

MINUTES No. 546

Today, on **December 29th, 2020**, the day being Tuesday, 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 the members of the Company’s Audit Committee.

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
5. Dirk Gerken, Member of the B.o.D.

Sole Item: Election of the members of the Company’s Audit Committee.

Regarding the sole item on the business of agenda, the Company’s Board of Directors, taking into account:

- i. the BoD resolution nr. 543/10.12.2020,
- ii. the EGM resolution nr. 42/11.12.2020, as per which:
 - a) it was resolved, among others, that the Audit Committee shall be a committee of the Board of Directors, consisting of three (3) non executive BoD members, two (2) of which shall be independent from the Company and that the members of the Audit Committee shall fulfill the suitability criteria of art. 44 par. 1 of L. 4449/2017 as amended and currently in force;
 - b) Messrs. Doukidis and Gerken were elected as independent members of the Board of Directors;
- iii. the BoD resolution nr. 544/11.12.2020, as per which the newly elected members of the Board of Directors were incorporated into a Body and Messrs. Gerken, Doukidis and Ratajac were defined as non executive members;
- iv. the fact that Messrs. Doukidis and Gerken have been elected by the Extraordinary General Meeting of the Company’s Shareholders as independent members of the Board of Directors, therefore the fulfillment of the independence criteria, as provided for by the law, is considered to directly stem from such capacity of theirs; To be noted that the

relevant Declarations of Independence of the said members have been also taken into consideration;

- v. the Company's HR Nomination Committee's recommendation (minutes nr. 3/28.12.2020) for the election of Messrs. Gerkens, Doukidis and Ratajac as members of the Company's Audit Committee after having assessed and confirmed that all the criteria provided for by the Laws 3016/2002 and 4449/2017 are fulfilled by any or all the candidate Audit Committee members and in particular:
- a) as regards the sufficiency of knowledge in the field in which the Company operates, the confirmation that all candidate members do have sufficient knowledge of the business sector of the Company (telecommunications) as well as of all the other business activities of the Group (PayTv etc.),
 - b) regarding the sufficiency of knowledge in auditing and accounting (international standards), which is required by art. 44 (1) of Law 4449/2017 for at least one of the candidate Audit Committee members, the confirmation that Mr. Gerkens has sufficient knowledge and experience of auditing/accounting, having an academic background on economics and also having been CEO of a major television Group for more than 20 years;
 - c) other than what is provided in the law, no other impediments or incompatibilities are provided in the Corporate Governance Code and the Company's Internal Regulation as regards the appointment of Audit Committee members;

unanimously and upon full vote, elect the following persons as members of the Company's Audit Committee:

1. Dirk Gerkens, son of Herbert and Carmen, German citizen, resident of United Arab Emirates, parkway vista 176 – Dubai Hills Estate – 36700, Dubai, born on 31.05.1968, holder of the Passport nr. C4WVPN4L3, issued on 22.09.2012 by the Federal Republic of Germany, Private employee – Independent Non Executive BoD Member
2. Georgios Doukidis, son of Ioannis and Maria, Greek citizen, resident of Kifissia, Attica, 9A Kallitheas Str., P.C. 14578, born on 15.11.1958, holder of the ID Card nr. X 468731/08.10.2003 issued by Komotini P.D., Tax ID 023412168, subject to Komotini Tax Authorities, Professor – Independent Non Executive BoD Member
3. Vladislav Ratajac, son of Miloje and Snezana, Serbian citizen, born in Belgrade, Serbia on 14.09.1981, holder of Serbian passport under number 015410755, issued by the Serbian Ministry of Internal Affairs, on 30.09.2020, residing at Tigne Point, Building Q2, Apt. 46, Sliema, TPO 0001, Malta, Tax ID 178157450, subject to Foreign Residents Tax Authority, Private employee – Non Executive BoD Member

As resolved by the Extraordinary General Meeting of Shareholders, the term of office of the newly elected Audit Committee members shall coincide with the term of office of the members of the Board of Directors, namely shall be five years, expiring on 11.12.2025, and shall

be extended until the end of the period, within which the immediately following Ordinary General Assembly shall convene and until it adopts the relevant resolution.

Furthermore, the Board of Directors decides that, as per the law, the Chairman of the Audit Committee shall be elected by the members of the Audit Committee.

Finally, the Board of Directors resolves upon the publication of the present resolution, as per the applicable legislation.

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

DIRK GERKENS