



## MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS DATED 11-10-2022

In Agia Paraskevi, today, on Tuesday, the 11<sup>th</sup> day of October 2022 at 10:00 a.m., the members of the Board of Directors of "SPACE HELLAS S.A. TELECOMMUNICATIONS, IT, SECURITY SYSTEMS AND SERVICES – PROVISION OF SECURITY SERVICES PRIVATE ENTERPRISE" convened a meeting following invitation by the Chairman of the board, Spyridon Manolopoulos, at the company's registered offices in 312 Messogeion Ave, to decide on the following :

1<sup>st</sup> ITEM: REPLACEMENT OF A RESIGNED MEMBER OF THE AUDIT COMMITTEE

2<sup>nd</sup> ITEM: REPLACEMENT OF A RESIGNED MEMBER OF THE REMUNERATION AND NOMINATIONS COMMITTEE

All the members of the Board were present: Spyridon Manolopoulos, Theodoros Chatzistamatiou, Panagiotis Bellos, Ioannis Mertzanis, Ioannis Doulaveris, Anastasia Paparizou, Anna Kalliani, Emmanuel Hatiras and Eirinaios Theodorou.

The secretary of the board of directors Mr. Konstantinos C. Argyropoulos, legal counsel of the company, was also present in the meeting of the Board.

After the quorum was confirmed, the meeting began, and the Chairman of the board of directors Mr. Spyridon Manolopoulos informed the board as follows:

Due to the resignation of the independent non- executive member of the board of directors of the company, Mr. Theodoros Gakis, as a consequence of which, as of 10/10/2022, the aforementioned person has lost his capacity as a member of the board of directors and, by extension, his capacity as a member of the committees of the board of directors, namely the audit committee and the remuneration and nominations committee and following the replacement of the resigned member by Mr. Eirinaios Theodorou, by virtue of the 10/10/2022 decision of the board of directors, the board of directors should by its decision and in accordance with sec. f) of paragraph 1 of article 44 of the Law 4449/2017 appoint the new member of the audit committee to replace Mr. Theodoros Gakis, taking into account the relevant proposal, evaluation and recommendation of the company's remuneration and nominations committee (minutes dated 07/10/2022), article 44 of the Law 4449/2017, the rules of operation of the audit committee and the company's internal operating regulation.

It is noted that according to sec. f) of paragraph 1 of article 44 of the Law 4449/2017 and under no. prot. 427/21.02.2022 document of the Capital Market Commission, given that the company's audit committee is a committee of its board of directors, no decision of the general assembly of the company's shareholders is required for the appointment of the aforementioned person.

The remuneration and nominations committee of the company proposed as a member of the Audit Committee Mr Eirinaios Theodorou, son of George, according to the minutes of the committee dated 7/10/2022 which is as follows:

### **"Minutes of the Meeting dated of the Remuneration and Nominations Committee"**

In Agia Paraskevi today, on Friday, the 7<sup>th</sup> day of October 2022 at 11:30 p.m., the members of the Remuneration and Nominations Committee (the "committee") of "SPACE HELLAS S.A. TELECOMMUNICATIONS, IT, SECURITY SYSTEMS AND SERVICES – PROVISION OF SECURITY SERVICES PRIVATE ENTERPRISE" (the "company"), convened a tele meeting following invitation by the Chairman of the committee Emmanuel Hatiras, at the company's registered offices in 312 Messogeion Ave, to decide on the following:

**ITEM: EVALUATION OF A CANDIDATE FOR A NEW INDEPENDENT NON-EXECUTIVE MEMBER OF THE BOARD OF DIRECTORS, MEMBER OF THE AUDIT COMMITTEE AND MEMBER OF THE REMUNERATION AND NOMINATIONS COMMITTEE IN REPLACEMENT OF A RESIGNED MEMBER-PROPOSAL TO THE COMPANY'S BOARD OF DIRECTORS**

*All the committee members were present, ie: Emmanuel Hatiras, Theodoros Chatzistamatiou and Theodoros Gakis*

*The secretary of the Board of Directors Mr. Konstantinos C. Argyropoulos, Legal Counsel of the company, was also present in the meeting of the Committee.*





After the quorum was confirmed, the meeting began and the President of the Committee Mr. Emmanuel Hatiras informed the members as follows:

As you know, the independent non-executive member of the board of directors and President of the audit committee of the company, Mr Theodoros Gakis, submitted to the Chairman of the board of directors a letter dated 3/10/2022 informing him about his resignation effective from 10-10-2022 due to increased professional obligations.

Following this resignation and for the replacement of the resigned member according to art. 9 par. 4 of the law 4706/2020 and par.1 (st) of the law 4449/2017 he was called by the board of directors to select and propose to the board of directors suitable candidates in replacement of Mr. Gakis in accordance with the company's internal operating regulation, the company's suitability policy of the company, the provisions of the law 4706/2020 and article 44 of the law 4449/2017 as in force, and the rules of operation of the audit committee.

In particular, the candidate should, as a member of the board of directors, meet the suitability criteria at an individual level for his participation in it, as these criteria are defined and specified in the company's suitability policy, and in particular he should have sufficient knowledge and practical experience, but also guarantees of ethics and reputation, independence of judgement, sufficient time, and there should be no conflict of interest, while, given the fact that he will be an independent non-executive member of the board of directors, he should also meet the conditions of independence as defined in article 9 par.1 and 2 of Law 4706/2020. In addition to the individual level, the suitability of the candidate is also evaluated on a collective level, that is, the evaluation of the suitability of the members of the board of directors as a whole. Finally, given that the new member will replace Mr. Gakis and as a member of the audit committee, which is a committee of the company's board of directors, he should also meet the conditions of a. 44 of the law 4449/2017 and in particular (a) to be independent in accordance with article 44 par. 1 (d) of the law 4449/2017 and (b) to have sufficient knowledge in the field in which the company operates, i.e. telecommunications, IT and security and sufficient knowledge and experience in audit or accounting, so that the audit committee is able to implement the responsibilities and obligations defined in paragraph 3 of article 44 of law 4449/2017

Based on the above description of the role and the skills required for the specific appointment and after a relevant research, the committee proposes as a candidate new independent non-executive member of the board of directors and new (independent) member of the audit committee and the remuneration and nominations committee, Mr. Eirinaios Theodorou, son of George, a certified public accountant in suspension, whose resume is attached as an Appendix hereto.

In particular, the committee evaluated the candidate and concluded with the following:

Mr. Eirinaios Theodorou, according to his CV, has many years of professional experience and specialized knowledge at a high level as a certified auditor in suspension with significant collaborations in the financial and audit sector. In particular, since September 2009, Mr Theodorou, as a partner of the consulting company FK Consulting Services S.A. as well as of the company of certified public accountants KSi Greece P.C., has participated in numerous projects with the object of preparation, analysis and control of financial statements, international financial reporting standards, preparation of consolidated financial statements, preparation of budgets and financial reports, preparation of strategies and business plans, reorganization of companies and assessment of business risks, preparation of risk assessment and general compliance of companies with the applicable legal framework and corporate governance. According to the above many years of experience, Mr. Theodorou as a partner of FK Consulting Services S.A. implemented projects for large IT and technology companies. He also has significant knowledge and experience in matters of internal control, quality assurance and risk management, having participated in many projects to create and reorganize internal control departments, draw up annual control programs and internal control operating statutes, in accordance with applicable legal and institutional requirements and international internal control standards (COSO methodology) as an internal auditor of companies since 2009, and internal auditor at the Athens Concert Hall Organization and KSi Greece P.C. as of today. Mr. Theodorou also has significant experience in terms of the obligations and duties of an audit committee member, since 2017 he has been the chairman (as a third independent person, not a member of the board of directors) of the audit committee of the company under the name "ELTON INTERNATIONAL TRADING SA", a company active in the field of chemical raw materials and industrial machinery.

During the evaluation of the candidate, it was also established that Mr. Theodorou has the guarantees of ethics and reputation, the independence of judgment, as well as sufficient time and there is no conflict of interest, while, as it was ascertained after a relevant audit, as a candidate independent member of the board of directors, he meets the conditions of independence as defined in article 9 par. 1 and 2 of the law 4706/2020 and by extension, given that the company is a listed company, of article 44 par. 1 (d) of the law 4449/2017.

In addition, it was ascertained that Mr. Theodorou also meets the eligibility conditions of article 44 par. 1 of the law 4449/2017 and in particular, has sufficient knowledge in the field in which the company operates, while, as a certified auditor in suspension, has sufficient knowledge and experience in auditing and accounting, so that the audit committee is able to implement the responsibilities and obligations defined in paragraph 3 of article 44 of the law 4449/2017.





*It is noted that the committee requested and received from Mr. Theodorou a criminal record certificate from which the inscription "NONE" appears as well as tax and insurance information, which prove that he has no tax debt or debt to insurance agencies. Also, Mr. Theodorou confirmed that no final court decision has been issued against him that recognizes his culpability for loss-making transactions of a listed company or a non-listed company of the law 4548/2018, with related parties and that he will submit to the company and the required formal declaration that a final court decision has not been issued within one (1) year prior to his appointment that acknowledges his culpability for loss-making transactions of a listed company or non-listed company of the law 4548/2018, with related parties.*

*According to the above, it is concluded that Mr. Eirinaios Theodorou is judged as a suitable candidate for his participation in the board of directors of the company as an independent non-executive member, in the remuneration and nominations committee of the company, but also in the audit committee, in replacement of Mr. Theodorou Gakis.*

*The members of the remuneration and nominations committee then had a dialogic discussion and after: (i) they ascertained that the above candidate independent non-executive member of the board of directors and candidate member of the remuneration and nominations committee and the audit committee meets the eligibility requirements, both individually as well as at a collective level in accordance with the company's suitability policy, the law 4706/2020, art. 44 of the law 4449/2017 and the operating regulations of the remuneration and nominations committee and of the audit committee and (ii) checked and verified the fulfillment of the independence criteria in accordance with article 9 par. 1 and 2 of the law 4706/2020 and article 44 par. 1 (d) of the law 4449/2017 in his person, unanimously propose to the board of directors of the company the appointment of the candidate Mr. Eirinaios Theodoros son of George, as the new independent non-executive member of the board of directors, of the remuneration and nominations committee and the company's audit committee in replacement of the resigned member, Mr. Theodoros Gakis.*

*After there being no other matter for discussion, the meeting is dissolved and the present minutes are signed as follows*

The President of the Committee

The Members

EMMANUEL HATIRAS

TH.GAKIS

TH.CHATZISTAMATIOU

THE SECRETARY OF THE COMMITTEE AND THE BOARD OF DIRECTORS

KONSTANTINOS C. ARGYROPOULOS

ATTORNEY AT LAW



## APPENDIX

Resume Mr. Eirinaios Theodorou:

### CURRICULUM VITAE

LAST NAME	:	THEODOROU
NAME	:	EIRINAIOS
ADDRESS	:	--
REGION	:	--
T.K.	:	--
TEL.	:	--
E – MAIL	:	--
NATIONALITY	:	--
DATE OF BIRTH	:	--
MILITARY SERVICE	:	--
MARITAL STATUS	:	--

### ACADEMIC EDUCATION – PROFESSIONAL CERTIFICATES

5/2013	:	CERTIFICATION CRMA (Certification in Risk Management Assurance) BY THE INTERNATIONAL INSTITUTE OF INTERNAL AUDITORS
9/2006-6/2008	:	MASTER' S DEGREE IN PROFESSIONAL TRAINING «INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS»
4/2005	:	GRADUATE OF THE DEPARTMENT OF ADMINISTRATION OF BUSINESS OF PATRAS UNIVERSITY "FINANCE-ACCOUNTING" GRADE 8.17 (VERY GOOD)
6/2000	:	1 <sup>st</sup> HIGH SCHOOL OF N. IRAKLEIO

### PROFESSIONAL EXPERIENCE

9/2009 – as of today	:	Self-employed-Certified Public Accountant in suspension and Internal Auditor, Registered on Ministry of Finance's Register of Internal Auditors and the Institute of Internal Auditors
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6/2017 – up to date President of the Audit Committee of ELTON AEBE

Cooperation with Public Enterprises and Entities:

9/2009-4/2012 IDIKA SA

4/2012 - 4/2015 OASA SA.,

4/2015 – 4/2020 – ERT

11/2021 – up to date MEGARON ATHENS CONCERT HALL

Major responsibilities:

- Establishment of an Internal Audit Department, Preparation of Annual Audit Programs and Internal Audit Operating Statutes, Overview and recommendations during the process of drawing up Operating Regulations and Procedures Manuals, Conducting Audits for Compliance with the current Legal and Tax Framework, Conducting Special Audits (inventories, counts, supply control, etc.), Overview of the process of preparing the financial information required (budgets, Financial Statements (GAAP and IFRS), Monthly Monitoring of Budget Execution and other reports (Register of Commitments, etc.), Overview of the process of preparing Operational and Strategic Action Plans

Internal Auditor in Health Units in the framework of Law 4025/2011 period 2011 - 2016: (G.H.: Thiva, Leivadia, Kifisia, Kastoria, University Hospital Ioannina, Argos, Nafplio, Pentelis Kids Hospital)





"KSI Greece" CERTIFIED PUBLIC ACCOUNTANTS, KIFISIAS AV.  
62 & PREMETIS, MAROUSI 15125 – Partner Internal Auditor.  
Project Manager:

Regular Audit of Financial statements,  
Audit of financial reports NPDD  
Control, agreements and Control, certification of financial data  
N.P.I.D., N.P.D.D. OTA  
Recording of Internal Procedures in NPDD  
Risk Assessment training in NPDD and NPID  
Special Control in research institutions for research programs-co-  
financed by the European Union

"FK Consulting Services S.A." Business Consultants – Accounting  
Metamorfosi Attica, Vas.Deligianni 72 Partner – Administrator,  
Project Manager:

Creation - reorganization of Internal Audit Departments, in  
accordance with the applicable legal and institutional requirements,  
as well as the International Standards of Internal Audit (COSO  
methodology),  
Support in the design and implementation of Internal Audit, Business  
reorganization and cost management (cut- costing), Development of  
Strategic and Business plans, Business Valuation, Development of  
management information systems (MIS), Business risk assessment,  
Compliance with applicable legal frameworks, Organization of  
Personnel Management Data. Participation in IT & technology sector  
projects, indicatively: advisory support in the implementation of IFRS  
15 (revenue recognition) for Nova and Forthnet companies,  
preparation of the financial statements with the company DIGEA  
(Digital Provider), assistance of the audit company in the  
implementation of special purpose audit projects for the OTE group

EMI EFFECTIVE MANAGEMENT INTERNATIONAL 18,  
Dimitrakopoulou str., 11141 ATHENS. Lecturer of 80 hours seminars  
80 with subject: "NEW TAX SYSTEM – ALL THE LATEST  
CHANGES" (L. 4172/2014).

Conducting a seminar on the procedures for recording operating  
regulations and evaluating internal control systems with optimization  
proposals at the organization "ATPSYTE" Mutual Care Fund of the  
Association of Bank Employees of Greece (RE-ENGINEERING)

9/2005 – 9/2009

: "DRM STYLIANOU S.A." CERTIFIED ACCOUNTANTS &  
BUSINESS ADVISORS.

9/2003 – 6/2004 &  
1/2001 – 6/2003  
6/2003 – 8/2003

: "CELL INFORMATION" ACCOUNTING OFFICE, 16, GOUNARI  
STR. PATRAS Assistant Accountant  
: «ALPHA FINANCE A.X.E.Π.E.Y», 6, DRAGATSANIOU STR.,  
ATHENS

#### COMPUTERS

EXCELLENT KNOWLEDGE: WINDOWS, MICROSOFT OFFICE, SPSS, INTERNET, ACL, WINERA, X LINE, SINGULAR,  
VERY GOOD KNOWLEDGE :: SAP, MANPOWER, SWOT ANALYSIS, STOCK PROGRAMS 'DIVIDEND, SAT, HRIMA &  
ALPHA-LINE', VISUAL BASIC, NLTS v 2.0, ORACLE

#### FOREIGN LANGUAGES

ENGLISH  
FRENCH

: Fluently  
: Basic



#### ADDITIONAL INFORMATION

2009 – up to date

: Continuous Attendance of Training Seminars on specialized topics of Audit (internal and external), and Taxation

2009 –

: Member of the Greek and International Institute of Internal Auditors

2005 –

: Member of the Board of Certified Public Accountants and Member of the Chamber of Commerce with a First Class Accountant License

#### REFERENCE LETTERS

Available on request».

Since: (i) the above reasoned proposal of the company's remuneration and nominations committee, was taken into account, the content of which is in agreement with all the members of the board of directors and the assumptions of which are fully adopted by the board of directors (ii) it was verified that the new member is independent in accordance with the provision of article 44 par. 1 item (d) of the Law 4449/2017 given that he meets the independence criteria of article 9 of the Law 4706/2020, a fact verified by the board of directors of the company under the decision of 10/10/2022, (iii) it was confirmed that the new member meets and all the other requirements set forth in article 44 of the Law 4449/2017 as detailed in the above proposal of the remuneration and nominations committee, the board of directors appoints as a new independent member of the audit committee Mr. Eirinaios Theodorou son of George, resident of --, ---, A.D.T. ---, date of birth ---, VAT number ---, D.O.Y. of -- nationality, who is an independent non-executive member of the company's board of directors, until the next general assembly of the company's shareholders, which will decide on the ratification or not of the appointment of the above person to the board of directors.

Following the above appointment, the audit committee consists of the following members:

- Emmanuel Hatiras, son of Ioannis
- Theodoros Chatzistamatiou, son of Nikolaos
- Eirinaios Theodorou, son of Georgios

Regarding the second item, the Chairman of the board of directors, Mr. Spyridon Manolopoulos, informs the following:

Due to the resignation of the independent non- executive member of the board of directors of the company, Mr. Theodoros Gakis, as a consequence of which, as of 10/10/2022, the aforementioned person has lost his capacity as a member of the board of directors and, by extension, his appointment as a member of the committees of the board of directors, i.e. the audit committee and the remuneration and nominations committee and following his replacement by Mr. Eirinaios Theodorou pursuant to the decision of the board of directors dated 10/10/2022, the board of directors should, by its decision, appoint the new member of the remuneration and nominations committee in replacement Mr. Theodoros Gakis, taking into account the provisions of paragraph 1 of article 3 of the committee's regulation, which, provides that: "The Committee consists of at least three (3) non-executive members of the board of directors, of which at least two (2) are independent non-executive members. In any case, the majority of the members of the Committee consists of independent non-executive members, while the Chairman of the Committee is appointed an independent non-executive member. Participation in the Committee does not exclude the possibility of participation in any other committees of the company's board of directors."

As a new member of the company's remuneration and nominations committee in replacement of its resigned member and independent non-executive member of the board of directors, and for the rest of the term of the committee, which is identical to that of the company's board of directors, subject to ratification of the appointment of Mr. Theodorou to the board of directors from the next general assembly of the company's shareholders, the independent non-executive member of the company's board of directors Mr. Eirinaios Theodorou, son of George, is proposed. It is noted that according to the operating regulations of the remuneration and nominations committee, the participation of Mr. Theodoros in the audit committee does not prevent his participation in the remuneration and nominations committee.

A dialogic ensues and the board of directors unanimously accepts the recommendation of its Chairman and the aforementioned proposal of the remuneration and nominations committee, taking into account the rules of operation of remuneration and nominations committee of the company, and appoints Mr. Eirinaios Theodorou son of George, independent non-executive member of the company's board of directors, as a new member of the remuneration and nominations committee to replace the resigned Mr. Theodoros Gakis, until the next general





assembly of the company's shareholders which will decide on the ratification or not of the appointment of the above person on the board of directors.

Following the above appointment, the remuneration and nominations committee consists of the following members

- Emmanuel Hatiras, son of Ioannis
- Theodoros Hadjistamatiou, son of Nikolaos
- Eirinaios Theodorou, son of Georgios

Here being no further agenda, the present meeting was adjourned, and these minutes were signed as follows:

The Chairman

The Members

SPYRIDON D. MANOLOPOULOS

THEODOROS CHATZISTAMATIOU

PANAGIOTIS BELLOS

IOANNIS MERTZANIS

IOANNIS DOULAVERIS

ANASTASIA PAPARIZOU

EMMANUEL HATIRAS


ANNA KALLIANI

EIRINAIOS THEODOROU

True Copy from the Book of Minutes of the Board

Ag. Paraskevi, at the same day

The Chairman of the Board

  
SPACE HELLAS A.E.  
TELECOMMUNICATIONS, IT, SECURITY  
SYSTEMS & SERVICES  
PRIVATE 15th DIVISION OF SECURITY SERVICES  
412, PLESTRA, 11527 AG. PARASKEVI, ATHENS, GREECE  
SPYRIDON D. MANOLOPOULOS  
TEL. 210 6504 100 - FAX: 210 6510 712





## APPENDIX

Resume Mr. Eirinaios Theodorou:

### CURRICULUM VITAE

LAST NAME	:	THEODOROU
NAME	:	EIRINAIOS
ADDRESS	:	--
REGION	:	--
T.K.	:	--
TEL.	:	--
E – MAIL	:	--
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FRENCH

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**2009 –**

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**2005 –**

: Member of the Board of Certified Public Accountants and Member of the Chamber of Commerce with a First Class Accountant License

**REFERENCE LETTERS**

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