



SUITABILITY POLICY OF THE MEMBERS OF THE BOARD OF DIRECTORS

I. Legal framework – approval, amendments and Νομικό πλαίσιο - έγκριση, τροποποίηση and periodical evaluation- scope - content

In the company “SPACE HELLAS SOCIETE ANONYME TELECOMMUNICATIONS, IT, SECURITY SYSTEMS & SERVICES PRIVATE ENTERPRISE FOR PROVISION OF SECURITY SERVICES” (General Commercial Registration No (GEMH) 375501000, (hereinafter the "company ") a suitability policy applies in accordance with the provisions of Article 3 of LAW 4706/2020 on the "Corporate governance of societe anonyme companies, modern capital market, incorporation into Greek legislation of the Directive (EU) 2017/828 of the European Parliament and of the Council, measures to implement Regulation (EU) 2017/1131 and other provisions”, as in force, the LAW 4548/2018, as in force, the company's articles of association and Circular No. 60/18-09-2020 of the Securities and Exchange Commission on: "Guidelines for the Fitness Policy of Article 3 of Law 4706/2020" (hereinafter “suitability policy”).

The suitability policy is made and approved by the board of directors of the company and then it is submitted for approval to the general assembly of the shareholders of the company and after that it is posted to the company's website. Amendments to the suitability policy must be approved by the board of directors of the company and in case they are substantial must be submitted for approval to the general assembly. The suitability policy and any substantial amendment is in force upon its approval by the general assembly of the shareholders of the company. As substantial amendments are defined the amendments that introduce derogations or significant changes to the content of the suitability policy and more particular as regards the applied general principals and criteria.

The suitability policy is in accordance with the internal operation code of the company, as in force, and the corporate governance code that the company applies.

The suitability policy includes a) The principles on the selection or the replacement of the members of the board of directors as well as the renewal of the term of the current members, b) The criteria on the evaluation of suitability of the members of the board of directors and in particular as regards the moral guarantees, the reputation, the know-how and skills, the independence in the opinion and the experience in the execution of duties appointed, and c) the diversity criteria in the selection of the members of the board of directors. The suitability policy has the scope to secure the quality selection, the effective operation, and the fulfillment of the role of the board of directors on the basis of a broad strategy and the medium to long term business perspective and plan of the company with the aim to promote the company's interest.



In the formation of the suitability policy, the board of directors of the company has taken into consideration the size of the company, its internal organization, the risk assessment, the nature, scale and complexity of the company's activities, as well as any other specific element related to the company, the markets to which the company operates and also the principles of the digital transformation and the ICT technologies.

The nominations committee, the internal control unit, as well as the organizational units with a similar subject matter (as is the human resources and / or the legal department) may provide effective contribution in the formation and monitoring of the suitability policy.

The company monitors the effectiveness of the suitability policy, proceeds to its periodical evaluation in between regular time periods or when significant event take place events or changes and amends the suitability policy and reexamines its concept, taking into consideration, inter alia, the recommendations of the nominations policy and of the internal control unit and any external bodies, if required.

II. Composition of members of the members of the board of directors

In accordance with the company's articles of association, the company is managed by the board of directors composed from three (3) to nine (9) members. The exact number of the members of the board of directors is decided by the general assembly of the shareholders of the company, in between the limits predicted in the articles of association.

In any case, the board of directors is completed by a sufficient number of members and its appropriate synthesis is always secured, as it is provided hereunder.

More specifically, the board of directors is consisted of executive, non-executive and independent non-executive members.

The executive members of the board of directors have executive authorizations as regards the management of the company in the context of their tasks assigned to them and more specifically: a) are responsible for the application of the company's strategy as decided by the board of directors and b) consult in regular time periods with the non-executive members of the board of directors as regards the suitability of the applied strategy.

The non-executive members as well as the independent non-executive members of the board of directors, in addition to their general duties in the criteria of their position as members of the board of directors, are entrusted with the role of the systematic oversight and monitoring of the process of decision making by the management of the company and more specifically: (a) monitor and examine the strategy of the company and its implementation, as well as the achievement of its objectives, (b) ensure effective supervision of executive



members, including the monitoring and control of their performance, and (c) express and provide opinion on proposals submitted by executive members, on the basis of existing information.

Moreover, the independent non-executive members of the board of directors (a) are not less than one third (1/3) of the total number of members of the board of directors and, in any case, no less than two (2), whereas, if a fraction occurs, it shall be rounded to the next largest whole number and (b) at the time of their appointment or election and during their term of office shall meet the independence criteria predicted in Article 9 of LAW 4706/2020.

It should be noted that in case the president of the board of directors is an executive member, a vice president is appointed obligatory from its non-executive members. Upon the condition that the said obligation is met, another vice-chairman from its executive members can be appointed.

III. Principles of the selection, replacement, or renewal of the term of the members of the board of directors.

A. General Principles

The company aims to staff the members of the board of directors with persons of good character and reputation who also have the experience needed from their assigned duties and their role in the board of directors, and in parallel they are available to the extent necessary for performing their duties. The company promotes and ensures diversity and adequate gender representation on its board of directors and, more generally, ensures equal treatment and opportunities, as well as the pooling of a wide range of qualifications and skills among board members.

Upon the selection, the renewal of the term and the replacement of a member of the board of directors, the assessment of the individual and collective suitability is taken into consideration (as analyzed in more details hereunder in B).

The candidate members of the board of directors, prior to their occupation of the office, are informed for the culture, the values and the general strategy of the company and the corporate governance principles, so that they are aware, if possible.

It is a condition for the election or the maintenance of membership in the board of directors is that there is no issued final and undisputed judgement in the between one (1) year, before or from its election accordingly, that recognizes its liability for damage transactions of the company or non-public listed company of the LAW 4558/2018, with affiliated members. The bylaws of the company can predict a time period for the above condition of more that one (1) year.



Each candidate member submits to the company a personal statement that no such above condition is met and each member of the board of directors notifies without delay to the company the issuance of such final and undisputed decision.

In the performance of their duties, the members of the board of directors must show the effort of a prudent businessman who is active in similar conditions. Such effort is examined in the basis of the role of each member and its duties assigned by the law, the company's bylaws or with a decision of the competent company's bodies.

B. Individual and collective suitability of the members of the board of directors.

It must be examined that the members of the board of directors are suitable for their place to the board. Such a suitability is distinguished by individual and collective. More specifically:

The individual suitability is the extent to which a person is considered to have as a member of the board of directors efficient knowledge, qualifications, experience, independent thinking, and good reputation to the performance of their duties as member of the board of directors of the company.

The collective suitability is the suitability of the members of the board as a whole.

For the examination of the above, the company monitors on a regular basis the suitability of the members of the board, especially in order to find out, under the knowledge of any new event, cases under which the reassessment of their suitability is necessary.

Besides the above regular monitoring of the suitability of the members of the board of directors, the suitability of each member or the members is evaluated also in non-regular cases, especially in the following cases: a) When there are doubts as to the individual suitability of the members of the board of directors or the suitability of the composition of the body, b) In case of significant impact on the reputation of a member of the board of directors, c) In case of the occurrence of a fact that might significantly affect the suitability of a member of the board of directors including the cases in which the members do not comply with the conflict of interest policy of the company.

In case that the end of the above one or more of the suitability criteria is noted in a member of the board, for reasons that such member could not prevent even with measures taken of extreme diligence, the board of directors of the company shall immediately cease such member, and also proceed to the replacement in between three (3) months.

The board of directors with its decision, upon an opinion of the competent bodies of the company, ensures that the company obtains the appropriate



replacement plan, for the normal continuity of the management of the company's affairs and the decision making, in case of members that leave, and especially the executive members and the members of the committees.

B.1 Evaluation criteria of the individual suitability of the members of the board of directors.

The individual suitability of the members of the board of directors is mainly assessed based on the criteria mentioned below. The criteria are general and apply to all the members of the board of directors regardless of whether they are executive, non-executive or independent non-executive members. Special impediments, commitments, or conditions (such as those of art. 3 par. 4, 5 and 6 and art. 9 par. 1 and 2 of Law 4706/2020 and art. 44 par. 1 of Law 4449/2017) apply regardless of the suitability criteria, as defined in the relevant provisions in force and are related accordingly taking into consideration the provisions as regards the role of each member.

B.1.1. Efficiency of knowledge and qualifications

The efficiency of knowledge and qualifications is very important in the evaluation of the individual suitability of the members of the board of directors of the company and it is related to the required knowledge, qualifications and experience of the members of the board to exercise their duties taking into consideration their appointed role, their position and the pre required skills by the company, related to each specific position.

Due to the broad scope of the company's activities and the importance of understanding and adapting to different market sectors, particular importance is taken of: (a) the theoretical knowledge of each member, the level and kind of education (field of study and specialization), especially if it is relevant to activities similar to those of the company or in other relevant sectors and (b) the practical experience, the prior position and the kind of employment obtained by the relevant member, taking into consideration the duration in the relevant position, the size of the relevant body, the scale and the complexity of the business activity assigned, the number of persons under the member's duty, in case, the nature of activities of the entity, the familiarity with the ICT technology.

During the evaluation of the sufficient knowledge and qualifications of the members of the board of directors, the following may be examined: a) the role and the duties of the office and the required abilities, b) the knowledge and qualifications that have been acquired in the course of education and training, c) the practical and professional experience that have been previously accumulated, d) the knowledge and qualifications that have been acquired and are proven based on the professional experience and advancement of the member of the board of directors and e) the familiarity to the ICT technologies.



However, such evaluation is not being limited to the academic qualifications of the member or the proof of a specific period of experience.

On the contrary, in the same process it is carried out an in-depth analysis of the experience of the member and his training, as the knowledge and qualifications that have been acquired in the course of any previous employment depend on the nature, the scale and the complexity of the business activity as well as the duties that the member had in the said course and the level of his responsibility.

The executive members of the board of directors may have acquired sufficient practical and professional experience either by occupying an office of responsibility or through the exercise of any professional activity for a substantial period of time.

The members of the board of directors must know and clearly understand the provisions on the corporate governance of the company as included in the law and the corporate governance code that the latter applies, the respective role and the responsibilities thereof not only as members of the board of directors but also as members of the committees thereof and on a case-by-case basis, if it is a group, the structure thereof and any potential conflict of interest.

B.1.2. Character and references

The members of the board of directors have a good reputation and character references that mainly relates to their honesty and integrity.

A member of the board of directors is presumed to have good reputation and integrity and to be honest unless there are objective and proven reasons that imply otherwise.

In order to assess the reputation, the honesty and the integrity of a candidate or an actual member of the board of directors, the company may carry out a search and notwithstanding the legislation on the protection of personal information, ask for information and relevant documents for any final administrative and court decisions against him especially on violation and offences related to his membership to the board of directors or the non-compliance with the legislation on the Capital Market or in general with financial crimes. Notwithstanding the provisions of article 3 par. 4 and 5 of Law 4706/2020 in the course of the said assessment the relevance of the offence or the measure to the membership, the seriousness of the offence or the measure, the general circumstances, including any mitigating circumstances, the role of the person involved, the penalty that has been imposed, the stage that the pending procedure reached and any measures that have been implemented to restore the situation may be taken into consideration. It would be useful to check the time period that has passed by and the behavior of the person after the violation or the offence.



The company in the course of the assessment may also consider any decision of any competent authority on the candidate member of the board of directors that excludes him from being a member of any board of directors.

B.1.3. Conflict of interest.

The members of the board of directors must be informed to the conflict-of-interest policy that the company applies, according to the para. 3 (g) of the article 14 of Law 4706/2020, which is included in its internal operation code.

All the actual and potential conflicts of interest in the board of directors shall be the subject matter of a sufficient information, deliberation, documentation, adoption of decision and proper management (i.e., introduce the necessary measures for the limitation of the conflict of interest).

B.1.4. Independent thinking

All the members of the board of directors have an active participation to its meetings and make their own proper, objective and independent decisions and judgments during the performance of their duties, taking also into consideration the opinion of independent bodies or internal bodies in the company, which operate under the law, and is provided, if requested, during the meetings of the board of directors.

It is important that each member of the board of directors (executive, non-executive, independent non-executive) will ensure that during the performance of their duties expresses an independent opinion in the meetings and decision making of the board of directors. The absence of conflict of interest does not necessarily mean that the member is acting independently.

As objectivity is defined the impartial attitude and state of mind that allow for the member of the board of directors to perform their duties as they believe and not settle as to the quality thereof. Independency is defined as the freedom from any circumstance that might prevent a member of the board of directors to perform their duties impartially.

Upon assessing the independence of thinking, the company takes into consideration whether all the members of the board of directors have the required behavioral qualifications that include among other: a) courage, confidence and determination to carry out a substantial evaluation and contest the proposals or opinions of the other members of the board of directors, b) the ability to address the other members of the board of directors and especially the executive members thereof with reasonable questions and criticize them and c) the ability to resist to groupthink.

B.1.5. Adequate availability.

The availability of the required time so as the members of the board to be in the position to fulfill their duties is important.



In order to define the adequacy of availability a number of criteria are taken into consideration on the basis of the description of the position of the member, the role and the duties of each member, as well as the assigned authorizations, the number of memberships of the member in other boards and the resulting offices they hold duties at the same time and also other professional or personal commitments or conditions.

The company informs each candidate member of the board of directors on the expected time necessary to be dedicated to his duties and the sessions of the board of directors and any other committee to which he might participate as member.

B.2 Evaluation criteria of the collective suitability of the members of the board of directors.

The members of the board of directors must be suitable, also as a total, for the performance of their duties and the composition of the board of directors should contribute to the effective administration of the company and the balanced adoption of the decisions.

The members of the board of directors must collectively adopt the appropriate decision upon assessment of the business model, the intention to undertake risk, the strategy, and the markets where the company is present, and also taken into consideration the opinions of independent bodies or internal committees operating under the provisions of the law and being made, if this is required, in the meeting of the board. In that sense, the members of the board of directors must be in the position, taking into consideration their role and duties, to substantially monitor and criticize the decisions of the senior officers.

The composition of the board of directors covers in a complex and experienced manner, all areas of knowledge required for the business activities of the company, and collectively with the sufficient experience and knowledge in between its members. For this scope, an effort is being made to ensure that there is a sufficient number of members with knowledge in each sector, so as the discussion to be made in the meetings for the decision making to be creative. The members of the board acting collectively must obtain the required skills to present their views.

Taking into consideration the activities of the company in a wide range of sectors in the market, the composition of the board of directors must reflect the knowledge, the qualifications and the experience required for the performance of their duties.

In the said context it is important for the board of directors as a whole to sufficiently understand all the fields for which the members are collectively responsible and have the required qualifications to exercise actual management and supervision of the company.



In that sense, the board of directors must be also familiar with a) the business activity of the company and the basic risks related thereto, b) the strategic planning, c) the financial references, d) the compliance with the legislative and regulatory framework, e) the understanding of the issues on corporate governance, f) the ability to identify and manage risks, g) the impact of technology on the company's activities and j) the adequate representation per gender, according to the legislation in force.

The company is primarily responsible for identifying any irregularities as to the collective suitability. To that end, the board of directors is self-evaluated on an annual basis.

B.2.1. The adequate representation per gender

The company shall ensure that there is adequate representation per gender in the membership of the board of directors and at least in accordance with the minimum limits that are in force with the relevant provisions of the law as in force. The nominations committee is taking into consideration the said criterion at the stage of submission of proposals on the appointment of members of the board of directors.

The company ensure in general the equal treatment and equal opportunities between the genders. It is noted that this angle extends beyond the selection of the members of the board of directors and the provision of training to the members of the board.

IV. Diversity criteria.

The company applies a diversity policy at the selection of the candidate members of the board of directors under the scope, with the requirement of a wide range of skills and qualifications at the selection process, to ensure, as far as possible, the diversity of views and experiences and making good decisions.

In addition to the adequate gender representation applied by the company in accordance with applicable law, when selecting candidates for members of the company's board of directors there is no exclusion due to discrimination on grounds of sex, race, color, ethnic or social origin, religion or belief, property, birth, disability, age or sexual orientation.

V. Application, monitoring and amendment to the suitability policy

The monitoring of the application of the suitability policy is under the responsibility of the board of directors of the company. In such process, the internal audit unit of the company provides assistance, as well as the nominations' committee and the secretary of the board of directors, where appropriate. The annual corporate governance declaration of the company contains a relevant reference.



The company records the results of the evaluation of the suitability and in particular any weakness detected between the provided and the actual individual and collective suitability and the measures that need to be implemented for addressing the said lack.

The suitability policy is harmonized with the general framework of corporate governance, the company's culture and the intention to undertake risks, that the company have set.