



ATHENS
INTERNATIONAL AIRPORT
ELEFThERIOS VENIZELOS

Suitability Policy for Members of the Board of Directors
Athens International Airport S.A.

Date of entry into force: 07.02.2024

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1. Introduction

The Suitability Policy for the Members of the Board of Directors (hereinafter referred to as the "Suitability Policy") of the Company under the name " ATHENS INTERNATIONAL AIRPORT S.A." and the distinctive title "ATHENS INTERNATIONAL AIRPORT ELEFThERIOS VENIZELOS" (hereinafter referred to as the "Company") maps out the framework and governing principles for the selection of candidates Board Members, the renewal of the term of office of Board Members and any possible replacement of Board Members, in accordance with the specific Suitability Criteria set thereon.

2. Purpose & Scope

The preparation and entry into force of this Suitability Policy aims both to crystallize the governing principles regarding the appropriate selection and replacement or renewal or non-renewal of the term of office of the members of the Board of Directors of the Company, and to ensure the quality staffing, effective operation and fulfilment of the role of the Board of Directors based on the overall strategy and medium to long term business objectives of the Company, with the aim of promoting the corporate interest.

In the above context, this Policy aims to establish Suitability Criteria for assessing the suitability of candidates for the Company's Board of Directors.

At the same time, this Policy also sets the basis for the regular assessment of the suitability, at individual and collective level, of existing Members of the Company's Board of Directors.

This Suitability Policy applies to all Members of the Board of Directors of the Company, regardless of whether specific reference is made to Executive, Non-Executive or Independent Non-Executive Members.

3. Definitions - Abbreviations

Term/ Abbreviation	Definition of Term/ Abbreviation
Board of Directors / BoD	The Board of Directors of the Company
Managing Director (CEO) / Executive Member of the Board of Directors	The Executive Member of the Board of Directors of the Company, who is responsible for coordinating the business activities of the Company, being responsible for the day-to-day management and operation of the Company's business and is the senior executive officer of the Company. As an Executive Member of the Board of Directors of the Company, the Chief Executive Officer is entrusted with executive responsibilities with respect to the management of the Company through the role and duties assigned to him.
Company	The Company under the name " ATHENS INTERNATIONAL AIRPORT S.A." and the brand name "ATHENS INTERNATIONAL AIRPORT ELEFThERIOS VENIZELOS"
Conflict of interest	Any situation, of a professional or personal nature, that could interfere with the independent and impartial decision-making of a member of the Board of Directors of the Company, thus putting the interests of the Company at risk.
Diversity	Respect and equal promotion by the Company of all candidates and existing Members of the Board of Directors, irrespective of gender, race, colour, national or ethnic origin, religious beliefs, marital status, disability, age and sexual orientation.
Equality	Removing barriers and any discrimination and ensuring equal opportunities of access for all persons who meet the Suitability Criteria for assuming the duties of a Board Member of the Company.

Term/ Abbreviation	Definition of Term/ Abbreviation
Experience	This refers to both the professional and practical experience and the required theoretical knowledge that a candidate Board Member must have acquired in order to be considered suitable to perform the duties of said position within the Company.
General Meeting / GM	The General Meeting of the Company's Shareholders
Independent Non-Executive Member of the Board of Directors / BoD	Non-Executive Member of the Board of Directors of the Company, who, upon appointment and throughout his/her term of office, continuously meets the independence criteria of article 9 of Law 4706/2020.
Member of the Board of Directors / BoD	Member of the Board of Directors of the Company
Non-Executive Member of the Board of Directors / BoD	A member of the Board of Directors of the Company, who is not entrusted with executive responsibilities with respect to the management of the Company, but is entrusted with the systematic supervision and control of the decision-making of the executive management of the Company.
Public Disclosure	Directly disclosing information to the public regarding violations falling within the scope of Law 4990/2022
Remuneration and Nomination Committee	One of the Committees of the Board of Directors of the Company with advisory status. Pursuant to Article 12 of Law 4706/2020, its fundamental responsibility is to identify and propose to the Board of Directors of the Company persons suitable to assume the duties of Board Member. The Board of Directors, in accordance with the Committee's proposals, shall recommend to the General Meeting of Shareholders the Board Members proposed for election in accordance with Article 78 of Law 4548/2018. In addition, the Remuneration and Nomination Committee, assisted by the Human Resources Department and the Legal Affairs & Corporate Compliance Department, shall be responsible for periodically reviewing the content of this Suitability Policy and submitting relevant proposals for its amendment to the Board of Directors of the Company.
Secretariat of the Board of Directors	Consists of the Secretary to the Board of Directors and Director Legal Affairs & Corporate Compliance and any members of the Legal Department, who assist the Director in his/her work with regard to: <ul style="list-style-type: none"> • providing secretarial support to the Board of Directors, • organising the Meetings of the Board of Directors, • keeping the minutes of the aforementioned Meetings, • keeping a file of incoming and outgoing correspondence, • keeping a file of the resolutions of the Board of Directors, • issuing official copies of the above resolutions.
Suitability Policy	This corporate document, namely the Suitability Policy for the Members of the Board of Directors of the Company. It is the set of principles and criteria regarding the selection, renewal or not of the term of office and the replacement of the Members of the Board of Directors of the Company.
Suitability, Collective	The suitability criteria relating to the Board of Directors of the Company as a whole.
Suitability, Individual	Means the extent to which a person is considered to have, as a Member of the Board of Directors, sufficient knowledge, skills, experience, independence of judgment, integrity, good reputation, and sufficient time to properly perform the duties of a Board Member and a member of a Committee of the Board of Directors.



4. References

This Suitability Policy has been prepared and is updated in full compliance with the applicable legal and regulatory framework, as it may be in force from time to time. In particular, the following have been taken into account:

- Law 2338/1995, Ratification of the Airport Development Agreement of the Airport at Spata, as amended and in force,
- Law 4706/2020, on Corporate Governance of societies anonymes with shares listed on a regulated market,
- Law 4449/2017, Article 44 for the role of the Audit Committee of the Board of Directors,
- Circular 60/2020 of the Hellenic Capital Market Commission "Guidelines on the suitability policy of article 3 of Law 4706/2020",
- Epistle n. 784/2023 of the Hellenic Capital Market Commission to the Listed Companies,
- Epistle n. 428/2022 of the Hellenic Capital Market Commission to the Listed Companies,
- Epistle n. 1591/2021 of the Hellenic Capital Market Commission to the Listed Companies,
- Law 4548/2018, on the reform of the law of societies anonymes,
- HELLENIC CORPORATE GOVERNANCE CODE (HCGC)
- Regulation (EU) 2016/679, on the protection of natural persons with regard to the processing of personal data and on the free movement of such data and repealing Directive 95/46/EC (General Data Protection Regulation),
- Law 4624/2019, Hellenic Data Protection Authority and measures implementing Regulation (EU) 2016/679 on the protection of natural persons with regard to the processing of personal data,
- Law 4990/2022, on the protection of persons reporting violations of EU law.

5. General principles

The Board of Directors of the Company has a sufficient number of Members in accordance with the provisions of its Articles of Association and an appropriate composition, taking into account the relevant provisions of the Airport Development Agreement as in force (hereinafter referred to as the "ADA"), governing its operation. The Company permanently seeks to ensure that the Board of Directors is composed of persons of integrity and good reputation.

Pursuant to the provisions of Article Eight (8) of the Company's Articles of Association, the Board of Directors, consisting of thirteen (13) Members in total, is composed of Executive, Non-Executive and Independent Non-Executive Members. This is a diversified Board of Directors with Members who possess the appropriate balance and wealth of knowledge, experience and expertise, taking into account the size and business activities of the Company. In this context and in compliance with Law 4706/2020, the Board of Directors has at all times an adequate representation by gender in a proportion not less than twenty-five percent (25%) of the total number of its Members.

The Members of the Board of Directors must possess the skills and experience required by the duties they undertake and their role in the Board of Directors, while having sufficient time to perform their duties.



When selecting, renewing the term of office and replacing a Member, the assessment of Individual and Collective Suitability is always taken into account.

Candidate Members of the Board of Directors are familiar, among others, with the culture, values and general strategy of the Company, to the extent possible, prior to assuming their position.

The Company monitors the Suitability of the Board Members on an ongoing basis, in particular with a view to identifying, in the light of any relevant new event, cases where it is deemed necessary to reassess their Suitability. In particular, a Suitability reassessment is carried out in the following cases:

- a. in case of doubts arisen as to the Individual Suitability of the Members of the Board of Directors or the suitability of the composition of the body,
- b. in case of a significant impact on the reputation of a Board Member,
- c. in any case of occurrence of an event that may significantly affect the Suitability of a Member of the Board of Directors, including cases in which the Members do not comply with the Company's Policy for the Prevention and Management of Conflict of Interest and the Code of Business Conduct.

The Board of Directors ensures that appropriate Succession Criteria are in place, which facilitate the efficient management of the Company's affairs and decision-making after resignations of Board Members, in particular the Executive Member of the Board of Directors and any Members of the Committees of the Board of Directors.

6. Individual Suitability of Members of the Board of Directors

6.1 Individual Suitability Criteria

The suitability of the Members of the Board of Directors is assessed on an individual level on the basis of the following Criteria:

- Time commitment,
- Adequacy of knowledge, skills and experience,
- Integrity and good reputation,
- Independence of judgment and absence of conflict of interest

The above Criteria of Individual Suitability are applied in parallel with, and in no case alter, the content and purpose of specific conditions and impediments relating to the suitability of the Members of the Board of Directors, such as, for example, those reflected in Articles 3 and 9 of Law 4706/2020.

6.2 Time commitment

All Members of the Board of Directors must dedicate sufficient time, in accordance with their specific role and duties, in order to properly perform their duties.

The Remuneration and Nomination Committee assesses the ability of each Member of the Board of Directors to dedicate sufficient time in relation to, at least, the following:

- the capacity and the specific responsibilities assigned to each Member of the Board of Directors, taking into account the participation of such Board Member in the Committees of the Company's Board of Directors,



- the number of positions held by each Member of the Board of Directors in the Board of Directors of other companies, depending on the size and complexity of these companies and whether they are listed or not, as well as the capacity held by such Board Member at the same time and the duties arising therefrom,
- any other professional commitments or other activities of the aforementioned Members of the Board of Directors outside the Company.

The Members of the Board of Directors are promptly inform either the Secretariat of the Board of Directors or directly the Remuneration and Nomination Committee of any other professional commitments they may have. Such other professional commitments are disclosed in the Corporate Governance Declaration of the Company. In addition, the Members of the Board of Directors must duly update the information provided hereinabove within a reasonable period of time.

In this context, the Remuneration and Nomination Committee keeps a record of the external/other professional commitments of the Members of the Board of Directors, which is updated upon any notification received by any Member of the Board of Directors of any changes in such commitments. In the event that such update entails a drastic and long term reduction in the time dedicated by the respective Member of the Board of Directors, the Remuneration and Nomination Committee proceeds to a reassessment of the ability of such Member of the Board of Directors to devote sufficient time to the fulfilment of the duties with which he/she has been entrusted as a Member of the Board of Directors of the Company.

In addition to the above ad hoc reassessment, the Remuneration and Nomination Committee is responsible for monitoring and controlling, in general, that each Member of the Board of Directors dedicates sufficient time in order to properly perform his/her duties.

The above monitoring falls within the competence of the Remuneration and Nomination Committee to estimate - at the stage when the person concerned is a candidate for Board membership - the time that each Member of the Board of Directors must dedicate to his/her duties. Up to the election of such person as a Member of the Board of Directors of the Company, the Remuneration and Nomination Committee must provide information to such candidate Member of the Board of Directors on the expected time to be devoted by such person in the performance of his/her duties.

Following the election of the aforementioned candidate Member of the Board of Directors of the Company, the latter must promptly fill in, sign, and send to the Remuneration and Nomination Committee the Solemn Declaration included in Annex I. By means of this Declaration, the Member of the Board of Directors concerned confirms that he/she has been informed of and accepts the expected time commitment on his/her part in order to be able to carry out his/her duties without interruption.

6.3 Adequacy of knowledge, skills and experience

In view of taking up their position, the candidates for the Board of Directors of the Company must possess the knowledge, skills and experience required for the proper performance of their duties.

In order to evaluate the above criteria, the Remuneration and Nomination Committee gives special consideration to:

- the duties required for the position of Member of the Board of Directors in question,



- the knowledge and skills acquired through education and training of a candidate Member of the Board of Directors, with particular emphasis on the areas of aviation, energy, human resources management, audit, legal, finance, environmental, social and corporate governance (ESG), business administration, commercial activities, cybersecurity and information technology,
- the previous scientific and professional experience of the candidate Member of the Board of Directors (Hard Skills), any skills acquired through the professional conduct and development of the candidate Member of the Board of Directors (Soft Skills).

On the procedural side, the candidate Members, as well as the existing Members of the Board of Directors of the Company, may submit the relevant information and certificates in support of such information either directly to the Remuneration and Nomination Committee or to the Secretariat of the Board of Directors, who in turn forwards the relevant information and documents to the Remuneration and Nomination Committee.

In addition, the candidate Members (but not the existing Members of the Board of Directors) fill in, sign, and send to the Remuneration and Nomination Committee the Solemn Declaration included in Annex II, thereby indicating the correctness and accuracy of the above information.

6.4 Integrity and good reputation

The Members of the Board of Directors of the Company are presumed to be of good reputation, honesty and integrity, given that there are no objective and beyond reasonable doubt proven reasons to the contrary.

The assessment of the integrity and good reputation of both the candidates and the existing Members of the Board of Directors of the Company is entrusted, in the first degree, to the Remuneration and Nomination Committee and, in the second degree, to the Board of Directors of the Company.

Without prejudice to the requirements of the applicable legal and regulatory framework on personal data protection, with emphasis on the General Data Protection Regulation and Law 4624/2019, the Remuneration and Nomination Committee requests any appropriate document/documentation, such as for example, the Criminal Record of the candidate Members of the Board of Directors for the assessment of their good reputation, honesty and integrity. With respect to existing Board Members, the Remuneration and Nomination Committee requests the above documentation, updated at least once during each fiscal year.

With regard to the review of the above, the assessment of the good reputation and integrity of the candidates and existing Members of the Board of Directors is based at least on the following factors:

- the existence of any convictions, such as for example a conviction for loss-making transactions of a company with related parties or as a result of non-compliance with the provisions of the Capital Market Commission,
- any cases of ongoing prosecutions for the commission of criminal offences or financial crimes,
- investigation findings and public disclosures in the context of Whistleblowing according to the provisions of Law 4990/2022,
- the candidate / existing Member of the Board of Directors is not a defaulted debtor,
- personal bankruptcy,



- dismissal following a decision issued by any competent regulatory or supervising authority, from the position of a Board Member of any company,
- potential revocation of any professional licence/certificate or right to participate in chambers or associations.

In order for the above evaluation to be carried out more directly and completely by both the Remuneration and Nomination Committee and, subsequently, by the Board of Directors of the Company, the candidate Members of the Board of Directors fill in, sign and send to the Remuneration and Nomination Committee the relevant Solemn Declaration included in Annex III. In observance of this procedure, the existing Members of the Board of Directors of the Company send such updated Solemn Declaration to the Remuneration and Nomination Committee within the first quarter of each fiscal year and in any case prior to the publication of the Company's Annual Financial Statements.

On the procedural side, the Remuneration and Nomination Committee, having made an assessment of the good reputation and integrity of the candidate and existing Members of the Board of Directors, thereafter submits a relevant report to the Board of Directors where it shall express its opinion on all persons evaluated.

6.5 Independence of judgment and absence of conflict of interest

All Members of the Board of Directors of the Company, regardless of their specific responsibilities and duties, must perform them with a view to make correct, objective and independent decisions and judgments.

In assessing the independence of judgement of the Members of the Board of Directors, the Remuneration and Nomination Committee focuses on certain behavioural characteristics, which must already be evident at the stage of the Committee's interview with the candidate Members of the Board of Directors and must continue to exist throughout the term of office of said Members of the Board of Directors.

As a minimum, emphasis is placed on the following behavioural characteristics:

- the ability of each Member of the Board of Directors to resist groupthink by evaluating the critical assumptions of each major decision or by consistently considering individual risks,
- the ability, especially for Non-Executive Members of the Board of Directors, to ask key questions to the Executive Members of the Board of Directors and to constructively criticise their actions,
- the substantive assessment and vigour in contesting the proposals of other Members of the Board of Directors,
- the absence of personal interests which would prevent the objective and independent exercise of duties.

According to the Policy for the Prevention and Management of Conflict of Interest established and approved by the Company, each Member of the Board of Directors under evaluation (candidate or existing) must declare any Conflict of Interest without delay.

The Remuneration and Nomination Committee and the Board of Directors in general are required to ensure that the above Policy is strictly applied. In particular, the Members of the Board of Directors are aware of the content and any of updates of the Policy for the Prevention and Management of Conflict of Interest.



6.6 Other criteria

The candidates for the Board of Directors of the Company must not be and must not have been in the past five (5) years prior to their election, an agent or an employee of an airport authority or of any party providing airport services within the area of Athens.

7. Collective Suitability of the Board of Directors

7.1 Collective Suitability Criteria

Collective Suitability means the suitability of all the Members of the Board of Directors to effectively exercise its leadership role in corporate matters for the benefit of the Company, its Shareholders and stakeholders, ensuring good and effective corporate governance and the implementation of the corporate strategy by the executive management.

The balanced composition of the Company's Board of Directors is instrumental in providing effective and meaningful oversight of the Company's operations.

In this context, the Company's Remuneration and Nomination Committee proposes candidate Members of the Board of Directors in order to ensure that the Board of Directors of the Company, as a whole, possesses the necessary skills and knowledge to properly manage and supervise the Company. In particular, the selection of the candidate Members of the Board of Directors is made with a view to ensuring that the Board of Directors is at all times able to:

- have a thorough understanding of the structure of the Company,
- have a thorough understanding of the market in which the Company operates and its specificities,
- contribute to the Company's growth prospects,
- have significant experience of the business and professional world not only at local but also at supra-regional level,
- have significant experience in the following fields:
 - the aviation industry,
 - the energy sector,
 - the environmental protection, social responsibility and corporate governance (**E**nvironment, **S**ocial, **G**overnance)
 - the digital technology,
 - business administration,
 - the strategic planning,
 - the development of new business activities,
 - the financial management,
 - capital expenditure,
 - the legal and regulatory framework regarding the operation of companies,
 - the risk management.
- undertake substantive control and supervision of the performance of the Company's Senior Executives.

In the above context, the Remuneration and Nomination Committee reviews and periodically recommends to the Board of Directors any updates to these Collective Suitability Criteria.



7.2 Diversity

The Company has adopted and strictly applies a Diversity Policy, as reflected in Annex IV of this Suitability Policy, with the aim of forming a Board of Directors that constitutes an inclusive group of Members with a sufficient level of diversity.

The primary objective of the Diversity Policy is to ensure that the Company establishes, enshrines and adopts the following criteria:

- provision of equal opportunities to all candidate Members of the Board of Directors irrespective of gender, race, colour, national or ethnic origin, religious beliefs, marital status, disability, age and sexual orientation,
- ensuring equal treatment of existing Members of the Board of Directors irrespective of gender, race, colour, national or ethnic origin, religious beliefs, marital status, disability, age and sexual orientation,
- sufficient representation per gender in a percentage that in no case may be lower than 25% of the total number of the Members of the Board of Directors.
- as part of a long-term strategy of renewal of the Board of Directors, the diversification of the members in relation to the years of total tenure on the Board of Directors of the Company (new and old members).

7.3 Induction training and general training of Board Members

The Members of the Company's Board of Directors are required to acquire new knowledge and skills, as well as to deepen their already acquired knowledge and skills in order to effectively perform their duties.

The Company's Remuneration and Nomination Committee, assisted by the company's departments or by external advisors, if it considers that they can assist it in its work, shall ensure the induction training of the Members of the Board of Directors and the subsequent provision of individual training programmes for them, in order to provide them with a more comprehensive understanding of the corporate structure, business model, risk profile of the Company, as well as the Company's corporate governance culture.

The above are further formulated and regulated on the basis of the established and approved Training Policy for the Members of the Board of Directors, Senior Executives and other officers of the Company, as applicable from time to time.

8. Additional provisions on the Suitability of Independent Non-Executive Members of the Board of Directors

In addition to the aforementioned Suitability Criteria, the Suitability of a person to become an Independent Non-Executive Member of the Board of Directors of the Company is additionally regulated on the basis of the provisions of the Independence Requirements of article 9 of Law 4706/2020.

In this context and taking into account the established and approved procedure for the Disclosure of any dependency relationship between the Independent Non-Executive Members of the Board of Directors and persons with close relations to such persons, the candidate Independent Non-Executive Member of the Board of Directors must fill in, sign and send to the Remuneration and Nomination Committee the Solemn Declaration



included in Annex V. By virtue of this Declaration, each Member of the Board of Directors confirms that he/she meets the Independence Requirements of Article 9 of Law 4706/2020.

Following their election, the existing Independent Non-Executive Members of the Board of Directors of the Company must send an updated Solemn Declaration to the Remuneration and Nomination Committee within the first quarter of each fiscal year and, in any case, no later than the publication of the Company's Annual Financial Statements.

At a procedural level, this Solemn Declaration constitutes both an annex and an integral part of the Procedure for the disclosure of the existence of any dependency relationship between the Independent Non-Executive Members of the Board of Directors and persons with close relations to such persons. In the event that the content of this Solemn Declaration is updated or amended in any way, appropriate changes must be made both to the content of the Procedure for the disclosure of the existence of any dependency relationship between the Independent Non-Executive Members of the Board of Directors and persons with close relations to such persons and to the content of this Suitability Policy.

9. Assessment of the suitability of the Board of Directors

In addition to the timing of the initial evaluation of the Suitability Criteria of a candidate Member of the Board of Directors, the Remuneration and Nomination Committee carries out an annual re-evaluation of the aforementioned Suitability Criteria with respect to all existing Members of the Board of Directors of the Company. In addition to the regular reassessment of the Suitability Criteria for existing Members of the Board of Directors, the Remuneration and Nomination Committee may carry out an extraordinary reassessment on serious grounds, which is communicated to the Board of Directors without delay.

At a procedural level, the aforementioned re-evaluation is carried out by the Company's Board of Directors itself, on the initiative and recommendation of the Remuneration and Nomination Committee, assisted either by the Secretary to the Board of Directors and Director Legal Affairs & Corporate Governance, or by another internal department of the Company that considers that it can contribute to this task, or by an external consultant.

The following is an indicative, but by no means exhaustive, list of weightage indicators to be taken into consideration while evaluating / re-evaluating the aforesaid Suitability Criteria for the candidate / existing Members of the Board of Directors as follows:

- the efficiency of the Board of Directors' management of the Company,
- the proper supervision of the Company's Internal Control System and its Functions (Internal Audit, Risk Management, Regulatory Compliance),
- the ability of the Board of Directors to focus on issues of strategic importance,
- the number of meetings held,
- the degree of attendance of the Board Members at these meetings,
- the degree of active participation of the Members of the Board of Directors in such meetings,
- the of the expected time by the Members of the Board of Directors in order to properly carry out the work of the Board of Directors,



- any changes in the composition of the Board of Directors, such as the appointment of new Board Members or the redistribution of the roles and responsibilities of the Members of the Board of Directors,
- any identified shortcomings of the Members of the Board of Directors with respect to specific Suitability Criteria,
- the objectives set for the Company,
- the independent will and decision-making of all Members of the Board of Directors,
- the compliance of the Members of the Board of Directors with the Policy for the Prevention and Management of Conflict of Interest,
- the fulfilment of the objectives set through the Diversity Criteria,
- any facts that may significantly alter the Individual and Collective Suitability Criteria, such as, for example, significant changes in the Company's business model and strategic plan,
- any reasonable suspicion of any increased risk of the Company's involvement in money laundering or terrorist financing activities,
- any changes in the regulatory framework that may affect the operation and reporting obligations of the Company.

Upon completion of the Suitability evaluation / re-evaluation, the Remuneration and Nomination Committee submits a relevant report to the Board of Directors, thereby communicating the relevant result, the reasons for conducting the evaluation / re-evaluation, as well as recommendations regarding any weaknesses identified.

Subsequently, the Board of Directors of the Company takes into account the aforementioned Report of the Remuneration and Nomination Committee and decides on the result and any proposed recommendations. In the event that the Board of Directors decides not to adopt a recommendation made by the Remuneration and Nomination Committee, it must duly document the reasons that led it to take this decision.

In the event that the above Report reveals that a candidate Member of the Board of Directors not only has weaknesses but also lacks, beyond doubt, any of the Suitability Criteria, then that candidate Member of the Board of Directors may not be appointed.

In the event that the above Report reveals that an existing Member of the Board of Directors no longer meets one or more of the Suitability Criteria, the Board of Directors immediately dismiss and replaces him/her.

The Secretary to the Board of Directors is responsible for record keeping with respect to the documentation of the Policy and any amendments thereto. The records are kept in both hard copy and electronic form.

10. Related Documents

- Policy for the Prevention and Management of Conflict of Interest LGL-010202-PL
- Code of Business Conduct POLICY-CEO002
- Training Policy for the Members of the Board of Directors, Executives BOD-010103-PL
- Disclosure of any dependency relationship between the Independent Non-Executive Members of the BoD and persons closely associated with them LGL-010203-CP



11. Approval-Review

The Board of Directors of the Company is responsible for firstly approving the Suitability Policy and for, thereafter, submitting it to the General Meeting of Shareholders for approval.

Amendments to the Suitability Policy is approved by the Board of Directors and, if material, is submitted for approval to the General Meeting of Shareholders, pursuant to Article 3 § 3 of Law 4706/2020. Material means proposed amendments that entail deviations and major changes to the content of this Suitability Policy, in particular with regard to the general principles applied and the Suitability Criteria reflected in it.

This Suitability Policy has been approved by the Board of Directors of the Company by virtue of resolution dated 30.11.2023 and by the General Meeting of Shareholders of the Company by virtue of resolution dated 15.12.2023 and has become effective on 07.02.2024.

This Policy is uploaded onto the official website of the Company <https://www.aia.gr/investors/corporategovernance> publicly accessible to all interested parties.



Annex I:

Declaration on the commitment of sufficient time by a Board Member

**TO THE REMUNERATION AND NOMINATION COMMITTEE OF THE COMPANY UNDER THE NAME
"ATHENS INTERNATIONAL AIRPORT S.A."**

I [name/surname], [son/daughter] of [father's name] and [mother's name], born in [city/country] on [date], resident of [address/city/country], [ID/passport number], do sincerely declare as follows:

I have been duly informed, I have fully understood and I unconditionally accept the expected time commitment required for the proper performance of my duties as a Member of the Board of Directors of the Company under the name "ATHENS INTERNATIONAL AIRPORT S.A".

Date: / / 20....

The Declarant

(signature)



Annex II:

Declaration on the provision of correct information on the knowledge, skills and experience of the Members of the Board of Directors

TO THE REMUNERATION AND NOMINATION COMMITTEE OF THE COMPANY UNDER THE NAME "ATHENS INTERNATIONAL AIRPORT S.A."

I [name/surname], [son/daughter] of [father's name] and [mother's name], born in [city/country] on [date], resident of [address/city/country], [ID/passport number], do sincerely declare that the information and documents accompanying this declaration are complete, correct and accurate.

Date: / / 20....

The Declarant

(signature)



Annex III:

Declaration on the evaluation of the reputation, ethics and integrity of the Members of the Board of Directors

I [name/surname], [son/daughter] of [father's name] and [mother's name], born in [city/country] on [date], resident of [address/city/country], [ID/passport number], do sincerely declare as follows:

- there is no conviction or ongoing prosecution against me for any criminal offence that would affect my fitness and propriety for the role of AIA's BoD member,
- there is no barrier to my appointment according to the provisions of Article 3 § 4 of Law 4706/2020, as in force, i.e. no final court decision has been issued declaring me responsible for loss-making transactions of a listed or unlisted company of Law 4548/2018, as in force, with related parties. In any case, I undertake to notify the Company without delay of the issuance of any relevant final court decision,
- no disciplinary or other administrative measures have been imposed against me by any regulatory or professional body,
- I have not been included in a list of unreliable debtors nor have a negative record on a list established by a recognised credit bureau nor have been subject to enforcement measures for any debt. I have not been declared personally bankrupt,
- I have never resigned from any post, in Greece or abroad, in order to avoid any legal action or disciplinary proceeding against me.
- I have never been dismissed from the Board of Directors of any other company in which I have served as a Member of the Board of Directors.

Date: / / 20....

The Declarant

(signature)



Annex IV:

Diversity Policy

The Company, recognizing the importance of promoting an appropriate level of diversity both at the Board of Directors and at the executive level, implements this Diversity Policy in line with its business strategy, mission, vision and values.

The Company, in order to ensure its continuous business development, aims to bring together diverse qualifications and skills in the selection of the members of the Board of Directors, as well as Senior Executives, thus ensuring diversity of views and experience, as well as the expression of independent opinions and sound decision-making.

This Policy shall be applied in the selection process of Members of the Board of Directors of the Company. In particular, in the context of this selection process, the Remuneration and Nomination Committee takes seriously into account that the Company's Board of Directors must have at all times an adequate representation by gender in a proportion not less than twenty-five (25%) of the total number of its Members. At the same time, the Remuneration and Nomination Committee must ensure at all times that no discrimination based on gender, race, colour, ethnic or social origin, religion or belief, property, birth, disability, age or sexual orientation is involved in the selection process of a Member of the Board of Directors of the Company.

As part of the periodic re-evaluation of the Suitability Criteria for Members of the Board of Directors entrusted to the Remuneration and Nomination Committee, the latter shall also review whether the aforementioned Diversity Criteria continue to apply.

Last, the Company's Remuneration and Nomination Committee is responsible for periodically reviewing the content of this Diversity Policy and making proposals to the Board of Directors to update it, if deemed necessary.



Annex V:

Solemn Declaration of Independence of the Independent Non-Executive Members of the Board of Directors



SOLEMN DECLARATION

(article 8 Law 1599/1986)

The accuracy of the particulars provided in this declaration may be checked on the basis of records kept by other services
(Article 8 § 4 of Law 1599/1986)

TO:	THE REMUNERATION AND NOMINATION COMMITTEE OF THE COMPANY UNDER THE NAME "ATHENS INTERNATIONAL AIRPORT S.A."						
Name:				Surname:			
Father's name and surname:							
Mother's name and surname:							
Date of Birth:							
Place of Birth:							
ID No.:				Tel:			
Place of residence:			Street:			No.:	Postal Code :
TIN			Tax Office				
Fax:				E-mail:			

Being personally liable and aware of the sanctions stipulated by the provisions of § 6 of Article 22 of Law 1599/1986,
I declare that:

I meet the conditions of independence that an Independent Non-Executive Member of the Board of Directors must meet and I hereby inform you that:

(a) I do not directly or indirectly hold a percentage of voting rights greater than zero point five percent (0.5%) of the
share capital of the Company; and



b) I am absolutely free from any financial, business, family or other dependencies, which may influence my decisions and my independent and objective judgment, as set out and indicated in Article 9 §§ 1 and 2 of Law 4706/2020, as in force¹

Further, I hereby certify that if at any time during my term of office and for any reason, the above conditions/criteria of independence cease to apply to me, I will inform the Company without delay, in accordance with the Procedure for Disclosure of any dependency relationships (pursuant to article 9 of Law 4706/2020 as in force) of the Independent Non-Executive Members of the Board of Directors and the persons who have close links with the aforementioned Members, which is included in the Internal Regulation of the Company, in accordance with Article 14, § 3 (e) of Law 4706/2020, as in force, and which I declare that I have studied and have taken note of its contents.

Date: / / 20....

The Declarant

(signature)

¹ According to Article 9 § 2 of Law No. 4706/2020:

a) When the member receives any significant remuneration or benefit from the Company, or from a company connected to the Company, or participates in a stock option scheme or any other performance-related remuneration or benefit scheme, other than remuneration for participation in the Board of Directors or its committees, as well as receives fixed benefits under a pension scheme, including deferred benefits, for previous services to the Company. The criteria by which the concept of significant remuneration or benefit is defined are set out in the Company's remuneration policy.

b) Where the member or a person closely associated with the member maintains or has maintained a business relationship in the last three (3) financial years prior to appointment with: (ba) the Company; or (bb) a person affiliated with the Company; or (bc) a shareholder who directly or indirectly holds an interest equal to or greater than ten percent (10%) of the share capital of the Company in the last three (3) financial years prior to his or her appointment, or a company affiliated with the Company, if such relationship affects or may affect the business of either the Company or the person referred to in § 1 or the person who has close links with it. Such a relationship exists in particular where the person is an important supplier or important customer of the Company.

c) Where the member or the person having close links with the member: (ca) has served as a member of the Board of Directors of the Company or an affiliated company for more than nine (9) fiscal years cumulatively at the time of his/her election; (cb) has served as an executive officer or maintained an employment, project or service relationship or a relationship of paid mandate with the Company or an affiliated company during the last three (3) fiscal years prior to his/her appointment, (cc) is related by blood or marriage up to the second degree, or is the spouse or partner equivalent to a spouse, of a member of the Board of Directors or a senior executive officer or shareholder, with a shareholding equal to or exceeding ten percent (10%) of the share capital of the Company or an affiliated company; (cd) has been appointed by a designated shareholder of the Company, in accordance with the Articles of Association, as provided for in Article 79 of Law No. 4548/2018; (ce) represents shareholders who directly or indirectly hold a percentage equal to or higher than five percent (5%) of the voting rights at the general meeting of shareholders of the Company during his term of office, without written instructions; (cf) has carried out a statutory audit of the Company or a company affiliated with it, either through a company, or by himself/herself or by a relative of his/her up to the second degree by blood or marriage or by his/her spouse, during the last three (3) financial years prior to his/her appointment; (cg) is an executive member of another company in whose Board of Directors an executive member of the Company participates as a non-executive member".