed the task of incorporating the audiovisual solutions into the Offering of the parent company as a new product group, while simultaneously handling the reorganization of the Group's Marketing and Business Development Department, from the position of Director. Simultaneously with his role as Chief Marketing Officer of the group, in 2013 he joined the Board of Directors of Space Hellas as an executive member, and in 2020 he was elected executive Vice President of the Board of Directors of Space Hellas.

**(3) Ioannis Mertzanis:** Dr. Ioannis Mertzanis holds a degree from the National Technical University of Athens and a Master's degree (MSc) in Telematics with distinction, as well as a PhD from the University of Surrey in Great Britain. He possesses many years of international and domestic experience in the fields of telecommunications, technological innovation, research and development, and the management of complex high-technology projects. He joined Space Hellas in 1999 and, through successive positions of increased responsibility, contributed substantially to the strengthening of the group's technological and operational development. In 2013, he assumed the duties of Executive Vice President and COO, while since June 2015, he has held the position of CEO of the Space Hellas group. During his career, he has contributed to the promotion of innovation, the implementation of strategic initiatives, and the further strengthening of the group's international presence in the market. At the same time, he has significant participation in European and national research and innovation projects and notable scientific activity with publications in international journals and conferences.

**(4) Ioannis Doulaveris:** Born in 1968 in Athens. He is a graduate of the Department of Applied Informatics of the Athens University of Economics and Business (AUEB) with a specialization in Finance and holds an "MSc in International Business and Finance" from South Bank University, London. He is a member of the Economic Chamber of Greece and holds a First Class Accountant/Tax Consultant license. He has worked at Space Hellas since 1998 in various positions of responsibility and since December 2007, he has held the position of General Financial Director of the Group. In July 2012, he joined the Board of Directors of Space Hellas as an Executive member. He possesses many years of professional experience in the field of Financial management and Economic analysis and strategy.

**(5) Anastasia Paparizou:** Born in 1962 in Melitaia, Domokos. She is a graduate of the Department of Economics of the National and Kapodistrian University of Athens, as well as the Department of Accounting and Finance of the Higher Educational Institute of Piraeus T.T. She is a member of the Economic Chamber of Greece and possesses long-standing professional experience in the fields of accounting, taxation, costing, and financial management. She has worked at Space Hellas since 1987, having completed a long and successful professional career in the company's financial services sector. She holds the position of Inventory Accounting and Costing Director, with primary responsibilities including the supervision of accounting operations, the implementation and monitoring of tax compliance, the coordination of costing procedures, as well as ensuring the correct application of accounting and tax provisions. She possesses specialized expertise in issues

of tax planning and corporate tax monitoring, as well as significant experience in drafting financial statements for listed companies and their subsidiaries, including the preparation of corporate and consolidated financial statements, financial reports, and financial information data, in accordance with the applicable regulatory and accounting framework. Furthermore, she has substantial experience in managing the procedures for the establishment and commencement of operations of new companies of the Group, as well as in procedures for the dissolution and liquidation of companies, with successful coordination of the relevant accounting, tax, and corporate actions. She has worked closely with chartered auditors, tax, and supervisory authorities, contributing decisively to ensuring the reliability, transparency, and regulatory compliance of the company's financial statements and operations. In August 2017, she joined the Board of Directors of Space Hellas as an executive member.

**(b) regarding the non-executive (and non-independent) members of the Board of Directors:**

**(6) Theodoros Chatzistamatiou:** Mr. Theodoros Chatzistamatiou was born in Athens on 3-7-1949. He holds a degree from the Mathematics Department of the University of Athens (1973) and from NCSR Demokritos (degree in Analysis and Programming (1973)), while during the period 1975-1976 he pursued studies in analysis and programming. He possesses extensive professional experience in the field of information technology from 1975 to date, both in the private and public sectors. In 1977, he served as Payroll Manager at the Hellenic Navy General Staff of the Ministry of National Defense, with responsibility for programming and analysis. In the period 1990-1993, he served as Managing Director of the state-owned public limited company under the name: Hellenic Information Systems S.A., a subsidiary of ETBA, and by assuming the position of manager of the Mediterranean Integrated Program (MIP) for Informatics, he succeeded in increasing the absorption rate of the MIP to 97% within two years (from 13% previously). In 1993, he served as Secretary at the General Secretariat of Information Systems of the Ministry of Finance. In the period 1994-1999, he held the position of Director at the Hellenic Navy Hydrographic Service. In the period 1999-2006, he was Chairman of ISCHYS S.A. (Securities Trading Company). In the period 2000-2012, he served as Chairman and Managing Director of the company Master Hellas Consulting S.A. In the period 2009-2013, he was Chairman of the Board of Directors of DEYKALION S.A. He is the author of the book: "Learning the COBOL Language" (1982), and his articles have been published in the sectoral and daily press (1983-1992). He also possesses many years of educational experience in information technology, as in the period 1981-1987 he was a professor of IT languages at the School of Computer Programmers of the Ministry of National Defense. He has participated in numerous complex IT projects. He is proficient in English. From 17-03-2016, he was an independent non-executive member of the Board of Directors of Space Hellas. In 2020, he was elected non-executive Vice President of the Board of Directors of Space Hellas.

**(c) Regarding the independent non-executive members of the Board of Directors:**

**(7) Anna Kalliani:** Ms. Anna Kalliani is the President of the Hellenic-British Chamber of Commerce since 2017, having been elected for a 3rd three-year term. Ms. Kalliani is professionally active in the field of financial & strategic consulting services, as the owner of

the Anirva International Strategic Advisors Ltd. Additionally, she is a member of the Board of Directors of PeopleCert International. She possesses long-standing professional experience of over 25 years in investment banking, having started her career as a financial analyst at Citibank, and subsequently hold various positions in investment banking at HSBC and the Investment Bank (Emporiki) in Greece, as well as at Deloitte & Touche. Over the years, she has acquired expertise in mergers & acquisitions, listing of companies on the stock exchange, privatizations, identification & assessment of investment opportunities, and financial planning. Since 2005, she has served as a consultant on financial and strategic matters to investors, investment funds, company heads, and boards of directors, providing advice, indicatively, on the formulation and assessment of strategic issues, the search for and assessment of investment opportunities, mergers & acquisitions, and capital raising. Furthermore, since 2008, she has acquired expertise in international business networking, strategic issue management, and corporate public relations. Ms. Kalliani holds an MBA from the University of Chicago (Chicago Booth) and a degree in Economics from the Athens University of Economics and Business, having entered and graduated first in Greece, while she had also received a Fulbright scholarship.

**(8) Vanessa Delichristou:** Vanessa Delichristou is an entrepreneur with over twenty years of experience in strategic planning, organizational management, and the strategic and financial development of businesses. Her areas of professional activity include strategic development and business planning, financial management and organizational sustainability, digital transformation and technology services, quality management, and the economic development and management of businesses and organizations. Throughout her entrepreneurial career, she has acquired expertise in the field of service provision, in new technologies, as well as in financial management and corporate governance. She possesses the ability and experience in managing organizations and people in large organizations in the market, particularly in the financial sector of health and services, and is familiar with information and communication technologies at a management and governance level, in monitoring strategy and the implementation of goals with measurable results, as well as in the supervision, monitoring, and performance control. She is the Managing Director of a group of private clinics which includes the following healthcare organizations: Evangelistria S.A., Therapeutirio Athinon, and HOSPITALity General Clinic. Her long-standing successful entrepreneurial and managerial ability has also been recognized at an institutional level, as she holds the position of President of the Hellenic Private Clinics Association (SIKE), representing the members of the association in institutional matters as well as in handling issues with the public sector and specifically social security organizations. She is also the General Secretary of the Hellenic Medical Tourism Council (ELITOUR), actively participating in the development of Greece as a destination for medical tourism services and in the promotion of collaborations between businesses and tourism entities. Ms. Vanessa Delichristou is a graduate of the National and Kapodistrian University of Athens (Department of Social Theology) and also holds a Master of Science degree in Service Management from the National School of Public Health.

**(9) Manos Chatiras:** Manos Chatiras was born in Athens on 03-08-1977. He is a recognized executive with proven expertise and experience in business, with significant successes in the financial sector in London and New York. His experience in building new business ideas in



multinational organizations gives him invaluable knowledge of how international businesses operate. Today, he is Chairman, Managing Director & Co-Founder of Curity Pharma S.A. He has over 15 years of experience in investment management and financial experience. From 2009 to 2019, he excelled at Deutsche Bank in London. He began his career at Deutsche Bank as Head of Hedge Fund Research and Investments at the Corporate & Investment Bank. In 2013, he moved to the fund management division of Deutsche Bank as Global Head of Hedge Funds. Since 2016, he has been Managing Director - Global Head of Multi-Asset Products, at the Corporate & Investment Bank of Deutsche Bank and a Member of the Executive Committee of Global Investment Solutions. Under Mr. Chatiras's leadership, his team had direct responsibility for managing \$12 billion and was repeatedly recognized as Best Overall Investment Platform. Before working for Deutsche Bank, he was Head of European Equity Research at Credit Agricole and was a member of the investment committee of Credit Agricole. He began his professional career in 2004 in New York as a hedge fund analyst at Lyra Capital LLC. During his financial career, he has been involved in most markets, including the IT market, having analyzed Hedge Fund investments in the IT sector. He is the author of academic and practical articles with works published by Wiley Publications as well as The Journal of Alternative Investments. He holds an MBA from the University of Massachusetts in the USA and a Bachelor's degree in Economics and IT company management from the University of Maine in the USA, where he graduated with distinction.

Regarding the positions of **the executive members of the Board of Directors**, the Board of Directors, taking into account the recommendation of the Remuneration and Nominations Committee, verified the long-standing contribution of the aforementioned candidates to the company's successful trajectory, their experience and ability in managing corporate affairs and in serving the company's planning, the need for the company to respond at an executive level to the new developments in the IT and communications market, and the combination of knowledge, experience, perspective, and service of corporate interests, as well as the commitment to the principles of corporate governance and the provisions of Law 4706/2020 as amended and in force.

Regarding the positions of **the non-executive members of the Board of Directors**:

(a) For the **non-executive members (non-independent)**, the Board of Directors, taking into account the recommendation of the Remuneration and Nominations Committee, verified the candidate member's experience in the IT and communications market, as well as in the business sector, their long-standing successful presence on the company's Board of Directors as a non-executive member and non-executive Vice Chairman, their successful service in managerial positions outside the company, the combination of knowledge and experience in the market in both private and public sector projects, as well as their knowledge regarding the framework and provisions of corporate governance.

(b) For **the independent non-executive members**, the Board of Directors, taking into account the recommendation of the Remuneration and Nominations Committee, confirmed the successful entrepreneurial career and experience of the candidate members, their dynamic presence in managerial and business positions, the combination of serving innovative activities and managerial skills, their adaptability to different market sectors, their



familiarity with the different aspects of technology and technological means, their supervisory skills due to their managerial, entrepreneurial, and administrative background, their audit-oriented approach to corporate governance issues, including the monitoring and control of performance, and the dynamics of expressing proposals as well as different opinions.

Specifically, regarding the above candidate independent non-executive members, the Board of Directors confirmed that they meet the independence requirements as defined in Article 9, par. 1 and 2 of Law 4706/2020.

For all the above candidate members, a check was carried out by the Committee, and it was confirmed that there are no conflicts of interest.

The above candidate members meet the suitability criteria at an individual level for their participation in the Board of Directors, as these criteria are defined and specified in the Company's Suitability Policy, and in particular, they possess sufficient knowledge and practical experience, as well as strong guarantees of ethos and reputation, independence of judgment, and sufficient time. Furthermore, the proposed composition of the new Board of Directors also supports the achievement of the diversity objective, as it is verified that the criterion of adequate gender representation established by paragraphs 3 and 4 of Article 3A of Law 4706/2020 is met, thereby strengthening the substantial balanced representation of genders within the Board of Directors.

Beyond the individual level, the suitability of the candidates was also evaluated at a collective level, that is, the suitability of the candidate members of the Board of Directors as a whole was evaluated and verified, in accordance with the Company's Suitability Policy.

## **II. AUDIT COMMITTEE (MIXED INDEPENDENT COMMITTEE):**

Considering that, due to the election of the new Board of Directors, a new Audit Committee must also be elected, it is proposed, in accordance with the recommendation of the Remuneration and Nominations Committee and pursuant to Article 44, par. 1 (ab) of Law 4449/2017, that it be an independent mixed committee, consisting of non-executive members of the Board of Directors and third parties, the members of which must in any case be independent of the Company, meeting the criteria of Article 9 of Law 4706/2020 as in force.

### **PROPOSED MEMBERS OF THE AUDIT COMMITTEE:**

**(a) Eirinaios Theodorou:** Eirinaios Theodorou was born in Athens in 1982 and is a graduate of the Department of Business Administration of the University of Patras, specializing in Finance and Accounting. He is a co-founder and President of the Board of Directors of FK Consulting Services S.A. He began his professional career in the field of external audit in 2005 and subsequently specialized in the fields of internal audit, risk management, corporate governance, and regulatory compliance. In 2008, he completed the postgraduate professional training program of the Institute of Certified Public Accountants of Greece (SOEL), while in 2013, he obtained the CRMA (Certification in Risk Management Assurance)

certification from the International Institute of Internal Auditors. Since 2016, he holds a practicing license as a Certified Public Accountant and is a holder of a First-Class Accountant license. He possesses more than 20 years of professional experience in the fields of audit, consulting, and financial services, having participated in and led a significant number of audit and consulting projects for listed and non-listed companies in Greece and abroad. His professional experience covers a wide range of sectors, such as technology and telecommunications, industry, energy, health, real estate, shipping, construction, and hospitality. He has participated in projects in the telecommunications and technology sectors, the company's areas of activity, indicatively: consulting support in the implementation of IFRS 15 (revenue recognition) for the companies NOVA & Forthnet, preparation of financial statements with the company DIGEA (digital provider), assistance of the audit firm in the implementation of special purpose audit projects for the OTE group. He has served as head of internal audit and corporate governance advisor in large organizations and entities of the public and private sectors, including OASA, ERT, and IDIKA, while he possesses significant experience in evaluating internal control systems, in risk management, in the supervision of financial reporting, as well as in the design of operational and strategic plans. Since 2022, he is an Independent Non-Executive Member of the Board of Directors of Space Hellas S.A., Chairman of the Audit Committee, and a member of the Remuneration and Nominations Committee.

Mr. Theodorou is an independent non-executive member of the current Board of Directors and chairman of the current audit committee, whose term expires with the expiration of the term of the Board of Directors. As is evident from his CV, he possesses long-standing – 20-year – professional experience and specialized knowledge at a high level and significant collaborations in the financial and audit sectors. He has high scientific training and certification from the International Institute of Internal Auditors. During his aforementioned long-standing experience, Mr. Theodorou participated in projects in the telecommunications and technology sectors, the company's areas of activity, indicatively: consulting support in the implementation of IFRS 15 (revenue recognition) for the companies NOVA & Forthnet, preparation of financial statements with the company DIGEA (digital provider), assistance of the audit firm in the implementation of special purpose audit projects for the OTE group. Furthermore, he possesses significant knowledge and experience in matters of internal audit, quality assurance, and risk management in the supervision of financial reporting, as well as in the design of operational and strategic plans. Finally, he has practical experience specifically with internal audit at a high level and with corporate governance, having served as head of internal audit and corporate governance advisor in large organizations and entities of the public and private sectors, including OASA, ERT, and IDIKA.

**(b) Theodoros Chatzistamatiou:** The CV of Mr. Chatzistamatiou is referenced above for the evaluation of his candidacy as a non-executive member of the Board of Directors.

**(c) Manos Chatiras:** The CV of Mr. Chatiras is referenced above for the evaluation of his candidacy as an independent non-executive member of the Board of Directors.

As is also verified in the relevant recommendation of the Remuneration and Nominations Committee to the Board of Directors, the aforementioned candidate members meet the

requirements of Article 44 of Law 4449/2017 and, in particular, (a) are independent according to Article 44, par. 1 (d) of Law 4449/2017 and (b) possess, according to Article 44, par. 1 (g), sufficient knowledge in the sector in which the Company operates, namely telecommunications, information technology and security, and at least one member, namely Mr. Theodorou, has sufficient knowledge and experience in auditing or accounting, so that the Audit Committee is in a position to implement the responsibilities and obligations specified in paragraph 3 of Article 44 of Law 4449/2017.

For its recommendation regarding the aforementioned candidate members of the Audit Committee, the Board of Directors verified the fulfillment of the suitability criteria, at both an individual and collective level, in accordance with the Company's Articles of Association, the Suitability Policy, the Internal Regulation of Operation, as well as the applicable decisions and circulars of the Hellenic Capital Market Commission, taking into account the corresponding determination included in the relevant recommendation of the Remuneration and Nominations Committee to the Board of Directors.

Based on their curriculum vitae and all documents, declarations, and information obtained from the candidates themselves, internally from the Company, and from external sources, their professional experience, and their business activity, it was established that the above candidates possess guarantees of ethos and reputation, independence of judgment, as well as sufficiency of time, and there are no conflicts of interest in their person, and they comply with the restrictions on the number of positions that a member of the Board of Directors of the Company may hold simultaneously, thus having sufficient time for the performance of their duties.

Ag. Paraskevi, 25/05/2026  
The Board of Directors”