



**Draft Decisions on Agenda items  
of the Annual General Meeting on 14.06.2023**

**Agenda Item #1**

**Approval of the Annual Financial Report, along with the Directors' Report and the Auditors' Review Report, for the 01.01.2022-31.12.2022 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 are asked to approve the Annual Financial Report, along with the Directors' Report & Statements, and the Auditors' Review Report, for the 01.01.2022-31.12.2022 period, which were approved by the Board of Directors.

Shareholders may access on the company website [www.avax.gr](http://www.avax.gr) the 2022 Annual Financial Report, which was approved by the Board of Directors, including Company and Consolidated Financial Accounts, the Directors' Report and the Auditors' Review Report.

**Agenda Item #2**

**Approval of the appropriation of income for the 01.01.2022-31.12.2022 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 are asked to approve the appropriation of income for the 01.01.2022-31.12.2022 period and distribution of a €0.07 gross dividend per share for the period.

**Agenda Item #3**

**Submission of Report by Independent, Non-Executive Members of the Board of Directors,  
according to paragraph 5 of article 9 of Law 4706/2020 (item not put to vote)**

According to paragraph 5 of article 9 of Law 4706/2020, as clarified by the Hellenic Capital Market Commission with its circulars #1591/05.07.2021 and #428/21.02.2022, the Independent Non-Executive Members of the Board of Directors must submit jointly or separately, reports to the Annual or Extraordinary General Meetings of Shareholders regarding the obligations of the Non-Executive Members



of the Board of Directors, including independent members, which are stated in article 7 of Law 4706/2020. Those reports are submitted independently of the reports submitted by the Board of Directors to the General Meeting.

This agenda item, which constitutes an announcement to the General Meeting and not put to vote, pertains to the submission to the General Meeting of the relevant report of the Independent Non-Executive Members of the Board of Directors of the Company.

(The report of the Independent Non-Executive Members of the Board of Directors to the General Meeting of Shareholders, according to article 9 par. 5 of Law 4706/2020, has been posted on [www.avax.gr](http://www.avax.gr))

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

##### **Submission of the Annual Activity Report by the Audit Committee for 2022, according to paragraph 1(i) of article 44 of Law 4449/2017 (agenda item not put to vote)**

Shareholders are presented with the Annual Activity Report of the Audit Committee for 2022.

This agenda item is not put to shareholder vote.

(The Annual Activity Report of the Audit Committee for 2022 is posted on [www.avax.gr](http://www.avax.gr))

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

##### **Approval of overall Company administration for the 01.01.2022-31.12.2022 period according to article 108 of Law 4548/2018, and waiver of responsibility by the Auditors, according to paragraph 1(c) 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 are asked to approve overall Company administration for fiscal 2021 (01.01.2021-31.12.2021), according to article 108 of Law 4548/2018, and waive responsibility for compensation by the Auditors for the same fiscal year (01.01.2021-31.12.2021), according to paragraph 1c of article 117 of Law 4548/2018.

#### **Agenda Item #6**

##### **Election of Auditing Firm for auditing the Financial Accounts for the 01.01.2023-31.12.2023 period, and determination of 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*

The Board of Directors of the Company proposes to the General Meeting of Shareholders, following a recommendation by the Audit Committee in accordance with Regulation (EU) 537/2014 and article 44 of Law 4449/2017, the appointment of auditing company “BDO Certified Auditors SA” which was deemed the preferred option for conducting the statutory audit of the Company and the consolidated Financial Statements of the Company, in accordance with the International Financial Reporting Standards for the year 2023. The remuneration of the auditing company is determined by the Board of Directors based on the applicable regulations.

#### **Agenda Item #7**

##### **Approval of remuneration of Board Directors for the 01.01.2022-31.12.2022 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 the 01.01.2022-31.12.2022 period.

#### **Agenda Item #8**

##### **Determination of remuneration of Board Directors for the 01.01.2023-31.12.2023 period and up to the Annual General Meeting in 2024, according to article 112 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 provide initial approval for the remuneration of the members of the Board of Directors for the 01.01.2023-31.12.2023 period and up to the Annual General Meeting in 2024.

#### **Agenda Item #9**

##### **Submission of the Remuneration Report for 2022 for discussion and advisory vote, according to article 112 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*

The Board of Directors of the Company submits to the General Meeting of Shareholders the Remuneration Report of the members of the Board of Directors of the Company for 2022, in accordance with article 112



of Law 4548/2018. The Remuneration Report has previously been approved by the Remuneration & Nominations Committee of the Company.

Being a listed company, AVAX SA must prepare and submit to the Annual General Meeting of Shareholders a Remuneration Report, in accordance with article 112 of Law 4548/2018, providing a complete overview of the total remuneration paid / granted to each of the Executive and Non-Executive members of the Board of Directors in the last financial year.

The external auditors of the Company carry out a review of the Remuneration Report, with the respect to the information required to be included by the Law.

The Remuneration Report, according to the Law, is submitted as an agenda item to the Annual General Meeting of Shareholders, whose vote is advisory.

(The Remuneration Report of the members of the Board of Directors of the Company for the year 2022 is posted on [www.avax.gr](http://www.avax.gr)).

#### **Agenda Item #10**

##### **Approval of the new Remuneration Policy of the Company**

*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 are asked to approve the new Remuneration Policy of the Company.

#### **Agenda Item #11**

##### **Purchase of own shares**

*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 purchase of own shares, in accordance with pertinent legislation. More specifically:

- a. Purchase of up to 10,000,000 shares (corresponding to 6.9% of outstanding shares)
- b. The time frame for the transactions is set at 24 months
- c. Transactions will be conducted at a lower and upper price limit of €0.50 and €4.00 per share, respectively

Shareholders are asked to authorise the Board of Directors of the Company to proceed with this decision.



### **Agenda Item #12**

**Permission to members of the Board of Directors and Company directors for participating in the Boards or management teams of subsidiaries and associated companies, according to paragraph 1 of article 98 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 authorise Board Directors and Company directors for participating in the Boards or management teams of subsidiaries and associated companies, according to article 98, paragraph 1 of Law 4548/2018.

### **Agenda Item #13**

**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 2022.

### **Agenda Item #14**

#### **Other Announcements**

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