

**SUITABILITY POLICY OF MEMBERS OF THE BOARD OF DIRECTORS
OF REDS SA**

Approved by the Board of Directors on 07/06/2021 and by the Ordinary
General Meeting on [•]

June 2021

1. General

The Suitability Policy of the members of the Board of Directors (hereinafter referred to as the “Suitability Policy”) of the company under the trade name “**REDS Real Estate and Services Development Societe Anonyme**” and the distinctive title “**REDS S.A.**” (hereinafter referred to as “Company”), was drawn up in accordance with the provisions of Article 3 of Law 4706/2020 on corporate governance of sociétés anonymes, as in force, and the Hellenic Capital Market Commission Circular No 60/18.09.2020. It was approved by decision of 07/06/2021 of the Board of Directors of the Company and subsequently by the [·] decision of the Company's Ordinary Shareholders General Meeting, when it was entered into force. This Suitability Policy is posted on the Company's website (<https://www.reds.gr>).

This Suitability Policy contains all the principles and criteria applicable during the selection, replacement and renewal of the term of office of the members of the Board of Directors (BoD) of REDS SA, in the context of the evaluation of individual and collective suitability.

Individual suitability is the degree to which a person is considered to have, as a member of the Board of Directors, adequate knowledge, skills, experience, independence of judgment, moral character and good reputation for the purpose of performance of their duties as a member of the Board of the Company, in accordance with the eligibility criteria set out in this Policy.

Collective suitability is the suitability of the members of the Board as a whole.

2. Purpose and principles of the Suitability Policy

The Suitability Policy is governed by the principles of transparency and proportionality and concerns all members of the Board of Directors.

The Suitability Policy aims to ensure quality of staffing, efficient operation and fulfillment of the role of the Board of Directors based on the overall strategy and business aspirations of the Company with the object of promoting the corporate interest. In this context, it seeks, inter alia, the election and retention as members of the Board of Directors of fit and proper persons for this position, who will ensure the exercise of sound and effective management for the benefit of the Company and all interested parties.

The Board of Directors is responsible for the approval of the Suitability Policy and its submission for approval by the General Meeting. The Suitability Policy is valid from the date of its approval by the General Meeting of the Company's Shareholders until its amendment by the Board of Directors, or/and by the General Meeting in the case of material amendments.

Material amendments are considered to be those that introduce derogations or that significantly alter the content of the Suitability Policy, in particular as regards the general principles and criteria that are applied. In formulating the Policy, the general framework of corporate governance applied by the Company, its corporate culture, the risk-taking disposition it has adopted, the size, the internal organisation, the nature, the scale and the complexity of the Company's activities have been taken into account.

The Suitability Policy conforms to the Company's Internal Operating Regulation, as approved by decision dated .../06/2021 of the Board of Directors of the Company, as this decision is in force at any given time, as well as to the Corporate Governance Code applied by the Company.

3. Principles concerning the selection, replacement or renewal of the term of office of the members of the Board of Directors.

3.1 The Board of Directors of the Company shall consist of seven (7) members with the possibility to increase them up to nine (9) members, provided that this is deemed necessary. In particular, the current Board of Directors consists of an executive Chairperson, a non-executive Vice-Chairperson, a Chief Executive Officer - executive member and of four (4) non-executive members, three (3) of which are independent non-executive members.

3.2. The persons who staff the Board of Directors of the Company shall have the moral character, reputation, sufficiency of knowledge, trustworthiness and suitability for the role they are to undertake as members of the Board of Directors, and have sufficient time to perform their duties. The members of the Board of Directors shall have the skills required and the experience to perform the tasks assigned to them.

3.3 When selecting, renewing the term of office or replacing a member of the Board of Directors, the assessment of individual and collective suitability is taken into account, in accordance with the provisions of this Suitability Policy.

3.4. Persons who are candidates for membership of the Board of Directors, before undertaking their duties, shall be aware, to the extent possible, of the overall strategy of the Company, of the corporate culture, of the values governing the Company as well as of the nature, the scale and complexity of the Company's activities.

3.5 The suitability of the members of the Board of Directors is constantly reviewed and re-evaluated in any case deemed necessary. Reassessment of suitability is primarily necessary in the following cases:

- (i) whenever there is any doubt as to the individual suitability of a member or members of the Board of Directors or its composition;
- (ii) where there arises a significant influence on the reputation of a member of the Board of Directors,
- iii) in any case of occurrence of an event that may significantly affect the suitability of a member of the Board of Directors, including the case of occurrence of a conflict of interest for a member of the Board of Directors or of a strong shock to its reputation.

3.6. A condition for the election or retention of membership of the Board of Directors is that no final court decision shall have been issued within one (1) year, before or after their election as appropriate, recognising their liability for loss-making transactions in a listed or private company with related parties. Each prospective member must solemnly declare and with knowledge of the consequences of the Law, to the Company that this is not impeded and each member of the Board of Directors shall notify the Company without delay of the adoption of a final judicial decision in accordance with the template in Annex 1.

3.7. If one or more of the eligibility criteria hereby established ceases to exist in the person of a member of the Board of Directors, for reasons that the person could not be prevented even by showing extreme diligence, the Company's General Meeting shall, within three (3) months, cease its duties and replace it, the Company being able to provide for the succession in the event of withdrawal of BoD members for any reason, especially of executive members and of members of Committees, in order to ensure a smooth follow-up to the management of the Company's affairs and to the decision-making.

4. Suitability Assessment Criteria for members of the Board of Directors.

Suitability is divided into individual and collective. Individual suitability is the degree to which a person is deemed to have, as a member of the Board of Directors, adequate knowledge, skills, experience, independence of judgment, moral character and good reputation for the purpose of performance of their duties as a member of the Board of Directors of the Company, in accordance with the eligibility criteria set out in this Policy.

The suitability of the members of the Board of Directors as a whole constitutes Collective suitability.

When selecting candidate members of the Board of Directors, the Nominations and Remuneration Committee takes into account criteria of individual and collective suitability as defined in this Suitability Policy and submits respective recommendations to the Board of Directors.

A. Individual Suitability

The individual suitability of the members of the Board of Directors is evaluated according to the criteria indicated below which are applicable to all members of the Board of Directors, regardless of whether they are executive or non-executive or independent non-executive members. The eligibility criteria are applied regardless of the specific obstacles, obligations and conditions provided in the relevant legislation (Article 3 par. 4, 5 and 6, Article 9 para. 1 and 2 of Law 4706/2020 and Article 44, para. 1 to Law 4449/2017, as applicable).

A condition for the election or maintenance of membership of the Board of Directors is the compliance with the conditions of paragraph 4 of Article 3 of Law 4706/20 as in force. Each prospective member must declare to the Company, as per the statement contained in Annex 1 to this Suitability Policy, that there are no impediments of the kind indicated in this paragraph. Each member of the Board of Directors must promptly notify the Company regarding the issuance of any relevant final judgment pertaining to them.

If one or more of the suitability criteria should cease to apply to any person who is a member of the Board of Directors, pursuant to this Suitability Policy, for reasons that could not be prevented by that person even with extreme diligence, then the General Meeting of the Company shall proceed with their suspension and replacement within a period of three (3) months.

4.1. Adequacy of knowledge and skills.

The members of the Board of Directors shall have sufficient knowledge, skills and experience as required to perform their duties. Experience includes professional experience as well as the theoretical knowledge which has been acquired by individual members of the Board of Directors.

The evaluation of professional experience takes into account the years of service, the responsibilities and duties that the prospective members undertook in the respective position, the business activity in question, and the size of the company in which they worked.

In particular, the number of years of professional experience in the fields (or related fields) of activity in which the Company and its subsidiaries are engaged are taken into account, given that this will allow prospective members to comprehend the activities of the Company as well as the business risks it faces. In addition, overall professional behaviour over time and the career of the candidate member of the Board of Directors is taken into account, as well as factors such as the complexity of the business activity, areas of competence, any positions of responsibility for and/or number of subordinates and the nature of the business activity

As regards the assessment of a member's theoretical knowledge, account shall be taken of the type and level of training, the grade of specialization and competence with regard to the subject matter of the Company's activity, and in particular whether this knowledge thereof is relevant to the Company's areas of activity. For a more complete evaluation of the member, an overall analysis and evaluation of his experience shall be carried out, by taking into account his or her educational training in conjunction with the practical activity and experience that he has to demonstrate, by co-evaluating these as a whole for the final evaluation of the candidate member of the BoD. Sufficient theoretical and practical experience of members may be acquired due to their level of responsibility, their duties, and the performance of a relevant professional activity over a satisfactory period of time. The skills of Board members include those related to the independence of their judgment.

Furthermore the BoD members should be aware of their role and responsibility undertaken by them as BoD members or/and as committees members and they should understand the corporate governance principles of the Company, in accordance with the relevant provisions of the Law, the Corporate Governance Code, the Code of Conduct and with the Company's Operating Regulation.

The evaluation shall include, in addition to the theoretical and professional background as described above, a further assessment of the personal skills and personality of the candidate member of the Management Board, including, but not limited to:

- **Critical thinking:** Ability to weigh information and different courses of action in order to arrive at logical conclusions. Ability to review, recognise and understand material issues and information. To be open-minded and able to think beyond their own area of responsibility, especially when problems arise that might jeopardise the continuity of the company.

- **Strategic thinking:** Ability to assess market developments and adapt corporate strategy accordingly.

- **Personal commitment and dedication:** Devote sufficient time to its work and perform its duties properly, defend corporate interests and act objectively and critically, as well as recognizing and predicting possible conflicts of personal and business interests and act accordingly.

- **Teamwork:** Ability to function as a member of a team effectively and not competitively. To promote corporate interests and to contribute to the achievement of common goals.

- **Decisiveness:** To make timely decisions and act promptly and effectively.

- **Honesty** To openly communicate their intentions, ideas and feelings and to candidly inform the Board of Directors about the real situation facing the Company, and at the same time to acknowledge risks and problems.

- **Acting in good conscience:** To operate with independent judgment based on their conscience and personal and business ethics.

- **Motivational:** To clearly define the goals pursued and to encourage innovative ideas.

4.2. Moral character and reputation.

Ethics, good reputation, honesty and integrity are elements that members of the Board of Directors must have, and they are criteria of particular importance for the selection of Board members by the Company. The latter may conduct a respective investigation without prejudice to the provisions pertaining to the protection of personal data, which is strictly complied with by the Company.

A member of the Board of Directors is presumed to have these characteristics, as long as there are no objective reasons proving something different.

4.3. Conflicts of interest.

Members of the Board of Directors must be aware of the Conflicts of Interest Policy, adopted by the Company, as applied by the Company and included in its Internal Operation Regulation, having regard in particular to the procedures it contains that are designed to prevent conflicts of interest for Board members, as well as measures for their disclosure, management and resolution. The Conflicts of Interest Policy may indicate any cases and conditions under which, by way of exception, it would be acceptable for a Board member to have conflicting interests if they are significantly limited or suitably managed.

All actual and/or potential conflicts of interest at Board level must be duly notified, documented, discussed, decided upon and properly handled by the Board of Directors.

4.4. Independent judgment

The members of the Board of Directors must act with independent and objective judgment in the exercise of their duties and during the discussions and decision-making.

Objective judgment is the impartial attitude and mentality of members which allows them to perform their duties as they deem fit and not to accept qualitative compromises. Independence means exemption from conditions that prevent a member of the Board of Directors from using impartial judgment in the exercise of their duties.

The Company for the effective assessment of the independence of the critical thinking of the members of its Board of Directors shall take into account whether the members of the Board of Directors have the necessary behavioral skills, including in particular:

- (a) courage, conviction and strength to proceed to a substantial assessment and challenge of the proposals or views of other members of the Board of Directors,
- (b) the ability to put reasonable questions to the members of the Board of Directors and in particular to its executive members and to criticize and
- (c) the ability to resist the phenomenon of groupthink.

4.5. Availability of sufficient time.

The members of the Board of Directors must have the necessary time at their disposal in order to carry out their duties effectively. In determining the time required, account shall be taken of the responsibilities and position of the member in the Board of Directors as well as of his or her general personal and professional situation. The Company will inform each prospective member regarding the amount of time that they need to allow for the proper exercise of their duties, and for the Board meetings (or/and any other committees to which it participates as a member).

B. Collective Suitability.

a. The members of the Board of Directors must collectively be able to make appropriate decisions and contribute to the effective management of the Company. They must be able to identify and manage risk, ensure compliance with the legal and regulatory framework, taking into account the business model, strategy and markets in which the Company operates.

Whether or not the composition of the Board reflects the knowledge, skills and experience required to exercise its competences is taken into account when assessing collective suitability. The Company is responsible for identifying any gaps in the collective suitability of the members of the Board of Directors and, to that end, the Board of Directors shall carry out an annual self-assessment.

b. Adequate representation by gender.

The Company must ensure adequate representation on the Board of Directors by gender, with at least 25% of the total number of members of the Board of Directors being female. More generally, the equal treatment and equal opportunities between the genders, as well as providing training opportunities for all members equally and without discriminations. This criterion must be taken into account by the Nomination and Remuneration Committee when submitting proposals for the appointment of members of the Board of Directors.

5. Criteria for diversity.

The Company applies a policy of diversity when appointing new members of the Board of Directors, so that the Board of Directors is a multidisciplinary group of members, and so as to ensure the diversity of views and experiences through a wide range of qualification and skills, so that the Board of Directors is able to take proper decisions. Members shall not be excluded due to discrimination based on gender, race, colour, ethnic or social origin, religion or belief, property, birth, disability, age or sexual orientation.

6. Independent non-executive Directors

The appointment of independent non-executive members to the Board of Directors of the Company is governed by the provisions of law as applicable (Article 9 paragraph 1 and 2 of Law 4706/2020, as in force. The Board of Directors takes the necessary measures to ensure compliance with the requirements of the law.

Prospective independent non-executive members must declare to the Company that they meet the criteria of independence provided for in the relevant provisions, in accordance with the declaration contained in Annex 2 to this Suitability Policy.

7. Implementation, Monitoring and Amendment of the Suitability Policy.

The Board of Directors is responsible for the monitoring of the implementation of the Suitability Policy. The Board of Directors is also responsible for periodically evaluating the Suitability Policy and amending it whenever deemed necessary. The Board of Directors may seek assistance, if considered necessary, from the Internal Audit Unit, the Nominations and Remuneration Committee, as well as from the organisational departments with associated areas of responsibility (such as Human Resources and/or Regulatory Compliance and/or Legal Services). The Nominations and Remuneration Committee follows guidelines of the Suitability Policy and implements it within the framework of its relevant responsibilities. The annual Corporate Governance Statement of the Company references the Suitability Policy adopted and implemented by the Company.

The Company monitors and evaluates the effectiveness of this Suitability Policy every three (3) years, or when significant events or changes occur. It mainly takes note of any weaknesses and deficiencies that may be identified, as well as measures to be taken to address these weaknesses and deficiencies.

The Suitability Policy is subject to amendment and its design and implementation shall be reviewed whenever necessary, taking into account, inter alia, the recommendations of the Nominations and Remuneration Committee, the Regulatory Compliance Department and any other external bodies, as well as potential changes in the regulatory framework. Any substantial amendment is valid from the date of its approval by the General Meeting of the Company's shareholders. Material amendments are considered to be those that introduce derogations or that significantly alter the content of the Policy, in particular as regards the general principles and criteria that are applied. Amendments imposed in accordance with current legislation do not require the approval of the General Meeting. In this case the Board of Directors will duly amend the Policy as soon as possible.

8. Suitability assessment procedure for membership of the Board of Directors.

The Company shall monitor the suitability of the members of the Board of Directors on an ongoing basis, in particular to identify circumstances arising from new events due to which re-evaluation may be deemed necessary. In particular, the reassessment of suitability is carried out in the following circumstances:

- When doubts arise regarding the individual suitability of a member of the Board or the suitability of the composition of the body as a whole;
- When circumstances have a significant impact on the reputation of a member of the Board which could substantially adversely affect the Company;
- When any event occurs that may significantly affect the suitability of a Board member, including cases in which any member fails to comply with the Company's Conflict of Interest Policy.

The Company has primary responsibility for identifying gaps with regard to collective suitability.

ANNEX 1

**SOLEMN DECLARATION
(par. 4 of Article 3 of Law 4706/2020)**

TO:	THE CHAIRPERSON OF THE BOARD OF DIRECTORS OF REDS SA		
First Name:		Surname:	
Father's name and surname:			
Mother's name and surname:			
Date of Birth:			
Place of birth:			
Identity Card Number:		Tel.:	
Place of residence: Street:			Number: Postcode:
Fax No:		E-mail address:	

In my capacity as candidate for election as a member of the Board of Directors of REDS SA (REDS or Company), and having regard to par 4, of Article 3 of L. 4706/2020, I hereby declare that:

A. A) No final court decision has been issued within one (1) year prior to my election recognising my liability for the loss-making transactions of a listed or unlisted public limited company with related parties.

B. B) I assume responsibility for informing you immediately, by submission of a new responsible statement, in the event of any change with regard to the above.

Date / /.

The Declarant

ANNEX 2

SOLEMN DECLARATION

TO:	THE CHAIRPERSON OF THE BOARD OF DIRECTORS OF REDS SA		
First Name:		Surname:	
Father's name and surname:			
Mother's name and surname:			
Date of Birth:			
Place of birth:			
Identity Card Number:		Tel.:	
Place of residence: Street:		Number: Postcode:	
Fax No:		E-mail address:	

I. In my capacity as candidate for election as a an Independent Non-Executive Member of the Board of Directors of REDS SA (REDS the Company), and having taken into account the provisions of Article 9 of Law 4706/2020, I hereby declare that:

A) I do not directly or indirectly hold a percentage of voting rights greater than 0.5% of the Company's share capital and I have no financial, business, family or other dependent relationships which might affect my decisions or my independent and objective judgment and more specifically:

a) I do not receive any significant remuneration or benefit from the Company, or from any company affiliated thereto; I do not participate in any stock option system or any other remuneration or benefit system related to performance, or receipt of fixed benefits under a pension scheme, including deferred benefits, arising from previous services to the Company. b)

B) I do not myself maintain or have maintained (and neither do persons with whom I have/had close ties) a business relationship during the last three (3) financial years with:

ba) the Company or

bb) a person affiliated with the Company or

bc) a shareholder who directly or indirectly holds a participation percentage equal to or greater than 10% of the share capital of the Company or a company affiliated with it during the last three (3) financial years, where such relationship affects or might affect the business activity of either the Company, or myself, or persons with whom I have close ties. Neither I myself nor any person with whom I have close ties is a significant supplier or a significant customer of the Company.

c) ca) I have not been a member of the Board of Directors of the Company or any affiliated company thereof for a period of more than nine (9) financial years in total at the time of my election;

cb) I have not been a manager, nor have I held an employment or a project-based or provision of services relationship, or any salaried mandate with the Company or a company affiliated thereto during the last three (3) financial years;

cc) I do not have kinship by blood or marriage up to the second degree, neither am I a spouse or a partner equivalent to a spouse, of any member of the Board of Directors or senior management or any shareholder with a participation rate equal to or greater than 10% of the Company's share capital or any company affiliated thereto;

cd) I have not been appointed by a designated shareholder of the Company, pursuant to the Articles of Association, as provided for under Article 79 of Law 4548/2018;

ce) I do not represent shareholders who directly or indirectly hold a percentage equal to or greater than 5% of the voting rights at the General Meeting of the Company's shareholders, without written instruction;

cf) I have not carried out a mandatory audit of the Company or a company affiliated thereto, either via a company or myself personally, and neither has any relative of mine up to the second degree by blood or by marriage, or my spouse, during the last three (3) financial years;

cg) I am not an executive member of the Board of any other company in which an executive member of the Company participates as a non-executive member of its Board of Directors.

B) I assume responsibility for informing you immediately, by submission of a new sworn declaration, in the event of any change in these circumstances as far as I myself or members of my close family are concerned.

II. Under the capacity of a candidate for election, as an (Independent) member of the REDS S.A.Audit Committee, and having regard to the provisions of paragraph 1 of Article 44 of Law 4449/2017, as in force, I hereby declare that I have sufficient knowledge in the field of electronic communications and.....¹

Date / /.

The Declarant