



Draft Decisions on Agenda items of the Annual General Meeting on 15.07.2025

Agenda Item #1

Approval of the Annual Financial Report, along with the Directors' Report and the Auditors' Review Report, for the 01.01.2024-31.12.2024 period

*Required Quorum: 1/5 of fully paid-up share capital amounting to €44,432,704.80 and
148,109,016 voting shares*

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 01.01.2024-31.12.2024 period, which were approved by the Board of Directors.

Shareholders may access on the company website www.avax.gr the 2024 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 01.01.2024-31.12.2024 period and decision on distribution of dividend

*Required Quorum: 1/5 of fully paid-up share capital amounting to €44,432,704.80 and
148,109,016 voting shares*

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

Shareholders are asked to approve the appropriation of income for the 01.01.2024-31.12.2024 period and distribution of a total €10,382,506.12 gross dividend for the year. Taking into account the stock of 212,500 own shares held by the Company, which by Law are excluded from dividend distribution, the gross dividend per share amounts to €0,0701004328 with a total of 148,109,016 shares being eligible to receive dividend.



It should be noted that actual dividend per share to be distributed for 2024 may increase in the event of purchase of additional own shares up to the record date for dividend distribution.

Agenda Item #3

Submission of the Annual Activity Report by the Audit Committee for 2024, according to paragraph 1(i) of article 44 of Law 4449/2017 (item not put to a vote)

Shareholders are presented with the Annual Activity Report of the Audit Committee for 2024.

This agenda item is not put to a shareholder vote.

(The Annual Activity Report of the Audit Committee for 2024 is posted on www.avax.gr)

Agenda Item #4

Submission of the Annual Activity Report by Independent, Non-Executive Members of the Board of Directors for 2024, 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 for 2024.

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



Agenda Item #5

Approval of overall Company administration for the 01.01.2024-31.12.2024 period, according to article 108 of Law 4548/2018, and waiver of responsibility of the Auditors, according to paragraph 1(c) of article 117 of Law 4548/2018

Required Quorum: 1/5 of fully paid-up share capital amounting to €44,432,704.80 and 148,109,016 voting shares

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

Shareholders are asked to approve overall Company administration for fiscal 2024 (01.01.2024-31.12.2024), according to article 108 of Law 4548/2018, and waive responsibility for compensation by the Auditors for the same fiscal year (01.01.2024-31.12.2024), 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 01.01.2025-31.12.2025 period, and determination of their remuneration

Required Quorum: 1/5 of fully paid-up share capital amounting to €44,432,704.80 and 148,109,016 voting shares

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 2025. The remuneration of the auditing company is determined by the Board of Directors based on the applicable regulations.



Agenda Item #7

Election of Auditing Firm for reviewing the Sustainability Report for the 01.01.2025-31.12.2025 period, and determination of their remuneration

Required Quorum: 1/5 of fully paid-up share capital amounting to €44,432,704.80 and 148,109,016 voting shares

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 Law 5164/2024 which implements the European Directive for the Submission of Sustainability Reports, the appointment of auditing company “Grant Thornton SA” which was deemed the preferred option for auditing the Sustainability Report for 2025, as per legislation.

The remuneration of the auditing company for the Sustainability Report will be determined by the Board of Directors, following a proposal by the Audit Committee.

Agenda Item #8

Submission of the Board Members’ Remuneration Report for 2024 for discussion and advisory vote, according to article 112 of Law 4548/2018

Required Quorum: 1/5 of fully paid-up share capital amounting to €44,432,704.80 and 148,109,016 voting shares

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 2024, 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 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 2024 is posted on www.avax.gr).

Agenda Item #9

Approval of remuneration and compensation of Board Directors for the 01.01.2024-31.12.2024 period

Required Quorum: 1/5 of fully paid-up share capital amounting to €44,432,704.80 and 148,109,016 voting shares

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 01.01.2024-31.12.2024 period.

Agenda Item #10

Determination of remuneration of Board Directors for the 01.01.2025-31.12.2025 period and up to the Annual General Meeting in 2026, according to article 109 of Law 4548/2018

Required Quorum: 1/5 of fully paid-up share capital amounting to €44,432,704.80 and 148,109,016 voting shares

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 01.01.2025-31.12.2025 period and up to the Annual General Meeting in 2026.



Agenda Item #11

Authorisation of the Board of Directors, as per paragraph 1(b) of article 24 of Law 4548/2018 and its amendments, to decide over a five-year period on share capital increases cumulatively amounting to no more than three times its currently outstanding nominal share capital, which amounts to €44,496,454.80, reserving the right to limit or abolish shareholders' pre-emptive rights, as per article 27 of Law 4548/2018

Required Quorum: 50% of fully paid-up share capital amounting to €44,432,704.80 and 148,109,016 voting shares

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

Shareholders will be asked to authorise the Board of Directors to decide over a five-year period on share capital increases for a cumulative amount no more than three times its currently outstanding nominal share capital, which amounts to €44,496,454.80, reserving the right to limit or abolish shareholders' pre-emptive rights, as per article 27 of Law 4548/2018

Agenda Item #12

Approval of the revised Remuneration Policy of the Company, as per articles 110 and 111 of Law 4548/2018

Required Quorum: 1/5 of fully paid-up share capital amounting to €44,432,704.80 and 148,109,016 voting shares

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

Shareholders are asked to approve the revised Remuneration Policy of the Company.

Agenda Item #13

Approval of the revised Suitability Policy of the Board of Directors of the Company, as per article 3 of Law 4706/2020 and its amendments

Required Quorum: 1/5 of fully paid-up share capital amounting to €44,432,704.80 and 148,109,016 voting shares

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



The Board of Directors submits to shareholders the revised Suitability Policy for members of the Board, in accordance with article 3 of Law 4706/2020 and its amendments.

Agenda Item #14

Approval of own shares purchase programme, according to article 49 of Law 4548/2018.

Authorisation of the Board of Directors to take all necessary actions towards the Programme.

*Required Quorum: 1/5 of fully paid-up share capital amounting to €44,432,704.80 and
148,109,016 voting shares*

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

Shareholders are asked to approve the purchase of own shares, in accordance with pertinent legislation. More specifically:

- a. Purchase of up to 5,000,000 shares (corresponding to 3.37% 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 €5.00 per share, respectively

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

Agenda Item #15

Amendment of the Corporate Charter, in line with article 128 of Law 4548/2018

*Required Quorum: 1/5 of fully paid-up share capital amounting to €44,432,704.80 and
148,109,016 voting shares*

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

Shareholders will be asked to decide on the amendment of article 15 of the Corporate Charter, according to paragraph 4 of article 128 of Law 4548/2018, more specifically the amendment of paragraph 2, the removal of paragraph 3 and renumbering of paragraph 4 into 3. Thus, article 15 of the Corporate Charter will be re-stated as follows:



Article 15

Shares Participating - Representation

1. No changes
2. Shareholders who are legal entities may participate in the General Meeting through their representatives. Shareholders may participate in the General Meeting in person or through their legally authorised representative, whom they appoint and revoke in accordance with the applicable provisions of the law. Notification to the Company of the appointment or revocation of a shareholder's representative may also be made by electronic means, in particular by sending the relevant documents by e-mail to the electronic address indicated in the published invitation to the shareholders to the General Meeting.
3. Paragraph 4 is renumbered as paragraph 3.

Agenda Item #16

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 fully paid-up share capital amounting to €44,432,704.80 and
148,109,016 voting shares*

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 #17

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

Required Quorum: 1/5 of fully paid-up share capital amounting to €44,432,704.80 and

148,109,016 voting shares

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 2024.

Agenda Item #18

Other Announcements

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