

## Annex B

### Suitability Questionnaire

Relating to the application of the company "....." for the admission of transferable securities to ENA.

#### A. Details of the applicant company and Nominated Adviser

1. Details of the company: (legal name) .....

2. Details of the Nominated Adviser

"..... (legal name of adviser) ....."

Nominated Adviser of the issue for the admission to trading of transferable securities of the company "....." to the Alternative Market of ATHEX, in accordance with the agreement assigning the duties of Adviser which was signed on dd/mm/yy.

3. Details of the underwriter ..... (if applicable)

4. Contact persons for communications with ATHEX:

4.1 Of the company: ..... (tel. ...., e-mail: .....) )

4.2 Of the Nominated Adviser: ..... (tel. ...., e-mail: .....) )

4.3 Of the Underwriter: ..... (tel. ...., e-mail: .....) (if applicable)

#### B. Legality of the process that preceded the listing application

The process followed for the submission of the application is legal.

#### C. Fulfilment of requirements for admission to trading on ENA

1. All the requirements are fulfilled for the trading of Transferable Securities on ENA, as these are set out in the Operating Rules of ENA and irrespective of whether specific reference is made to them in this questionnaire.

2. If the company or the Transferable Securities are subject to special provisions with respect to requirements for formation and operation as well as to admission requirements, these special requirements are also fulfilled irrespective of whether specific reference is made to them in this questionnaire.

3. The details required for verifying fulfilment of the admission requirements will be updated whenever this is requested by ATHEX.

## **D. Presentation of requirements for admission to trading on ENA**

1. The applicant is a société anonyme (public limited company) of Law 4548/2018 (or other special law as the case may be), or an institution entitled to issue shares, debt securities, warrants or other Transferable Securities, or a foreign company operating in the form of .....

2. The applicant company has published/filed financial statements ..... (other equivalent form in the case of a foreign company) for ..... fiscal years and meets the requirement of article 4 of the Operating Rules of ENA. (Completed by companies applying for admission of their shares to the ENA PLUS or ENA STEP segments).

3. The financial statements of the applicant have been audited by a certified auditor and meet the requirement of article 4 of the Operating Rules of ENA, as currently in force.

4. a) The company has reported losses for the two (2) fiscal years preceding the application and will therefore be under a commitment regarding the non-transferability, until one (1) year after the commencement of trading, of the shares of the shareholders ".....", ".....", who at the time of submission of the application have a holding of 5% or more, in accordance with article 5 of the Operating Rules of ENA (if such an obligation applies).

b) There is a commitment regarding the non-transferability, during the period of implementation of the Business Plan, of .....% of the shares of the shareholders ".....", ".....", who at the time of submission of the application have a holding of 5% or more (provided a Business Plan is required for the admission of the shares to ENA), in accordance with article 5 of the Operating Rules of ENA (if such an obligation applies).

5. Regarding the free float of the company's shares (applicable to companies applying for admission to ENA PLUS):

5.1 The present free float of shares is sufficient for the company's admission to ENA (.....% and ..... persons with < 5%).

5.2 The process followed to achieve the present free float is in compliance with applicable stock exchange and other legislation.

5.3 The sufficient free float requirement has not been met. The necessary free float will be achieved after the holding of the public offering/private placement. If the necessary free float is not achieved with the public offering/private placement, then .....

6. Legal position of the company and the securities to be admitted to ENA

6.1 The legal position of the company and its transferable securities is in conformity with the laws and regulations to which they are subject.

6.2 The company's articles of association are in conformity with the provisions of Law 2190/20 and Law 4548/2018, as in force.

6.3 The company has no/the company has preferred stock, founders' shares, or other securities that grant special privileges to current or future shareholders.

6.4 The company has been lawfully established, operates in accordance with applicable laws and regulations, and has received all the authorizations and approvals required by law.

6.5 The company and its subsidiaries are not bankrupt, nor are they under special administration, nor is any application for bankruptcy or application for the appointment of a liquidator pending against the company or its subsidiaries; their operating license has not been revoked and no decision has been taken for their dissolution or winding-up, nor have they been placed in special liquidation and the issuer has not been made subject to applicable measures for the restructuring of companies.

6.6 There is no a) fact of a legal nature which could substantially affect the company's financial position other than those stated in the Prospectus or Information Document or Admission Document, b) circumstance or other fact which obstructs, from a legal viewpoint, the requested increase of the company's share capital and/or the trading of its transferable securities on ENA.

6.7 The most important pending litigation in which the company and its subsidiaries are involved are those matters described in Section ..... of the admission Prospectus/Information Document/Admission Document. In respect of cases in which the company or any of its consolidated subsidiaries is a litigant, adequate provisions have – according to a statement by the company – been made, the size of which will cover any loss that arises in the event of a negative outcome for the company, and its future financial position on a consolidated basis is not expected to be significantly affected.

6.8 The company has the right of full and exclusive ownership and possession over all of its material movable and immovable property, free of any encumbrances thereon, without prejudice to the instances referred to in the relevant sections of the admission Prospectus/Information Document/Admission Document and subject to any clarifications provided therein.

6.9 The Transferable Securities that are to be admitted to trading are a) freely negotiable and fully paid up, and b) will be dematerialised/registered in a Central Securities Depository.

6.10 There are no agreements between the beneficiaries of the Transferable Securities which restrict their free negotiability.

or

6.11 There are agreements between beneficiaries but they do not affect the free negotiability of the transferable securities because .....

or

6.12 A total of ..... transferable securities have been blocked, due to ..... This blocking will be removed upon admission to trading on ENA.

or

6.13 A total of ..... transferable securities have been pledged, due to .....

6.14 The company's transferable securities are already listed on other regulated markets or MTFs abroad – the acquisition/transfer of up to 50% of these securities is subject to approval/restrictions. The smooth functioning of the market is not disrupted by the aforesaid restrictions.

7. The requirements for trading on ENA cannot be affected by: a) matters that are currently in progress and do not appear in the company's financial statements published to date, b) any non-quantified observations of certified auditors, and c) by any consequences arising in the event of the negative outcome of pending litigation involving the applicant company.

## **E. Other details**

1. The process of underwriting and the obligation to cover any unsubscribed shares extends to ..... (if applicable).

2. With regard to fiscal years that have not been audited by the tax authority and no tax certificates have been issued, not only for the issuer but also for the companies included in its most recent consolidated financial statements, the relevant report of the Certified Auditor for the unaudited fiscal years and with respect to any tax liabilities shows that:

a) the provisions recognized in the financial statements are adequate or

b) the tax liabilities for the unaudited fiscal years will amount to .....

3. The company holds a tax and social security clearance certificate.
4. The new shares will be entitled to a dividend from the profits of fiscal year .../.../.....
5. Corporate Governance:
  - a) The corporate governance practices followed (by way of indication with the presence of independent members on the board of directors, an internal control system in place, risk management policies and procedures, transactions with related parties, implementation of internal rules of procedure) or, if the company has adopted a Corporate Governance Code, reference to that code and any deviations from it.
  - b) Harmonization of the company's articles of association with the provisions of company law pursuant to par. 5, article 119 of Law 4548/2018, with regard to the convocation, convening, participation of shareholders, decision-making, as well as the exercise by shareholders of other rights in the General Meeting of shareholders (only for issuers of shares).
  - c) The appointment of a person to serve the company's shareholders.
6. An investigation has been conducted concerning the existence of companies having common interests or management affiliation with the applicant company and there are no reasons for the creation of a Group.  
Or, there are reasons and the applicant formed a Group prior to submission of the admission application.
7. The company is not dependent on individual customers or suppliers, the loss of which would adversely affect its operation / or, is dependent on ..... and the consequences for the company from loss of same would be .....
8. The applicant company entered into a merger with the company ".....", on ....., prior to the application for admission, with transformation balance sheet .....

The articles of association of the applicant company have been amended accordingly.

**FOR THE COMPANY**

(signature – company seal)

**FOR THE NOMINATED ADVISER**

(signature – company seal)

**FOR THE UNDERWRITER**

(signature – company seal)

(if applicable)