



SUITABILITY POLICY FOR MEMBERS OF THE BOARD OF DIRECTORS

1. INTRODUCTION

The present suitability policy for the members of the Board of Directors ("Suitability Policy") was prepared by the Board of Directors of the company "IKTINOS HELLAS SA" (hereinafter "Company") based on the provisions of article 3 of law 4706/2020 and circular no. 60 of the Hellenic Capital Market Commission "Guidelines for the Suitability Policy of Article 3 of Law 4706/2020" and was approved by its decision dated 24/5/2021 and then by the decision dated 30/6/2021 of the Ordinary General Meeting of the Company's shareholders.

Its scope applies to the members of the Board of Directors. The Suitability Policy is in accordance with the Internal Rules of Operation of the Company, as in force, and the Code of Corporate Governance applied by the Company.

The Board of Directors, with the assistance of the Remuneration and Candidates Nomination Committee, recommends candidate members for the Board of Directors to the General Meeting and evaluates the existing members, based on the policy for the evaluation of their suitability.

The Board of Directors constantly monitors the suitability of its members and, where necessary based on the current legislation and the Suitability Policy, re-evaluates their suitability and possibly initiates their replacement.

The Suitability Policy aims to ensure the quality recruitment, efficient operation and fulfillment of the role of the Board of Directors based on the overall strategy and the medium-long-term business goals of the Company in order to promote the corporate interest.

The Suitability Policy is approved by the Board of Directors, according to article 3 par. 1 of Law 4706/2020 and is submitted for approval to the General Meeting, according to article 3 par. 3 of Law 4706/2020. Amendments to the Suitability policy are approved by the Board of Directors and are submitted for approval to the General Meeting if they are substantial, in accordance with article 3 par. 3 of Law 4706/2020. The Suitability Policy and any substantial amendment is valid from its approval by the General Meeting. Amendments that introduce derogations or that significantly alter the content of the Suitability Policy, in particular regarding the general principles and criteria applied, are considered substantial. The updated current Suitability Policy is published on the Company's website.

2. MAIN CRITERIA OF THE SUITABILITY POLICY

The Suitability Policy includes the following key criteria regarding the members of the Board of Directors:

- It should be clear from the candidate member's background that he is a person of impeccable ethics.
- They shall have a clear sense of the delicate balances between the interests of the shareholder and other stakeholders when making decisions.

- They shall have the will, knowledge and power to form their own opinion on corporate issues taking into account the corporate interest, regardless of the opinion of the other members of the Board of Directors, ask reasonable questions to the other members of the Board of Directors and insist on receiving specific answers, make suggestions and highlight points and areas that need improvement.
- Especially non-executive members must be able and willing to exercise the supervision and control of executive members as required by law. The above qualifications must be combined with the will and ability to work constructively in a spirit of trust and teamwork.
- They shall be willing to devote sufficient time and energy to the performance of their duties as member of the Board of Directors. Attendance at meetings, preparation for meetings and active participation are considered indicators of the time a member devotes to performing their duties.
- They shall have the skills, experience and background that complement the respective characteristics of existing members.
- When selecting and proposing to the General Meeting of Shareholders candidates for members of the Board of Directors or when appointing new members to replace retired members, the Board of Directors seeks, with the support of the Remuneration and Nomination Committee, to nominate candidates whose election ensures that the Board of Directors, as a collective body, shall have in particular the following characteristics:
 - Have in-depth knowledge of the field of the Company's activity and include in its composition members who serve or have served in positions of responsibility in companies in respective or similar fields. In particular, the members of the Board of Directors must have an appropriate combination of experience and sufficient time to effectively exercise the supervision of the Company's operations. Also, the members of the Board of Directors should have an understanding of the legal and regulatory requirements of the stock market sector;
 - Have experience and be able to contribute to the development prospects of the Company;
 - Ensure adequate representation of both genders;
 - The principle of diversity shall be observed during the selection of the Members of the Board of Directors. Diversity is a factor that can enrich the operation of the Board of Directors and facilitate the existence of independent opinions and constructive challenge in the decision-making process;
 - Challenge the decision-making process.

The Board of Directors ensures the appropriate succession plan for the Company for the smooth continuity of the Company's affairs and decision-making after the departure of members from the Board of Directors, in particular executives and members of committees.

Incompatibility of BoD members:

The following professional positions are incompatible with the position of a member of the Company's Board of Directors:

- An executive, member of the Board of Directors, employee or otherwise associated position with a company that is among the Company's competitors, due to which there may be regular conflicts of interest with the Company's interests.

- An employee or associate of an auditing company who has been appointed as external auditor of the Company.

Introduction and continuous training of Board members:

Prior to undertaking their position, the candidate members of the Board of Directors are informed by the Company's Remuneration and Nomination Committee regarding the culture, values and general strategy of the Company, and during their term of office they are informed about the Company's management, operation, financial risks, regulatory compliance and corporate governance etc.

Selection of Nominations and Election of Board members:

- The Remuneration and Nomination Committee forms and manages the policy and the selection process of the members of the Board of Directors who will be appointed by the Board of Directors or will be proposed to the General Meeting by the Board of Directors.
- The members of the Board of Directors are elected by the General Meeting for a term which may not exceed six years and can be re-elected without limitation.

3. ANALYSIS OF SUITABILITY CRITERIA FOR BOARD MEMBERS

The Remuneration and Nomination Committee forms and manages the policy and the selection process of the members of the Board of Directors who will be appointed by the Board of Directors or will be proposed to the General Meeting by the Board of Directors.

Suitability is divided into individual and collective.

3.1 Individual suitability

a. Professional training, experience, knowledge adequacy.

The members of the Board of Directors should be informed and understand the business activity of the Company and the risks it undertakes, at a level corresponding to their responsibilities. This includes an adequate understanding of the areas for which an individual member is not directly responsible but is collectively responsible with the other members of the Board of Directors.

The members of the Board of Directors should clearly understand the governance arrangements of the Company, their respective role and responsibilities and possible conflicts of interest that may arise.

The members of the Board of Directors should be able to contribute to the maintenance of an appropriate mentality, corporate values and conduct in the Board of Directors and the Company.

The Board of Directors must, as a whole, have sufficient knowledge and experience at least for the most important functions and activities of the Company, in order to be able to exercise supervision either directly or through its Committees.

Therefore, in this context of assessing adequate knowledge, skills and experience, the following should be considered: (a) the role and duties of the position and the skills required; (b) the knowledge and skills acquired through education, training and real experience • (c) the real and professional experience acquired in previous positions and

(d) the knowledge and skills acquired and demonstrated by the professional conduct of the member of the Board of Directors. Indicatively:

- **Professional experience.** The following criteria are evaluated related to experience, nature of administrative position, hierarchical level, nature, complexity and structure of the organization in which the position was held, range of responsibilities, powers and responsibilities for decision-making, number of subordinates. Great importance is also given to the relevance of the professional experience with the Company's sector of activity.
- **Specialized experience** such as strategic planning, regulatory compliance, risk management, accounting and auditing, sales and export development, sustainable development, human resource management, research and innovation, etc.
- **Participation in professional associations and organizations**
- **Participation in Boards of Directors of other companies**
- **Participation in Committees of other companies**

The existence of the required conditions will be ascertained through CVs containing information about their training and professional experience as well as other information such as qualifications, references from previous employers, positions of executive and non-executive board members and other professional activities, participation in professional associations, seminars and attended trainings etc.

For the purposes of assessing the academic knowledge of a member, the level and type of education (field of study and specialization) that is documented through formal qualifications (degrees) and seminars in which they have participated are taken into account.

The real experience is proven through the detailed reference of information regarding previous positions of responsibility held by the candidate. In this context, the type of employment held by the member is evaluated, taking into account the time he stayed in the respective position, the size of the respective entity in which he worked, the scale and complexity of the business activity, the responsibilities exercised in it, the number of subordinates, the nature of the entity's activities, etc. Evidence of real experience is also acquired from previous employers' references letters.

b. Personal skills

Additional evaluation criteria of the members of the Board of Directors are personal skills such as determination and decision-making ability, communication skills, critical ability, customer and quality orientation, leadership ability, loyalty, bargaining power and persuasiveness, team spirit, sense of responsibility, chairing of meetings, etc.

Elements of character and contribution of candidates or existing members of the Board of Directors are evaluated through their progress so far, monitoring practices, suggestions they make, from personal discussions / interviews with the candidate and in general from their overall participation in the Company's management and operations.

c. Reputation, ethics, honesty and integrity

The members of the Board of Directors must perform their duties with integrity, objectivity and professionalism and be able to devote sufficient time to the exercise of their duties. In general, they should manage corporate affairs with diligence and good faith and act according to the model of the prudent entrepreneur exclusively to serve the corporate interest. They should also:

- have impeccable ethics. A member is considered to have impeccable ethics if there is no indication to the contrary or there is no reason to reasonably doubt it,
- not fall in cases of conflict of interest and transactions with third parties or incompatibility (either for themselves or persons related to them)
- meet the Independence criteria of Law 4706/2020, in the case of independent - non-executive members (see Notification Procedure of dependency relations of independent non-executive members of the Board of Directors).

In particular, the following are taken seriously into account:

- a. final administrative and court decisions against them, in particular for violations and offenses related to their position as a member of the Board of Directors or non-compliance with the provisions of the legislation of the Hellenic Capital Market Commission or in general with financial crimes,
- b. final court decisions for crimes which are strongly condemned socially,
- c. the existence of investigations or pending legal proceedings in relation to the above, assessed in particular taking into account the relevance of the offense or measure to the member's role, the seriousness of the offense or measure, the general circumstances, including mitigating factors, the role of the person involved, the penalty imposed, the stage reached in the legal proceedings and any remedial measures implemented, as well as the time that has passed and the behavior of the person after the violation or offense.

The above can be ascertained at the discretion of the Board of Directors and based on:

- solemn declarations of the candidates,
- excerpts from a criminal record,
- research that may be conducted without prejudice to personal data protection legislation
- obtaining data and relevant supporting documents for any final administrative and judicial decisions against them, in particular for infringements and offenses related to their capacity as a member of the Board of Directors, or non-compliance with the provisions of the legislation of the Hellenic Capital Market Commission or in general with financial crimes. The nature, conditions and penalties imposed are assessed before conclusions can be drawn.

It is also noted that a condition for assigning management and representation powers of the Company to members of the Board of Directors or to third parties or for maintaining the relevant assignment, is that a final court decision acknowledging their liability for loss-making transactions of a Company or a non-listed company of Law 4548/2018 with related parties, has not been issued within one (1) year, before or after the assignment of powers to them. Any candidate third party shall submit to the Company a solemn declaration that there is no obstacle for the assignment of the above powers, and any third person, to whom an assignment has been made, shall notify the Company about the relevant final court decision without delay.

d. Conflict of interests

According to the applicable Conflict of Interest Policy of the Company, in the context of the evaluation of a candidate member of the Board of Directors but also on a periodical basis, the degree in which there are no obstacles that could prevent the member from performing his duties effectively according to his role, is assessed.

Indicatively, the degree of observing the independence criteria provided in the "Notification Procedure of dependent relations of the independent non-executive

members of the Board of Directors" is examined, especially for independent members of the Board of Directors as well as any cases related to the family, professional or social status of the candidate that could actually or potentially lead to a conflict of interest.

e. Devotion of sufficient time

The Remuneration and Nomination Committee evaluates whether a member of the Board of Directors is able to devote sufficient time to the performance of their duties and responsibilities, including understanding the company's business activity, its key risks and the implications of the business strategy and risk strategy. Members should be able to perform their duties in periods of particularly high activity, participation acquisition, merger, acquisition or crisis situation, or as a result of a serious difficulty in relation to one or more of its activities, given that in such periods more time may be required than in regular periods.

For the evaluation of the dedication of sufficient time by a member, the following elements are taken into account: the number of BoD positions that the member holds at the same time, the size, nature, scope and complexity of the activities of the entity in which the member holds a BoD position, the place of residence of the member and the travel time required for the specific role, the number of scheduled meetings of the Board of Directors, BoD positions held by the member in organizations that do not primarily pursue commercial goals, any necessary meetings to be held, the nature of the specific position and responsibilities of the member, including special roles such as Managing Director, Chairman of the Board of Directors or Chairman or member of a committee, whether the member holds an executive or non-executive position etc.

Therefore, the Remuneration and Nomination Committee records in writing the roles, duties and competencies required for the various positions within the Board of Directors as well as the expected time required to be devoted to each position, also taking into account the need to dedicate sufficient time for introductory training and education.

Each member of the Board of Directors is informed about the expected time required to devote to his/her duties and the Remuneration and Nomination Committee requests the member to confirm that he/she is able to devote this time to the performance of his/her role.

In the context of evaluations, the Board of Directors, with the assistance of the Remuneration and Nomination Committee, monitors whether the members of the Board of Directors devote sufficient time to the performance of their duties. The preparation for the meetings, the presence and the active participation of the members in the meetings of the Board of Directors are elements that are all indicators of the time being devoted.

3.2 Collective suitability

In addition to individual suitability, the members of the Board of Directors must collectively be able to make appropriate decisions taking into account the business model, risk-taking, strategy and markets in which the Company operates. All areas of knowledge required for the company's business activities should be covered by the Board of Directors. There should also be a sufficient number of knowledgeable members in each area to be able to discuss the decisions that need to be made. The members of the Board of Directors should collectively have the necessary skills to present their views and influence the decision-making process. The composition of the Board of Directors should therefore reflect the knowledge, skills and experience required to exercise its responsibilities. This includes the requirement for the Board of Directors to collectively have an adequate understanding of the areas for which members are collectively

responsible, and to have the necessary skills to exercise effective management and oversight, including i.e.:

- its business activity and the main risks associated with it,
- strategic planning,
- financial reports,
- compliance with the legislative and regulatory framework,
- understanding corporate governance issues,
- the ability to identify and manage risks,
- the impact of technology on its activity,
- adequate gender representation.

In addition to the high level of managerial skills, the Board of Directors should collectively have sufficient management skills to effectively organize its work to be able to understand and challenge the administrative practices applied and the decisions taken by senior executives.

A key criterion is to ensure, as far as possible, the adequate representation of both genders as well as the principle of diversity in the selection of the members of the Board of Directors. The Company has set as a minimum percentage of adequate representation per gender at least 25% of all members of the Board of Directors and thus ensuring equal treatment and equal opportunities between genders. In the case of a fraction, the percentage is rounded to the previous whole number.

Diversity is a factor that can enrich the operation of the Board of Directors and facilitate the existence of independent opinions and constructive challenge in the decision-making process. Through the accumulation of a wide range of qualifications and skills in the selection of members of the Board of Directors, the variety of views and experiences is ensured, in order to make the right decisions. In addition to adequate gender representation, the policy prohibits the exclusion of candidates on the grounds of discrimination based on gender, race, colour, ethnic or social origin, religion or beliefs, property, birth, disability, age or sexual orientation.

During the evaluation of the collective suitability of the Board of Directors, the executive members of the Board of Directors and the non-executive members of the Board of Directors are evaluated separately. In the context of the assessment of collective suitability, a comparison is made between, on the one hand, the actual composition of the Board of Directors and the actual collective knowledge, skills and experience of the board of directors and, on the other hand, the collective suitability required by the Company's operating model and strategy.

The evaluation of the collective suitability each time takes into account elements such as the existing size of the Company but also the development prospects, the geographical presence, the business model and the basic business strategy, the nature and complexity of the business activities, the organizational structure, the risk strategy, risk appetite, etc. An important factor is the level of adequacy of the overall composition of the specialized committees of the Board of Directors.

In particular, for each member of the Board of Directors, the following are evaluated: the type of knowledge, skills and experience that the person contributes to the collective suitability of the Board of Directors, how the member fits into the collective suitability of the Board of Directors and how his appointment and presence so far in the Board of Directors completes its collective suitability.

In particular, for new and incoming members to the Board of Directors, any weaknesses identified in the overall composition of the Board of Directors are evaluated, as well as the way in which they will contribute to the solution of some or all of the weaknesses.

4. EVALUATION PROCEDURE FOR CANDIDATES TO WHOM THIS POLICY APPLIES

The evaluation of the suitability and reliability of the candidates to whom the Policy applies, should take place before the nomination of the new member of the Board of Directors.

The process of evaluating candidate members includes the following steps:

1. For each candidate member, the necessary supporting documents are collected and an "Evaluation Report" (hereinafter "Report") is prepared, from which it is presumed that this person adequately meets the eligibility criteria.
2. Depending on the qualifications of the candidate member, the Report examines whether:
 - He/she fully meets the criteria,
 - He/she partially meets the criteria, in which case it is clarified whether these criteria are critical and in particular if, in their absence:
 - (a) the fulfillment of the duties with professional competence and knowledge of the subject is not guaranteed,
 - (b) explicit provisions of the legislation are violated, e.g. non-conviction for specific criminal offenses.
3. After the review and approval of the Reports' content, a recommendation is made for the selection of the most suitable candidate.
4. A final decision is made and duties are assigned.

In order to ensure the sound and prudent management of the Company by appropriate persons, the persons who fall under the Suitability Policy, are evaluated in terms of the ability to adequately perform their duties and to safeguard the interests of the Company and the interested parties.

Regarding the rules of publicity, it is noted that in the context of its relevant proposal for the election of its members, the Board of Directors posts on the Company's website, no later than twenty (20) days before the general meeting, information regarding each candidate member, about the following:

- Justification of the recommendation about the candidate member.
- Detailed curriculum vitae of the candidate member, which includes in particular information about his current or previous activity, as well as his participation in management positions of other companies or his participation in other boards and Board committees of other legal entities.
- Determination of the suitability criteria of the candidate members of the Board of Directors, according to the suitability policy of the Company, and, if the candidate is proposed for election as an independent member of the Board of Directors, the fulfillment of the conditions set out in article 9 of Law 4706 / 2020.

5. MONITORING AND RE-EVALUATION OF INDIVIDUAL AND COLLECTIVE SUITABILITY OF BOD MEMBERS

The monitoring of the individual or collective suitability of the members of the Board of Directors focuses on whether the individual member or members are still collectively suitable, taking into account the individual or collective performance and the corresponding situation or event that caused the re-evaluation (e.g. whether there was a significant impact on the reputation of a member of the Board of Directors, inability to comply with the conflict of interest policy) as well as the impact it has on the actual or required suitability.

During this process, the results of the evaluation of the members of the Board of Directors and the Board as a whole are considered, taking into account factors such as the efficiency of the working procedures of the Board of Directors, including the efficiency of the information flow and reference lines to the Board of Directors, the ability of the Board to focus on issues of strategic importance, the adequacy of the number of meetings held, the level of participation and the appropriateness of time devoted to each change in the composition of the Board and any weaknesses that arise, the performance targets that have been set, etc.

The result of the reassessment, the reason for the reassessment, as well as any recommendations regarding the weaknesses identified, are documented and submitted to the Board of Directors which will take appropriate measures, if necessary, to remedy the situation.

Particularly, if the lack of one or more of the suitability criteria is identified, based on the Company's Suitability Policy, in relation to a member of the Board of Directors, for reasons that this person could not prevent even with extreme diligence, the competent body of the Company takes the necessary actions immediately.

6. IMPLEMENTATION AND AMENDMENT OF THE SUITABILITY POLICY

The Board of Directors is responsible for monitoring the implementation of the Suitability Policy.

The Board of Directors primarily assists the Remuneration and Nomination Committee, which follows and implements the Suitability Policy within the framework of its relevant responsibilities. This process is assisted by the Company's Internal Audit Unit and the Regulatory Compliance Unit, if there is one, or, alternatively, by the service or staff who have been assigned these responsibilities.

The Board of Directors shall record the results of the suitability assessment, in particular any weaknesses identified between the intended and actual individual and collective suitability, and measures to be taken to address these deficiencies.

The annual Corporate Governance Statement of the Company includes a relevant report in relation to the implementation of the Suitability Policy.

The documentation regarding the approval of the Suitability Policy and any amendments follows the defined internal record-keeping procedures.