



BOARD MEMBER SUITABILITY POLICY

1. Introduction

The Board Member Suitability Policy (hereinafter "Policy") is part of the Corporate Governance System of "INTRAKAT" (hereinafter "Company"). The policy aims to attract and retain competent individuals who will ensure the exercise of good and effective management for the benefit of the Company and all stakeholders, and to achieve the Company's strategic goals.

The Policy takes into account the provisions of Act No. 4706/2020 and the circular number 60 / 18.09.2020 of the Hellenic Capital Market Commission, with subject: "Guidelines for the Suitability Policy of Article 3 of Act No. 4706/2020". In this context, the Company will ensure that the members of the Board of Directors of the Company (hereinafter "the Board of Directors") at all times:

- a) have the professional qualifications, knowledge, skills, independent judgment, reputation and experience which enable them to exercise sound and consistent management; and
- b) have sufficient ethics, reputation and integrity testimonials.

2. Purpose of the Policy

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

The main objectives of this Policy are:

- The definition of the principles and rules concerning the selection or replacement of the members of the Board, as well as the renewal of the term of office of its existing members.
- the analysis of the criteria for the evaluation of the suitability and reliability of the members of the Board and the definition of the minimum required elements - supporting documents to meet these criteria.
- Ensuring the effective operation of the Board and the fulfillment of its role as the supreme management body of the Company, responsible for the formulation of strategy, the supervision of management and adequate control.
- Enhancing transparency on all stages of the evaluation of the suitability and reliability of Board members, both their appointment (placement) and on a periodic basis (evaluation).
- Determining the cases where it is deemed appropriate to review the suitability and reliability of the Board members and the procedures applied therein.
- Minimizing the potential operational risks arising from the assignment of tasks to unsuitable and unreliable persons.
- The definition of the diversity criteria for the selection of the members of the Board.

3. Scope

The Company falls within the scope of application of articles 1-24 of Act No. 4706/2020 and, therefore, must have a Board Member Suitability.

4. Definitions

<i>Suitability</i>	<i>Suitability is divided into individual and collective.</i> <i>Individual suitability is the degree to which a person is considered to have as a Board member adequate knowledge, skills, experience, independent judgment, good moral standards and a good reputation for the performance of their duties as a member of the Board, according to the eligibility criteria set by the Company 's Suitability Policy. Collective suitability is the suitability of the members of the Board as a whole.</i> <i>This Policy defines all the principles and criteria that are applied at least during the selection, replacement and renewal of the term of office of the members of the Board, in the context of the evaluation of individual and collective suitability.</i>
<i>Reliability</i>	<i>Honesty, responsibility, ethics, integrity and financial strength.</i>

5. Approval, Revision and Disclosure of the Policy

The Suitability Policy is approved by the Board, in accordance with article 3 para. 1 of Act No. 4706/2020 and is submitted for approval to the General Meeting of Shareholders, in accordance with article 3 para. 3 of Act No. 4706/2020. Policy amendments are approved by the Board and, if they are material, they are submitted for approval to the General Meeting in accordance with article 3 para. 3 of Act No. 4706/2020. Amendments which may be considered as "substantial" are those that introduce derogations or that significantly alter the content of the Suitability Policy, in particular regarding the general principles and criteria applicable.

The current version of the Policy shall be posted, updated, on the Company's website.

6. Basic principles for the implementation of the Policy

The Board must be comprised at all times by a sufficient number of members, as defined in the Company's Articles of Association, as well as by an appropriate composition.

The Company seeks to staff the Board with persons who have testimonials of morality, reputation and increased credibility.

The members of the Board have the knowledge, skills, experience and independent judgment required for the duties they undertake and their role on the Board, while at the same time have sufficient time to perform their duties.

During the selection, the renewal of the term of office and the replacement of a member, the evaluation of individual and collective suitability will be taken into account.

The candidate members of the Board should know or be informed, among other things, as much as possible, about the culture, values and general strategy of the Company prior to taking their position on the Board.

The Company constantly monitors the suitability of the members of the Board in particular for identifying, in the light of any relevant new event, cases in which it is deemed necessary to re-evaluate their suitability. In particular, a reassessment of suitability is recommended in the following cases:

- a) when doubts arise regarding the individual suitability of the members of the Board of Directors or the suitability of the composition of the body,
- b) in case of an event with significant impact on the reputation and credibility of a member of the Board,
- c) in any case of occurrence of an event that may significantly affect the suitability of the member of the Board, including cases in which members do not comply with the Conflict of Interest Policy of the Company. The Board ensures the appropriate succession plan for the Company, the smooth continuation of the management of the Company's affairs and decision-making after the departure of members of the Board of Directors, especially when those are executive members and members of committees.

Prerequisite for getting elected or remaining in the Board Company is the absence, within one (1) year, before or after a member's election respectively, of a final court guilty verdict acknowledging that member's guilt for loss-making transactions of a public limited company as defined in Act No. 4548/2018, listed on a regulated market or in a multilateral trading mechanism, or not listed or publicly traded, but with listed or publicly traded affiliates. The articles of association may provide for a longer period of time than the period specified in the previous paragraph. Each candidate member shall submit to the Company an affidavit that such a verdict does not exist and each member of the Board shall notify the Company without delay of such verdict having been entered.

Prerequisite for the appointment of third parties in the management and representation of the Company parties or for renewing such appointment, is the absence, within one (1) year, before or after such third party's appointment respectively, of a final court guilty verdict acknowledging that member's guilt for loss-making transactions of a public limited company as defined in Act No. 4548/2018, listed on a regulated market or in a multilateral trading mechanism, or not listed or publicly traded, but with listed or publicly traded affiliates. The articles of association may provide for a longer period of time than the period specified in the previous paragraph. Each candidate appointee shall submit to the Company an affidavit that such a verdict does not exist and each appointee shall notify the Company without delay of such verdict having been entered.

In the event where it is determined that a member of the Board lacks one or more of the eligibility criteria, for reasons that this person could not prevent even through extreme diligence, the competent body of the Company shall proceed immediately to the termination and replacement of such member within a period of three (3) months.

7. Governance - Competent bodies

The responsibilities of the Company's Bodies regarding the adoption, monitoring, implementation and review of the Policy are, per Body, as follows:

A. Shareholders' Meeting

- Approval of the Policy and its material modifications.

B. Board of Directors of the Company

- Approval of the Policy and its material modifications and submission to the General Meeting.
- Approval of any other revision that does not constitute a material modification,
- Selection of candidate members of the Board and submission of a corresponding recommendation to the General Meeting of Shareholders
- Final approval of evaluations.
- Cooperation with the Committees of the Board and the Units responsible for supervising the correct and consistent implementation of the Policy.
- Determining any further actions that are appropriate to be launched following the evaluation of the members of the Board and confirmation of the absence of one or more of the suitability criteria of this Policy.

C. Nominations Committee

- Assists the Board of Directors in the formulation, monitoring and any necessary review of the Policy in cooperation with the Internal Audit Unit and the Regulatory Compliance Unit and / or the Legal Department.
- Locates and proposes to the Board the candidate members of the Board of the Company with the contribution of the Head of the Regulatory Compliance Unit, where it is deemed necessary
- Selects candidates taking into account the factors and criteria set out in this Policy
- Identifies the requirements of the Company on the size and composition of the Board, and submits recommendations for modifications - improvements when necessary.
- Assesses the suitability of the candidate members of the Board (possibly with the contribution of an external consultant) and submits the relevant report to the Board
- Informs the Head of the Regulatory Compliance Unit in case the a placement is examined or there is a change of the existing members of the Board of Directors, in order to ensure compliance with the current regulatory framework regarding the disclosure that should take place.
- Keeping records of supporting documents of the evaluation process of the Board members, both during their placement and on a periodic basis.

D. Head of Regulatory Compliance Unit

- Contribution of the competent Bodies, in terms of the consistent implementation of the Policy.
- Informing the Hellenic Capital Market Commission on Policy issues.

- Monitoring the applicable regulatory framework and submitting proposals to the Nominations Committee and the Board, in order to update and harmonize the Policy with the regulatory developments.
- Disclosure of the Policy to the members of the Board. Keeping records of relevant documents for receiving each respective disclosure.
- Receiving and checking the content of the affidavits provided above in paragraph 6 hereof, and informing the Nominations Committee and the BoD.

E. Internal Audit Unit

- As an independent unit, it monitors the adequacy and effectiveness of policy implementation.

8. Suitability Assessment Criteria

8.1 Individual Suitability

The individual suitability of the members of the Board is evaluated in particular on the basis of the criteria set out below. The criteria are general and apply to all members of the Board, regardless of their capacity, as executive, non-executive or independent non-executive members.

Special conflicts, responsibilities and conditions (such as art. 3 para. 4, 5 and 6 and art. 9 para. 1 and 2 of Act No. 4706/2020 and art. 44 para. 1 of Act No. 4449/2017) shall apply regardless of the suitability criteria.

8.1.1 Adequacy of knowledge and skills

The members of the Board must have the knowledge, skills and experience required to perform their duties in view of the role, position and prerequisite skills required by the position. The experience covers both practical and professional experience, as well as theoretical knowledge.

For the purposes of assessing theoretical knowledge of a member, the level and type of education may be taken into account (field of study and specialization), especially if it is related to the activities of the Company or other related fields.

Practical experience covers the past positions and the type of employment held by the member, taking into account the length of period the member held the respective position, the size of the respective entity in which the member worked, the scale and complexity of the business activity, the responsibilities the member carried out in it, the number of its subordinates, the nature of the entity's activities, etc.

In this case, in the context of the assessment of sufficient knowledge and skills, the following may be considered:

- a) the role and duties of the position and the required skills,
- b) the knowledge and skills acquired through education and training,
- c) the practical and professional experience previously acquired, and

d) the knowledge and skills acquired and demonstrated by the professional behavior and development of the Board member.

The evaluation is not limited to the academic qualifications of the member or the proof of a specific length of prior work experience. Instead, a thorough analysis of the member's experience and training is recommended, as the knowledge and skills acquired from previous employment depend on the nature, scale and complexity of the business, as well as the duties performed by the member in this context and the member's degree of responsibility.

The executive members of the Board may have gained sufficient practical and professional experience, either by holding a position of responsibility or by engaging into business activities, for a sufficient period of time.

It is recommended that the members of the Board know and understand clearly the corporate governance regulations of the Company, as they arise from the applicable legislation, the Corporate Governance Code applied by the Company, and the Company's Code of Conduct, their respective roles and responsibilities, both as members of the BoD and of its committees, as well as its structure and possible conflicts of interest.

8.1.2 Ethics Testimonials and Reputation

The members of the Board they should be known for their good reputation and morals, which are mainly characterized by honesty and integrity.

A member of the Board is presumed to have a good reputation, honesty and integrity, unless there are objective and proven reasons to suggest otherwise.

In order to evaluate the reputation, honesty and integrity of a candidate or an existing member of the Board of Directors, the Nominations Committee may conduct an investigation and, subject to the legislation on personal data protection, request information 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 or for non-compliance with the provisions of the legislation of the Hellenic Capital Market Commission or for financial crimes in general. Without prejudice to the provisions of article 3 para. 4 and 5 of Act No. 4706/2020, in particular for this assessment the relevance of the offense or measure with the role of the member, the seriousness of the offense or measure, the general circumstances, including mitigating factors, the role of the person involved, the sentence imposed, the stage of the proceedings and any remedial action taken may be taken into account. It is helpful to consider the time elapsed and the person's behavior after the offense.

The Company may also take into account during the evaluation any decision issued by any competent authority preventing the candidate member of the Board from acting as a member of a Board.

8.1.3 Conflict of Interests

The Company has adopted and implemented a Conflict of Interest Policy, according to para. 3 (g) of art. 14 of Act No. 4706/2020. Prior to the adoption of the suitability criteria, it has been ensured that the Conflict of Interest Policy includes, at least for the members of the Board, procedures for the prevention of conflict of interest, measures for the detection and management of conflict of interest and any cases and conditions that, exceptionally, would render a board member's conflicting interests acceptable, provided that the member's interests are significantly limited or properly managed.

All actual and potential conflicts of interest at Board level must be adequately disclosed, discussed, documented, decided upon and properly managed so that they are reduced or eliminated.

8.1.4 Independent judgment

It is important to ensure that each member of the Board exercises independent judgment. The absence of a conflict of interest does not necessarily mean, however, that the member acts independently. "Independence of mind" or "independence of judgment" is a model of behavior during discussions and decision-making within the Board and is required for each of its members, regardless of whether the member is "independent" according to article 9 of Act No. 4706/2020. All members of the Board must participate in the meetings proactively and formulate their own sound, objective and independent decisions and judgments in the performance of their duties.

Objectivity is defined as the impartial attitude and mentality, which enables the member of the Board to perform their duties as they believe and not to compromise as to the quality of their performance. Independence means the freedom from conditions that prevent a member of the Board from performing their duties in an impartial manner.

When assessing independent judgment, the Company takes into account whether all members of the Board have the necessary behavioral skills, including:

- i) courage, conviction and vigor to perform substantial evaluations and challenge proposals or opinions of other members of the Board,
- ii) the ability to ask reasonable questions to board members and in particular to the Board's executive members, and to offer constructive criticism, and
- iii) the ability to resist the phenomenon of groupthinking.

8.1.5 Allocation of sufficient time

All members of the Board must have sufficient time to carry out their duties based on the job description, the role and the duties they have undertaken. In order to determine adequacy of time, the capacity and responsibilities assigned to the member of the Board of Directors, the number of their positions as members in committees of the Board of Directors of the Company or the Board of Directors and committees of other companies, the resulting qualities held by such members as well as other professional or personal commitments and conditions, are all taken into account.

The Company shall inform each candidate member of the Board for the expected time they are required to devote to their duties and for attending meetings of the Board and any other committees in which they may participate as a member.

8.2 Collective Suitability

8.2.1 In general

The Board must also be collectively suitable for the exercise of its responsibilities, and its composition must contribute to the effective management of the Company and to a balanced decision-making.

The members of the Board, collectively, must be able to make appropriate decisions taking into account the business model, risk-taking appetite, strategy, and markets in which the Company operates. Also,

the members of the Board are collectively required to be able to effectively monitor and judge the decisions of senior executives.

It is recommended that all areas of knowledge required for the business activities of the Company must be covered by the Board collectively, with sufficient expertise among its members. It is recommended that there is a sufficient number of knowledgeable members in each field, in order to enable an informed debate on the decisions to be taken. The members of the Board collectively must have the necessary skills to argue their views.

The composition of the Board reflects the knowledge, skills and experience required to exercise the Board's duties. In this context, this requirement includes the BoD to adequately understand the areas for which members are collectively responsible, and to have the necessary skills to exercise actual management and supervision of the Company, including:

- its business and the key risks associated with it,
- strategic planning,
- financial reports,
- compliance with the applicable legal and regulatory framework,
- understanding corporate governance issues,
- the ability to identify and manage risks,
- the impact of technology on the Company's operations,
- adequate gender representation.

The Board carries the primary responsibility of identifying gaps in terms of the collective suitability of the Company. For this purpose, the Board shall make its own self-assessment. The evaluation of the Board from third party consultants is also recommended.

9. Diversity criteria

The Company has adopted and implemented a diversity policy in order to promote an appropriate level of diversity on the Board through a diverse group of members. The variety of views and experiences is ensured through the accumulation of a wide range of qualifications and skills in the selection of members of the Board in order to make the right decisions.

For this purpose, when appointing new members of the Board, adequate representation by gender of at least twenty-five percent (25%) of the total members of the Board has been taken into account, along with the non-exclusion due to discrimination on grounds of sex, race, color, ethnic or social origin, religion or belief, property, birth, disability, age or sexual orientation.

The Nomination Committee takes into account this criterion when submitting recommendations for the appointment of Board members. The Company ensures equal treatment and equal opportunities between genders. It should be noted that this aspect extends beyond the selection of Board members and in providing training to the members of the Board.

10. Implementation, monitoring and modification of the Policy

The Company has harmonized this Policy with the general framework of corporate governance, the corporate culture and the risk-taking appetite that the Company has defined, and shall follow the necessary procedures for the implementation of the Policy.

Monitoring the implementation of the Suitability Policy is the responsibility of the Board of the Company. For that reason:

The Company's Regulatory Compliance Unit is responsible for the regular monitoring and evaluation (at least on an annual basis) of the extent to which a policy modification is required, taking into account the effectiveness of the Policy's implementation, as well as any possible changes in the relevant legal and regulatory framework. The Unit shall recommend to the Nominations Committee any amendment to the Policy in order for the Policy to achieve its objectives more effectively. The Board of Directors shall consider any amendments proposed by the relevant departments before such amendments are finalized.

In addition, the Internal Audit Unit shall monitor, control and evaluate the observance of this procedure and the audit findings are included in the periodic Internal Audit Reports and in any case in the annual report submitted to the Audit Committee and the Board of Directors.

Finally, the documentation regarding the approval of the Suitability Policy and any amendments thereto shall be kept in file by the Head of the Regulatory Compliance Unit.