



**Draft Decisions on each Agenda item  
of the Annual General Meeting on 24.06.2021**

**Agenda Item #1**

**Approval of the Annual Financial Report, along with the Directors' Report and the Auditors' Review Report, for the 01.01.2020-31.12.2020 period**

*Required Quorum: 1/5 of the Company's fully paid-up share capital*

*Required Majority: 50%+1 of votes represented at the General Meeting*

Shareholders will be asked to approve the Annual Financial Report, along with the Directors' Report and the Auditors' Review Report, for the 01.01.2020-31.12.2020 period.

Draft Decision: The General Meeting of shareholders approved the above Annual Financial Report, along with the Directors' Report and the Auditors' Review Report, with ..... votes cast in favour of the proposal.

**Agenda Item #2**

**Approval of the appropriation of income for the 01.01.2020-31.12.2020 period and distribution of dividend**

*Required Quorum: 1/5 of the Company's fully paid-up share capital*

*Required Majority: 50%+1 of votes represented at the General Meeting*

Shareholders will be asked to approve the appropriation of income for fiscal 2020 and the distribution of no dividend.

Draft Decision: The General Meeting of shareholders approved the appropriation of income for fiscal 2020 and the distribution of no dividend, with ..... votes cast in favour of the proposal.

**Agenda Item #3**

**Submission to shareholders of the Annual Activity Report by the Audit Committee for 2020**

*Required Quorum: 1/5 of the Company's fully paid-up share capital*

*Required Majority: 50%+1 of votes represented at the General Meeting*



Shareholders will be informed of the content of the Annual Activity Report of the Audit Committee for 2020.

Draft Decision: Shareholders were informed of the content of the Annual Activity Report of the Audit Committee for 2020.

#### **Agenda Item #4**

**Approval of overall Company administration for the 01.01.2020-31.12.2020 period according to article 108 of Law 4548/2018, and waiver of responsibility for compensation by the Auditors according to paragraph 1c of article 117 of Law 4548/2018**

*Required Quorum: 1/5 of the Company's fully paid-up share capital*

*Required Majority: 50%+1 of votes represented at the General Meeting*

Shareholders will be asked to approve overall Company administration for 2020 according to article 108 of Law 4548/2018, and waive responsibility for compensation by the Auditors for 2020, according to paragraph 1c of article 117 of Law 4548/2018.

Draft Decision: The General Meeting of shareholders approved overall Company administration for 2020 according to article 108 of Law 4548/2018, and waived responsibility for compensation by the Auditors for 2020, according to paragraph 1c of article 117 of Law 4548/2018, with ..... votes cast in favour of the proposal.

#### **Agenda Item #5**

##### **Election of new Board of Directors**

*Required Quorum: 1/5 of the Company's fully paid-up share capital*

*Required Majority: 50%+1 of votes represented at the General Meeting*

Shareholders will be asked to approve the following persons as new members of the Board of Directors of the Company:

1. Christos Joannou

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2. Constantine Kouvaras

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3. Constantine Mitzalis

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4. Constantine Lysarides

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5. Ekaterini Pistiolis

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6. Anthony Mitzalis

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7. Christos Siatis, as Independent, Non-Executive Director



8. Alexios Sotirakopoulos, as Independent, Non-Executive Director

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9. Michael Hatzipavlou, as Independent, Non-Executive Director

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10. Theodora Monohartzi, as Independent, Non-Executive Director

The term of the new Board of Directors is set at three years, ending on 23.06.2024, with an option to be extended until the deadline for holding the next annual general shareholders meeting following the above date.

More specifically, it is proposed to shareholders to approve the election of

1. Mr Christos Joannou as Executive Director of the Board
2. Mr Constantine Kouvaras as Executive Director of the Board
3. Mr Constantine Mitzalis as Executive Director of the Board
4. Mr Constantine Lysarides as Executive Director of the Board
5. Mrs Ekaterini Pistiolis as Non-Executive Director of the Board
6. Mr Anthony Mitzalis as Executive Director of the Board
7. Mr Christos Siatis as Independent, Non-Executive Director of the Board
8. Mr Alexios Sotirakopoulos as Independent, Non-Executive Director of the Board
9. Mr Michael Hatzipavlou as Independent, Non-Executive Director of the Board
10. Mrs Theodora Monohartzi as Independent, Non-Executive Director of the Board

Draft Decision: The General Meeting of shareholders approved , with ..... votes cast in favour of the proposal, the following persons as new members of the Board of Directors of the Company:

1. Christos Joannou

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2. Constantine Kouvaras

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3. Constantine Mitzalis

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4. Constantine Lysarides

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5. Ekaterini Pistiolis

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6. Anthony Mitzalis

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7. Christos Siatis, as Independent, Non-Executive Director

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8. Alexios Sotirakopoulos, as Independent, Non-Executive Director

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9. Michael Hatzipavlou, as Independent, Non-Executive Director

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10. Theodora Monohartzi, as Independent, Non-Executive Director



The term of the new Board of Directors was set at three years, ending on 23.06.2024, with an option to be extended until the deadline for holding the next annual general shareholders meeting following that date.

### **Agenda Item #6**

#### **Election of new Audit Committee, as per article 44, paragraph 1 of Law 4449/2017**

*Required Quorum: 1/5 of the Company's fully paid-up share capital*

*Required Majority: 50%+1 of votes represented at the General Meeting*

Shareholders will be asked to elect the members of the Audit Committee, as per article 44, paragraph 1 of Law 4449/2017. More specifically, it is proposed that:

1. The Audit Committee shall continue its function as a Board Committee, comprising Board members only
2. The Audit Committee will comprise three (3) non-executive Board members, two (2) of which are independent
3. The term of the members of the Audit Committee, to be appointed by the Board of Directors in accordance with article 44, paragraph c of Law 4449/2017 and its amendments, will monitor the term of the members of the Board of Directors elected earlier today by the General Assembly of shareholders, ie it will end on 23.06.2024, with an option to be extended until the deadline for holding the next annual general shareholders meeting following that date.

The members of the Audit Committee will be appointed by the Board of Directors in accordance with article 44, paragraph c of Law 4449/2017 and its amendments, to include members with adequacy in the Company's field of activity, as per article 44 of Law 4449/2017 and its amendments.

Draft Decision: The General Meeting of shareholders approved, with ..... votes cast in favour of the proposal, the election the members of the Audit Committee, as per article 44, paragraph 1 of Law 4449/2017. More specifically, it was approved that:

1. The Audit Committee shall continue its function as a Board Committee, comprising Board members only
2. The Audit Committee will comprise three (3) non-executive Board members, two (2) of which are independent
3. The term of the members of the Audit Committee, to be appointed by the Board of Directors in accordance with article 44, paragraph c of Law 4449/2017 and its amendments, will monitor the



term of the members of the Board of Directors elected earlier today by the General Assembly of shareholders, ie it will end on 23.06.2024, with an option to be extended until the deadline for holding the next annual general shareholders meeting following that date.

The members of the Audit Committee will be appointed by the Board of Directors in accordance with article 44, paragraph c of Law 4449/2017 and its amendments, to include members with adequacy in the Company's field of activity, as per article 44 of Law 4449/2017 and its amendments.

Following the election of the members of the Audit Committee, the Committee will come in session to appoint its Chairman among its Independent members.

### **Agenda Item #7**

#### **Submission to shareholders of the Remuneration Report for 2020 for discussion and advisory vote**

*Required Quorum: 1/5 of the Company's fully paid-up share capital*

*Required Majority: 50%+1 of votes represented at the General Meeting*

Shareholders will be asked to approve the Remuneration Report for 2020, according to article 112 of Law 4548/2018. The Report includes a detailed review of total remuneration of members of the Board of Directors for 2020, as per article 112 of Law 4548/2018.

Draft Decision: The General Meeting of shareholders approved the Remuneration Report for 2020, prepared according to article 112 of Law 4548/2018, with ..... votes cast in favour of the proposal. It is noted that the vote carries an advisory status.

### **Agenda Item #8**

#### **Approval of remuneration of Board Directors for the 01.01.2020-31.12.2020 period**

*Required Quorum: 1/5 of the Company's fully paid-up share capital*

*Required Majority: 50%+1 of votes represented at the General Meeting*

Shareholders will be asked to approve the remuneration of the members of the Board of Directors for fiscal 2020.

Draft Decision: The General Meeting of shareholders approved the remuneration of the members of the Board of Directors for fiscal 2020, with ..... votes cast in favour of the proposal.



### **Agenda Item #9**

#### **Initial approval of remuneration of Board Directors for the 01.01.2021-31.12.2021 period**

*Required Quorum: 1/5 of the Company's fully paid-up share capital*

*Required Majority: 50%+1 of votes represented at the General Meeting*

Shareholders will be asked to grant their initial approval of the remuneration of the members of the Board of Directors for fiscal 2020

Draft Decision: The General Meeting of shareholders granted initial approval of the remuneration of the members of the Board of Directors for fiscal 2021, with ..... votes cast in favour of the proposal.

### **Agenda Item #10**

#### **Election of Auditing Firm for auditing the Financial Accounts for the 01.01.2021-31.12.2021 period, and setting their remuneration**

*Required Quorum: 1/5 of the Company's fully paid-up share capital*

*Required Majority: 50%+1 of votes represented at the General Meeting*

Shareholders will be asked to elect "BDO Auditing SA" for auditing the 2021 financial accounts, and set their remuneration.

Draft Decision: The General Meeting of shareholders approved the election of "BDO Auditing SA" for the auditing the 2021 financial accounts, and set their remuneration at €....., with ..... votes cast in favour of the proposal. The auditing firm will also issue the company's Annual Report of Tax Compliance and review the Remuneration Report for an amount of € .....

### **Agenda Item #11**

#### **Approval of the Suitability Policy for members of the Board of Directors, as per article 3, paragraph 3 of Law 4706/2020**

*Required Quorum: 1/5 of the Company's fully paid-up share capital*

*Required Majority: 50%+1 of votes represented at the General Meeting*

Shareholders will be asked to approve the Suitability Policy for the members of the Board of Directors, as per article 3 of Law 4706/2020.

Draft Decision: The General Meeting of shareholders approved the Suitability Policy for the members of the Board of Directors, with ..... votes cast in favour of the proposal.



### **Agenda Item #12**

#### **Inauguration of joint Remuneration and Nomination Committee for Board members, as per article 10, paragraph 2 of Law 4706/2020**

*Required Quorum: 1/5 of the Company's fully paid-up share capital*

*Required Majority: 50%+1 of votes represented at the General Meeting*

Shareholders will be asked to approve the set up of a joint Remuneration and Nomination Committee, as per article 10, paragraph 2 of Law 4706/2020. It is proposed that the new Committee comprises non-executive members of the Board of Directors, two (2) of which are independent.

Draft Decision: The General Meeting of shareholders approved the set up of a joint Remuneration and Nomination Committee, with ..... votes cast in favour of the proposal. The new Committee will comprise non-executive members of the Board of Directors, two (2) of which are independent.

### **Agenda Item #13**

#### **Approval of programme for distribution of bonus shares to specific senior personnel and other employees of the Company, as well as business associates, as per article 114 of Law 4548/2018 and its amendments, and authorization of the Board of Directors.**

*Required Quorum: 1/2 of the Company's fully paid-up share capital*

*Required Majority: 2/3 of votes represented at the General Meeting*

Shareholders will be asked to approve a programme for the distribution of bonus shares to specific senior personnel and other employees of the Company, as well as business associates, as per article 114 of Law 4548/2018 and its amendments. The Company will issue a total of 4,000,000 shares by means of capitalising capital reserves, which will be distributed at the discretion of the Board of Directors on a three-year horizon, in line with capital market regulations and corporate legislation. According to the proposal by the Board of Directors, the programme is aimed at providing a reward to senior staff, other personnel and business associates for their efforts to promote the Company's business mission and offer incentives for improved performance on a long-term basis.

Draft Decision: The General Meeting of shareholders approved a programme for the distribution of bonus shares to specific senior personnel and other employees of the Company, as well as business associates, as per article 114 of Law 4548/2018 and its amendments, with ..... votes cast in favour of the proposal. The Company will issue a total of 4,000,000 shares by means of capitalising capital reserves, which will be distributed at the discretion of the Board of Directors on a three-year horizon, in line with capital market regulations and corporate legislation. According to the proposal by the Board of



Directors, the programme is aimed at providing a reward to senior staff, other personnel and business associates for their efforts to promote the Company's business mission and offer incentives for improved performance on a long-term basis.

#### **Agenda Item #14**

**Authorisation as per article 98, paragraph 1 of Law 4548/2018 and its amendments, to Board Directors and Company directors for participating in the Boards or management teams of companies with similar activities.**

*Required Quorum: 1/5 of the Company's fully paid-up share capital*

*Required Majority: 50%+1 of votes represented at the General Meeting*

Shareholders will be asked to authorise Board Directors and Company directors for participating in the Boards or management teams of companies with similar activities, as per article 98, paragraph 1 of Law 4548/2018 and its amendments.

Draft Decision: The General Meeting of shareholders authorised Board Directors and Company directors for participating in the Boards or management teams of companies with similar activities, as per article 98, paragraph 1 of Law 4548/2018 and its amendments, with ..... votes cast in favour of the proposal.

#### **Agenda Item #15**

**Approval of participation of the Company in other companies and joint ventures**

*Required Quorum: 1/5 of the Company's fully paid-up share capital*

*Required Majority: 50%+1 of votes represented at the General Meeting*

Shareholders will be asked to approve the participation of the Company in other companies and joint ventures set up during 2020.

Draft Decision: The General Meeting of shareholders approved the participation of the Company in other companies and joint ventures set up during 2020, with ..... votes cast in favour of the proposal.





**Agenda Item #16**

**Other Announcements**

*Required Quorum: 1/5 of the Company's fully paid-up share capital*

*Required Majority: 50%+1 of votes represented at the General Meeting*

The Chairman will then proceed to various announcements to shareholders concerning Company affairs.