



**SUITABILITY POLICY**

**MEMBERS OF THE BOARD OF DIRECTORS OF THE  
COMPANY  
"PAPAPANAGIOTOU Societe Anonyme Commercial and  
Representative Societe Anonyme" ("DROMEAS SA")  
No. Γ.Ε.ΜΗ .: 114048152000**

**(Proposed by the Board of Directors for approval at the General  
Assembly of 12-07-2021)**

## 1. INTRODUCTION - OBJECTIVE

The current policy of suitability of members of the Board of Directors of the company with the name "PAPAPANAGIOTOU Societe Anonyme Societe Anonyme dealerships and Representations" and the distinctive title "DROMEAS SA" (hereinafter the "Company") has been formulated based on the provisions of law 45 / 2018 and 4706/2020), Circular no. 60 / 18.09.2020 of the Hellenic Capital Market Commission and the Greek Code of Corporate Governance, adopted by the Company, with the aim of ensuring quality staffing, efficient operation and fulfillment of the role of the Board of Directors (BoD), in accordance with its strategy and medium-term business company to promote the corporate interest

## 2. IMPLEMENTATION - EVALUATION TIME

2.1. This Suitability Policy is applied predominantly by the Board of Directors, which is also responsible for the Suitability Policy and its observance, but also by the Remuneration and Nominations Committee, in case by case cooperation with other units or addresses of the Company (indicatively : Internal Audit Unit, legal associates etc,)

2.2. The evaluation of the suitability of the Board of Directors as a whole and its members individually is done during the selection, replacement and renewal of the term of office of its members. The reassessment of the suitability is done on an ongoing basis and especially in case of doubts about the effectiveness of the Board of Directors or the suitability (overall / individual), or significant impact on the reputation or occurrence of an event, which affects the suitability and whenever necessary or appropriate .

## 3. PRINCIPLES- CRITERIA

### 3.1. PRINCIPLES FOR THE SELECTION, REPLACEMENT OR RENEWAL OF TERM OF MEMBERS OF BOARD OF DIRECTORS

With regard to the election, replacement or renewal of the term of office of the members of the Board of Directors, provision must be made for the following:

- to have a sufficient number of members, appropriate composition, and staffing with persons of morality and reputation, who have the necessary skills, experience and time to perform their duties
- the candidate members to know the culture, the values and the general strategy of the company
- constantly monitor the suitability of members and re-evaluate in case of doubts about the individual or collective suitability, or significant impact on the reputation or occurrence of an event that affects the suitability. The BoD itself should make an annual self-assessment of its composition, operation and overall effectiveness.
- the Board of Directors of the Company takes care to ensure a succession plan in case of departure of a member

### 3.2 CRITERIA

The election, replacement or renewal of the term of office of the members of the Board of Directors must be done with the following criteria:

-As for the individual suitability of the members:

- (a) to have sufficient knowledge and skills, in areas and as far as possible related to the activity and needs of the company and to the work and duties of the position of member of the Board of Directors
- (b) to have, as far as possible, moral guarantees and a good reputation;
- (c) to examine and assess the risk of a conflict of interest of the Company and the member of the Board of Directors or third parties associated with it. (d) to examine and evaluate crisis independence; and
- (e) to consider and evaluate the availability of sufficient time

-As for the collective suitability of the members:

- (a) In addition to the above individual criteria, it should be considered and evaluated how the selection of each member shapes the overall composition of the Board and contributes to be such that allows appropriate decisions to be made for the effective management of the Company.
- (b) The selection of each member should contribute to the creation / maintenance of an appropriate level of differentiation in the Board and the multi-collection of its members.

(c) There should be adequate representation by gender, at least 25% of the total members of the Board.

(d) Ensure that as many non-executive and independent non-executive members as possible participate in the composition of the Board

#### 4. VALIDITY & AMENDMENTS OF POLICY SUITABILITY

4.1. The Suitability Policy and any amendments thereto are valid from their approval by the General Meeting of the Company. The current Fitness Policy is posted on the Company's website.

4.2. The Board of Directors, according to article 18 par. 3 L. 4706/2020, in the Corporate Governance Statement, according to article 152 L. 4548/2018, includes a reference to the application of the Suitability Policy during the closed corporate year

Serres, June 18, 2021

The Board