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## DRAFT RESOLUTIONS

### For items in the Agenda of the

### Extraordinary General Meeting to be held on Tuesday 21<sup>st</sup> November 2017

## ITEMS IN THE AGENDA

### **FIRST ITEM: Election of new BoD Members, according to Article 16 of the Company's Articles of Association.**

In the context of the Company's management reshuffling, achieving the best practice in corporate governance and at managing the information flow between Parent and Affiliate IPTO S.A., a new Board composition is proposed. Two out of three Directors in the Board of the Affiliate, nominated by the Company as per the existing Shareholder Agreement, are proposed to be the same individuals in the Company's Board of Directors. In the same context, the Company's existing Chief Executive Officer, Mr. Iason Rousopoulos, expressed the intention to relinquish his position as soon as the new Board of Directors is formed. The Company's investor with a 51% economic interest, Public Holding Company (DES ADMIE S.A.), intends to nominate Mr. Rousopoulos as Executive Board Member in the Company, and in conjunction the Company expects to nominate Mr. Rousopoulos as Executive Board Member at Affiliate IPTO S.A.

During the same Board Meeting held on 21 November 2017, three Directors expressed their intention to relinquish their positions in the Board, namely, Ms. Vaia Karathodorou, Mr. Dimitrios Tsekeris and Mr. Lampros Somakos. The three Directors remain in the current posts until the General Meeting of Shareholders elects their replacements.

Based on the changes here-above and considering that remaining Directors will be less than three (3), shareholders are called to elect the following Directors with a new, three-year

term starting 12 December 2017, according to para.2, Article 16 of the Articles of Association:

1. Nektarios Papagiannakopoulos, Executive Director,
2. Iason Rousopoulos, Executive Director,
3. Ioannis Margaritis, Non-executive Director,
4. Constantinos Karakatsanis, Independent Non-Executive Director,
5. Evangelos Darousos, Independent Non-Executive Director.

**SECOND ITEM: Appointment of Members of the Audit Committee, according to the Article 44 of Law 4449/2017.**

During the Board Meeting held on 21 November 2017, two Members in the Audit Committee expressed their intention to relinquish their positions as Members in the Company's Audit Committee, namely, Ms. Vaia Karathodorou and Mr. Lampros Somakos. The two Members plan to remain in the current capacity until the General Meeting of Shareholders elects new Members in the Audit Committee.

Shareholders are called to elect as the following Members of the Audit Committee with a three-year term starting 12 December 2017:

1. Evangelos Darousos,
2. Ioannis Margaritis,
3. Constantinos Karakatsanis,

Chairman in the Audit Committee is proposed to be Mr. Evangelos Darousos.

**THIRD ITEM: Approval of insurance coverage of Directors & Officers for ADMIE HOLDING S.A., against civil liability incurred in the exercise of their duties and powers, and granting of power to the Chief Executive Officer to sign it.**

During the Meeting held on 21 November 2017, the Directors resolved to propose to the General Meeting of the Shareholders the insurance coverage of Directors & Officers for ADMIE HOLDING S.A. against civil liability incurred in the exercise of their duties and powers, following the best practices.

Shareholders are called to approve the insurance coverage contract for a period between 1 January 2018 and 31 December 2018, and grant power to the Chief Executive Officer to sign it.

**FOURTH ITEM: Approval of a contract between the Company and the Chief Executive Officer, the basic terms and pre-approval of remuneration, according to the Article 23a of Codified Law 2190/1920, and granting of power to the Board of Directors to sign it.**

Shareholders are called to grant the power to the Board of Directors, according to Article 23a of Codified Law 2190/1920, to approve a contract between the Company and the new Chief Executive Officer that will be elected by the new Board of Directors, as per Item #1 in the agenda here-above. In summary, the contract will have a three-year term, a gross monthly remuneration of 3,500 euros and will have the standard rules embedded in respective employment contracts.

The Shareholders are called to approve the basic terms and grant the power to the Board of Directors to sign the contract with the basic terms as here-above.

**FIFTH ITEM: Approval of remuneration for the Chief Executive Officer during the term between 01.04.2017 and 12.12.2017.**

Shareholders are called to approve the remuneration for the Chief Executive Officer, Mr. Iason Rousopoulos, for the completed term between 1 April 2017 and 12 December 2017 and the gross monthly remuneration of 2,500 euros that had been pre-approved based on Resolution 2/24.4.2017 of the Extraordinary General Meeting of the Shareholders.