



**36<sup>th</sup> Annual Meeting of the shareholders of the**

societe anonyme under the name

**« SPACE HELLAS S.A. TELECOMMUNICATIONS, IT, SECURITY  
SYSTEMS AND SERVICES - PROVISION OF SECURITY SERVICES  
PRIVATE ENTERPRISE »**

(GEMI No. 375501000)  
(FISCAL YEAR 01.01.2021 – 31.12.2021)

Wednesday, 22 June 2022, at 15:00

In accordance with articles 120 par.3 and 125 par. 1 of the Law 4548/2018 as in force, the Company's Articles of Association and by virtue of resolution of 27-05-2022 of the Board of Directors the annual general meeting is held remotely in real time via teleconference, in order to discuss and decide upon the issues of the daily agenda.



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**1. INVITATION TO THE ANNUAL GENERAL MEETING, VIA  
TELECONFERENCE, OF SHAREHOLDERS OF THE COMPANY “SPACE  
HELLAS S.A. TELECOMMUNICATIONS, IT, SECURITY SYSTEMS AND  
SERVICES - PROVISION OF SECURITY SERVICES PRIVATE  
ENTERPRISE”  
(General Commercial Registry Number 375501000)**

In accordance with the articles 120 par. 3 and 125 par. 1 of the Law 4548/2018, as in force, the Company’s Articles of Association and the decision of the Board of Directors dated 27/05/2022, the holders of ordinary, registered, dematerialized shares with a voting right (hereinafter referred to as the “shareholders”) of “SPACE HELLAS S.A. TELECOMMUNICATIONS, IT, SECURITY SYSTEMS AND SERVICES - PROVISION OF SECURITY SERVICES PRIVATE ENTERPRISE” (“SPACE HELLAS S.A.”) are hereby invited to the thirty sixth (36<sup>th</sup>) Annual General Meeting of Shareholders that will be held remotely in real time via teleconference, on **Wednesday, 22<sup>nd</sup> of June 2022 at 15:00** (hereinafter referred to as the “Annual General Meeting”), in order to discuss, as it is predicted, and decide upon the following issues of the daily agenda:

**AGENDA**

Item 1: Submission and approval of the annual financial statements (standalone and consolidated) according to the international financial reporting standards for the fiscal year 2021 (01/01/2021 – 31/12/2021) along with the relevant reports and declarations of the board of directors and the independent auditor.

Item 2: Approval of the distribution of financial results of the fiscal year 2021 (01/01/2021 – 31/12/2021) including dividend distribution for the same fiscal year. Provision of authorizations to the company's board of directors.

Item 3: Approval of the overall management of the fiscal year 2021 (01/01/2021 – 31/12/2021) and release of the independent auditors for the same fiscal year according to the articles 108 and 117 para. 1 case c) of the law 4548/2018.

Item 4: Election of the certified auditors’ company for (i) the audit of the annual and overview of the interim financial statements (standalone and consolidated) for the fiscal year 2022 (01/01/2022 – 31/12/2022) according to the international financial reporting standards, and (ii) the issuance of tax certificate for the said fiscal year, as well as the determination of this remuneration.

Item 5: Submission for discussion and consulting voting of the remuneration report of the fiscal year 2021 (01/01/2021 – 31/12/2021).

Item 6: Approval of the paid compensation and remuneration to the members of the board of directors for the fiscal year 2021 (01/1/2021 – 31/12/2021) and pre-approval of compensation and remuneration for the fiscal year 2022 (01/1/2022 – 31/12/2022).



Item 7: Approval of the payment of extraordinary remuneration to members of the company's board of directors in the form of free offer of own shares (articles 109, para. 1 and 114 of the law 4548/2018). Provision of authorizations to the company's board of directors.

Item 8: Determination of the type, the composition (number of members and capacities) and the term of the company's audit committee according to the articles 44 of the law 4449/2017 and 74 para. 4b of the law 4706/2020.

Item 9: Submission to the shareholders of the annual activities report of the audit committee for the fiscal year 2021 (01/1/2021 – 31/12/2021).

Item 10: Submission of the report of the independent non-executive members of the board of directors for the fiscal year 2021 (1/1/2021 – 31/12/2021) according to article 9 para. 5 of the law 4706/2020.

Item 11: Grant of permission to the members of the board of directors and the company's managers, according to article 98 para. 1 of the law 4548/2018.

Item 12: Various announcements.

## **I. RIGHT TO PARTICIPATE TO THE GENERAL MEETING AND TO THE ADJOURNED GENERAL MEETING (IN CASE NEEDED)**

At the above general meeting, only physical and legal persons that have the status of shareholder at the beginning of **June 17<sup>th</sup> 2022**, day of **Friday** (5<sup>th</sup> day before the beginning of the general meeting, hereinafter referred to as the "record date") have the right to participate and vote, that is the persons that are registered in the Dematerialized Securities System which is administered by the company "HELLENIC CENTRAL SECURITIES DEPOSITORY S.A." (ELKAT or ATHEXCSD) or the one identified as such through participating or registered intermediaries or other intermediaries in compliance with the provisions of with the provisions of the Law 4548/2018, Law 4569/2019, Law 4706/2020, the Regulation (EU) 2018/1212) as well as the Rulebook of Operation of the ELKAT.

In case the quorum required by the Articles of Association and the law is not reached during the General Meeting, an adjourned General Meeting of the company's shareholders will be held remotely in real time via teleconference, convened remotely via teleconference on **June 29<sup>th</sup>, 2022, day of Wednesday and at 15:00** (hereinafter referred to as the "Adjourned General Meeting"). The above record date is also valid in the case of an adjourned general meeting, for which no new invitation is required to be published, or in case of a postponement, if the postponed meeting is organized in a period no longer than thirty (30) days from the record date. If this does not happen then the person who holds the share status at the beginning of the third date before the day of the postponed meeting participates to the postponed meeting. It is noted that, in order to prove the shareholder status, the shareholder is not required to present a relevant written certificate.



Against the company as a shareholder who is entitled to participate in the General Meeting or in the Adjourned General Meeting and to exercise the right to vote is considered the above registered or the above identified as such at the record day. The exercise of the above participation and voting rights does not require share commitments of the holder or to follow any other relevant procedure, which restricts the possibility of selling or transferring of the said shares during the period between the record date, as above defined, and the date of the annual general meeting.

Shareholders that do not comply with the deadline in par. 4 of article 128 of Law 4548/2018, i.e., that do not submit in writing or by electronic means the appointment of proxies or representatives to the Company at least forty-eight (48) hours before the appointed date of the General Meeting, participate at the General Meeting unless the General Meeting refuses this participation for good reason which justifies this refusal.

## **II. PROCEDURE OR PARTICIPATION, ATTEND AND VOTE IN THE GENERAL MEETING REMOTELY IN REAL TIME BY TELECONFERENCE**

In order for the shareholders to participate and vote in the Annual General Meeting which will be held remotely in real time by teleconference without physical presence, the opening and use of an electronic account of the shareholder or his/her proxy (if this is the case) is required at the electronic platform that has been developed by the Hellenic Exchanges – Athens Stock Exchange S.A. for the provision of remote General Meeting services by distance in real time by teleconference to listed companies on the website <https://axia.athexgroup.gr>. In order to access the electronic platform a personal computer, a smartphone or a tablet with a browser installed and internet access are required.

The internet platform is provided by ELKAT, while for the teleconference the webex group of tools/services is provided by Cisco Hellas S.A.

In order for the shareholder or his/her proxy to create an account in the above-mentioned electronic platform a valid electronic mail (email) account and a mobile phone of the shareholder or the proxy are required.

If, on accessing the electronic platform the above information entered by the shareholder does not match the information registered in the Dematerialized Securities System or the identification information that has been provided to the Company by ELKAT or through the participating and registered intermediaries, shareholders must provide or update the information above, in order to create the account.

For this purpose, and in order to avoid dysfunctions, shareholders are requested to contact without delay the Participant of their Securities Account in the Dematerialized Securities System where the shares of the company are kept, in accordance with the specific provisions of the Rulebook of Operation of ELKAT as in force or to any other intermediary acting as custodian of their shares, in order to notify them or/and update their valid email address and



mobile number (in case of a legal person, of their legal representative) for their identification.

Further instructions regarding the participation at the general meeting by teleconference will be posted on the company's website and will be sent via email to the shareholders who will have completed the above-mentioned registration procedure on the electronic platform of Hellenic Exchanges – Athens Stock Exchange S.A. and have the right to participate in the annual general meeting.

For any inquiries and information, shareholders may contact the Company's Investor Relations and Corporate Announcements Unit by email to [sharehold@space.gr](mailto:sharehold@space.gr) or by phone at +30 210 6504458 (daily between 09.00 – 16.00).

Furthermore, from the date of the publication of this invitation until the competition of the general meeting, a help desk will be available in order to provide information and support to shareholders and the proxies at + 30 210 3366120 or by email at [AXIAeShareholdersMeeting@athexgroup.gr](mailto:AXIAeShareholdersMeeting@athexgroup.gr).

On the date of the General Meeting, in order to participate in the proceedings, shareholders must log in on time through the Internet Platform, at least fifteen minutes (15') before the start time of the General Meeting and state the number of voting rights with which they will participate in the General Meeting and vote and, whether they wish to amend it (to a smaller amount).

Shareholders who will participate at the general meeting by teleconference in real time are taken into consideration for the formation of the quorum and majority and will be able to exercise their rights effectively during the general meeting.

Shareholders that have successfully connected to the internet platform will be able to participate in the General Meeting by teleconference in real-time via a link that will be sent to them by email.

Moreover, by activating the teleconference application (Cisco Webex) through the link at the start of the General Meeting, shareholders will be able to:

- a) attend the general meeting electronically or with audiovisual means,
- b) take the floor and address the general meeting orally during the general meeting,  
while at the same time through the internet platform, they will be able to:
- c) vote in real time during the general meeting on the matters of the daily agenda,
- d) receive information on the recording of their vote.



### **III. PARTICIPATION AND VOTING PROCESS BY PROXY.**

Shareholders who are entitled to participate in the annual general meeting can vote either in person or by proxy, in accordance with the article 128 of the law 4548/2018.

Each shareholder (physical or legal person) may appoint up to three (3) proxies. However, if a shareholder holds shares of the company which appear in more than one securities' account, such limitation does not prevent that shareholder to appoint different proxies for the shares which appear in each securities' account in relation to the General Meeting. A proxy appointment can be freely recalled. A proxy that acts for more than one shareholder can vote differently for each shareholder.

A shareholder may appoint a proxy for one or more general meetings and for a specific timeframe. The proxy is obliged to vote according to the shareholder's instructions if there are any. Any non-compliance of the proxy with the instructions it has received does not affect the validity of the decisions of the general meeting, even if the representative's vote was decisive for achieving the majority.

The shareholder's proxy is obliged to file the voting instructions for at least one (1) year from the date of the General Meeting or any Adjourned General Meeting, in which he used the power of attorney.

Form of appointment or revocation or replacement of proxies is available to the shareholders on the company's website [www.space.gr](http://www.space.gr) and then: SPACE HELLAS-Investors Relations/General Meetings/2022, and in case a shareholder is not possible to have internet access to such forms, in a typed version at the Company's Investor Relations and Corporate Announcements Unit (302 Messogion Av., Cholargos 155 62, 210-6504458), which is possible to be send to the interested Shareholder by post office without charge. In accordance with the article 128 par. 4 v. 4548/2018 the said form shall be submitted at least forty-eight (48) hours before the specified date of the general meeting, i.e., until June 20, 2022, 15:00.

The proxy's email address and mobile phone number shall be filled in the relevant representation form in order to participate in the general meeting. The document is either:

- a) submitted within the said deadline be filled-in and signed with the authenticity of the signature verified, to the Company's Investor Relations and Corporate Announcements Unit, at: 302 Messogion Av., Cholargos, Attica, or alternatively digitally signed by using a recognized digital signature (qualified certificate) by the proxy or the shareholder or
- b) by e-mail within the said deadline be filled-in and signed with the authenticity of the signature verified, or alternatively digitally signed by using a recognized digital signature (qualified certificate) by the proxy or the shareholder at



sharehold@space.gr or by fax to the number + 30 210 6504153 (daily between 09.00 and 16.00).

Shareholders are asked to ensure that the proxy appointment document is successfully dispatched and received by the Company and may call for this purpose: +30 210 6504458 (Investor Relations and Corporate Announcements Unit).

The appointed proxy is obliged to notify to the Company, prior to the commencement of the Annual General Meeting, any specific fact, which might be useful to the shareholders, in their assessment of the risk of the proxy serving interests other than their own.

Conflict of interest may arise in particular in cases where the proxy: a) is a controlling shareholder of the Company or is a legal person or entity controlled by such shareholder; b) is a member of the Board of Directors or in general of the management of the Company or of a controlling shareholder, or of another legal person or entity controlled by such shareholder; c) is an employee or an auditor of the Company or of a controlling shareholder, or of another legal person or entity controlled by a controlling shareholder; d) is a spouse or a first degree relative of a natural person referred to in cases a to c above.

Specifically for the shareholder participation by proxy at the General Meeting or any Repetitive Meetings, the shareholder or the Participant in the Securities Accounts in the DSS or other intermediary acting as custodian of the shareholder, through which the shares are kept, can appoint up to one (1) proxy, whose appointment must be made at least forty-eight (48) hours before the date of the General Meeting (i.e. by 15.00 on 20 June 2022 at the latest for the initial General Meeting and the latest by 15.00 on 27 June 2022 for the Repetitive Meeting).

Upon receipt of the above-mentioned information by the company and based on the email address and mobile telephone number of the proxy, as stated on the form of representation, the representative's account is created by the company on the electronic platform and the representative shall be informed via email to activate the account in order to exercise the rights of the shareholder in accordance with the above mentioned to in III.

Since the entry into the system requires a unique declared valid email address and a unique mobile phone (shareholder's or representative's/proxy's), in case of appointment of more than one, for identification purposes, the details of the first representative / proxy declared in turn will be taken into account.

#### **IV. MINORITY RIGHTS**

According to article 121, paragraph four (4), of the Law 4548/2018, all shareholders are hereby informed that, inter alia, they have the following rights provided for in article 141 paragraphs 2, 3, 6 and 7, of Codified Law 4548/2018:



Article 141 paragraph 2 of the Codified Law 4548/2018: At the request of Shareholders representing 1/20 of the paid-up share capital, the Board of Directors is obliged to include additional items in the agenda of the General Meeting, provided that the relevant request is received by the Board of Directors at least fifteen (15) days prior to the General Meeting. The additional items must be published or disclosed under the responsibility of the Board of Directors in accordance with Article 122 of Law 4548/2018 at least seven (7) days prior to the General Meeting. The request to have additional items included in the agenda must be accompanied by a justification or by a draft decision to be adopted by the General Meeting. The revised agenda must be published in the same manner as the previous agenda, thirteen (13) days before the date of the General Meeting and at the same time must be also made available to Shareholders on the Company's website, or alternatively digitally signed by using a recognized digital signature ([www.space.gr](http://www.space.gr) and then: SPACE HELLAS – Investors Relations/General Meetings/2022) along with the justification or the draft decision submitted by the Shareholders, in accordance to the article 123 paragraph 4 of the Codified Law 4548/2018. If these additional items are not published, the requesting shareholders are entitled to request the adjournment of the general meeting in accordance with paragraph 5 of Article 141 of Law 4548/2018 and to make the publication themselves, in accordance with the second subparagraph of this paragraph (and paragraph 2 of Article 141 of Law 4548/2018) at Company's expense.

Article 141 paragraph 3 of the Codified Law 4548/2018: Shareholders representing 1/20 of the paid-up share capital, have the right to input drafts decisions which have been included in the initial or revised agenda of the General Meeting. at least seven (7) days before the date of the General Meeting, the drafts decisions on the items, are been given to the shareholders in accordance with the article 123 paragraph 3 of the Codified Law 4548/2018 at least six (6) days before the date of the General Meeting.

Article 141 paragraph 6 of the Codified Law 4548/2018: Following a request submitted by any Shareholder to the Company at least five (5) full days prior to the General Meeting, the Board of Directors is obliged to provide to the General Meeting the requested specific information on the Company's affairs, to the extent that this may be useful for the assessment of the items on the agenda. The Board of Directors may provide a single response to Shareholders' requests with the same content. The obligation to provide information does not apply in the event that the information requested is already available on the Company's website, especially in the form of questions and answers. At the request of Shareholders representing 1/20 of the paid-up share capital, the Board of Directors is obliged to announce to the Annual General Meeting the amounts that have been paid during the last two years to each member of the Board of Directors or to the Company's managers, as well as any benefits that were granted to them for any reason or on the basis of their contract with the Company. In all the above cases, the board of directors may refuse to provide the information for substantive reasons, as recorded in the minutes. Such a



reason may be, in the circumstances, the representation of the requesting shareholders to the board, in accordance with Articles 79 or 80 of Law 4548/2018. In the cases of this paragraph, the board of directors may respond in a single application to shareholders with the same content.

Article 141 paragraph 7 of the Codified Law 4548/2018: at the request of shareholders representing at least one tenth (1/10) of the paid-up capital which is presented to the company within the period referred to in paragraph 6 of article 141 L. 4548/2018, the Board is obliged to provide to the General Assembly information on the course of Corporate Affairs and asset situation of the company. The Board may refuse to provide such information for substantive ground, which is indicated in the minutes. Such a reason might be, as the case may be, the representation of the applicant shareholders on the Board, in accordance with articles 79 or 80 of the Law 4548/2018, provided that the respective members of the Board have received relevant information in a sufficient way.

Article 141 paragraph 8 of the Codified Law 4548/2018: In the cases referred to paragraphs 6 and 7 of article 141 of law 4548/2018, any question as to the merits or not of the grounds of refusal on the part of the Board providing the information, shall be resolved by the Court ruling, issued in interim injunction proceedings. By the same decision, the court obliges the company to provide information refused. The decision does not infringe with remedies.

In all above cases, the requesting Shareholders must demonstrate their status as shareholders, as well as the number of shares they hold, at the time of the exercise of their right. The shareholder's status is certified through online connection with ATHEX and the company. Such proof is the presentation of a certificate from ATHEX or the certification of the shareholder status by a direct electronic connection of ATHEX and company.

All of the above information on minority rights and the terms for enforcing them are available on the website of the Company ([www.space.gr](http://www.space.gr) and then: SPACE HELLAS – Investors Relations/General Meetings/2022).

## **V. AVAILABLE DOCUMENTS AND INFORMATION**

In the company's internet website ([www.space.gr](http://www.space.gr) and then: SPACE HELLAS – Investors/General Meetings/2022) are available or will be available, according to the law and the company's articles of association, electronically and also available in hard copies in the company's offices (302 Messogion Av., Cholongos, Attica, Investor Relations and Corporate Announcements Unit, Tel.:+30 210 6504458), in accordance with the law 4548/2018, the present invitation, the total number of shares and voting rights that these shares incorporate on the invitation date, the documents that need to be used for the participation and voting by proxy, any documents to be submitted to the General Meeting, the draft decisions for each item of the agenda, or, in case there is no



decision to be proposed for approval, comments of the board of directors as well as the draft decisions that are proposed by the shareholders, in accordance with paragraph 3 of article 141 of law 4548/2018, immediately upon their receipt by company, as well as information regarding the exercise of minority rights of par. 2, 3, 6 and 7 of article 141 of Law 4548/2018.

Agia Paraskevi, May 27<sup>th</sup>, 2022  
On behalf of the company

The Chairman of the BoD  
SPYRIDON MANOLOPOULOS

## 2. PROPOSALS OF THE BOARD OF DIRECTORS ON THE ITEMS OF THE DAILY AGENDA

**ITEM 1<sup>st</sup>: Submission and approval of the annual financial statements (standalone and consolidated) according to the international financial reporting standards for the fiscal year 2021 (01/01/2021 – 31/12/2021) along with the relevant reports and declarations of the board of directors and the independent auditor.**

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Required quorum: 1/5 off the share capital      Majority: 50% + 1 of the votes represented

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The Board of Directors proposes to the general meeting to approve the annual financial report (standalone and consolidated) according to the international financial reporting standards (IFRS) for the fiscal year 2021 (01/01/2021-31/12/2021) that have been approved from the board of directors (meeting dated 19-04-2022) accompanied by the relevant reports and statements of the board of directors and the independent auditor and published in accordance with the law.

The annual financial report and the relevant documents are available in the company's site ([www.space.gr](http://www.space.gr) end then SPACE HELLAS/Investors/Financial Results).

**ITEM 2<sup>nd</sup>: Approval of the distribution of financial results of the fiscal year 2021 (01/01/2021 – 31/12/2021) including dividend distribution for the same fiscal year. Provision of authorizations to the company's board of directors.**

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Required quorum: 1/5 off the share capital      Majority: 50% + 1 of the votes represented

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The Board of Directors proposes to the general meeting to approve the distribution of the profits of the fiscal year 2021 amounting 2.323.156,60 euros after taxes according to the legislation as in force as follows:

a) Formation, as provided in article 158 of Law 4548/2018, of the regular reserve 5% on net profits after taxes amounting to € 116.157,83.

b) Distribution of dividend € 774.783,60 on profits, amounting to Euro 0,12 per share, which exceeds the minimum dividend required by law under Article 161 of Law 4548/2018, taking into account Article 160 and the restrictions of Article 159 of the same law. [Note to the shareholders: As the company's own shares do not receive a dividend, the final amount of the dividend to be paid per share will be increased taking into account the amount of the dividend corresponding to the own that the company may hold at the ex-dividend date]. According to the current tax provisions, the dividend to be distributed is subject to a 5% withholding tax (with the exception or variation of the withholding rate for shareholders subject to special provisions) and after the above withholding the net dividend payable per share amounts to ten euro cents and fourteen centimeters per minute (€ 0.114).

c) The remaining balance shall remain as retained.

With regard to the dividend for the fiscal year 2021, as already announced by the company with the Financial Calendar 2022, the General Meeting is required to approve the ex-dividend date, the record date file of the beneficiary shareholders and the payment date for the remaining dividend of the financial year 2021, as follows: Ex-dividend date: Thursday, July 14, 2022. Beneficiaries of dividend (record date): Friday, July 15, 2022. Dividend payment date: Thursday, July 21, 2022. The payment of the dividend for the financial year 2021 will be made through a relevant bank.

Finally, the board of directors requests the authorization by the general meeting for the implementation of its decisions on the current item of the agenda, including the payment of the dividend to the beneficiary shareholders, as mentioned above.

**ITEM 3<sup>rd</sup>: Approval of the overall management of the fiscal year 2021 (01/01/2021 – 31/12/2021) and release of the independent auditors for the same fiscal year according to the articles 108 and 117 para. 1 case c) of the law 4548/2018.**

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Required quorum: 1/5 off the share capital                      Majority: 50% + 1 of the votes represented

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The Board of Directors proposes to the general meeting to approve the overall management of the company's Board of Directors for the fiscal year 01/01/2021 – 31/12/2021, according to the article 108 of the Law 4548/2018 and release of independent auditors who carried out the audit of the financial statements from any liability for compensation for of the fiscal year 01/1/2021 - 31/12/2021, according to the article 117 par.1 case c) of the Law 4548/2018.

**ITEM 4<sup>th</sup>: Election of the certified auditors' company for (i) the audit of the annual and overview of the interim financial statements (standalone and consolidated) for the fiscal year 2022 (01/01/2022 – 31/12/2022) according to the international financial reporting standards, and (ii) the issuance of tax certificate for the said fiscal year, as well as the determination of this remuneration.**

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Required quorum: 1/5 off the share capital                      Majority: 50% + 1 of the votes represented

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*Note: According to article 124 par. 8 of law 4548/2018: "8. A natural person who holds shares listed on a regulated market and who is a member of the board of directors of that company, does not participate in the vote of the general meeting and is not counted on to form the quorum and majority when the general meeting decides to assign the mandatory audit of financial statements by a certified auditors or audit firm. This paragraph shall not apply when the majority of the independent members of the Board of Directors declare that they agree with the assignment of the audit to the proposed persons".*

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Following the recommendation of the company's audit committee and with the approval of all the independent members of the Board of Directors, according to article 124 para. 8 of the law 4548/2018, the Board of Directors proposes to the general meeting of shareholders, the annual audit and review of the company's interim financial statements (standalone and consolidated) for the fiscal year 01/01/2022 - 31/12/2022 to be carried out by the auditing company "PKF EUROLEGGTIKI SA" with an annual fee of € 18.722,00, plus VAT for the audit of the company's annual financial statements 2021 (standalone and consolidated), € 3.542,00 plus VAT for the review of the semi-annual financial statements of the company 2021 (standalone and consolidated) of € 11,500.00 plus VAT for issuance of the annual tax certificate 2022.

Following the above proposal, and after the recommendation of the company's audit committee and with the approval of all the independent members of the Board of Directors, according to article 124 para. 8 of the law 4548/2018, the Board of Directors also proposes to the general meeting of shareholders the general meeting to elect as ordinary and alternate independent auditors of the company for the audit of the financial statements of company and the group of companies of the fiscal year 1/1-31/12/2022, according to the provisions of law 4548/2018 and the legislation in force, the following certified public accountants of the Auditing Company "PKF EUROLEGGTIKI SA": a) as ordinary auditor it is proposed to be elected Mr. Andreas G. Pournos, certified public accountant, resident of Athens, 35-37 Emm. Roidis Street, ID AK504867, tax reference number 056640907 and S.O.E.L. registration number 35081 as an ordinary auditor and b) as substitute auditor it is proposed to be elected Mr. Athanasios G. Chiolos certified public accountant, resident of Peristeri, 16 Nigritis Street, ID N 850776, tax reference number 061942025 and S.O.E.L. registration number 27661.



It is noted that the total remuneration of the certified auditors by the company for the fiscal year 2021, according to the decision of the 35th annual general meeting of the company's shareholders amounted to € 18.722,00 plus VAT for the audit of the annual financial statements 2021 (standalone and consolidated), to € 3.542,00 plus VAT for the review of the 2021 semi-annual financial statements (standalone and consolidated) and to € 11,500.00 plus VAT for the issuance of the annual tax certificate 2021.

According to the above, there is no change in the annual fee for the audit of the annual and the review of the interim financial statements (corporate and consolidated) for the fiscal year 2022, according to the international financial reporting standards.

Also, according to the above recommendation of the audit committee, it should be taken into account that:

- a) The two (2) certified auditors of the auditing company "PKF EUROAUDIT SA" have audited a number of companies in several industries over a number of years. Mr. Pournos has the appropriate audit experience and extensive knowledge of IFRS issues.
- b) Due to the specialization of the executives of the auditing company with the issues of SPACE HELLAS, they are able to carry out the audit of the company more efficiently and more purposefully.
- c) The communications with the executives of the financial management show that their cooperation with the executives of the auditing company is excellent and particularly effective, achieving the observance of the strict deadlines for the publication of the financial statements.

It is noted that based on their statements to the audit committee, the above certified auditors and members of the audit team are independent in relation to the company SPACE HELLAS and there is no obstacle in their appointment.

Taking into account all the above, the audit committee evaluated that the objectivity and independence of the statutory auditors in order for the above services to be provided to the company for the fiscal year 2022 are adequately guaranteed, while, in addition, their independence is confirmed in writing by the audit company in a letter to the audit committee.

**ITEM 5<sup>th</sup>: Submission for discussion and consulting voting of the remuneration report of the fiscal year 2021 (01/01/2021 – 31/12/2021).**

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Required quorum: 1/5 off the share capital      Majority: 50% + 1 of the votes represented

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The Board of Directors submits for discussion and voting to the general meeting the remuneration report of the fiscal year 2022, according to the article 112 of the law 4548/2018, and proposes its approval. The company's remuneration and nominations committee has examined the remuneration report, before its submission, according to sub. para. c of article 11 of law 4706/2020.

It is clarified that the vote of the Shareholders on the Remuneration Report is of an advisory nature, according to article 112 par. 3 of Law 4548/2018.

The Remuneration Report for the fiscal year 2021 is as follows:

**“REMUNERATION REPORT OF THE BOARD OF DIRECTORS (article 112 L. 4548/2018)**

The Board of Directors of the company under the name “SPACE HELLAS S.A. TELECOMMUNICATIONS, IT, SECURITY SYSTEMS AND SERVICES - PROVISION OF SECURITY SERVICES PRIVATE ENTERPRISE” and the distinctive title "SPACE HELLAS" submits the present Remuneration Report (hereinafter the "Report") for discussion as the subject of the 5th item of the agenda of the annual general meeting of shareholders of the company of 22 June 2022, pursuant to article 112 of the law 4548/2018, as amended and in force. The Report contains a comprehensive overview of the total remuneration of the

members of the Board of Directors of the Company for the last fiscal year (2021) and the minimum information required by law. After the Annual General Meeting, it will be available on the company's corporate website for a period of ten (10) years, as required by law. According to the law, the vote of the shareholders has an advisory character and the company's BoD will explain in the next Report the manner in which the result of the vote was taken into account during the Annual General Meeting of 22 June 2022.

#### A. TOTAL REMUNERATION PAID

The Remuneration Report is set out:

Total remuneration of Members of the Board of Directors of "Space Hellas" for the year 2021 (article 112 par. 2 a' of the law 4548/2018 as in force). Remuneration policy covers all remuneration paid and in particular:

- Fixed remuneration (salary) 601.601 euros (net 344.580,54 euros),
- Variable remuneration (bonus) 137.265 euros (net 76.644,81 euros),
- Fees from participation in the Board of Directors meetings, and where appropriate, of its committees, 386.000 euros (net 229.067,00 euros).

NAME	GROSS REMUNERATION	GROSS BONUS	FEES FOR PARTICIPATION IN BoD	FEES AS A MEMBER OF A COMMITTEE OF BoD	TOTAL GROSS REMUNERATION
SPYRIDON MANOLOPOULOS (Executive Chairman)	136.125,00	40.000,00	54.000,00	0,00	230.125,00
IOANNIS MERTZANIS (Chief Executive Officer)	136.125,00	40.000,00	54.000,00	0,00	230.125,00
IOANNIS DOULAVERIS (Executive Member)	133.646,00	26.000,00	54.000,00	0,00	213.646,00
PANAGIOTIS MPELLOS (Vice President-Executive Member)	122.062,00	27.000,00	54.000,00	0,00	203.062,00
ANASTASIA PAPARIZOU (Executive Member)	73.643,00	4.265,00	54.000,00	0,00	131.908,00
THEODOROS CHATZISTAMATIOU (Non-Executive Vice President)	0,00	0,00	44.000,00	0,00	44.000,00
CHATIRAS EMMANOUEL (Independent Non-Executive member)	0,00	0,00	24.000,00	0,00	24.000,00
GAKIS THEODOROS (Independent Non-Executive member since)	0,00	0,00	0,00	24.000,00*	24.000,00
ATHANASIOS PATSOURAS (Independent Non-Executive Member until 13/05/2021)	0,00	0,00	8.839,00	0,00	8.839,00
ANNA KALLIANI (Independent Non-Executive Member since 13/05/2021)	0,00	0,00	15.161,00	0,00	15.161,00
<b>TOTAL</b>	<b>601.601,00</b>	<b>137.265,00</b>	<b>362.000,00</b>	<b>24.000,00</b>	<b>1.124.866,00</b>

\*refers to remuneration of the Chairman of the Audit Committee under a contract.

The fixed remuneration of the executive and non-executive members (except the independent ones) of the board of directors is determined by the indefinite employment relationship they have concluded with the company.

Variable remuneration is linked to corporate goals that are determined by quantitative and qualitative criteria (financial results, economic indicators, retention of high-potential employees, social responsibility, adaptation to ever-changing technological developments in the field of information and communication technologies). These criteria contribute depending on the percentage of their achievement but also their predetermined gravity in the percentage of the achievement of the general corporate goal. This goal is specified during the preparation of the annual budget (annual target) and the company's business plan (three-year target). Regarding 2020 the annual target achievement fee amounted to € 137.265,00 was paid in 2021 and is analyzed in the above table.

Regarding the fees for preparation and participation in the meetings of the Board of Directors and depending on the distinction of the members of the Board of Directors in executive and non-executive, the amounts of the attached table were given as an extraordinary fee for the preparation and participation per meeting. These amounts resulted from the approved remuneration policy of the members of the board of directors by the general meetings of the company's shareholders of 07/05/2019 and 18/6/2020.

Finally, the Company provides non-monetary benefits to most Members of the Board of Directors due to the needs of their position to support the performance of their duties such as the use of a corporate mobile phone, the use of a corporate car and private health insurance based on the approval of the competent corporate bodies.

#### **B. ANNUAL ALTERATION OF REMUNERATION, COMPANY'S PERFORMANCE & AVERAGE REMUNERATION OF EMPLOYEES (except for executives)**

*A comparative Table of annual total remuneration of the members of the board of directors of Space Hellas and average annual mixed remuneration of employees (except for executives) for the years 2017- 2021 (article 112 par. 2 b of Law 4548/2018) is presented.*

Year	Total Gross Annual remuneration of BoD	Annual Change %	Annual Gross Remuneration of employees except for executives and BoD members (average)	Annual Change %
2021	1.124.866,00	4,22%	24.937,00	2,07%
2020	1.079.280,63	-3,79%	24.431,71	-0,04%
2019	1.121.838,92	-2,47%	24.441,23	1,92%
2018	1.150.298,92	2,60%	23.981,38	-2,03%
2017	1.121.102,92	6,10%	24.477,50	-3,80%

Notes:

- (1) The average is calculated on the basis of the period of service (i.e., total gross remuneration by the number of staff in proportion to the months of service)

A comparative table with financial data and indicators that reflect the time course of the company's performance figures for the years 2017 – 2021 (article 112 par. 2 b of Law 4548/2018) is presented.

YEAR	Turnover <sup>1</sup>	Profit before interest, tax, depreciation and amortization (EBITDA) <sup>1</sup>	Profit before interest and tax (EBIT) <sup>1</sup>	After- tax profit (EAT) <sup>1</sup>	net debt/ EBITDA (times) <sup>1</sup>	Index of the Company's performance (ROE) <sup>1</sup>
2021	103.323.000 €	9.451.000 €	6.451.000 €	3.845.000 €	3,60	18,90%
2020	80.732.000 €	6.818.000 €	4.826.000 €	1.760.000 €	1,32	9,75%
2019	72.259.000 €	6.283.000 €	4.471.000 €	1.516.000 €	1,26	9,25%



2018	66.112.000 €	5.942.000€	4.720.000 €	1.281.000 €	1,37	8,05%
2017	59.658.000 €	4.838.000 €	3.772.000 €	1.114.000 €	2,08	7,59%

Notes: (1) Economic indicators are derived from the consolidated balance sheet.

C. The members of the Board of Directors do not receive remuneration from any company of the same Group (article 112 par. 2 cd of the law 4548/2018 as in force).

D. Shares or options have not been granted or offered to the members of the Board of Directors (article 112 par. 2 d´ and e´ of the law 4548/2018 as in force).

E. There are rights for option for the members of BoD.

F. It is not possible to recover variable remuneration (article 112 par. 2 f of the law 4548/2018 as in force).

G. There is no reason to deviate from the remuneration policy.”.

**ITEM 6<sup>th</sup>: Approval of the paid compensation and remuneration to the members of the board of directors for the fiscal year 2021 (01/1/2021 – 31/12/2021) and pre-approval of compensation and remuneration for the fiscal year 2022 (01/1/2022 – 31/12/2022).**

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Required quorum: 1/5 off the share capital      Majority: 50% + 1 of the votes represented

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The Board of Directors proposes the approval of compensations and remunerations paid to the members of the board of directors in the fiscal year 2021, in accordance with the article 109 of the law 4548/2018 which were determined and pre-approved by decision of the 17-06-2021 annual general meeting.

Specifically, for the year 2021, have been paid (a) fixed remuneration (gross salary) of a total amount of 601.601 euros (net 344.580,54euros) to the members of the Board of Directors with an employment relationship with the Company and variable remuneration (bonus) totaling 137.265 euros (net 76.644,81 euros), pertain to the goals of the fiscal year 2020 paid in 2021, and (b) to all members of the Board of Directors fees for participation in meetings of the body, and where appropriate, of its committees, totaling 386.000 euros (net 229.067 euros).

A relevant table follows:

NAME	GROSS REMUNERATION	GROSS BONUS	FEES FOR PARTICIPATION IN BoD	FEES AS A MEMBER OF A COMMITTEE OF BoD	TOTAL GROSS REMUNERATION
SPYRIDON MANOLOPOULOS (Executive Chairman)	136.125,00	40.000,00	54.000,00	0,00	230.125,00
IOANNIS MERTZANIS (Chief Executive Officer)	136.125,00	40.000,00	54.000,00	0,00	230.125,00
IOANNIS DOULAVERIS (Executive Member)	133.646,00	26.000,00	54.000,00	0,00	213.646,00
PANAGIOTIS MPELLOS (Vice President-Executive Member)	122.062,00	27.000,00	54.000,00	0,00	203.062,00

ANASTASIA PAPARIZOU (Executive Member)	73.643,00	4.265,00	54.000,00	0,00	131.908,00
THEODOROS CHATZISTAMATIOU (Non-Executive Vice President)	0,00	0,00	44.000,00	0,00	44.000,00
CHATIRAS EMMANOUEL (Independent Non- Executive member)	0,00	0,00	24.000,00	0,00	24.000,00
GAKIS THEODOROS (Independent Non- Executive member since)	0,00	0,00	0,00	24.000,00*	24.000,00
ATHANASIOS PATSOURAS (Independent Non- Executive Member until 13/05/2021)	0,00	0,00	8.839,00	0,00	8.839,00
ANNA KALLIANI (Independent Non- Executive Member since 13/05/2021)	0,00	0,00	15.161,00	0,00	15.161,00
<b>TOTAL</b>	<b>601.601,00</b>	<b>137.265,00</b>	<b>362.000,00</b>	<b>24.000,00</b>	<b>1.124.866,00</b>

\*refers to remuneration of the Chairman of the Audit Committee under a contract.

The above remuneration (salary) as well as the variable remuneration (bonus) are within the framework of the pre-approval of the general meeting of 17-06-2021.

In accordance with the updated remuneration policy approved by the general meeting of 18-06-2020, regarding the extraordinary remuneration of the members of the board of directors for their preparation and participation in the meetings of the body, the payment of a fixed (flat rate) fee, which (fee) amounts to € 54,000 for executive members and € 24,000 for non-executive members, excluding the non-executive vice president who will be remunerated with € 44,000, in any case regardless of the number of meetings.

The amounts of the remuneration of the members of the board of directors for their participation in the meetings of the body for the year 2021 mentioned in the table above, are in accordance with the above-mentioned updated remuneration policy of the company and are in line with those approved by previous general meetings of the company's shareholders based on the relevant previous policies of the company.

The amount of remuneration differs for the executive members of the board of directors, compared to the non-executive members, because the executive members, due to their position, are also responsible for the analysis of the agenda items, the briefing of the non-executive members of the board, the preparing and advising on decision-making.

Consequently, the board of directors proposes the pre-approval of compensation and remuneration of the members of the board of directors for the fiscal year 2022 and proposes that the fixed remuneration for the members with an employment relationship with the Company to be increased to the level of 616.601,00 euros from 601.601 euros in 2021 and that the variables (bonus) amount to a maximum of € 140,000 from 137.265 euros in 2021; which relate to the achievement of the objectives set for the fiscal year 2021 and will be paid in 2022.

Regarding the extraordinary remuneration of the members of the board of directors for their preparation and participation in the meetings of the body, it is proposed the payment of a fixed remuneration (standard fee) according to the approved by the general meeting of the company's shareholders of 18-06-2020 updated remuneration policy, which (remuneration) will amount to € 54,000 for executive members and to € 24,000 for non-executive members, except a) the independent non-executive member of the company' board of directors who is also the chairman of the audit committee and who will receive a fee of €24,000 for performing the duties



of the chairman of the audit committee and will not receive any fee for attending board meetings, in accordance with the relevant provision of the company's updated remuneration policy; and b) the non-executive vice president who will be receiving € 44,000, in any case regardless of the number of meetings.

Finally, the variable remuneration (bonus) regarding the achievement of the goals for the year 2022 to be paid within 2023 is proposed to be formatted in accordance with the company's remuneration policy, and, in any case, up to the maximum quantitative limit given by this pre-approval.

**ITEM 7<sup>th</sup>: Approval of the payment of extraordinary remuneration to members of the company's board of directors in the form of free offer of own shares (articles 109, para. 1 and 114 of the law 4548/2018). Provision of authorizations to the company's board of directors.**

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Required quorum: 1/2 off the share capital      Majority: 66,66% + 1 of the votes represented

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This item on the agenda is introduced for discussion and decision by the general meeting of shareholders of the company, following the recommendation / proposal of the company's remuneration and nominations committee to the board of directors, which is as follows:

***“RECOMMENDATION/PROPOSAL OF THE REMUNERATION AND NOMINATIONS COMMITTEE TO THE BOARD OF DIRECTORS OF “SPACE HELLAS S.A. TELECOMMUNICATIONS, IT, SECURITY SYSTEMS AND SERVICES - PROVISION OF SECURITY SERVICES PRIVATE ENTERPRISE”***

*Athens, 26 May 2022*

*Dear members of the board,*

*We have the honor to submit to you the present proposal, pursuant to article 11, case (b) of the law 4706/2020 and the company's Remuneration Policy, which was formulated at our meeting held on May 26, 2022.*

*The company's long-term strategy set the goal to penetrate to the software and digital applications sector, as technology trends inevitably led to this. It was therefore imperative to strengthen the group's profile to meet the challenges ahead.*

*The effort began in 2017-2019 with the acquisition of 32.28% of the Dutch company WEB IQ, which is active in the market of special security technology software and continued in 2020 with the acquisition of 35% of Agroapps Private Company (P.C.), a company specializing in digital agriculture.*

*The completion of this strategy, however, took place in 2021 with the very significant additions to the group of the companies SingularLogic S.A. (SingularLogic), Epsilon SingularLogic S.A. (Epsilon SingularLogic) and Sense One S.A. (Sense One). This strategy was considered imperative in order to maximize the company's position in the ICT sector, taking advantage of the market trends, enhancing its capabilities in software development and digital application integration.*

*The timing of the company's moves was particularly important as it places the company among the largest integrators in the market with a significant footprint in the field of software, at a time when a very significant number of projects in cutting-edge technologies are under implementation and at the same time development prospects expand with new projects the following years.*



*The last stage of the implementation of the strategic plan started in mid-2020 and required continuous and close cooperation with Epsilon Net S.A. (Epsilon Net), with which it was decided to jointly claim SingularLogic.*

*The recording and convergence of the mutual goals, the finding of the optimal point of involvement of the two companies in the acquisition of SingularLogic and the effort to find the most advantageous plan for its implementation, as well, was an important initial condition for the success of the project.*

*The effort to design a joint plan that would result in an offer that, if successful, would pave the way for a viable scheme, was particularly demanding.*

*The key point was to find a competitive price that was close to a reasonable valuation. So, all parties who did not necessarily had common goals and objectives had to be satisfied at the same time. The number of parties involved in the equation, Space Hellas, Epsilon Net, SingularLogic, Epsilon SingularLogic and MIG, as a major shareholder of SingularLogic, highlights the complexity of the project. In addition, the involvement of Piraeus Bank, as a major shareholder of MIG but also a major financier of SingularLogic, added a further complexity.*

*In this environment, the continuous negotiation both before the submission of a binding offer and from the binding offer until the signing of the contract required continuous and tireless effort, as the size of the company to be acquired and its continuous transformations through mergers and acquisitions over the last 15 years, created a particularly difficult environment for a thorough understanding and evaluation of its business and financial data.*

*However, it was imperative, the day after the acquisition, to find the companies Space Hellas and Epsilon Net with a clear plan in order to avoid as much as possible conflicts of interest.*

*With the acquisition of Singular Logic, Space Hellas' complex project was to achieve both the expansion of its market share in the field of public sector projects and large private sector projects supported by international software solutions and specialized information systems successfully developed by SingularLogic, as well as a 40% stake in a strong scheme in the field of self – produced software of commercial and accounting application for businesses and ERP systems with access to a significant network of partners.*

*The successful completion of the acquisition of SingularLogic in January 2021 was followed by a long period where, according to the original plan, the creation of the new company Epsilon Singular Logic had to be implemented, as well as corporate transformations, specifically a partial fragmentation from SingularLogic to Epsilon SingularLogic and a division split from Epsilon Net to Epsilon SingularLogic.*

*At the same time, SingularLogic's operation had to remain uninterrupted and the new company Epsilon SingularLogic (from the fragmentation and the split) had to start properly and lay the foundations for business success. The goal was for Space Hellas and Epsilon Net not to separate their business strategy in any case, as both will participate in all actions, activities and initiatives undertaken with the aim of overall market share expansion.*

*On 14/7/2021, Space Hellas took over the management of SingularLogic with increased responsibilities. At the same time, maintaining a significant 40% stake in Epsilon SingularLogic created further engagement needs, as investing in the new company is equally important.*



*SingularLogic's relationship with the banking system was in default and getting SingularLogic back to a financial level capable of refinancing was particularly difficult and demanding. At the same time, its chronic financial dysfunction had created a loss of revenue from certain markets. The repositioning in these markets required (and still requires) continuous and painstaking effort, which yielded results even within the year 2021.*

*In the field of human resources, the split of SingularLogic's division resulted in the transfer of almost half of the staff to Epsilon SingularLogic, while maintaining the cohesion of the executives required daily effort and engagement.*

*Finally, the burden on the business environment due to covid 19 exacerbated the above effort and necessitated continuous adjustments to emergencies.*

*Space Hellas' footprint in the field of software was completed in December 2021 with the acquisition of 100% of the company Sense One, a company specializing in the provision of integrated Internet of Things (IoT) solutions.*

*The financial results for the year 2021 of the companies SingularLogic, Epsilon SingularLogic but also the achievement of all quality goals in significantly less time than originally defined by Space Hellas' business planning, confirmed the absolute success in the implementation of its strategy.*

*The successful acquisition of SingularLogic and the synergies and prospects it creates changed the profile and status of the Space Hellas group much earlier than expected. SingularLogic, which closed 2020 with negative equity of € -8.3 million, in 2021 presents a fully consolidated balance sheet with positive equity of € 9.2 million, positive working capital, net debt of € 1.1 million compared to € 26.8 million in 2020 and a profit after tax of € 1.3 million.*

*The year 2021 was a milestone year for Space Hellas group, as the consolidated turnover reached 103.3 million euros, steadily continuing its development path and doubling its turnover within the last five years.*

*All of the above required the continuous involvement, in addition to their obligations to Space Hellas, of those executives who assumed the greatest responsibility for the planning and implementation of these goals, namely Mr.Yannis Mertzanis, CEO and executive member of the company's board of directors, and Mr.Yannis Doulaveris, CFO and executive member of the company's board of directors.*

*The beyond-expected contribution of the above mentioned two executives to these results and the achievement of the goals, combined with the successful service of the company' s long-term interests, justify their reward by the company.*

*In this context, the remuneration and nominations committee proposes to the board of directors to propose to the annual general meeting of shareholders of the year 2022, the free offer of own shares of the company to the above mentioned executives, specifically: (a) sixty thousand (60. 000) own shares to Mr. Ioannis Mertzanis, CEO and executive member of the company' s board of directors, due to his position and particularly increased duties and responsibilities as CEO and (b) forty-three thousand three hundred and eight (43.308) own shares to Mr. Ioannis Doulaveris, Chief Financial Officer and executive member of the company' s board of directors, with the obligation to hold these shares for a period of twelve (12) months from the date of their transfer in order to further harmonize the company' s*

*interests with those of the two beneficiaries, in accordance with the Company's Remuneration Policy and articles 109 par. 1 and 114 of the law 4548/2018.”.*

The company's Board of Directors with a relevant decision (meeting dated 27-05-2022) approved the above proposal. It is noted that the executive members of the Board of Directors of the company, Mr. Ioannis Mertzanis and Mr. Ioannis Doulaveris, did not participate in the relevant discussion and decision.

The Board of Directors propose the approval of the payment of the extraordinary remuneration to the executive members of the Board of Directors, Mr. Ioannis Mertzanis, CEO and Ioannis Doulaveris, CFO of the company in accordance with the above proposal of the remuneration and nomination committee in the form of free offer of own shares (articles 109, paragraph 1 and 114 b. 4548/2018) and specifically: a) sixty thousand (60.000) own shares to Mr. Ioannis Mertzanis, CEO and executive member of the company's Board of Directors, due to his position and particularly increased duties and responsibilities as CEO and (b) forty three thousand three hundred and eight (43,308) own shares to Mr. Ioannis Doulaveris, Chief Financial Officer and executive member of the company's Board of Directors, with an obligation to hold them for a period of twelve (12) months the date of their transfer in order to further harmonize the company's interests with those of the two beneficiaries, in accordance with the company's Remuneration Policy. Finally, the Board of Directors proposes to the general meeting for the provision of its authorization to take all necessary actions to implement the relevant procedure.

**ITEM 8<sup>th</sup>: Determination of the type, the composition (number of members and capacities) and the term of the company's audit committee according to the articles 44 of the law 4449/2017 and 74 para. 4b of the law 4706/2020.**

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Required quorum: 1/5 off the share capital

Majority: 50% + 1 of the votes represented

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The Board of Directors proposes to the general meeting to decide and determine the type, the composition (number of members and capacities) and the term of the company's audit committee. More specifically, the board of directors proposes to the general meeting:

(a) The type of the audit committee should be a committee of the board of directors in accordance with the current practice, i.e. a committee composed of non-executive members of the board of directors (article 44 para. 1 (aa) of the law 4449/2017, as in force), the majority of which will be independent (article 44 para. 1 (d) of the law 4449/2017, as in force).

(b) The composition of the audit committee should be, in accordance with the company's current practice, a three-member committee.

(c) The term of the audit committee is the same with that of the board of directors, which is of six years and it is extended exceptionally until the end of the deadline, during which it must be convened the exact next annual general assembly and until the taking of the relevant decision, i.e. the latest until 10th September 2026, subject to any re-run or postponement of a meeting.

Since the audit committee is decided to be a committee of the board of directors and not an independent committee, the members of the audit committee are appointed by the board of directors (article 44 para. 1 (c) of the law 4449/2017 as in force), following an assessment of the fulfilment of the suitability and independence criteria of the members of the audit committee.

It is noted that the existing audit committee of the company, which is a committee of the board of directors, and its members, namely Mr. Theodoros Gakis son of Themistocles, independent non-executive member (Chairman), Mr. Emmanouel Chatiras son of Ioannis, independent non-executive member, and Mr. Theodoros Chatzistamatiou son of Nikolaos, non-executive member, fully meet the criteria of the current legislation and the relevant circulars of the Hellenic Capital Market Commission, and for the appointment of its members, the provided procedure and evaluation has been duly followed, and its term six years and it is extended exceptionally



until the end of the deadline, during which it must be convened the exact next annual general assembly and until the taking of the relevant decision, i.e. the latest until 10th September 2026, subject to any re-run or postponement of a meeting.

Following the above, in accordance with article 44 of the law 44 4449/2017 and 74 para. 4b of the law 4706/2020, the general meeting of shareholders of the company is asked to decide and determine the type, the composition (number of members and capacity) and the term of the company's audit committee, as stated above.

**ITEM 9<sup>th</sup>: Submission to the shareholders of the annual activities report of the audit committee for the fiscal year 2021 (01/1/2021 – 31/12/2021).**

The chairman of the audit committee submits to the annual general meeting of the company's shareholders the annual activities report of the audit committee for the fiscal year 2020 (1/1/2021 - 31/12/2021), according to the circular of the Hellenic Capital market Committee with No. prot: 1508 dated 17/7/2020, and with reference date 19/4/2021.

The report is as follows:

“Activities Report of the Audit Committee  
Fiscal Year 01.01.2021 - 31.12.2021  
of the Annual General Meeting of the shareholders of the societe anonyme under the name  
“SPACE HELLAS S.A. TELECOMMUNICATIONS, IT, SECURITY SYSTEMS AND  
SERVICES - PROVISION OF SECURITY SERVICES PRIVATE ENTERPRISE”

APRIL 2022

Mr. and Mrs. shareholders and representatives of the Company's shareholders,

On behalf of the Audit Committee of the Company and in my capacity as its Chairman, I submit this Activities Report of the Committee for the fiscal year 2021 (01.01.2021 - 31.12.2021) for the purpose of informing you of the Committee's work as to ensure the company's compliance with the current legislative and regulatory "framework" governing its operation and the management of relevant risks.

***Purpose and Composition of the Audit Committee***

The purpose of the Audit Committee of the company "Space Hellas Societe Anonyme Telecommunications Systems and Services, Information Technology, Security - Private Security Services Company" (hereinafter the "Company") is the support of the Board of Directors in matters of supervision of the quality and integrity of the financial information and the financial statements, the evaluation of the effectiveness of the internal control systems and the risk management as well as the monitoring of the obligatory audit of the annual and consolidated financial statements of the company. Further analysis of the purpose of the Audit Committee is available in the Rules of operation of the Audit Committee, which is posted on the Company's website:

(<https://www.space.gr/el/corporate-governance-code> ).

The Rules of operation of the Audit Committee were drafted in accordance with the current legislation and the requirements of the Capital Market (Law 4706/2020, Regulation (EU) No. 537/2014 of the European Parliament and of the Council of 16 April 2014 and the relevant circulars of the Hellenic Capital Market Commission No. 1302 28.4.2017 and 1508/17.07.2020), and was approved by the company's Board of Directors with its decision dated 16.07.2021 (minutes of the meeting of 16.07.2021).

The establishment and operation of the Audit Committee is governed by the provisions of article 44 of the Law 4449/2017, of the Law 4706/2020, Regulation (EU) No. 537/2014 of the European

Parliament and of the Council of 16 April 2014 and the relevant circulars of the Hellenic Capital Market Commission No. 1302 / 28.4.2017 and 1508/17.07.2020.

According to the circular under no. 427 / 22.2.2022 of the Hellenic Capital Market Commission, the Activity Report is issued together with the company's annual financial report and is a distinct part of its content.

The Audit Committee is composed of three (3) members. By 34th Annual General Meeting of the Company's shareholders of 18.06.2020 the following persons were elected as members for a term of six years:

<b>Name/Surname</b>	<b>Position in the Audit Committee</b>
Theodoros Gakis, son of Themistokles	Chairman, Independent non-executive members
Emmanouel Chatiras, son of Ioannis	Member, Independent non-executive members)
Athanasios Patsouras, son of Nikolaos	Member, Independent non-executive members)

On 13.05.2021 the independent non-executive member of the company's Board of Directors and member of the Audit Committee, Athanasios Patsouras son of Nikolaos, submitted his resignation from a member of the Board of Directors and consequently of the Audit Committee, with a letter to the Chairman Of the Board of Directors, in order, as mentioned in this letter, to facilitate the company in relation to its compliance with the law 4706/2020 and especially the adequate representation by gender at a rate not less than 25% of all members of the Board of Directors.

Then the company's Board of Directors with its decision dated 13.05.2021 (minutes of 13.05.2021) and after examining the fulfillment of suitability criteria and the independence conditions of article 44 of the law 4706/2020 and articles 10 and 74 par. 4 of the law 4449/2017, as well as of the circular no. 1508 / 17-7-2020 of the Hellenic Capital Market Commission, appointed Mr. Theodoros Chatzistamatiou son of Nikolaos, non-executive Vice President of the company's Board of Directors, as a new member of the Audit Committee, in substitution of the resigned independent non-executive member of the board and member of the audit committee Mr. Athanasios Patsouras for the remaining of the term of the Committee, which is identical to that of the company's Board of Directors.

For the said appointment, was taken into consideration the fact that the new member, like the other members of the Audit Committee, has sufficient knowledge in the company's field of activity, ie telecommunications, IT, security, due to 45 years of professional experience in the field of IT, both in the private and public sector, in many different and managerial seats. This appointment was announced at the 35th annual general meeting of the company's shareholders on 17.06.2021.

Consequently, the Audit Committee at its meeting of 13.05.2021 was reconstituted into a body as follows:

<b>Name/Surname</b>	<b>Position in the Audit Committee</b>
Theodoros Gakis, son of Themistokles	Chairman, Independent non-executive members
Emmanouel Chatiras, son of Ioannis	Member, Independent non-executive members)
Theodoros Chatzistamatiou son of Nikolaos	Member, non-executive members)





All members of the Committee are non-executive members of the Board of Directors of the Company, who meet the suitability criteria and two (2) of them are independent members of the Board of Directors that meet the conditions of independence of article 9 of the Law 4706/2012, on independent non-executive members of the Board of Directors.

The Chairman of the Audit Committee is a certified auditor in suspension and has proven sufficient knowledge in accounting and auditing. All members of the Audit Committee have sufficient, knowledge in the field of the Company's activity. The evaluation of the Committee is done by its members, through an interactive discussion.

#### ***Audit Committee Meetings & Operation***

According to the Minutes of the Audit Committee dated 22.07.2021 the annual Meeting Plan, provides: a) at least four (4) meetings for the evaluation of the findings of the quarterly Report of the Company's Internal Auditor, b) at least four (4) meetings of the Audit Committee, c) two (2) semi-annual meetings before the publication of the Company's financial report for the evaluation of the issues of the Audit Report / Review of the Certified Auditor of the Company and the preparation of the Annual Activities Report, and d) extraordinary meetings following invitation of the Chairman or any member of the Committee to evaluate findings that may have been made known to the members related to the duties of the Committee or following a relevant suggestion by the Board of Directors of the Company.

Ten (10) meetings were held during 2021. The meetings covered within the areas of competence of the Committee, with emphasis on the following: a) Financial Information, b) External Audit, c) Internal Audit and d) Other issues related to its responsibilities.

The Audit Committee carried out its tasks with full operational autonomy under the guidance of its Chairman, who is responsible for the convergence of meetings and the definition of items to be included in the agenda.

All members of the Audit Committee participated in the meetings and in each case the relevant minutes were kept. All decisions of the Commission were taken unanimously.

Pursuant to paragraph 3, article 44 of Law 4449/2017, the issues of the meetings of the Audit Committee were as follows:

#### ***Financial Statements– Financial Information***

The Audit Committee was informed of the Financial Statements of the Company and the Group, in accordance with IFRS for the fiscal year 2021, by the Finance Department. The Committee was also informed of the main accounting assumptions adopted by the Company for the preparation of the above Financial Statements and about the main issues that concerned the Financial Management during their preparation.

It was informed about the Supplementary Report of the Certified Public Accountants of the Company. It was found that the annual and interim Financial Statements were in accordance with the required by law content and the observance of the publicity rules and the possibility of immediate and unhindered access to them was verified.

#### ***Internal Audit Unit***

The Head of the Internal Audit Unit submitted to the Audit Committee four (4) quarterly Reports and the corresponding reports, three (3) for the year 2021 and one (1) for the D quarter of the year 2022, which were prepared after the assessment and prioritization of the risks by the Internal Audit Unit for the selection of the audit areas.

The Audit Committee evaluated without making any changes to the relevant Reports issued by the Internal Audit Department for the aforementioned period. The work of the Internal Audit Unit was carried out based on the Annual Audit Program and was carried out in all Directorates and Departments of the Company, based on a sample audit and more specifically, audit procedures were carried out on the following basic trading cycles:



- Cash – Cash Equivalents
- Inventory
- Purchases – Liabilities
- Sales – Receivables
- Payroll
- Purchases of equipment
- Procurement process - tenders

Moreover, audit work of Compliance according to law 4706/2020 on Corporate Governance, the Internal Operating Regulations, the Greek Corporate Governance Code adopted and implemented by the Company since 16-07-2021, the Articles of Association, the Law 4548/2018 on Public Limited Companies and the rest of the Regulatory Framework and the requirements of the Hellenic Capital Market Commission.

#### *External Audit*

The Audit Committee proposed to the Board of Directors the reappointment of the Audit Company PKF Euros Audit SA. as Certified Auditors for the audit of the Financial Statements of the Company and the Group for the fiscal year ended December 31, 2021. The Certified Auditors, after taking up the audit, informed the Audit Committee in a letter, as required according to the International Auditing Standards for:

- their independence
- their audit approach against the most significant risks, as identified by their preliminary assessment,
- the estimated timetable for their work,
- the amount of their fees and for any other services.

Within the limits of its tasks, the Audit Committee was briefed by the certified auditor on the annual statutory audit prior to its implementation and evaluated it, confirming that it covers the main areas of audit and taking into account the main business and financial risks. In more detail, the Reports on the Financial Statements of the Company and the Group were presented and the main issues that concerned the certified auditor during his audits were discussed. Also, the special report provided by law (L.4449/2017 and E.537/2014) was presented to the Audit Committee, regarding the audit on the Financial Statements of the Company and the Group for the fiscal year ended December 31, 2021. In general, the Audit Committee examined all the services provided by the Certified Auditors and confirmed that no services other than the statutory accounting, tax and other audits were provided.

#### *Meetings with Company's Executives and other issues*

The Audit Committee met with executives and members of the Board of Directors of the Company and was informed about the progress of the Company and the Group. In addition, the Committee was briefed by the Chief Financial Officer on the procedures for compiling the Financial Information and the procedures applied to ensure the completeness and validity of the required disclosures.

#### *Sustainable Development Policy*

Within the framework of its operation, the Company places special emphasis on issues of economic development, as well as on the environment, human resources and society, in accordance with its values, ie responsibility, integrity, transparency, efficiency and innovation. More specifically, the Company invests in the research and continuous improvement of its products and services as well as in the design and development of new ones, in order to cover the most specialized needs and requirements of its customers.



The Company shall ensure for the smallest impact of its activities on the environment and uses the best available techniques and the most modern systems of environmental protection, management and energy saving. In terms of human resources, the Company operates with respect for internationally recognized human rights and implements policies of fair pay, meritocracy and equal opportunities for all its human resources, while supporting and making no distinction in terms of diversity. At the same time, the Company offers equal opportunities for development through continuous training and systematic evaluation

It should be noted that according to the relevant legislation, article 14 paragraph 1 per I, of the Law 4706/2020 it is stipulated that the Company's Roles of Operation must include a Sustainable Development Policy "where required". In combination with article 151 of Law 4548/2018, it is concluded that the Sustainable Development Policy is applied in the cases of large companies within the meaning of Annex A of the Law 4308/2014. The Company does not fall into these cases.

\*\*\*\*\*

The Audit Committee in the performance of its duties, had unhindered and full access to all the information that was necessary and at the same time had the necessary infrastructure and resources for the effective exercise of its duties and the implementation of its work. Within the framework of its responsibilities, the Committee will continue to contribute to the smooth adaptation of the Company to the new, upgraded but also very demanding framework that was established regarding Corporate Governance.

Chairman of the Audit Committee

Theodoros Gakis".

**ITEM 10<sup>th</sup>: Submission of the report of the independent non-executive members of the board of directors for the fiscal year 2021 (1/1/2021 – 31/12/2021) according to article 9 para. 5 of the law 4706/2020.**

The independent non-executive members of the board of directors submit to the annual general meeting of the company's shareholders their report for the fiscal year 2021 (1/1/2021 - 31/12/2021), article 9 par. 5 law 4706 / 2020.

The report is as follows:

Report of the independent non-executive members of the board of directors to the annual general meeting of shareholders of 22/06/2022 (article 9 par. 5 law 4706/2020)

Fiscal year 01.01.2021 - 31.12.2021

June, 2022

The meeting of the independent non-executive members of the board of directors of "SPACE HELLAS S.A. TELECOMMUNICATIONS, IT, SECURITY SYSTEMS AND SERVICES - PROVISION OF SECURITY SERVICES PRIVATE ENTERPRISE" (hereafter "the Company") was held on 07-02-2022 without the presence of its executive members, in accordance with the provisions of article 9 par. 5 of the law 4706/2020 and the relevant circulars and answers of the Hellenic Capital Market Commission (prot. no. 428/21.02.2022), in view of the annual general meeting of shareholders of the Company on 22-06-2022.



This report (hereinafter "the Report") is submitted jointly by the independent non-executive members of the Company's board of directors to the annual general meeting of shareholders of the Company on 22-06-2022, in accordance with the above provisions.

### **I. Monitoring and reviewing the Company's strategy and its implementation, as well as the evolution of its objectives:**

During the fiscal year 2021, following the completion of the acquisition of the company SingularLogic (announcement on the Athens Stock Exchange dated 11/1/2021), the Company implemented decisions for the strategic planning of SingularLogic, for the utilization of significant advantages in products, services and human resources expertise. In this context, the acquisition by the Company of a majority stake, at a rate of 60%, as well as the management of SingularLogic, the establishment of the company Epsilon SingularLogic with the Company's participation of 40% and the corporate transformations of a partial fragmentation of SingularLogic to Epsilon SingularLogic, is included (announcements on the Athens Stock Exchange dated 01/03/2021 and 15/07/2021). Efforts were made to strengthen specialized IT solutions in private sector companies, with the acquisition by Epsilon SingularLogic, of iQom (announcement on the Athens Stock Exchange dated 14/9/2021) and the expansion in the market of the Internet of Things (IoT) with the acquisition of 100% of the company Sense One Technologies A.E., a pioneer company in the provision of integrated Internet of Things (IoT) solutions in Greece and abroad (announcement on the Athens Stock Exchange dated 01/12/2021).

In the context of the investment in SingularLogic and in combination with the strategy of strengthening the Company's organization and the creation of a dynamic and more flexible operating structure in order to maximize the Company's response to large and complex projects, significant organizational changes were designed and implemented, mainly through the transformation of the Company's General Commercial Directorate with the creation of two new divisions, the General Directorate of Sales & System Integration and the General Directorate of Technology & Customer Operations (announcement on the Athens Stock Exchange dated 30/03/2021).

The Company adopted the requirements and practices on corporate governance, in accordance with the context of the law 4706/2020, with the election of Ms. Anna Kalliani as a new independent member of its Board of Directors (decision 13-05-2021), the adoption and implementation of the Corporate Governance Code of HCGC, the establishment of remuneration and nominations committee and the approval of its rules of operation, the approval of the operating regulations of the Company's Audit Committee and Internal Control and the approval of the Company's internal operating regulations (announcements on the Athens Stock Exchange dated 13/05/2021, 14/05/2021, decision of Company's Board of Directors dated 16/07/2021).

Furthermore, the Company strengthened its presence in scientific innovation proposals with its participation, together with other IT companies, institutes and organizations, following the submission of a proposal under the "Centres of Excellence" Action of the Operational Programme "Competitiveness, Entrepreneurship and Innovation (EPANEK)", in the private company/ spin-off "COMPETENCE CENTER I4BYDESIGN PRIVATE COMPANY» and the distinctive title "I4BYDESIGN" (decision of the board of directors dated 04/11/2021) and to the private company/ spin-off "π-NET NEW GENERATION EMERGING NETWORKS & VERTICALS Private Company (P.C.)" (decision of the board of directors dated 09/12/2021).

During the fiscal year 2021, the Company continued its active presence in IT projects of the private and public sector by participating in tender procedures and the implementation of projects after assignments, in accordance with the relevant decisions of its board of directors.

### **II. Ensure effective supervision of the executive members of the board of directors, including the monitoring and controlling their performance.**



The Company's strategy in fiscal 2021 was implemented in the framework of the decisions of the Board of Directors and the formulation of recommendations of its executive members following suggestions of the Company's relevant departments, as appropriate.

The independent non-executive members of the board of directors communicated with the management of the Company (the executive members of the board of directors) and were informed of the corporate issues, the course and the strategy of the Company either remotely using electronic means of communication or with individual meetings at the Company, as appropriate, to ensure effective monitoring of the executive members. The independent non-executive members, (a) discussing the strategic moves (including investments made in other companies through acquisitions or other corporate acts) made by the Company during the fiscal year 2021 and which are presented in more detail in section I of the Report, b) taking into consideration the positive initiatives, suggestions, proposals and of the executive members of the board of directors, which resulted in the qualification and implementation of the above strategic moves and investments and c) evaluating the above work of the executive members during the fiscal year 2021 in relation to the service of the general strategy, the vision and, consequently, the evolution of the Company, ascertains the excellent performance of the executive members of the Board of Directors of the Company for 2021, individually and as in whole.

### **III. Consideration and expression of views on proposals submitted by executive members, based on existing information.**

In fiscal year 2021, the executive members of the Company's Board of Directors made proposals to implement the Company's strategy in line with its business plan, to leverage its existing investments, to strengthen its product base, to create a dynamic and more flexible operating structure, to adopt corporate governance practices in accordance with the applicable legislation, to respond to the Company's innovation solutions, to participate in tender processes and the implementation of IT projects. The meetings of the Board of Directors were attended by all its members, the recommendations of its executive members and/or the recommendations of the Company's relevant directorates were discussed, and, after an interactive discussion, the decisions were unanimous in approving the relevant recommendations.

### **IV. Conclusion.**

The implementation of the Company's strategy in fiscal year 2021 based on the decisions of the Board of Directors is confirmed, always with a view to serving the Company's interests.

#### **The independent non-exclusive members of the board of directors**

Anna Kalliani                      Emmanouil Chatiras                      Theodoros Gakis”

### **Item 11<sup>th</sup>: Grant of permission to the members of the board of directors and the company's managers, according to article 98 para. 1 of the law 4548/2018.**

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Required quorum: 1/5 of the share capital                      Majority: 50% + 1 of the votes represented

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According to the article 98 para. 1 of the law 4548/2018, the board of directors of the company proposes to the general assembly of the shareholders, to provide permission to: a) Ioannis Mertzanis, executive member of the board of directors and CEO of the company for his participation as CEO in the board of directors of the societe anonyme company under the name “SINGULARLOGIC S.A”, b) Ioannis Doulaveris executive member of the company' s board of directors and financial director of the company for his participation as member of the board of directors of the societe anonyme company under the name “SINGULARLOGIC S.A”, c) Panagiotis Mpellos, executive member and Vice President of the company to participate as member in the board of directors of the company under the name “SENSE ONE



TECHNOLOGIES SINGLE MEMBER S.A.” and c) Sotiris Karagiannis head of the company’ s technology innovation department for his participation as member of the board of directors of the company under the name “SENSE ONE TECHNOLOGIES SINGLE MEMBER S.A.”.

**Item 12<sup>th</sup>: Various Announcements**



### 3. FORM OF PROXY

#### FORM OF PROXY

To:  
Space Hellas S.A.  
Investor Relations & Corporate Announcements Unit  
302, Messogion Ave.  
155 62 Cholargos  
Tel. : +30 210 6504458  
FAX: +30 210 6504153  
Email: [sharehold@space.gr](mailto:sharehold@space.gr)

**FORM OF APPOINTMENT OF PROXY FOR THE PARTICIPATION REMOTELY IN REAL TIME VIA TELECONFERENCE TO THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF «SPACE HELLAS S.A. TELECOMMUNICATIONS, IT, SECURITY SYSTEMS & SERVICES, PRIVATE ENTERPRISE FOR PROVISION OF SECURITY SERVICES»**

**(SPACE HELLAS S.A.)**

The undersigned shareholder / legal representative of the legal person who is shareholder of the company "Space Hellas S.A." (furthermore the company or Space Hellas S.A.):

NAME:

\_\_\_\_\_

SURNAME:

\_\_\_\_\_

FATHER'S NAME:

\_\_\_\_\_

LEGAL REPRESENTATIVE (IN CASE OF LEGAL PERSON):

\_\_\_\_\_

\_\_\_\_\_

ADDRESS / HEADQUARTERS:

\_\_\_\_\_

ID NUMBER/ Reg. Number at the Company's Registry G.E.M.I.

: \_\_\_\_\_

TELEPHONE NUMBER:

\_\_\_\_\_

INVESTOR ACCOUNT (DSS ACCOUNT):

\_\_\_\_\_

SECURITIES ACCOUNT:

\_\_\_\_\_

NUMBER OF SHARES: \_\_\_\_\_ / or total number of shares owned for which I have the right to vote on the corresponding Record Date

Being fully aware and informed of the invitation of the ordinary general meeting of the company, which will take place on Wednesday June 22<sup>nd</sup>, 2022, at 15:00, remotely in real time by teleconference, I hereby notify to you my intention to participate in the ordinary general meeting or in the case of postponed or repeated meeting, and to exercise my voting rights arising from



the above mentioned shares or from the total number of shares owned, for which I will have the right to vote, on the corresponding record date, by law, through my representative(s).

Therefore, I authorize as my proxy / proxies:

**1. NAME OF REPRESENTATIVE:**

\_\_\_\_\_

FATHER'S NAME:

\_\_\_\_\_

**EMAIL ADDRESS:**

\_\_\_\_\_

**MOBILE PHONE NUMBER:**

\_\_\_\_\_

ADDRESS:

\_\_\_\_\_

\_\_\_\_\_

I.D. NUMBER or PASSPORT NUMBER: \_\_\_\_\_ issued the

\_\_\_\_\_

by

\_\_\_\_\_

\_\_\_\_\_

ORDINARY PHONE NUMBER:

or/and

**2. NAME OF REPRESENTATIVE:**

\_\_\_\_\_

FATHER'S NAME:

\_\_\_\_\_

**EMAIL ADDRESS:**

\_\_\_\_\_

**MOBILE PHONE NUMBER:**

\_\_\_\_\_

ADDRESS:

\_\_\_\_\_

\_\_\_\_\_

I.D. NUMBER or PASSPORT NUMBER: \_\_\_\_\_ issued the

\_\_\_\_\_

by

\_\_\_\_\_

\_\_\_\_\_

ORDINARY PHONE NUMBER:





or/and

**3. NAME OF REPRESENTATIVE:**

\_\_\_\_\_

**FATHER'S NAME:**

\_\_\_\_\_

**EMAIL ADDRESS:**

\_\_\_\_\_

**MOBILE PHONE NUMBER:**

\_\_\_\_\_

**ADDRESS:**

\_\_\_\_\_

\_\_\_\_\_

I.D. NUMBER or PASSPORT NUMBER: \_\_\_\_\_ issued the

\_\_\_\_\_

by

\_\_\_\_\_

\_\_\_\_\_

**ORDINARY PHONE NUMBER:**

and give them the order, the power and the right, acting jointly or each one of the above mentioned individually (*please delete the non-applicable*), to represent me in the abovementioned ordinary general meeting of the company (Space Hellas S.A.), which will take place on Wednesday June 22<sup>nd</sup> 2022 at 15:00, remotely in real time by teleconference, as well as to any postponed or repeated meeting, independently of the way of convocation, and vote as regards the items of the daily agenda, as defined hereabove, to exercise all my legal rights at the ordinary general meeting and, in general, to act whatever is necessary for my legal participation through the above person/persons, in the abovementioned ordinary general meeting.

I hereby approve every action of the above person(s) that will take place within the scope of the present authorization, as legal, valid, and binding.

It is noted that every shareholder has the right to appoint up to three (3) representatives. However, in case a shareholder holds shares of the company which appear in more than one securities' account, such limitation does not prevent the Shareholder to appoint different proxies for the shares which appear in each securities' account in relation to the annual general meeting. Taking into consideration that for the entrance to the electronic system for the convocation of the general assembly of June 22<sup>nd</sup> 2022 remotely in real time via teleconference, which is administered by the "HELLENIC EXCHANGES GROUP – ATHENS STOCK EXCHANGE S.A." it is required one unique declared valid email address and one unique mobile phone number (of the shareholder or his/her proxy), in case of appointment of more than one proxies, the details of the first proxy in order will be taken for identification reasons.

The appointed proxy is obliged to notify to the company, prior to the commencement of the annual general meeting, any specific fact, which might be useful to the shareholders, in their assessment of the risk of the proxy serving interests other than their own according to the article 128 paragraph 5 of Law 4548/2018.

*\*please note with (x) your respective choice*

**Agenda**  
(Outline description of Items on which a vote is predicted)

	FOR	AGAINST	ABSTAIN	AT REPRESENTATIVE'S DISCRETION
FOR ALL THE ITEMS ON THE DAILY AGENDA VOTING AS HEREUNDER				

Item 1	FOR	AGAINST	ABSTAIN	AT REPRESENTATIVE'S DISCRETION
Submission and approval of the annual financial statements (standalone and consolidated) according to the international financial reporting standards for the fiscal year 2021 (01/01/2021 – 31/12/2021) along with the relevant reports and declarations of the board of directors and the independent auditor.				
Item 2	FOR	AGAINST	ABSTAIN	AT REPRESENTATIVE'S DISCRETION
Approval of the distribution of financial results of the fiscal year 2021 (01/01/2021 – 31/12/2021) including dividend distribution for the same fiscal year. Provision of authorizations to the company's board of directors.				
Item 3	FOR	AGAINST	ABSTAIN	AT REPRESENTATIVE'S DISCRETION
Approval of the overall management of the fiscal year 2021 (01/01/2021 – 31/12/2021) and release of the independent auditors for the same fiscal year according to the articles 108 and 117 para. 1 case c) of the law 4548/2018.				
Item 4	FOR	AGAINST	ABSTAIN	AT REPRESENTATIVE'S DISCRETION
Election of the certified auditors' company for (i) the audit of the annual and overview of the interim financial statements (standalone and consolidated) for the fiscal year 2022 (01/01/2022 – 31/12/2022) according to the international financial reporting standards, and (ii) the issuance of tax certificate for the said fiscal year, as well as the determination of this remuneration				
Item 5	FOR	AGAINST	ABSTAIN	AT REPRESENTATIVE'S DISCRETION
Submission for discussion and consulting voting of the remuneration report of the fiscal year 2021 (01/01/2021 – 31/12/2021).				
Item 6	FOR	AGAINST	ABSTAIN	AT REPRESENTATIVE'S DISCRETION
Approval of the paid compensation and remuneration to the members of the				

board of directors for the fiscal year 2021 (01/1/2021 – 31/12/2021) and pre-approval of compensation and remuneration for the fiscal year 2022 (01/1/2022 – 31/12/2022).				
<b>Item 7</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>AT REPRESENTATIVE'S DISCRETION</b>
Approval of the payment of extraordinary remuneration to members of the company's board of directors in the form of free offer of own shares (articles 109, para. 1 and 114 of the law 4548/2018). Provision of authorizations to the company's board of directors.				
<b>Item 8</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>AT REPRESENTATIVE'S DISCRETION</b>
Determination of the type, the composition (number of members and capacities) and the term of the company's audit committee according to the articles 44 of the law 4449/2017 and 74 para. 4b of the law 4706/2020.				
<b>Item 11</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>AT REPRESENTATIVE'S DISCRETION</b>
Grant of permission to the members of the board of directors and the company's managers, according to article 98 para. 1 of the law 4548/2018.				

In case I decide to attend the abovementioned ordinary general meeting in person, this authorization shall be deemed invalid provided however that I have notified to the company in writing of such revocation of the present authorization at least forty-eight (48) hours prior to the corresponding date of the ordinary general meeting.

I am fully aware that the authorization or the revocation of representatives is made in writing with the present document and not with electronically means, and it is submitted to the company at least forty-eight (48) hours prior to the corresponding date of the ordinary general meeting, i.e. 20 June 2022 and at 15:00, as follows: either (a) it is submitted by the shareholder or the representative in between the above referred deadline to the company's Investor Relations and Corporate Announcements Unit at the address: 302 Messogion Ave, 155 62 Chologos, Attica, completed, signed by the shareholder and validated with the validation of the shareholder's signature, or, alternatively, digitally signed with the use of a recognized digital signature (qualified certificate) by the shareholder or (b) it is sent by the shareholder or the representative in between the above referred deadline, completed, signed by the shareholder and validated with the validation of the shareholder's signature, or, alternatively, digitally signed with the use of a recognized digital signature (qualified certificate) by the shareholder, with an electronic mail (email) to the electronic mail address (email) of the company (Investor Relations and Corporate Announcements Unit) [sharehold@space.gr](mailto:sharehold@space.gr) or by fax in the following number: +30 210-6504458 (daily in between 09.00 am and 16.00 pm). The sender is informed to take care as regards the confirmation that he / she has successfully sent the relevant proxy as well as of its successful receipt by the company, by calling to the phone number + 30 210 – 6504458 (Investor Relations and Corporate Announcements Unit).

In any other case the representative/s will participate in the ordinary general meeting according the article 124 paragraph 5 of Law 4548/2018.

(place) ....., (date) ...../...../2022



The undersigned shareholder

.....

Signature and full name

and in case of Legal entity company's stamp



#### **4. TOTAL NUMBER OF SHARES AND VOTING RIGHT**

The total number of shares and voting rights of the company « **SPACE HELLAS S.A. TELECOMMUNICATIONS, IT, SECURITY, SYSTEMS & SERVICES PRIVATE ENTERPRISE FOR PROVISION OF SECURITY SERVICES**» existing on the day of the invitation for the purpose of calculating the quorum and the majority on items of the agenda of the Annual General Meeting of June 22, 2022, amounts to six million three hundred fifty-three thousand two hundred twenty-two (6,353,222).

## 5. SAMPLE DECISIONS OF GENERAL MEETING

**ITEM 1<sup>st</sup>: Submission and approval of the annual financial statements (standalone and consolidated) according to the international financial reporting standards for the fiscal year 2021 (01/01/2021 – 31/12/2021) along with the relevant reports and declarations of the board of directors and the independent auditor.**

*In the first item of the agenda, presented and voted shareholders representing ..... shares of the total ..... shares, approved [unanimously / majority of (... %)] the annual financial statements (standalone and consolidated) according to the international financial reporting standards for the fiscal year 2021 (01/01/2021 – 31/12/2021) along with the relevant reports and declarations of the board of directors and the independent auditor.*

**ITEM 2<sup>nd</sup>: Approval of the distribution of financial results of the fiscal year 2021 (01/01/2021 – 31/12/2021) including dividend distribution for the same fiscal year. Provision of authorizations to the company's board of directors.**

*In the second item of the agenda, presented and voted shareholders representing ..... shares of the total ..... shares, approved [unanimously / majority of (... %)] the distribution of financial results of the fiscal year 2021 (01/01/2021 – 31/12/2021) including dividend distribution for the same fiscal year and provided authorizations to the company's board of directors.*

**ITEM 3<sup>rd</sup>: Approval of the overall management of the fiscal year 2021 (01/01/2021 – 31/12/2021) and release of the independent auditors for the same fiscal year according to the articles 108 and 117 para. 1 case c) of the law 4548/2018**

*In the third item of the agenda, presented and voted shareholders representing ..... shares of the total ..... shares, approved [unanimously / majority of (... %)] the overall management of the company 2021 (01/01/2021 – 31/12/2021) according to the provisions of the article 108 of Law 4548/2018 and released the independent auditors for the same fiscal year according to the provisions of the article 117 para.1 case c) of Law 4548/2018 as regards the audit made to the financial statements of the fiscal year 2021 (01/01/2021 – 31/12/2021).*

**ITEM 4<sup>th</sup>: Election of the certified auditors' company for (i) the audit of the annual and overview of the interim financial statements (standalone and consolidated) for the fiscal year 2022 (01/01/2022 – 31/12/2022) according to the international financial reporting standards, and (ii) the issuance of tax certificate for the said fiscal year, as well as the determination of this remuneration.**

*In the fourth item of the agenda, presented and voted shareholders representing ..... shares of the total ..... shares, elected [unanimously / majority of (... %)] the certified auditors' company for (i) the audit of the annual and overview of the interim financial statements (standalone and consolidated) for the fiscal year 2022 (01/01/2022 – 31/12/2022), according to the international financial reporting standards and (ii) the issuance of tax certificate for the said fiscal year and approved its remuneration, following the relevant proposal and determined this annual remuneration.*

**ITEM 5<sup>th</sup>: Submission for discussion and consulting voting of the remuneration report of the fiscal year 2021 (01/01/2021 – 31/12/2021).**

*In the fifth item of the agenda, presented and voted shareholders representing ..... shares of the total ..... shares, approved [unanimously / majority of (... %)] the remuneration report according to the provisions of the article 112 of Law 4548/2018.*

**ITEM 6<sup>th</sup>: Approval of the paid compensation and remuneration to the members of the board of directors for the fiscal year 2021 (01/1/2021 – 31/12/2021) and pre-approval of compensation and remuneration for the fiscal year 2022 (01/1/2022 – 31/12/2022).**

*In the sixth item of the agenda, presented and voted shareholders representing ..... shares of the total ..... shares, approved [unanimously / majority of (... %)] the paid compensation and remuneration to the members of the board of directors for the fiscal year 2021 (01/1/2021 – 31/12/2021), in accordance with the relevant proposal, and the compensation and remuneration to the members of the board of directors for the fiscal year 2022 (01/1/2022 – 31/12/2022) also according to the relevant proposal.*

**ITEM 7<sup>th</sup>: Approval of the payment of extraordinary remuneration to members of the company's board of directors in the form of free offer of own shares (articles 109, para. 1 and 114 of the law 4548/2018). Provision of authorizations to the company's board of directors.**

*In the seventh item of the agenda, presented and voted shareholders representing ..... shares of the total ..... shares, approved [unanimously / majority of (... %)] the payment of extraordinary remuneration to members of the company's board of directors in the form of free offer of own shares (articles 109, para. 1 and 114 of the law 4548/2018), in accordance with the relevant proposal and provided authorizations to the company's board of directors.*

**ITEM 8<sup>th</sup>: Determination of the type, the composition (number of members and capacities) and the term of the company's audit committee according to the articles 44 of the law 4449/2017 and 74 para. 4b of the law 4706/2020.**

*In the eighth item of the agenda, presented and voted shareholders representing ..... shares of the total ..... shares, decided and determined [unanimously / majority of (... %)] the type, the composition (number of members and capacities) and the term of the company's audit committee according to the article 44 of the law 4449/2017, as amendment and in force. In particular, the following were decided:*

*(a) The type of the audit committee should be a committee of the board of directors in accordance with the current practice, i.e. a committee composed of non-executive members of the board of directors (article 44 para. 1 (aa) of the law 4449/2017, as in force), the majority of which will be independent (article 44 para. 1 (d) of the law 4449/2017, as in force).*

*(b) The composition of the audit committee should be, in accordance with the company's current practice, a three-member committee.*

(c) The term of the audit committee is the same with that of the board of directors, which is of six years and it is extended exceptionally until the end of the deadline, during which it must be convened the exact next annual general assembly and until the taking of the relevant decision, i.e. the latest until 10th September 2026, subject to any re-run or postponement of a meeting.

**ITEM 9<sup>th</sup>: Submission to the shareholders of the annual activities report of the audit committee for the fiscal year 2021 (01/1/2021 – 31/12/2021).**

*In the ninth item of the agenda, the chairman of the audit committee submitted to the presented shareholders representing ..... shares of the total ..... shares, the annual activities report of the audit committee for the fiscal year 2021 (01/1/2021 – 31/12/2021) and informed the annual general assembly for the activities of the audit committee.*

**ITEM 10<sup>th</sup>: Submission of the report of the independent non-executive members of the board of directors for the fiscal year 2021 (1/1/2021 – 31/12/2021) according to article 9 para. 5 of the law 4706/2020.**

*In the tenth item of the agenda, the independent non-executive members of the board of directors submitted to the presented shareholders representing ..... shares of the total ..... shares, their report for the fiscal year 2021 (01/1/2021 – 31/12/2021) according to article 9 para. 5 of the law 4706/2020.*

**ITEM 11<sup>th</sup>: Grant of permission to the members of the board of directors and the company's managers, according to article 98 para. 1 of the law 4548/2018.**

*In the eleventh item of the agenda, presented and voted shareholders representing ..... shares of the total ..... shares, granted permission [unanimously / majority of (... %)] to the members of the board of directors and the company's managers according to the article 98 para. 1 of the Law 4548/2018.*

**ITEM 12<sup>th</sup>: Various announcements.**



