



**Draft Decisions on Agenda items
of the Annual General Meeting on 12.06.2024**

Agenda Item #1

Approval of the Annual Financial Report, along with the Directors' Report and the Auditors' Review Report, for the 01.01.2023-31.12.2023 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 01.01.2023-31.12.2023 period, which were approved by the Board of Directors.

Shareholders may access on the company website www.avax.gr the 2023 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 01.01.2023-31.12.2023 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 01.01.2023-31.12.2023 period and distribution of a €0.03 gross dividend per share for the period.

Agenda Item #3

Submission of the joint 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 a 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, as 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 a 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)

Agenda Item #4

Submission of the Annual Activity Report by the Audit Committee for 2023, 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 2023.

This agenda item is not put to a shareholder vote.

(The Annual Activity Report of the Audit Committee for 2023 is posted on www.avax.gr)

Agenda Item #5

Approval of overall Company administration for the 01.01.2023-31.12.2023 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 2023 (01.01.2023-31.12.2023), according to article 108 of Law 4548/2018, and waive responsibility for compensation by the Auditors for the same fiscal year (01.01.2023-31.12.2023), 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 01.01.2024-31.12.2024 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 "Grant Thornton 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 2024. The remuneration of the auditing company is determined by the Board of Directors based on the applicable regulations.

Agenda Item #7

Amendment of Corporate Charter – addition of new article

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 the addition of a new article to its Corporate Charter, regarding remuneration of Board members.

Agenda Item #8

Approval of remuneration of Board Directors for the 01.01.2023-31.12.2023 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 01.01.2023-31.12.2023 period.



Agenda Item #9

Determination of remuneration of Board Directors for the 01.01.2024-31.12.2024 period and up to the Annual General Meeting in 2025, 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 01.01.2024-31.12.2024 period and up to the Annual General Meeting in 2024.

Agenda Item #10

Submission of the Remuneration Report for 2023 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 2023, 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 respect to the information required to be included by 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 2023 is posted on www.avax.gr).



Agenda Item #11

Election of new Board of Directors, due to end of its term

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 a new Board of Directors, due to the end of its term. The following will be proposed for election:

1. Christos Joannou
2. Konstantinos Kouvaras
3. Konstantinos Mitzalis
4. Konstantinos Lysaridis
5. Ekaterini Pistioli
6. Anthony Mitzalis
7. Athena Eliades
8. Christos Siatis, as independent non-executive member
9. Michael Hatzipavlou, as independent non-executive member
10. Theodora Monohartzi, as independent non-executive member
11. Paul Canellopoulos, as independent non-executive member

Agenda Item #12

Election of new Audit Committee

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 match the term of the members of the Board of Directors elected by the General Assembly of shareholders
4. 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.

Agenda Item #13

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

Agenda Item #14

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 #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 2023.



Agenda Item #16

Other Announcements

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