

MINUTES No. 551

Today, on **February 12th, 2021**, the day being Friday, all the members of the Board of Directors of the Company under the name **“HELLENIC TELECOMMUNICATIONS & TELEMATICS APPLICATIONS SOCIETE ANONYME”** and the distinctive title **“FORTHNET S.A.”**, Business Registry No. 77127927000, resolved upon the drafting of the present minutes according to article 25 par. 3 of the articles of association of the Company and article 94 par. 1 of L. 4548/2018 as valid, in order to adopt a resolution on the following sole item on the Business of Agenda:

SOLE ITEM ON THE BUSINESS OF AGENDA

Election of a new independent non-executive member of the Board of Directors, in replacement of a resigning one.

The Minutes were drawn up and signed by the following persons:

1. Nikolaos Stathopoulos, Chairman of the B.O.D.
2. Dimitrios Tzelepis, Vice Chairman of the B.O.D. and Chief Executive Officer
3. Vladislav Ratajac, Member of the B.o.D.
4. Georgios Doukidis, Member of the BoD

Sole item: Election of a new independent non-executive member of the Board of Directors, in replacement of a resigning one.

The Members of the Board of Directors were informed that that, by virtue of his letter dated 11.02.2021, the Board member Mr. Dirk Gerkens submitted his resignation from his membership of the Board of Directors and all Board Committees and Sub-committees, due to increased professional obligations, such resignation being effective as of today, 12.02.2021.

As a consequence of the above resignation, pursuant to art. 82 par. 1 of L. 4548/2018, as in force, the Company's Board of Directors, given that no substitute members have been elected by the General Meeting of Shareholders, while the remaining members are four (4), therefore their number exceeds the minimum number required by law (three – 3), may temporarily elect a new member in replacement of the resigning Mr. Gerkens.

For this purpose, the Company, following relevant contacts and discussions with executives in the market, has resulted in the nomination of Mr. Petros Katsoulas, son of Spyridon (hereinafter “Nominee”), financial markets professional with many years of professional experience in senior executive positions in the sectors of banking, stock broking, equities investment and research. The Nominee's information were set at the consideration of the Company's HR Nomination Committee, who was called to ascertain the Nominee's suitability and examine any impediments or incompatibilities that may exist on him for his

election as a new Board member; also, in view of his appointment as an independent non-executive member, to ascertain that he fulfills the independent criteria of art. 4 L. 3016/2002.

Actually, by virtue of its resolution nr. 4/11.02.2021, the HR Nomination Committee:

- A. Has studied the Nominee's resume, as per which, among others, he holds a Master of Business Administration (Aston University, Birmingham, UK). Moreover, he has many years of experience in senior administrative positions that are presented in detail in his resume (i.e. CEO in NBG Securities (2010-2013), General Manager and Strategy and Executive Board Member in Eurobank (2013-2015). Furthermore, the Nominee has been elected as a Board member of the Company's subsidiaries, Forthnet Media S.A. and Netmed S.A., by virtue of the resolutions of their Shareholders both dated 04.02.2021. **As per the above, the Committee ascertained that the Nominee is suitable to be elected as a new member of the Company's Board of Directors.**
- B. **Ascertained that, other than what is provided for in the law, no other impediments or incompatibilities are provided in the Corporate Governance Code and the Company's Internal Regulation as regards the Nominee's appointment in the above office.**
- C. As for the Nominee's independency, the HR Nomination Committee evaluated the "Declaration of independence of the candidate members of the Board", dated 11.02.2021, which he had submitted to the Company's Board of Directors the confirming his independency pursuant to art. 4 of L. 3016/2002. As per this, the Nominee has declared the following:
 - i. He does not hold over 0.5% of the share capital of the Company.
 - ii. He does not have a business or other professional relationship with the Company or a related party ("related party" in accordance with article 32 of law 4308/2014) which (relationship) by its nature affects the Company's business activity (e.g. big supplier or client).
 - iii. He is not a chairman of the Board or manager of the Company or of a related party, neither do they have such a capacity nor are they executive members of the Board of a related party, nor do they have an employment contract with the Company or a related party ("related party" in accordance with article 32 of law 4308/2014).
 - iv. He is not a close relative / husband of an executive member of the Board or of a manager or a majority shareholder of the Company or of a related party ("related party" in accordance with article 32 of law 4308/2014).**As per the above, the HR Nomination Committee members ascertained that, to the best of their knowledge, the Nominee fulfills the independency criteria provided for in art. 4 L. 3016/2002.**

Following the above, the Company's Board of Directors, taking into account:

- i. That, following the resignation of Mr. Gerkens, there remains only one (1) independent Board Member. Therefore, taking into account that the minimum number of independent Board members required by law is two (2), the replacement of the resigning independent non-executive Board member is compulsory;
- ii. That, as explicitly provided for in art. 3 of L. 3016/2002, if the Board of Directors elects a temporary member until the first General Meeting in replacement of a resigned independent one (as in this case), has passed away or been dismissed for any reason, the member who is elected needs to be also independent as per the independence criteria of art. 4 L. 3016/2002;
- iii. The HR Nomination Committee's recommendation nr. 4/11.02.2021, as per which the Committee unanimously and upon full vote resolved to recommend to the Company's Board of Directors the election of the Nominee, Mr. Petros Katsoulas, son of Spyridon, as an independent non-executive Board member, in replacement of the resigning one, Mr. Dirk Gerkens,

unanimously and upon full vote resolves and elects Mr. Petros Katsoulas, son of Spyridon, as a non-executive Board member, for the remainder of the tenure of the member that is being replaced, that is until 11.12.2025. Moreover, it temporarily attributes to Mr. Katsoulas the capacity of an independent member, up until the first General Meeting of the Company's Shareholders, which will be called to resolve, for the remaining term, the appointment of either the same substitute or another existing member of the Board of Directors who fulfills the independence criteria as an independent non-executive member, or the election of a new independent non-executive member, for the remaining term of the resigned Board member.

There being no other item, the present minutes were drawn up and signed as follows.

THE CHAIRMAN

NIKOLAOS STATHOPOULOS

**THE VICE CHAIRMAN
& CHIEF EXECUTIVE OFFICER**

DIMITRIOS TZELEPIS

THE MEMBERS

VLADISLAV RATAJAC

GEORGIOS DOUKIDIS

**THE PRESENT CONSTITUTES A TRANSLATION INTO THE ENGLISH LANGUAGE
OF THE MINUTES OF THE BOARD OF DIRECTORS ORIGINALLY DRAFTED IN THE GREEK LANGUAGE,
OUT OF THE BOOK OF MINUTES OF THE BOARD OF DIRECTORS
KANTZA, 17.02.2021**

**ANASTASIOS SFYROERAS
LEGAL COUNSEL**