



**«AVAX SOCIETE ANONYMES - CONTRACTING - TOURISTIC - COMMERCIAL -
INDUSTRIAL - BUILDING MATERIALS - EQUIPMENT»
General Commercial Registry #913601000**

**Draft Decisions on Agenda items
of the Annual General Meeting of Shareholders on 02.07.2026**

Agenda Item #1

Approval of the Annual Financial Report, along with the Directors' Report and the Auditors' Review Report, for the 01.01.2025-31.12.2025 period

Required Quorum: 1/5 of fully paid-up share capital amounting to €44,166,131.10 and 147,220,437 voting shares

Required Majority: 50%+1 of voting rights 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 01.01.2025-31.12.2025 period, which were approved by the Board of Directors.

Shareholders may access on the company website www.avax.gr the 2025 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 01.01.2025-31.12.2025 period and distribution of dividend

Required Quorum: 1/5 of fully paid-up share capital amounting to €44,166,131.10 and 147,220,437 voting shares

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

AVAX S. A.
16 Amarousiou - Halandriou Str.
151 25 Marousi, Athens - Greece

t: +30 210 6375000
f: +30 210 6104380
w: avax.gr

VAT Registration Nr:
EL 094183623





Shareholders are asked to approve the appropriation of income for the 01.01.2025-31.12.2025 period and distribution of a total €14,722,043.70 gross dividend for the year. Taking into account the stock of 1,101,079 own shares currently held by the Company, which by Law are excluded from dividend distribution, the gross dividend per share amounts to €0,10 with a total of 147,220,437 shares being eligible to receive dividend.

Agenda Item #3

Submission by the Audit Committee of the Annual Activity Report for 2025, according to paragraph 1(i) of article 44 of Law 4449/2017 (agenda item not put to a vote)

Shareholders are presented with the Annual Activity Report of the Audit Committee for 2025.

This agenda item is not put to a shareholder vote.

(The Annual Activity Report of the Audit Committee for 2025 is posted on www.avax.gr)

Agenda Item #4

Submission by Independent, Non-Executive Members of the Board of Directors of the Annual Report for 2025, according to paragraph 5 of article 9 of Law 4706/2020 (agenda 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 2025.



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

Agenda Item #5

Approval of overall Company management for 2025 (01.01.2025-31.12.2025), 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 €44,166,131.10 and 147,220,437 voting shares

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

Shareholders are asked to approve overall Company management for fiscal 2025 (01.01.2025-31.12.2025), according to article 108 of Law 4548/2018, and waive responsibility for compensation by the Auditors for the same fiscal year (01.01.2025-31.12.20245, according to paragraph 1c of article 117 of Law 4548/2018.

Agenda Item #6

Election of Auditing Firm for auditing the Financial Accounts for 2026 (01.01.2026-31.12.2026), and determination of their remuneration

Required Quorum: 1/5 of fully paid-up share capital amounting to €44,166,131.10 and 147,220,437 voting shares

Required Majority: 50%+1 of voting rights 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 2026. 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 2026 (01.01.2026-31.12.2026), and determination of their remuneration

Required Quorum: 1/5 of fully paid-up share capital amounting to €44,166,131.10 and 147,220,437 voting shares

Required Majority: 50%+1 of voting rights 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 candidate for auditing the Sustainability Report for 2026, as per pertinent 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 2025 (01.01.2025-31.12.2025) 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 €44,166,131.10 and 147,220,437 voting shares

Required Majority: 50%+1 of voting rights 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 2025, 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 view 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 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 2025 is posted on www.avax.gr).

Agenda Item #9

Approval of remuneration and compensation of Board Directors for 2025 (01.01.2025-31.12.2025)

Required Quorum: 1/5 of fully paid-up share capital amounting to €44,166,131.10 and 147,220,437 voting shares

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

Shareholders will be asked to approve the remuneration of the members of the Board of Directors for the 01.01.2025-31.12.2025 period.

Agenda Item #10

Election of new Board Director and setting of the term of appointment

Required Quorum: 1/5 of fully paid-up share capital amounting to €44,166,131.10 and 147,220,437 voting shares

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

The General Meeting, following a relevant proposal by the Board of Directors, is asked to decide on the election of a new member of the Board of Directors, aimed at the compliance of the Company



with the current corporate governance provisions, especially with regard to adequate representation of both genders in accordance with article 3A par. 3 of Law 4706/2020.

More specifically, the proposal calls for the election of Mrs Kleopatra Papastamatiou, a Lawyer who is Head of the Company's Legal Department, as a new member of the Company's Board of Directors for the remainder of the term of office of the Board of Directors, which was elected by the Annual General Meeting of Shareholders on June 12, 2024 for a three-year term, ie until 11.06.2027, and may be automatically extended until the expiration of the deadline within which the immediately following Ordinary General Meeting must convene and until the relevant decision is taken.

The curriculum vitae of Mrs Kleopatra Papastamatiou was made available to shareholders on the Company website.

Agenda Item #11

Determination of remuneration of Board Directors for 2026 (01.01.2026-31.12.2026) and up to the Annual General Meeting in 2027, according to article 109 of Law 4548/2018

Required Quorum: 1/5 of fully paid-up share capital amounting to €44,166,131.10 and 147,220,437 voting shares

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

Shareholders will be asked to grant pre-approval of remuneration of the members of the Board of Directors for the 01.01.2026 - 31.12.2026 period and until the Annual General Meeting of the year 2027.

Agenda Item #12

Early termination of the Company's Own Share Purchase Programme, which was voted by shareholders at the Annual General Meeting on 15.07.2025. - Authorisation of the Board of Directors for the disposal of already acquired own shares, in accordance with pertinent legislation.

Required Quorum: 1/5 of fully paid-up share capital amounting to €44,166,131.10 and 147,220,437 voting shares



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

Shareholders will be asked to decide on early termination of the Company's Own Share Purchase Programme, as decided at the Annual General Meeting of Shareholders on 15.07.2025, and authorisation of the Board of Directors to dispose of the already acquired own shares, in accordance with pertinent legislation.

Agenda Item #13

Approval of a New Own Share Purchase Programme by the Company, in accordance with article 49 of Law 4548/2018. - Authorisation of the Company's Board of Directors for the implementation of the afore-mentioned Programme and for the disposal of the shares to be acquired, in accordance with pertinent legislation.

Required Quorum: 1/5 of fully paid-up share capital amounting to €44,166,131.10 and 147,220,437 voting shares

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

The General Meeting is asked to vote on 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 the Company's outstanding shares)
- b. a period of twenty-four (24) months is set for the above transactions
- c. the minimum acquisition value of the shares is set at €0.50/share and the maximum at €5.00/share.

In addition, the General Meeting is called upon to authorise the Company's Board of Directors for the appropriate implementation of the above decision as well as for the disposal of own shares to be acquired, in line with pertinent legislation.



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

Required Majority: 50%+1 of voting rights 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 fully paid-up share capital amounting to €44,432,704.80 and 148,109,016 voting shares

Required Majority: 50%+1 of voting rights 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 2025.

Agenda Item #16

Other Announcements

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

